

THE CATHOLIC SYRIAN BANK LIMITED

Registered Office: "CSB Bhavan", St.Mary's College Road,
Post Box No. 502, Thrissur - 680 020, Kerala, 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 ANNUAL GENERAL MEETING

NOTICE is hereby given that the 97th Annual General Meeting of the shareholders of The Catholic Syrian Bank Limited will be held at **Kousthubham Auditorium, Shoranur Road, Thrissur - 680 001** on **Saturday, the 29th of September 2018 at 10.00 a.m.** to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Bank's Audited Financial Statements for the year ended 31st March, 2018 including the Audited Balance Sheet and Profit and Loss Account as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. C.VR.Rajendran (DIN: 00460061), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Statutory Central Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to authorise the Board of Directors to fix their remuneration. In this connection, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the 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 the Reserve Bank of India ("RBI") from time to time, R. G. N. Price & Co., Chartered Accountants, G-234, Panampally Nagar, Cochin – 682 036 (FRN: 002785S), be and is hereby appointed as Statutory Central Auditors of the Bank, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank, and that the Board of Directors of the Bank be and is hereby authorised to fix the remuneration of the Auditors, including out of pocket expenses for carrying out the audit, based on the recommendation of the Audit Committee of the Board".

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

"RESOLVED THAT the Board of Directors of the Bank be and is hereby authorised to appoint in consultation with the Statutory Central Auditors, the Branch Auditors who are qualified to act as Auditors pursuant to Sections 139, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Banking Regulation Act, 1949, for the purpose of audit of the branches of the Bank for the year 2018-19, and to fix the remuneration of the Branch Auditors including out of pocket expenses for carrying out the audit, based on the recommendation of the Audit Committee of the Board."

5. 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 Sections 152(6), 160 and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and subject to the provisions of Sec 10 A(2A) of the Banking Regulation Act, 1949, Shri.Madhavan Karunakaran Menon (DIN: 00008542) be and is hereby appointed as a Director of the Bank, and his period of office is liable to determination by retirement of directors by rotation.”

6. 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 Sections 152(6), 160 and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and subject to the provisions of Sec 10 A(2A) of the Banking Regulation Act, 1949, Shri.Sumit Maheshwari (DIN: 06920646) be and is hereby appointed as a Director of the Bank, and his period of office is liable to determination by retirement of directors by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

“RESOLVED THAT in accordance with the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Smt. Bhama Krishnamurthy (DIN: 02196839) who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Bank to hold office for a period of three (3) years with effect from the date of this Annual General Meeting”.

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

“RESOLVED THAT pursuant to Article 144 of Articles of Association of the Bank read with the provisions of Section 196 and other applicable provisions if any, of the Companies Act, 2013 and subject to the approvals/modifications of the Reserve Bank of India (RBI) as may be required under Section 35B of the Banking Regulation Act, 1949, the grant of 16,19,241 stock options as hiring grant without any vesting conditions to Shri.C.VR.Rajendran (DIN:00460061),Managing Director & CEO of the Bank, @ ₹ 75/- per share, be and is hereby approved.”

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

Sd/-

(Sijo Varghese)

Company Secretary

Place: Thrissur

Date : September 03, 2018

Notes:

1. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Bank.**
A person shall not act as proxy for more than Fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. The proxies in order to be effective should be lodged with the Registered Office of the Bank not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend on their behalf at the meeting.

3. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip to the meeting. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. In case of Joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
5. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the Registered Office of the Bank, in physical or electronic form, on all working days between 10 a.m. to 2 p.m. and on 29th September 2018, upto the conclusion of the Annual General Meeting.
6. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto.
7. Brief profile of the Directors proposed to be appointed / re-appointed is furnished along with the notice of the meeting.
8. The Register of Members and Share Transfer Books of the Bank will remain closed from 23rd September 2018 to 29th September 2018 (both days inclusive). Transfers received during book closure will be considered only after re-opening of Register of Members.
9.
 - (a) All dividends remaining unclaimed/unpaid upto and including for the financial year 1993-94 have been transferred to the General Revenue Account of the Central Government. Any claim in respect of such transferred dividends may be made to Registrar of Companies, Kerala, Company Law Bhavan, Bharata Mata College P.O., Kochi - 682021.
 - (b) Unpaid/unclaimed dividends for the financial years 1994-95 to 2008-09 have been transferred to Investor Education and Protection Fund (IEPF). It may be noted that no claim shall lie against the Bank u/s 124(6) of the Companies Act, 2013 for unpaid/unclaimed dividends once such dividends have been transferred to such Fund. Kindly note that the Bank hasn't declared any dividend for the Financial Year 2009-10.
 - (c) Members are advised to prefer their claims for unpaid/unclaimed dividends, if any, for the years from 2010-2011 onwards, directly to the Bank. Members may please note that the balance of unclaimed dividend for financial year 2010-11 will become due for transfer to IEPF on or after October 30, 2018. Members may please note that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Demat Account maintained with depositories. The members/claimants whose shares, unclaimed dividend, etc., have been transferred to IEPF authority may claim the shares or apply for refund by making an application to IEPF authority as per the procedure prescribed in the IEPF Rules.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholdings in the Bank. The nomination forms can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relation'.
11. Members holding more than one folio for the same set of names may please write to the Registrar & Share Transfer Agents of the Bank viz. S.K.D.C. Consultants Ltd., so that their holdings can be consolidated into one folio.
12. The shares of the bank may be held in dematerialized form. Members may opt for availing the benefits of electronic holding/transfer of shares held by them.
13. S.K.D.C. Consultants Ltd., Coimbatore, is the Registrar & Share Transfer Agents for the Bank's shares. Hence, shareholders are requested to notify changes in their address along with PINCODE to S.K.D.C. Consultants Ltd., in the following address:

S.K.D.C. Consultants Ltd.,
Kanapathy Towers, 3rd Floor, 1391/A-1,
Sathy Road, Ganapathy, Coimbatore – 641 006.
Ph: 0422 – 2539835, 2539836.
E-mail: info@skdc-consultants.com

Any other communication/correspondence with regard to equity shares and dividend of earlier years may also be forwarded to S.K.D.C. Consultants Ltd.

However, if the shares are held in dematerialised form, the beneficial owners have to intimate about any change in Bank account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Bank or to its Registrar & Share Transfer Agents.

14. In terms of Rule 18 of the Companies (Management & Administration) Rules, 2014, a Company may give notice through electronic mode addressing to the persons entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and change therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ID's are already registered.

In view of the above, the Bank hereby requests members who have not updated their e-mail ID's to update the same with their respective Depository Participant(s) or with S.K.D.C. Consultants Ltd., Registrar & Share Transfer Agents of the Bank. Further, members holding shares in electronic mode are also requested to keep their e-mail addresses updated with the Depository Participant(s) of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Bank quoting their folio number(s) and the e-mail address registration form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations → Shareholders Corner → Forms'.

15. In support of the "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) Rules, 2014, electronic copy of the Annual Report, AGM notice of the Company inter alia, indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all members whose e-mail ID's are registered with the Bank/ Depository Participant(s) for communication purposes. For members who have not registered their e-mail addresses, physical copies of the Notice of the Company inter alia, indicating the process and manner of e-voting with attendance slip and proxy form are being sent in the permitted mode.
16. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 as amended, the Bank is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, **September 22, 2018**, to exercise their rights to vote by electronic means (the 'Remote e-voting') on any or all of the business specified in the accompanying notice. Details of the process and manner of Remote e-voting are being sent to all the Members along with the Notice. **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.**
17. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot form/ Venue e-voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting.
18. While providing the facility for voting through electronic means, the Bank is pleased to offer the facility for voting by way of physical ballot/venue e-voting at the AGM venue. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM via electronic means/ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date being **Saturday, September 22, 2018**, subject to the provisions of the Banking Regulation Act, 1949, as amended and the extant RBI guidelines.
19. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
20. Kindly note that members can opt for only one mode of voting i.e. either by physical ballot at the meeting/Venue e-voting or through remote e-voting.
21. The route map to the venue of the Annual General Meeting also forms part of this Notice.

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

Place: Thrissur
Date : September 03, 2018

(Sijo Varghese)
Company Secretary

EXPLANATORY STATEMENT

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

Item No. 2

Re-appointment of Retiring Director, Shri. C. VR. Rajendran (DIN: 00460061)

Explanatory statement is being given in respect of Item No. 2 of the Notice is voluntarily.

In terms of Section 152(6) (a) of the Companies Act 2013, not less than two-third of the total number of directors of a public company are liable to retire by rotation and of which one - third has to retire in every Annual General Meeting.

Shri. C.VR. Rajendran was appointed as the Managing Director & Chief Executive Officer of the Bank for a period of three years with effect from 9th of December 2016 with the approval of Reserve Bank of India in terms of the Section 35 B of the Banking Regulation Act, 1949.

The profile and the relevant information of Shri. C.VR. Rajendran, required in connection with seeking re-appointment as Director under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India, is enclosed separately as part of the notice.

Accordingly, your Directors recommend the adoption of the Resolution No. 2 of the Notice.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than Shri.C. VR. Rajendran himself are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 2.

Item No.4

Appointment of Branch Auditors

In terms of Section 143(8) of the Companies Act, 2013, the Branch Offices of the Bank have to be audited either by Statutory Central Auditors or by other Auditors who are qualified to act as auditors under Section 141 and other applicable provisions if any, of the Act. The Bank intends to entrust the audit of Branch Offices either to the Statutory Central Auditors or other qualified Auditors in consultation with the Statutory Central Auditors on such remuneration, terms and conditions as the Board deems fit and as recommended by the Audit Committee of the Board. Hence, the resolution is proposed which is recommended for approval by the shareholders.

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. 4.

Item No.5

Appointment of Shri. Madhavan Karunakaran Menon (DIN: 00008542) as a Director of the Bank.

Shri. Madhavan Karunakaran Menon (DIN: 00008542) was appointed as an Additional Director of the Bank with effect from September 03, 2018 under the Section 161(1) of the Companies Act, 2013 and Article 129 of the Articles of Association of the Bank. Under the said section, he can hold the office up to the date of the next Annual General Meeting. The Bank has received notice from a member signifying his intention to propose the name of Shri. Madhavan Karunakaran Menon for appointing as a Director of the Bank. Nomination & Remuneration Committee of the Board cleared and recommended the name of Shri.Madhavan Karunakaran Menon (DIN: 00008542), for being appointed as a Director of the Bank, liable to retire by rotation.

Shri.Madhavan Karunakaran Menon is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director, if appointed;Shri.Madhavan Karunakaran Menon is thoroughly experienced in the area of 'Banking and Finance', and his appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

The profile and the relevant information of Shri.Madhavan Karunakaran Menon, required in connection with seeking appointment as a Director under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India, is enclosed separately as part of the notice.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than Shri.Madhavan Karunakaran Menon himself is, directly or indirectly, concerned or interested in the Resolution set out at Item No.5

Item No.6

Appointment of Shri. Sumit Maheshwari (DIN: 06920646) as a Director of the Bank.

Shri. Sumit Maheshwari (DIN: 06920646) was appointed as an Additional Director of the Bank with effect from September 03, 2018 under the Section 161(1) of the Companies Act, 2013 and Article 129 of the Articles of Association of the Bank. Under the said section, he can hold the office up to the date of the next Annual General Meeting. The Bank has received notice from a member signifying his intention to propose the name of Shri. Sumit Maheshwari for appointing as a Director of the Bank. Nomination & Remuneration Committee of the Board cleared and recommended the name of Shri. Sumit Maheshwari (DIN: 06920646), for being appointed as a Director of the Bank, liable to retire by rotation.

Shri. Sumit Maheshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director, if appointed; Shri. Sumit Maheshwari is thoroughly experienced in the area of 'Accountancy and Finance', and his appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

The profile and the relevant information of Shri. Sumit Maheshwari required in connection with seeking appointment as a Director under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India, is enclosed separately as part of the notice.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than Shri. Sumit Maheshwari himself is, directly or indirectly, concerned or interested in the Resolution set out at Item No. 6.

Item No.7

Appointment of Smt. Bhama Krishnamurthy (DIN: 02196839) as an Independent Director.

Smt. Bhama Krishnamurthy (DIN: 02196839) was appointed as an Additional Director of the Bank with effect from September 03, 2018 under the provisions of Section 161(1) of the Companies Act, 2013, and article 129 of the Articles of Association of the Bank. Under the said provisions, she holds office up to the date of this Annual General Meeting.

Bank has received notice from a member, as per Section 160 of the Act, proposing the candidature of Smt. Bhama Krishnamurthy for the office of Independent Director of the Bank, in the Annual General Meeting. Smt. Bhama Krishnamurthy has consented to act as Independent Director, if appointed; in the meeting.

Pursuant to Section 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Bank is required to appoint at least three Independent Directors on its Board. The Bank, presently, has five independent directors, of which term of three directors will be expiring on September 26, 2018. In order to fill up the vacancies, the Bank has to appoint independent director/s in the Annual General Meeting.

Nomination & Remuneration Committee of the Board has reviewed the declaration given by Smt. Bhama Krishnamurthy and found that she meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 and is of the opinion of the Committee that she fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for being appointed as an Independent Director and is independent of the Management. Smt. Bhama Krishnamurthy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Nomination & Remuneration Committee of the Board cleared and recommended the candidature of Smt. Bhama Krishnamurthy for being appointed as an Independent Director on the Board of the Bank. Smt. Bhama Krishnamurthy is thoroughly experienced in the area of 'Banking and Small Scale Industry', and her appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

The profile and the relevant information of Smt. Bhama Krishnamurthy, required in connection with seeking appointment as an Independent Director under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India, is enclosed separately as part of the notice.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than the Smt. Bhama Krishnamurthy herself are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 7.

Item No.8

Modifications in the terms of grant of stock options to Shri. C. VR. Rajendran, Managing Director and CEO of the Bank

Members at the Annual General Meeting held on 25.09.2017, approved the grant of 16,19,241 stock options as hiring grant to Shri. C.VR. Rajendran, Managing Director & CEO of the Bank @ ₹ 75/- per share.

The said Stock options were granted as hiring grant to make whole Mr. Rajendran, for the significantly higher compensation he had forgone to take the job as Managing Director & CEO of the Bank and also taking into account his vast expertise as a Professional Banker, spanning more than three and a half decades. However, the said option will be vested only subject to satisfying the vesting conditions part of the grant.

Board and Nomination & Remuneration Committee felt that vesting conditions proposed for hiring grant agreed may not be appropriate as this grant was offered with the clear intention to make him good the loss incurred on account of his resignation from previous employment and also his vast expertise as professional Banker. If the Bank proceeds with grant of option with vesting conditions, the real intention of grant may not be satisfied. Hence, it was decided to grant 16,19,241 stock options as hiring grant without any vesting conditions and to seek approval of the members, which is further subject to the approval of Reserve Bank of India as per Section 35 B of the Banking Regulation Act, 1949.

As the stock option is treated as part of the remuneration as per the provisions of Section 196 of the Companies Act, 2013 read with the Article 144 of the Bank's Articles of Association and any changes proposed in the terms of the grant which was already approved in the Annual General Meeting held on 25.09.2017, requires the approval of members of the Bank in General Meeting to effect the changes in the terms of the grant and hence the special resolution is proposed, which is recommended for approval by the shareholders.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than the Managing Director & CEO Shri.C. VR. Rajendran himself are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 8.

Shri. C. VR. Rajendran is concerned or interested only to the extent of the options that he may be entitled as per the scheme. He does not have any other interest either directly or through his relatives other than what is mentioned above.

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

Place: Thrissur
Date : September 03, 2018

Sd/-
(Sijo Varghese)
Company Secretary

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on September 29, 2018, as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

1. Shri C.VR. Rajendran (DIN: 00460061)

Name	Shri. C.VR.Rajendran	
Date of Birth / Age	08.04.1955	63
Educational Qualification	M.Com, CAIIB, ICWA Inter	
Expertise in functional area	Banking	
Date of first appointment on Board	24.11.2016	
Date of appointment as Managing Director & CEO	09.12.2016	
Brief Resume including Experience	<p>Shri. Rajendran is a seasoned banker with solid grassroots level Indian banking experience spanning more than three and a half decades. He has hands-on cross functional experience in every aspects of banking spread across Branch Operations, NPA/ Asset quality management, Business process reengineering, Productivity enhancement, Corporate/Industrial Finance, Merchant Banking, Treasury Operations, International Banking, Primary Dealership, Collection and Payment Services, and Information Technology.</p> <p>Shri. C. VR. Rajendran joined the Board on November 24, 2016 and appointed as the Managing Director & CEO of Bank for a period of three years with effect from December 9, 2016. Armed with the rich cross functional experience from his previous assignments, he has been also instrumental in the turnaround process of this Bank. He has brought in and implemented a slew of measures systematically, as a part of this strategy, which have started showing positive results.</p> <p>Shri. C. VR. Rajendran was holding the Key positions in some of the esteemed organisations as Chief Executive Officer of the Association of Mutual Funds in India (AMFI), Chairman & Managing Director of Andhra Bank, Executive Director at Bank of Maharashtra, etc., prior to joining this Bank.</p>	
Directorship held in other Companies	NSE Clearing Limited – Public Interest Director	
No. of shares held in the Bank	NIL	
Details of remuneration last drawn	Remuneration paid to Shri. C. VR. Rajendran as per the terms of appointment approved by Reserve Bank of India, vide letter No. DBR Appt. No.5593/08.36.001/2016-17 dated November 17, 2016.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	No. of meetings held - 21 No. of meetings attended - 21	

Details of membership in the Committee of the Board of the Bank	<p>Committee for monitoring large value frauds (CMF), Chairman</p> <p>Management Committee, Member</p> <p>Risk Management Committee, Member</p> <p>NPA Management Committee, Member</p> <p>Stakeholders Relationship Committee, Member</p> <p>Customer Service Committee, Member</p> <p>Corporate Social Responsibility Committee, Member</p> <p>IT Strategy Committee, Member</p> <p>HR Committee, Member</p>
Terms and conditions of appointment / re-appointment including remuneration	<p>Terms and conditions of appointment remains the same as approved by the Reserve Bank of India, vide letter No. DBR Appt.No.5593/08.36.001/2016-17 dated November 17, 2016 and shareholders at the Annual General Meeting held on September 25, 2017.</p>

2. Shri. Madhavan Karunakaran Menon (DIN: 00008542)

Name	Shri. Madhavan Karunakaran Menon	
Date of Birth / Age	12.02.1955	63
Educational Qualification	MBA (Finance and International Business), B.A. (Business)	
Expertise in functional area	Banking and Finance	
Date of first appointment on Board	03.09.2018	
Brief Resume including Experience	<p>Shri. Madhavan Karunakaran Menon has a varied background having commenced his career in ANZ Grindlays Bank and subsequently worked in Citibank, Emirates Bank and in the Financial Services Division of the Aditya Birla Group. His areas of interest include Treasury, Corporate Lending, Operations, Corporate Governance and Strategic planning.</p> <p>Shri. Madhavan Karunakaran Menon is presently the Chairman & Managing Director of Thomas Cook (India) Ltd which is the leading integrated travel and travel related financial services company in the country offering a broad spectrum of services that include Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Insurance, Visa & Passport services and E-Business.</p> <p>Thomas Cook (India) Limited is promoted by Fairfax Financial Holdings Limited through its wholly-owned subsidiary, Fairbridge Capital (Mauritius) Limited and its controlled affiliates which holds 67.61%.</p> <p>Shri. Madhavan Karunakaran Menon holds Directorships in the various subsidiaries of the company and is also the Chairman of the Fairfax India Charitable Foundation that focusses on bringing down the cost of treating kidney related ailments in the country.</p> <p>Shri. Madhavan Karunakaran Menon was on the Board of the Bank during the period August 10, 2016 and up to June 21, 2017 as an independent Director.</p>	

Directorship held in other Companies	<ol style="list-style-type: none"> 1. Thomas Cook (India) Limited 2. Qess Corp Limited 3. Sterling Holiday Resorts (India) Limited 4. Travel Corporation (India) Limited 5. SOTC Travel Limited 6. TC Travel Services Limited 7. Sterling Holiday Resorts Limited 8. SOTC Travel Services Private Limited 9. TC Forex Services Limited 10. Cedar Management Consulting Private Limited 11. TCI- GO Vacation India Pvt. Limited
No. of shares held in the Bank	NIL
Details of remuneration last drawn	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<p>No relationship per se.</p> <p>However, Thomas Cook India Ltd, wherein Shri. Madhavan Karunakaran Menon is holding the position of Chairman & Managing Director and Fairbridge Capital Private Limited, wherein Shri. Sumit Maheshwari is holding the position of Managing Director, are promoted by Fairfax Financial Holdings Ltd.</p> <p>The name of Shri. Sumit Maheshwari is also recommended for appointment as a director at this meeting.</p>
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	<p>No. of meetings held – 1</p> <p>No. of meetings attended - 0</p>
Details of membership in the Committee of the Board of the Bank	NIL
Terms and conditions of appointment / re-appointment including remuneration	<p>Shri. Madhavan Karunakaran Menon is a Director proposed to be appointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation.</p> <p>Shri. Madhavan Karunakaran Menon is entitled for sitting fee for attending the Board and Committee meetings as per the article 132(a) of the Article of Association of the Bank and section 197 (5) of the Companies Act, 2013 read with the rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p>

3. Shri. Sumit Maheshwari (DIN: 06920646)

Name	Shri. Sumit Maheshwari	
Date of Birth / Age	27.11.1982	35
Educational Qualification	M.Com, MBA, CA.	
Expertise in functional area	Accountancy and Finance	
Date of first appointment on Board	03.09.2018	
Brief Resume including Experience	<p>Shri. Sumit Maheshwari is part of the Fairbridge Capital, Mumbai, Fairfax Financial Holdings Limited and Fairfax India Holdings Limited's India investment arm, since its inception.</p> <p>Prior to being named the Managing Director of Fairbridge Capital in 2018, Shri. Maheshwari has been involved in and been a critical part of building the Fairbridge Capital organisation.</p>	

	<p>During his tenure at Fairbridge Capital, Shri.Maheshwari has sourced, evaluated and recommended most of the transactions completed by Fairfax Financial Holdings Limited and Fairfax India Holdings Limited. He also played a key role in the completion of these transactions and is involved in the monitoring of the portfolio companies.</p> <p>Shri. Maheshwari was a key member of the team that completed deals, among others, Thomas Cook (India) Limited, Qness Corp Limited, Sterling Holiday Resorts (India) Limited, IIFL Holdings Limited, Bangalore International Airport Limited, National Collateral Management Services Limited and Fairchem Specialty Limited. Shri. Maheshwari was also involved in sourcing, evaluating and negotiating a deal to acquire a majority stake in Catholic Syrian Bank.</p> <p>Prior to joining Fairbridge, Shri. Maheshwari was at KPMG in India in their audit and accounting advisory practices. Shri. Maheshwari is a recognized accounting expert, with particular strength in translating between Indian GAAP, U.S. GAAP and IFRS accounting standards.</p>
Directorship held in other Companies	<ol style="list-style-type: none"> 1. National Collateral Management Services Limited 2. Fairchem Speciality Limited 3. Sterling Holiday Resorts Limited 4. Bangalore International Airport Limited 5. Privi Organics India Limited 6. Akalya Services Private Limited 7. Fairbridge Capital Private Limited 8. Saurashtra Freight Private Limited 9. Fairwind Shipping Private Limited 10. Fairfreight Lines Private Limited
No. of shares held in the Bank	NIL
Details of remuneration last drawn	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<p>No relationship per se.</p> <p>However, Thomas Cook (India) Ltd, wherein Shri. Madhavan Karunakaran Menon is holding the position of Chairman & Managing Director and Fairbridge Capital Private Limited, wherein Shri. Sumit Maheshwari is holding the position of Managing Director, are promoted by Fairfax Financial Holdings Ltd.</p> <p>The name of Shri.Madhavan Karunakaran Menon is also recommended for appointment as a director at this meeting.</p>
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	<p>No. of meetings held – 1</p> <p>No. of meetings attended - 0</p>
Details of membership in the Committee of the Board of the Bank	NIL
Terms and conditions of appointment / re-appointment including remuneration	<p>Shri. Sumit Maheshwari is a Director proposed to be appointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation.</p> <p>Shri. Sumit Maheshwari is entitled for sitting fee for attending the Board and Committee meetings as per the article 132(a) of the Article of Association of the Bank and section 197 (5) of the Companies Act, 2013 read with the rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p>

4. Smt. Bhama Krishnamurthy (DIN: 02196839)

Name	Smt. Bhama Krishnamurthy	
Date of Birth / Age	19.12.1954	63
Educational Qualification	M.Sc.	
Expertise in functional area	Banking and Small Scale Industry	
Date of first appointment on Board	03.09.2018	
Brief Resume including Experience	<p>Smt. Bhama Krishnamurthy, is a seasoned banker with a sparkling career spanning over 35 years in IDBI (presently IDBI Bank) and SIDBI, an Apex Development Bank for MSMEs in India covering almost all areas of development banking operations viz., Resource Raising and Management,(Rupee and Forex), Integrated Treasury operations, Credit Dispensation and Management, Risk management, Management of Associates and Subsidiaries, etc. not only from policy perspectives but implementation aspects, besides direct credit functions including as Head of Branch operations and member of various credit committees. Had also handled Human Resources Development division covering recruitment, training and promotion aspects. She retired as Country Head and Chief General Manager from SIDBI in December 2014. She has also served on the Boards of several companies/venture funds and CIBIL as Nominee of SIDBI.</p> <p>Smt. Bhama Krishnamurthy was instrumental in bringing about several policy changes in various State Financial Corporations, while serving on the Boards, as nominee of SIDBI.</p>	
Directorship held in other Companies	<ol style="list-style-type: none"> 1. India SME ARC Ltd 2. Reliance Industrial Infrastrucure Ltd 3. Jain Sons Finlease Ltd 4. Kolte Patil I-Ven Township (Pune) Ltd 5. Reliance Payment Solutions Ltd 6. TAB Capital Ltd 7. S E Investments Ltd 8. Five Star Business Finance Ltd 9. Muthoot Microfin Ltd 	
No. of shares held in the Bank	NIL	
Details of remuneration last drawn	NA	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	
No. of Board meetings attended during her current tenure in office as director and till the date of this Notice	<p>No. of meetings held – 1</p> <p>No. of meetings attended - 0</p>	
Details of membership in the Committee of the Board of the Bank	NA	
Terms and conditions of appointment / re-appointment including remuneration	<p>The proposed appointment of Smt. Bhama Krishnamurthy as independent director is for an initial tenure of three years.</p> <p>The terms and conditions of appointment of Smt. Bhama Krishnamurthy remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank 'www.csb.co.in' under the head 'Investor Relations → Shareholders Corner'</p>	

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Bank is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 97th Annual General Meeting scheduled to be held on Saturday, September 29, 2018 at 10.00 a.m. by electronic means and the business may be transacted through remote e-voting. The Bank has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities as per instructions below.

Please read the instructions for members for remote e-voting before exercising the vote. This communication forms an integral part of the Notice dated 03.09.2018 for the 97th Annual General Meeting of the Bank scheduled to be held on 29.09.2018, which is being mailed to you along with the Annual Report for the financial year 2017-18 of the Bank. The Notice of the Annual General Meeting and this communication are also available on the website of the Bank www.csb.co.in

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.18002005533 or through e-mail at helpdesk.evoting@evotingindia.com or Mr. K. Jayakumar, Manager – Systems & Support, 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

The e-voting module shall be disabled for voting on September 28, 2018 at 5.00 p. m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Bank as on September 22, 2018(cut-off date).

The Board of Directors has appointed Mr.Sivakumar P, FCS, CMA, CMA (USA), Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Mr P. D. Vincent, LLB, MBA, FCS, Practicing Company Secretary (Partner SVJS & Associates, Company Secretaries) as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). The Scrutinizer will collate the votes downloaded from the e-voting system and the votes cast at the AGM to declare the results for all resolutions set forth in the notice convening the AGM. On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman of the meeting, who shall counter sign the same. The Results shall be declared not later than 48 hours from the conclusion of the AGM of the Bank. The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.csb.co.in and on the website of CDSL immediately after the declaration of result by the Chairman.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, September 26, 2018 at 09:00 A.M IST and ends on Friday, September 28, 2018 at 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 (record date) of September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.

- (vi) Next enter the Image Verification as displayed and Click on “Login”.
- (vii) 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.
- (viii) 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)	<ul style="list-style-type: none"> 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. 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <The Catholic Syrian Bank Ltd> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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.

(xxi) 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.

Location Map for the Venue of the 97th Annual General Meeting of the Catholic Syrian Bank Limited

