



## **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) | **Email:** [board@csb.co.in](mailto:board@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, November 09, 2022 at 09.00 a.m. (IST) | Thursday, December 08, 2022 at 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 No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular no. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and 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 resolutions appended below are proposed to be passed as Ordinary/Special Resolutions by the Members of CSB Bank Limited (the "**Bank**") through Postal Ballot only, by voting through electronic means ("**remote e-voting**").

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the said resolutions 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 the 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 has appointed Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer at its meeting held on October 21, 2022, 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.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the Members of the Bank, since such requirement is dispensed with as per the aforementioned MCA Circulars, and consequently, no physical ballot forms will be accepted by the Bank.

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 December 8, 2022**. 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 Chairman/Managing Director & CEO of the Bank or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot through the Remote E-Voting process will be announced by the Chairman/ Managing Director & CEO or such person as authorised, on or before 05.00 p.m. IST on Saturday, December 10, 2022 at Registered Office, Thrissur. The results along with the Scrutinizer's Report will be displayed 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 the National Stock Exchange of India Limited ("NSE") 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.

## RESOLUTIONS:

### 1. Elevation and appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & Chief Executive Officer of the Bank

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 (the "**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 35B and other relevant provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ( "**RBI**"), from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") 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 ("**Articles**") of CSB Bank Limited (the "**Bank**") and pursuant to the recommendation made by the Nomination and Remuneration Committee (the "**Committee**") and approval of Board of Directors of the Bank (the "**Board**"), and in terms of the approval granted by RBI under Section 35B of the Banking Regulation Act, 1949, Mr. Pralay Mondal (DIN:00117994) who was appointed as the Deputy Managing Director liable to retire by rotation, with effect from February 17, 2022, be and is hereby elevated and appointed as the Managing Director & Chief Executive Officer of the Bank for a period of 3 (three) years, with effect from September 15, 2022 up to September 14, 2025 (both dates inclusive) in accordance with the approval of RBI **AND THAT** Mr. Pralay Mondal (DIN:00117994) shall not be liable to retire by rotation in terms of the relevant provisions of the Act and the Articles of the Bank.

**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, Section 35B and other relevant provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by RBI, 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 the Bank and pursuant to the recommendation made by the Committee and approval of the Board and subject to the prior approval of the RBI under Section 35B of the Banking Regulation Act, 1949, the approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mr. Pralay Mondal (DIN: 00117994), as the Managing Director & Chief Executive Officer of the Bank, to be paid by way of Fixed pay, allowances, perquisites and variable pay with effect from September 15, 2022, as more particularly mentioned herein below subject to such modifications/ changes, if any, as RBI may direct within the maximum limits as mentioned herein below while according its approval to the remuneration payable and the terms and conditions of Mr. Pralay Mondal's appointment:

| Sl No.                                    | Particulars   | Amount (per annum) (in ₹)                                 |                                 |
|---|---|---|---------------------------------|
| Part-A: Fixed Pay (including Perquisites) |   |   |                                 |
| 1.  | Salary  | 1,15,00,000.00  |                                 |
| 2.  | Dearness Allowance  | NIL   |                                 |
| 3.  | Retiral / Superannuation benefits:  |   |                                 |
| (i)                                       | Provident Fund / National Pension Scheme (NPS)  | 11,50,000.00  |                                 |
| (ii)                                      | Gratuity  | 5,52,885.00   |                                 |
| (iii)                                     | Pension   | NIL   |                                 |
| 4.  | Leave Fare Concession   | 3,45,000.00   |                                 |
| 5.  | Other Fixed Allowances:   |   |                                 |
| (i)                                       | Mobile Allowance  | 30,000.00   |                                 |
| (ii)                                      | Canteen Allowance   | 27,000.00   |                                 |
| (iii)                                     | Special Allowance   | 34,67,672.00  |                                 |
| 6.  | Perquisites:  |   |                                 |
| (i)                                       | House Rent Allowance  | 57,50,000.00  |                                 |
| (ii)                                      | Conveyance Allowance  | 50,000.00   |                                 |
| (iii)                                     | Cash in lieu of Club Membership / Club membership at actuals  | 1,00,000.00   |                                 |
| (iv)                                      |   | Entitlement/<br>Insurance<br>Coverage                     | Amount<br>(per annum)           |
|   | 1. Group Medical Insurance Premium  | 4,00,000  | ₹ 13,024/- (in-<br>cluding GST) |
|   | 2. Group Term Life Insurance Premium  | 20,00,000   | ₹ 14,419/- (in-<br>cluding GST) |
| Total                                     |   |   | ₹ 2,30,00,000/-                 |
| 7.  | Reimbursement of expenses (without ceiling as per RBI Compensation Guidelines dated November 4, 2019) |   |                                 |
| (i)                                       | Official Travel Expenses  | Will be reimbursed at actuals.                            |                                 |
| (ii)                                      | Boarding and Lodging Expenses   | Will be reimbursed at actuals.                            |                                 |
| (iii)                                     | Halting Allowance   | As per the Bank's policy for domestic and foreign travel. |                                 |
| 8.  | Other terms and Conditions:   |   |                                 |
| (i)                                       | Leave   | As per the Bank's Policy.                                 |                                 |

| Part-B : Variable Pay        |    |   |
|------------------------------|----|---|
| Cash and Non-cash Components | 1. | Variable pay shall be in the range of a minimum of 100% and up to 300% of the fixed pay of the respective financial year.   |
|                              | 2. | Variable pay comprises of cash and stock options which is subject to malus/ clawback arrangements in the case of deferral part of variable pay. In the case of stock options, the number of options to be granted shall be determined by arriving at the fair value of the options, post receipt of approval of Reserve Bank of India in the respective financial years by using Black-Scholes model. |
|                              | 3. | Exercise price of the options will be decided by the Nomination & Remuneration Committee of the Board in line with / in the manner as prescribed in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the approval of Reserve Bank of India.   |
|                              | 4. | Subject to the deferrals, amount of variable pay will be paid on an annual basis pursuant to receipt of approval of RBI for each financial year on achievement of performance parameters fixed by the Committee for each financial year, which is linked to ratings based on balanced scorecard set, covering both quantitative and qualitative aspects and risk score assigned thereon.              |

**RESOLVED FURTHER THAT** the approval of the members of the Bank be and is hereby accorded to the Committee and/ or the Board to decide on quantum of variable pay on an annual basis to be paid to Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & Chief Executive Officer of the Bank, which shall be based only on Mr. Pralay Mondal's performance and performance linked to rating based on the metrics (both quantitative and qualitative) and risk score assigned thereon, in the range of a minimum of 100% and up to 300% of the fixed pay of the respective financial year, in accordance with Reserve Bank of India "Guidelines on Compensation of Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff" dated November 4, 2019 and the Compensation Policy of the Bank and subject to the specific prior approval of RBI in terms of Section 35B of the Banking Regulation Act, 1949 for each concerned financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and are hereby jointly and 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 they may in their 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 the above Resolution."

## 2. Material related party transactions pertaining to acquisition of gold loan receivables by way of Direct Assignment Transactions /Pass Through Certificates by the Bank with IIFL Finance Limited

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Section 188 and the applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the "**Acts**"), if any, and any amendments, modifications, variations or re-enactments thereof ("**Applicable Laws**") and the 'Policy on materiality of related party transactions and on dealing with related party transactions' of CSB Bank Limited (the "**Bank**"), as may be applicable from time to time, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "**Board**", which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the three-year period from April 1, 2023 to March 31, 2026 as

outlined below with IIFL Finance Limited (“**IIFL Finance / the Company**”), having identified IIFL Finance as a related party of the Bank and further, the transaction as Material related party transaction as per SEBI Listing Regulations, or otherwise for entering into fresh agreement(s) or any extension(s) or modification(s) or continuation of earlier contracts/arrangements/ transactions or otherwise, from time to time with IIFL Finance, notwithstanding the fact that all such transactions during the three-year period from April 1, 2023 to March 31, 2026, whether individually and/or in the aggregate, may exceed the threshold limit of ₹ 1,000 crore (Rupees One Thousand Crore only) or 10% (ten percent) of the annual consolidated turnover as per the Bank’s last audited financial statements, whichever is lower, set for seeking approval of the members of the Bank as per SEBI Listing Regulations or any other materiality threshold limit as applicable / change in the materiality threshold limit as may be prescribed under the Applicable Laws/ Regulations from time to time; provided however, that the said contracts/arrangements /transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank.”

| Name(s) of the related party          | Nature of relationship                        | Nature of contract/ arrangement/ Transaction  | Value of transaction   | Period for which shareholders’ approval is sought for the transaction       |
|---------------------------------------|---|---|--|---|
| IIFL Finance Limited (“IIFL Finance”) | IIFL Finance forms part of the Promoter Group | Acquisition of Gold Loan receivables by way of Direct Assignment Transactions / Pass Through Certificates (PTC) | Up to ₹ 1,200 Crore (Rupees One Thousand Two Hundred Crore only) | For the period of three years starting from April 1, 2023 to March 31, 2026 |

**“RESOLVED FURTHER THAT** the Board of Directors of the Bank be and are hereby jointly or severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard, as they may in their 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 the above Resolution.”

### 3. Re-appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as a Non-Executive Independent Director of the Bank.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors), Rules, 2014, and any other applicable rules made under the Act, if any, Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) as amended from time to time, Section 10A and other 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 Reserve Bank of India (“**RBI**”), from time to time, and the provisions of the Articles of Association of the Bank, and further based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sharmila Abhay Karve (DIN: 05018751), who was appointed as a Non-Executive Independent Director of the Bank at the 100<sup>th</sup> Annual General Meeting of the Bank and who holds office up to July 19, 2023, and who is eligible for re-appointment for a second term and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Bank has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed for a second term as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of 5 (five) years commencing July 20, 2023 up to July 19, 2028 (both dates inclusive).”



**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of directors or to any executives/officers of the Bank, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

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

**Place: Mumbai  
Date: October 21, 2022**

**Sd/-  
Sijo Varghese  
Company Secretary**

**NOTES:**

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions of the Postal Ballot Notice and disclosure as required under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and SS-2 are 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, November 4, 2022 (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, Link Intime India Private Limited (**“RTA”**) as on the Cut-off date. For Members who have not registered their e-mail IDs, please follow the instructions given under point 18, to receive this Postal Ballot Notice.
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. Central Depository Services (India) Limited (**“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 [board@csb.co.in](mailto:board@csb.co.in), mentioning their name, Client ID or DP ID.
6. Brief profile and other additional information of the proposed appointees 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 is 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. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper and in vernacular language in Malayalam newspaper, each with wide circulation in the district, where the Registered Office of the Bank is situated, and the same will also be uploaded on the Bank’s website: [www.csb.co.in](http://www.csb.co.in) ➔ Investor Relations Section. 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, November 4, 2022, 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 resolutions 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 resolutions 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, November 09, 2022 at 09.00 a.m. IST and will end on Thursday, December 08, 2022 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, December 08, 2022**, 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 resolutions are 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 Chairman/Managing Director & CEO of the Bank or any person authorised by the Chairman 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 Chairman/Managing Director & Chief Executive Officer, or such person as authorised, on or before 05.00 p.m. IST on Saturday, December 10, 2022 at Registered Office, Thrissur. The Chairman or such authorised person shall countersign the same. The results along with the Scrutinizer's Report will be displayed 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 the 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 Bank will also display the results of the Postal Ballot along with the Scrutinizer's report at its Registered Office at Thrissur.
16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, December 08, 2022, i.e. the last date specified for receipt of votes through the Remote E-voting process.
17. **Registration of email addresses with RTA - Link Intime India Private Limited:** To facilitate Members to receive this Postal Ballot Notice electronically and cast their vote electronically, the Bank has made special arrangement with its Registrar and Share Transfer Agent, Link Intime India Private Limited for registration of e-mail addresses. Eligible Members whose e-mail addresses are not registered with the Bank/ DPs are required to provide the same to Link Intime India Private Limited, on or before 05.00 p.m. (IST) on Monday, December 05, 2022:



18.Procedure for registration of email address for receiving Postal Ballot Notice:

|   |   |
|---|---|
| Visit the link: <a href="https://web.linkintime.co.in/EmailReg/Email_Register.html">https://web.linkintime.co.in/EmailReg/Email_Register.html</a>   |   |
| Step-1  | Select the Name of the Company from dropdown: <i>CSB Bank Limited</i>   |
| Step-2  | Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member has to enter one of the Share Certificate numbers. |
| Step-3  | Enter Mobile number and e-mail address and click on "Continue" button.  |
| Step-4  | System will send One Time Password ("OTP") on Mobile and E-mail address.  |
| Step-5  | Upload self-attested copy of PAN card and address proof viz. copy of Aadhar Card or Passport along with front and back side of share certificate in case of physical folio.   |
| Step-6  | Enter OTP received on mobile and e-mail address.  |
| Step-7  | Click Submit button.  |
| Step-8  | System will then confirm the recording of the e-mail address for receiving Postal Ballot Notice.  |
| After successful submission of the e-mail address with RTA, CDSL/RTA will e-mail a copy of the Postal Ballot Notice within 72 hours from the time of successful submission. In case of any queries, Members may write to <a href="mailto:coimbatore@linkintime.co.in">coimbatore@linkintime.co.in</a> or <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> |   |

- 19.**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 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.

20.THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

|                 |   |
|-----------------|---|
| <b>Step 1 :</b> | <b>Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.</b>                     |
| <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> |





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.

|                 |  |
|-----------------|--|
| <b>Step 1 :</b> | <b>Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode</b> |
|-----------------|--|

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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 CDSL 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. Additionally, there are 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 CDSL 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 an 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> <li>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></li> <li>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.</li> </ol> |

|  |   |
|--|---|
|  | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL 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 NSDL/CDSL 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.</p>  |

**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 22 55 33 |
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30         |

|                 |   |
|-----------------|---|
| <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> |
|-----------------|---|

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

- B. After entering these details appropriately, click on **“SUBMIT”** tab.
- C. 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.
- D. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- E. Click on the EVSN for the **CSB BANK LIMITED** on which you choose to vote.
- F. 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.
- G. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- H. 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.
- I. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- J. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- K. 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.
- L. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- M. 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 delinked 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 mandatorily 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 and to the Bank at the email address viz. [investors@csb.co.in](mailto:investors@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.

**21.PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE BANK/DEPOSITORIES.**

1. **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 Bank/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **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.

**22.** 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 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 22 55 33.

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

**Place: Mumbai  
Date: October 21, 2022**

Sd/-  
**Sijo Varghese  
Company Secretary**

## EXPLANATORY STATEMENT

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

### Item No.1

#### Elevation and appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & Chief Executive Officer of the Bank

Post decision of Mr. C. VR. Rajendran, the erstwhile Managing Director and Chief Executive Officer of the Bank on January 6, 2022, to take early retirement from the service of the Bank with effect from the close of office hours on March 31, 2022, the Bank in their meeting held on January 8, 2022, constituted an MD Search Committee to identify and evaluate candidates, for the position of Managing Director & CEO and engaged a specialized third-party for selecting a suitable panel of names for recommending to Reserve Bank of India ("RBI"), for the said position. The Bank, post completion of all the formalities, as recommended by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors (the "Board") of the Bank, submitted a panel of candidates for the position of Managing Director & CEO of the Bank along with the proposed terms and conditions of appointment to RBI on March 29, 2022, for its consideration, in which the name of Mr. Pralay Mondal was included.

Pursuant to the application made by the Bank, RBI, vide its letter dated September 15, 2022 granted its approval amongst the shortlisted candidates for the appointment of Mr. Pralay Mondal as the Managing Director & CEO of the Bank, for a period of three (3) years with effect from the date of RBI approval, i.e. September 15, 2022.

Pursuant thereto, and further pursuant to the recommendation of the NRC which held its meeting on September 15, 2022, the Board, at its meeting held on September 15, 2022, elevated and appointed Mr. Pralay Mondal, Deputy Managing Director as the Managing Director & CEO of the Bank, for a period of three (3) years, with effect from September 15, 2022 up to September 14, 2025 (both dates inclusive).

RBI while according its approval to the Bank for the appointment of Mr. Pralay Mondal as the Managing Director & CEO, advised the Bank to submit a revised proposal for the remuneration of the Managing Director & CEO. The NRC in their meeting held on September 23, 2022, noted the contents of RBI letter in the matter of remuneration to Mr. Pralay Mondal, and having considered the blend of quantitative and qualitative aspects such as qualification and experience as required for the position of the Managing Director & CEO in the Bank and Mr. Pralay Mondal's rich experience especially in retail banking and SME lending in top listed private sector banks in India, which are dominant players in banking sector and his academic qualifications; further vision of the Bank to build a "Brand CSB" through expansion and capacity building and thereby to position itself as a top notch player in the banking industry and Mr. Pralay Mondal's track record of delivering very successful results wherever he had worked previously, recommended to approach RBI to reconsider the Bank's earlier recommendation of fixed pay of ₹ 2.30 crore per annum to Mr. Pralay Mondal, for his position as Managing Director & CEO of the Bank.

The Bank has embarked upon a very ambitious growth plan for the next 10 years and for taking such vigorous plans forward, the Bank needed someone with extraordinary talents, deeper knowledge of latest technology and skillsets, with a proven track record, to lead the team. Mr. Pralay Mondal has all the expertise, experience, qualities and capabilities to take the Bank to the next level of growth and his track record shows that he was delivering very successful results wherever he had worked previously and accordingly the Bank had zeroed in on Mr. Pralay Mondal. Incidentally, when such a position opened up, Mr. Pralay Mondal was considered for the post of Managing Director & CEO, which was later approved by RBI.

The Board in its meeting held on September 23, 2022, approved the above-mentioned recommendations of the NRC.

Variable pay shall be in the range of a minimum of 100% of fixed pay up to 300% of fixed pay on an annual basis, in terms of RBI Circular No. DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019. The actual pay, subject to a minimum of 100% of fixed pay, on an annual basis will be decided post evaluation of achievement of performance parameters set for him by the NRC, which is linked to ratings based on balanced scorecard set, covering both quantitative and qualitative aspects and risk score assigned thereon. However, in any case, the actual pay for a financial year shall not exceed the amount of variable pay as finally approved by the RBI for that particular financial year and further, no variable pay will be paid in case rating as per performance evaluation is less than the minimum ratings prescribed for being eligible for minimum variable pay.



Pursuant to the provisions of Section 152 of the Act and relevant provisions of the Articles of Association (the “**Articles**”) of the Bank, Mr. Pralay Mondal shall not be liable to retire by rotation, during his tenure as Managing Director & CEO. 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.

Mr. Pralay Mondal was appointed as the Deputy Managing Director of the Bank with effect from February 17, 2022. Subsequently, he was appointed as Managing Director & CEO (Interim) of the Bank with effect from April 1, 2022 up to September 14, 2022. His first appointment in the Bank was as President (Retail, SME, Technology and Operations) since September 23, 2020.

Mr. Pralay Mondal is not disqualified from being appointed as a Director and Managing Director & CEO in terms of Section 164 of the Companies Act, 2013 (the “**Act**”), Section 10 A and 10 B and other applicable provisions of the Banking Regulation Act, 1949 and other applicable Acts, Rules and Regulations. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time. Mr. Pralay Mondal has the requisite qualification, skills, experience and expertise in specific matters in terms of section 10A and 10B of the Banking Regulation Act, 1949, which are beneficial to 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) and 10B of the Banking Regulation Act, 1949. Mr. Pralay Mondal has affirmed that he is not debarred from holding office by virtue of any order of Securities and Exchange Board of India or any other such authority.

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

The NRC and Board of Directors recommend the resolution in relation to the appointment of Mr. Pralay Mondal as the Managing Director & CEO of the Bank and also the terms and conditions of his appointment as set out in Item No. 1 of the notice for approval of the Members by way of an Ordinary Resolution by means of this postal ballot in terms of Section 196 of the Act and Regulation 17 (1C) of the Listing Regulations.

As the remuneration payable to and the terms and conditions of the appointment of Mr. Pralay Mondal as the Managing Director & CEO of the Bank is subject to the prior approval of RBI, the Board/ NRC may be authorized to approve/modify/change the fixed pay, allowances, perquisites and variable pay in the manner as may be approved by RBI, within the maximum limits stated in the resolution No. 1, without having to seek any further consent or approval of the Members of the Bank, as prior approval of RBI is mandatory in terms of Section 35 B of the Banking Regulation Act, 1949 for payment of remuneration, in any form *inter alia* to Managing Directors / Chief Executive Officers.

Except Mr. Pralay Mondal or his relatives, none of the Directors or Key Managerial Personnel of the Bank and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this notice.

## **Item No.2**

### **Material related party transactions pertaining to acquisition of gold loan receivables by way of Direct Assignment Transactions /Pass Through Certificates by the Bank with IIFL Finance Limited.**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) amended vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, any person or entity forming part of the promoter group of the listed entity shall be deemed related party and further any transaction involving transfer of resources, services or obligations between a listed entity and its related party had to be construed as a related party transaction. Further, a transaction with a related party shall be considered material, if the transaction(s) during a financial year, exceeds ₹ 1,000 crore or ten per cent of the annual consolidated turnover of the listed company as per its last audited financial statements, whichever is lower, and all material related party transaction(s) and subsequent material modifications as defined by the Audit Committee in the ‘Policy on materiality of related party transactions and on dealing with related party transactions’ requires prior approval of the shareholders through resolution, even if such transactions are in the ordinary course of business of the Bank and entered into on an arm’s length basis.

As per the amendment, IIFL finance Limited ("IIFL Finance") was to be considered as a related party and the transaction with IIFL Finance, a company which forms part of the promoter group, for a value up to ₹ 500 crore which was entered pursuant to the Board resolution dated July 20, 2020 and subsequently enhanced to ₹ 900 crore vide Board resolution dated September 22, 2021 for acquisition of Gold Loan receivables by way of DA /PTC originated by IIFL Finance was to be considered as a material related party transaction with the Bank with effect from April 1, 2022.

Accordingly, the said transaction with IIFL Finance with a limit up to ₹ 900 crore for the financial year 2022-23 was approved by the Audit Committee and the Board in their respective meetings held on February 24, 2022. Since the arrangement was a material related party transaction as per the provisions of SEBI Listing Regulations and the Bank's 'Policy on materiality of related party transactions and on dealing with related party transactions', the approval of the shareholders was obtained vide postal ballot resolution passed dated March 30, 2022.

As on September 30, 2022, the outstanding balance of all the transactions cumulatively is ₹ 844.23 Crore out of the approved limit of ₹ 900 Crore.

Bank proposes for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Finance beyond March 31, 2023 for acquisition of Gold Loan receivables by way of DA / PTC, with an enhanced portfolio size of up to ₹ 1,200 crore considering future requirements as well as healthy profitability proposition for the Bank.

The Audit Committee at its meeting held on October 21, 2022, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, has approved the transactions/ arrangements with IIFL Finance for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise ) for acquisition of Gold Loan receivables by way of DA / PTC not exceeding ₹ 1200 Crore at any point of time, for the three-year period from April 1, 2023 to March 31, 2026 as per the requirements of SEBI Listing Regulations. Further, the Board at its meeting held on October 21, 2022, while reviewing and taking note of the approval of the Audit Committee for the transactions/arrangements, proposed to obtain the approval of the members of the Bank for arrangement/ transactions with IIFL Finance as stated above, for the three-year period from April 1, 2023 to March 31, 2026.

Being a banking company, the Bank in the ordinary course of its business and as part of its liquidity management program and portfolio growth strategy, had entered into similar type of arrangements with many other institutions/companies. The arrangement with IIFL Finance as stated in the resolution at Item No. 2 is one of such arrangements entered into by the Bank which is on an arm's length basis and in the ordinary course of business.

Therefore, the Board recommends the resolution to approve the material related party transactions pertaining to acquisition of gold loan receivables by way of DA /PTC by the Bank with IIFL Finance up to an enhanced limit of ₹ 1,200 Crore for a further period of three years from April 01, 2023 to March 31, 2026, as set out at Item No. 2 of the notice for approval of the members of the Bank by way of an Ordinary Resolution by means of this postal ballot.

Except the directors, Mr. Madhavan Menon and Mr. Sumit Maheshwari, 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. 2 of the notice.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 2 of the accompanying Postal Ballot Notice.

**Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021**

| Sl. No. | Particulars   | Disclosures   |
|---------|---|---|
| 1.      | Name of the related party   | IIFL Finance Limited (IIFL Finance)   |
| 2.      | Name of the directors or key managerial personnel who are related   | Mr. Sumit Maheshwari and Mr. Madhavan Menon   |
| 3.      | Nature of relationship  | <p>FIH Mauritius Investments Ltd. (FIHM) holds 49.72 % of equity shares in the Bank and is identified as the promoter of the Bank.</p> <p>FIHM, the promoter and related party of the Bank, holds 22.29% of equity shares in IIFL Finance and therefore IIFL Finance shall form part of the “promoter group” of the Bank.</p> <p>Since IIFL Finance forms part of the “promoter group” of the Bank, IIFL Finance is considered as a related party of the Bank effective from April 01, 2022.</p>  |
| 4.      | Nature, material terms, monetary value and particulars of the contract or arrangements                    | <p>The transaction pertains to acquisition of Gold Loan receivables by way of Direct Assignment Transactions (DA) / Pass through Certificate (PTC), originated by IIFL Finance, up to ₹ 1,200 Crore for the period from April 01, 2023 to March 31, 2026. This is in continuation of the arrangement entered pursuant to the Board resolutions dated July 20, 2020, September 22, 2021 and February 24, 2022, and further, the postal ballot resolution passed by the shareholders on March 30, 2022.</p> <p>By the nature of the transactions, the Bank has no direct exposure on IIFL Finance, but the exposure is on the underlying borrowers.</p> <p>Rate of interest: Rate of interest to be fixed from time to time for each pool at prevalent market rate on an arm’s length basis.</p> <p>Processing fee: No processing fee is charged, provided other banks are not stipulating processing fees on similar type of transactions.</p> |
| 5.      | Any other information relevant or important for the members to take a decision on the proposed resolution | <p>Overall limit of ₹ 1,200 crore for undertaking securitization transaction of gold loan receivables through Direct Assignment (DA) transaction/ Pass Through Certificate (PTC) investment in tranches, originated by IIFL Finance Limited.</p> <p>Transaction with minimum amount of ₹ 50 Crore will be done in multiple tranches.</p>  |
| 6.      | A summary of the information provided by the management of the Bank to the Audit Committee                | <p>As per the arrangement, Bank is purchasing the gold loan portfolio from IIFL Finance on a DA basis. Hence, there is no direct exposure on IIFL Finance, but on the underlying borrowers. Since these transactions are purchase of retail gold loans from IIFL Finance, the utilization of funds by IIFL Finance need not be obtained.</p> <p>The present limit is 39.39% and proposed approval limit is 52.51% of the annual consolidated turnover of the Bank.</p> <p>Being a banking company, the disclosure on the details of the sources of the funds for the investment and any financial indebtedness incurred in making the investment in IIFL Finance, is not applicable.</p>  |

| Sl. No. | Particulars   | Disclosures  |
|---------|---|--|
| 7.      | Justification for why the proposed transaction is in the interest of the listed entity  | <p>As part of the Bank's liquidity management and portfolio growth program, acquisition of Gold Loan receivables by way of Direct Assignment transactions /Pass Through Certificate (PTC) transaction originated by IIFL Finance, will be mutually beneficial to the Bank as well as to IIFL Finance.</p> <p>There is no direct exposure on IIFL Finance, but only on the underlying borrowers. The funds are utilized by IIFL Finance for their liquidity management as well, which will add more customers to the Bank's fold providing opportunities for upsell and cross sell of various Banking and Third-Party Products.</p> <p>These transactions are done in furtherance of the banking business of the Bank with its customers, which may include Related Parties of the Bank.</p> <p>The present proposal for enhancement in sanctioned limits is for the purpose of increasing the portfolio size of this exposure, considering future requirements besides being healthy profitability proposition for the Bank.</p> |
| 8.      | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders | Not applicable for the said transaction  |
| 9.      | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis   | The present limit is 12.85% and proposed approval limit is 17.13% of the counter-party's annual consolidated turnover.   |

### Item No.3

#### Re-appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as a Non-Executive Independent Director of the Bank

Ms. Sharmila Abhay Karve (DIN: 05018751) was initially appointed as an Additional Director (Non- Executive, Independent category) of the Bank with effect from July 20, 2020, under the provisions of Section 149, 152, 161(1) and Schedule IV of the Companies Act, 2013 (the "Act") and the Rules made thereunder, Section 10(2A) of the Banking Regulation Act, 1949 and SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("SEBI Listing Regulations").

The Members of the Bank, at the 100<sup>th</sup> Annual General Meeting of the Bank , held on August 12, 2021, approved the appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as an Independent Director, not liable to retire by rotation, for a term of 3 (Three) years effective from July 20, 2020. The said three years' term of appointment ends on July 19, 2023.

Ms. Sharmila Abhay Karve is a Fellow member of the Institute of Chartered Accountants of India. She retired as audit partner from Price Waterhouse in June 2019. Ms. Sharmila Abhay Karve is the Chairperson of Audit committee of the Board of the Bank and is a member of many other committees of the Board. During her tenure as Independent Director over the last 2 years, Ms. Karve has contributed immensely to the Board and Committee deliberations. Additional information in respect of Ms. Sharmila Abhay Karve, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

In terms of Section 149 (10) of the Act, 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 as the case may be, 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.

In terms of Section 160 of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Ms. Sharmila Abhay Karve for re-appointment to the office of Director. Ms. Sharmila Abhay Karve has furnished the consent for her re-appointment and also the declarations as required under the Act, Rules made thereunder and SEBI Listing Regulations.

Ms. Sharmila Abhay Karve has also given a declaration to the effect that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 and Schedule IV of the Act, and under Regulation 16(1)(b) of the SEBI Listing Regulations as applicable, and further, that she is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act. Further, Ms. Karve has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Bank.

Since Ms. Sharmila Abhay Karve is a member of the Nomination and Remuneration Committee ("**NRC**"), 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. Sharmila Abhay Karve and 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. Sharmila Abhay Karve and found that she 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 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. She is not debarred from holding the office of director by virtue of any SEBI order. The Board is of the view that Ms. Sharmila Abhay Karve is a person of integrity, and has the necessary knowledge, experience and expertise for being re-appointed as an Independent Director. Considering her vast expertise and knowledge in the field of 'Finance and Accountancy' and also based on the performance evaluation conducted by the Board and the recommendation of the NRC based on performance evaluation conducted by the NRC, the Board felt that it would be in the interest of the Bank to re-appoint Ms. Sharmila Abhay Karve as a Non-Executive Independent Director on the Board of the Bank for a second term with effect from July 20, 2023 up to July 19, 2028 (both dates are inclusive).

Ms. Sharmila Abhay Karve's re-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 and SEBI Listing Regulations.

The draft letter of re-appointment of Ms. Sharmila Abhay Karve setting out the terms and conditions of re-appointment shall be available for inspection by the members, in electronic mode. Members seeking inspection may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Bank at [board@csb.co.in](mailto:board@csb.co.in).

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, effective from January 1, 2022, 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 recommends the resolution in relation to the re-appointment of Ms. Sharmila Abhay Karve for a second term from July 20, 2023 up to July 19, 2028 (both dates inclusive) as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out at Item No. 3 of the notice, for approval of the Members by way of a Special Resolution by means of this postal ballot. The said recommendation is being made post satisfactory evaluation of her performance, inter alia, knowledge & ethics, understanding of the roles, responsibilities and duties as an Independent Director/Chairperson of the Committees; contributions at Board/Committee meetings, effective discharge of the Board's and Committee functions.

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. 3 of the notice.

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

**Place: Mumbai  
Date: October 21, 2022**

**Sd/-  
Sijo Varghese  
Company Secretary**



**Additional information on Directors seeking appointment/re-appointment and/or for whom payment of remuneration is being sought for, 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. Pralay Mondal

|  |   |          |
|--|---|----------|
| Name   | Mr. Pralay Mondal (DIN: 00117994)   |          |
| Date of Birth/Age                                | October 17, 1965  | 57 years |
| Nationality                                      | Indian  |          |
| Educational Qualification                        | Electrical Engg. (Hons.) – IIT Kharagpur<br>PGDBM, Specialised in Marketing – IIM Calcutta  |          |
| Nature of expertise in specific functional areas | Banking   |          |
| Date of first appointment on Board               | February 17, 2022   |          |
| Brief resume including Experience                | <p>Mr. Pralay Mondal is appointed as the Managing Director &amp; CEO of the Bank with effect from September 15, 2022. He was holding the position of Deputy Managing Director of the Bank with effect from February 17, 2022 to September 14, 2022. His first appointment in the Bank was as President (Retail, SME, Technology and Operations) since September 23, 2020.</p> <p>He was appointed as Managing Director &amp; CEO (Interim) of the Bank with effect from April 1, 2022 upto September 14, 2022 in the absence of a regular Managing Director &amp; CEO in the Bank.</p> <p>At the Bank in last 2 years, Mr. Pralay Mondal has been working on enhancing the Retail Franchise distribution and branches, while building future ready technology platform, with larger focus on digital initiatives with special drive on automation and centralisation of processes for consistent delivery within defined timelines. Mr. Pralay Mondal has also been creating experienced human capital to focus on specialised scalable new products and business, getting robust and predictable operational processes and building stronger credit verticals and policies to ensure independence of credit to help building scaled quality retail and future ready SME Franchise.</p> <p>Mr. Pralay is an Engineer from IIT, Kharagpur and a Management graduate from IIM, Calcutta.</p> <p>Prior to joining CSB Bank, Mr. Pralay was Executive Director &amp; Head of Retail Banking at Axis Bank. He has around 30 years of banking experience across multiple business and functions including retail assets, retail liabilities, business banking, products and technology. Before joining Axis Bank, Mr. Pralay was the Senior Group President and Head of Retail and Business Banking at Yes Bank. He was instrumental in setting up the entire retail franchise in that bank in a short period of time. At Yes Bank, Mr. Pralay used to frequently meet the Investors and Analysts and have been part of the core group engaging with relevant people in India or overseas to represent the bank for raising capital. Prior to that he had a successful 12 years stint at HDFC Bank and was earlier associated with Standard Chartered Bank, Wipro InfoTech and Colgate Palmolive. Mr. Pralay'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.</p> |          |

|   |   |  |  |
|---|---|--|--|
| Directorship held in other companies  | NIL   |  |  |
| Listed entities from which the director has resigned in the past three years                              | Name of the Company   |  | Date of resignation  |
|   | Axis Bank Limited   |  | September 15, 2020   |
| No. of shares held in the Bank or on a beneficial ownership basis   | NIL   |  |  |
| Details of remuneration last drawn  | Not applicable for the position of Managing Director & CEO.<br>Fixed pay for the position of Deputy Managing Director was ₹ 1.25 Crore per annum and variable pay for the respective financial years shall be as per the prior approval of Reserve Bank of India. |  |  |
| 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)          | <b>Financial year</b>   | <b>Number of Board Meetings held during the tenure</b> | <b>Number of Board Meetings attended during the tenure</b> |
|   | 2021-22   | 5  | 3*   |
|   | 2022-23   | 11   | 11   |
|   | Total   | 16   | 14   |
|   | * Out of the five board meetings, two meetings were held for the purpose of appointment of Managing Director & CEO in the Bank. Since Mr. Pralay Mondal was an interested party in the item, leave of absence was granted to him for the said two meetings.       |  |  |
| Details of membership/ chairmanship in the Committees of the Board of the Bank                            | Management Committee  |  | Chairman   |
|   | Credit Committee  |  | Member   |
|   | Risk Management Committee   |  | Member   |
|   | NPA Management Committee  |  | Special Invitee  |
|   | Stakeholders Relationship Committee   |  | Member   |
|   | Committee for Monitoring Large Value Frauds   |  | Member   |
|   | Customer Service Committee  |  | Member   |
|   | Corporate Social Responsibility Committee   |  | Member   |
|   | IT Strategy Committee   |  | Member   |
| Details of Directorships, Membership / Chairmanship in the Committees of the Board of the other Companies | NIL   |  |  |
| Terms and conditions of appointment / re-appointment including remuneration sought to be paid             | Detailed in the Resolution no. 1 and Explanatory Statement to Item No. 1 of the Postal Ballot notice.   |  |  |

## 2. Profile of Ms. Sharmila Abhay Karve

| Name   | Ms. Sharmila Abhay Karve (DIN: 05018751)   |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
|--|--|----------|---------|---------------------|------------------|--|---|-------------------------------|---|-------------|---|-------------------------|---|--------------------------------|---|-----------------------------|-------------------|--|-----|--|------------------------------------|--|---|---------------------------------------|---|--|---|---------------------------------|---|--|---|-----------------|---|------------------------------------|
| Date of Birth / Age  | April 8, 1965  | 57 years |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Nationality  | Indian   |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Educational Qualification  | B.Com, CA  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Nature of Expertise in specific functional areas                             | Accountancy and Finance  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Date of first appointment on Board   | July 20, 2020  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Brief Resume including Experience  | <p>Ms. Sharmila Abhay Karve is an Independent Director of the Bank and has been associated with the Bank since July 20, 2020.</p> <p>Ms. Sharmila Abhay Karve is a Fellow 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 &amp; Quality, which restructured the risk profile of their clients’ products and services and implemented mitigating controls. In 2017, she was appointed as the Diversity &amp; 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   | <table><tr><th>Sl. No.</th><th>Name of the Company</th></tr><tr><td colspan="2">Public Companies</td></tr><tr><td>1</td><td>Syngene International Limited</td></tr><tr><td>2</td><td>EPL Limited</td></tr><tr><td>3</td><td>Vanaz Engineers Limited</td></tr><tr><td>4</td><td>Aadhar Housing Finance Limited</td></tr><tr><td>5</td><td>Thomas Cook (India) Limited</td></tr><tr><td colspan="2">Private Companies</td></tr><tr><td colspan="2">NIL</td></tr><tr><td colspan="2">Non-Profit Organizations/Companies</td></tr><tr><td>1</td><td>School for Social Entrepreneurs India</td></tr><tr><td colspan="2">Body Corporates (Including Foreign Companies)</td></tr><tr><td>1</td><td>EPL Packing (Guangzhou) Limited</td></tr><tr><td>2</td><td>Lamitube Technology Limited, Mauritius</td></tr><tr><td>3</td><td>EPL America LLC</td></tr><tr><td>4</td><td>Fairfax India Holdings Corporation</td></tr></table>   |          | Sl. No. | Name of the Company | Public Companies |  | 1 | Syngene International Limited | 2 | EPL Limited | 3 | Vanaz Engineers Limited | 4 | Aadhar Housing Finance Limited | 5 | Thomas Cook (India) Limited | Private Companies |  | NIL |  | Non-Profit Organizations/Companies |  | 1 | School for Social Entrepreneurs India | Body Corporates (Including Foreign Companies) |  | 1 | EPL Packing (Guangzhou) Limited | 2 | Lamitube Technology Limited, Mauritius | 3 | EPL America LLC | 4 | Fairfax India Holdings Corporation |
| Sl. No.  | Name of the Company  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Public Companies   |  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 1  | Syngene International Limited  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 2  | EPL Limited  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 3  | Vanaz Engineers Limited  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 4  | Aadhar Housing Finance Limited   |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 5  | Thomas Cook (India) Limited  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Private Companies  |  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| NIL  |  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Non-Profit Organizations/Companies   |  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 1  | School for Social Entrepreneurs India  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Body Corporates (Including Foreign Companies)                                |  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 1  | EPL Packing (Guangzhou) Limited  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 2  | Lamitube Technology Limited, Mauritius   |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 3  | EPL America LLC  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| 4  | Fairfax India Holdings Corporation   |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| Listed entities from which the director has resigned in the past three years | NIL  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |
| No. of shares held in the Bank or on a beneficial ownership basis            | Nil  |          |         |                     |                  |  |   |                               |   |             |   |                         |   |                                |   |                             |                   |  |     |  |                                    |  |   |                                       |   |  |   |                                 |   |  |   |                 |   |                                    |

|   |   |  |  |
|---|---|--|--|
| Details of remuneration last drawn  | <ul style="list-style-type: none"> <li>Sitting fee paid for attending Board and Committee Meetings for the FY 2021-22 – ₹ 16,10,000 /-</li> <li>Sitting fee paid for attending Board and Committee Meetings for the period from April 01, 2022 to September 30, 2022 – ₹ 7,40,000/-</li> </ul>  |  |  |
| Relationship between directors inter-se, Manager and other Key Managerial Personnel of the Bank                   | No relationship per se  |  |  |
| No. of Board meetings attended during her tenure (till the date of this Postal Ballot Notice)                     | <b>Financial year</b>   | <b>Number of Board Meetings held during the tenure</b> | <b>Number of Board Meetings attended during the tenure</b> |
|   | 2020-21   | 8  | 8  |
|   | 2021-22   | 16   | 15   |
|   | 2022-23   | 11   | 8  |
|   | Total   | 35   | 31   |
| Details of membership/ chairpersonship in the Committees of the Board of the Bank                                 | Audit Committee   |  | Chairperson  |
|   | Customer Service Committee  |  | Member   |
|   | NPA Management Committee  |  | Member   |
|   | Nomination & Remuneration Committee   |  | Member   |
|   | Committee for Monitoring Large Value Frauds   |  | Member   |
| Details of Membership/ Chairpersonship in the Committees of the Board of the other Companies                      | <b>1. EPL Limited</b>   |  |  |
|   | Audit Committee   |  | Chairperson  |
|   | Stakeholders Committee  |  | Member   |
|   | <b>2. Syngene International Limited</b>   |  |  |
|   | Audit Committee   |  | Member   |
|   | Stakeholders Committee  |  | Chairperson  |
|   | Risk Committee  |  | Member   |
|   | <b>3. Vanaz Engineers Limited</b>   |  |  |
|   | Audit Committee   |  | Member   |
|   | Nomination and Remuneration Committee   |  | Member   |
|   | <b>4. Aadhar Housing Finance Limited</b>  |  |  |
|   | Audit Committee   |  | Chairperson  |
|   | Risk Committee  |  | Member   |
|   | Nomination and Remuneration Committee   |  | Chairperson  |
|   | Asset Liability Management Committee  |  | Member   |
|   | IT Strategy Committee   |  | Member   |
| Terms and conditions of appointment / re-appointment including remuneration sought to be paid                     | <p>The proposed re-appointment of Ms. Sharmila Abhay Karve as an independent director of the Bank is for a period of 5 (five) years commencing from July 20, 2023 up to July 19, 2028 (both dates inclusive). 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 at 'www.csb.co.in' under the head 'Investor Relations ➔ Corporate Governance'.</p> |  |  |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Please refer Explanatory Statement for item no. (3) of the notice of the Postal Ballot and Brief Resume as part of the Annexure.  |  |  |