

THE CATHOLIC SYRIAN BANK LIMITED

Registered Office: 'CSB Bhavan', St. Mary's College Road, Post Box No. 502, Thrissur, Kerala- 680 020, India.
Tel: +91 487-2333020; **Fax:** +91 487-2338764; **Website:** www.csb.co.in; **Email:** investors@csb.co.in
Corporate Identity Number: U65191KL1920PLC000175.

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed by the Members through postal ballot which includes electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof, is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Bank has appointed, CS Sivakumar P., M.Com, FCS, CMA, CMA (USA), Practising Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, 39/3525, Kausthubham, Manikkath Road, Ravipuram, Cochin 682 016, Kerala (Membership No. FCS 3050 and Certificate of Practice No. 2210), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Bank. Postal Ballot Form, if sent by courier or by registered post/ speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours **on Tuesday, December 11, 2018 at 5.00 p.m. (IST)** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014, the Bank is pleased to provide the members with the facility to exercise their right to vote by electronic means instead of dispatching Postal Ballot Form and has engaged the service of Central Depository Services (India) Limited (CDSL) as authorized agency to provide e-voting facility.

Members desiring to opt for e-voting as per the facilities arranged by the Bank are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO/ Company Secretary after the completion of the scrutiny of the postal ballots and e-voting. The result of the postal ballot will be declared by the Chairman/ Managing Director/ Company Secretary on or before **05:30 p.m on Thursday, December 13, 2018** at the Registered Office of the Bank. The result declared would be displayed at the Registered Office of the Bank and also displayed along with the Scrutinizer's report on the Bank's website www.csb.co.in and on the website of CDSL, immediately after the declaration of result.

Resolution

1. Adoption of new set of Articles of Association of the Bank.

To consider and if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and e-voting:

“RESOLVED THAT pursuant to provisions of Sections 5, 14, Table F of Schedule I and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and provisions of the Banking Regulation Act, 1949, guidelines of the Reserve Bank of India (**“RBI”**) and subject to the necessary approvals required, if any, in this regard from the RBI and the approval of Registrar of Companies (**“ROC”**), if any and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by Reserve Bank of India, Registrar of Companies, the Board of Directors (herein after referred to as **“the Board”**, which term shall include any of its duly authorized Committee) is hereby authorized to accept such terms, conditions, stipulations, alterations, amendments or modifications as it may deem fit, the draft regulations contained in the Articles of Association of the Bank enclosed herewith as Annexure to the notice be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Bank with immediate effect.

RESOLVED FURTHER THAT the Company Secretary of the Bank be and is hereby authorized to take all necessary steps for giving effect to the resolution”.

By Order of the Board,
For The Catholic Syrian Bank Ltd.,
Sd/-

Place: Kochi

Date: October 31, 2018

Sijo Varghese
Company Secretary

NOTES:

1. The statement pursuant to Section 102 (1) of the Act stating the material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date fixed for the purpose **i.e, November 02, 2018**. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form, to their email addresses registered with their Depository Participants/ the Bank’s Registrar and Transfer Agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope. **If any person who is not a member/ ceased to be a member as on the cut-off date should treat this notice for information purpose only.**
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on **November 02, 2018** will be considered for the purpose of voting/ e-voting. There will be one Postal Ballot Form for every folio/ client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

5. In case of non-receipt of the Postal Ballot Form or for request of duplicate ballot form or for any query relating thereto, the Members may contact the Bank's Registrar & Transfer Agents, M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Phone: +91 422 6549995, 2539835-836, Fax: +91 422 2539837, E -mail: info@skdc-consultants.com or send an e-mail at investors@csb.co.in
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Bank has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. However, e-voting is optional .The instructions for electronic voting are annexed to this Notice.
7. Member cannot exercise his/ her vote through proxy on postal ballot. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours **on Tuesday, December 11, 2018 at 5.00 p.m. (IST)**. The postage of such envelope will be borne by the Bank. However, envelopes containing postal ballots, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours **on Tuesday, December 11, 2018 at 5.00 p.m. (IST)** it will be considered that no reply from the Member has been received. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.
9. The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO/ Company Secretary of the Bank after the completion of the scrutiny of the postal ballots and e-voting. The result of the postal ballot will be declared by the Chairman/ Managing Director & CEO/ Company Secretary on or before **05:30 p.m on Thursday, December 13, 2018** at the Registered Office of the Bank at CSB Bhavan, St. Mary's College Road, Post Box No.502, Thrissur, Kerala-680 020. The result declared would be displayed at the Registered Office of the Bank and also displayed along with the Scrutinizer's report on the Bank's website www.csb.co.in and on the website of CDSL immediately after the declaration of result.
10. All the documents referred to in the Explanatory statement will be available for inspection at the Registered Office of the Bank during working hours on all working days from the date of dispatch of the Notice till **Tuesday, December 11, 2018 at 5.00 p.m.**
11. In support of the "Go Green Initiative" announced by the Government of India and in terms of Section 101 of the Companies Act, 2013 and Rule 18 of the Companies (Management & Administration) Rule, 2014, the Bank has been sending Annual Report, Notice of the Annual General Meeting and other communications through the e-mail ID's to those shareholders whose e-mail ID's are registered with the Bank/ Depository Participant(s) for communication purposes. We request all of our shareholders who are holding shares in the Bank and who have not yet registered their email ID's with the Bank to avail this facility by registering their e-mail ID's, preferably personal ID's, at the earliest so that the Bank can dispatch all the communications to these email ID's.The e-mail registration and ECS mandate form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations → Shareholders Corner → Forms'.

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

Item No.1

Adoption of new set of Articles of Association of the Bank.

Bank and FIH Mauritius Investments Ltd. (FIH-M) have entered into an Investment Agreement on 20.02.2018 which was modified on 15.10.2018, pursuant to which they agreed to acquire shares up to 51 % of the post issue paid-up capital of the Bank. Post receipt of requisite approvals, the Bank on 19.10.2018 allotted securities on a partly paid basis (1,98,32,130 Partly Paid Equity Shares and 6,64,63,329 compulsorily convertible Warrants) as per the terms of the Offer, Reserve Bank of India letter dated July 12, 2018 and extant FEMA guidelines.

The Board felt that, a few clauses in the Articles of Association need to be amended so as to incorporate the relevant clauses of the agreement into the Articles of Association of the Bank. A few other clauses of the Articles of Association also needs to be amended so as to re-align the same in line with the provisions of the Companies Act, 2013, as amended. As the changes are required in multiple places, it is felt to change the article with a new set of Articles of Association.

Accordingly, your Directors recommend the passing of Resolution as Item No. 1, for Adoption of new set of Articles of Association of the Bank as recommended, for your approval by way of a Special Resolution in terms of Section 14 of the Companies Act, 2013.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No.1 except to the extent it deals with the changes in regulations governing their own appointments and terms and conditions relating thereto, or to their continuing to hold the office.

By Order of the Board,
For The Catholic Syrian Bank Ltd.,
Sd/-

Place: Kochi
Date: October 31, 2018

Sijo Varghese
Company Secretary

INSTRUCTIONS

I. Process and manner for members opting to vote by electronic means

Electronic Voting

Electronic copy of the Notice is being sent to all the members whose e-mail id is registered with the Bank/ Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copy of Notice is sent through the permitted mode separately.

Voting Through Electronic Means

In case of Members casting their vote both by postal ballot and remote e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on **Monday, November 12, 2018 on 09:00 a.m (IST)** and ends on **Tuesday, December 11, 2018 on 05:00 p.m (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **November 02, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN <**The Catholic Syrian Bank Ltd**> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download**

the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) Details of persons to be contacted for issues relating to remote e-voting : Mr. Rakesh Dalvi, Deputy Manager, e-Voting helpdesk, Central Depository Services (India) Limited (CDSL), Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013, Tel: 022-23023333, Fax: 022-23002043, Toll Free No.: 1800225533 or through e-mail at helpdesk.evoting@evotingindia.com or Mr. K. Jayakumar, Manager – Systems & Support, S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Phone: +91 422 4958995, 2539835-836, Fax: +91 422 2539837 E -mail: info@skdc-consultants.com

II. In case of members desiring to exercise vote by Postal Ballot:

Members desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.