

**SUMMARY OF PROCEEDINGS OF THE 102<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CSB BANK LIMITED, HELD ON TUESDAY, AUGUST 8, 2023 AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)**

Day and Date of the Meeting	:	Tuesday, August 8, 2023
Time of commencement of the Meeting	:	11:00 A.M. IST
Time of conclusion of the Meeting	:	11.55 A.M. IST
Chairperson	:	Ms. Bhama Krishnamurthy
Number of Shareholders attended the meeting	:	60

ATTENDEES		LOCATION OF JOINING
<b>DIRECTORS</b>		
1.	Ms. Bhama Krishnamurthy, Non-Executive Independent Chairperson	Bank’s office at Andheri, Mumbai
2.	Mr. Pralay Mondal, Managing Director & CEO	Bank’s office at Andheri, Mumbai
3.	Mr. Madhavan Menon, Non –Executive Director	Bank’s office at Andheri, Mumbai
4.	Mr. Sumit Maheshwari, Non-Executive Director	Mumbai
5.	Ms. Sharmila Abhay Karve, Independent Director, Chairperson of Audit Committee of the Board	Residence in Mumbai
6.	Mr. Sudhin Choksey, Independent Director, Chairperson of Stakeholders Relationship Committee	Residence in Ahmedabad
7.	Mr. Sunil Srivastav , Independent Director	Bank’s office at Andheri, Mumbai
8.	Mr. Sharad Kumar Saxena , Independent Director, Chairperson of Nomination & Remuneration Committee	Bank’s office at Andheri, Mumbai
9.	Mr. Biswamohan Mahapatra, Additional Director - Non-Executive & Independent	Residence in Mumbai
<b>KMP’S/SENIOR MANAGERIAL PERSONS</b>		
1.	Mr. B.K. Divakara, Head – Strategy & Corporate Legal	Registered Office – Thrissur
2.	Mr. Satish Gundewar, Chief Financial Officer	Bank’s Office at Andheri, Mumbai
3.	Mr. Sijo Varghese, Company Secretary	Registered Office – Thrissur
<b>OTHER REPRESENTATIVES</b>		
1.	Mr. Ritesh Goyal, Partner Mr. Ankur Kotriwala, Director B.S.R. & Co. LLP, Chartered Accountants, Mumbai, Joint Statutory Auditors	Mumbai

2.	Mr. Abhay V Kamat, Partner, Mukund M. Chitale & Co, Chartered Accountants, Mumbai, Joint Statutory Auditors	Mumbai
3.	Mr. Arvind Bhandari and Ms. Manisha Maheshwari, Partners Bhandari & Associates, Company Secretaries, Mumbai, Secretarial Auditors	Mumbai

Ms. Bhama Krishnamurthy chaired the meeting. The Chairperson informed that the 102<sup>nd</sup> Annual General Meeting of the CSB Bank Limited (the “Bank”) is being held through Video Conferencing (“VC”) and other audio visual means (“OAVM”) without the physical presence of the Members at a common venue to transact the business as set out in the notice of the meeting in accordance with the provisions of the Companies Act, 2013, read with applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”). She also informed that the Bank has taken the requisite steps to enable members to participate and vote on the items being considered at this AGM in terms of above said circulars and along with other provisions of the Companies Act, 2013 and the Rules made thereunder. Chairperson informed that all the directors of the Bank attended the meeting and further requested his colleagues to introduce themselves.

As the requisite quorum being present in terms of the circulars issued by MCA and Section 103 of the Companies Act, 2013, the Chairperson called the meeting to order. The Chairperson then welcomed all shareholders, auditors and other invitees joining over VC.

Mr. Sijo Varghese, Company Secretary, then provided general instruction to shareholders regarding participation of Shareholders at the meeting. He also informed that the Register of Directors and Key Managerial Personnel, the Register of contracts with related party and contracts and Bodies, etc., in which directors are interested, Certificate from Secretarial Auditors of the Bank certifying that the CSB Employees Stock Option Scheme 2019 are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Statutory Auditors Report and Secretarial Audit Report have been made available electronically for inspection by the members during the AGM. It was also informed that as the AGM was held through video conference, the facility for appointment of proxies by the members is not allowed and hence there is no proxy register for inspection at the meeting.

Thereafter, the Chairperson delivered her speech followed by the speech of Mr. Pralay Mondal, Managing Director & CEO.

The Chairperson informed that, with the consent of the shareholders, the Notice dated July 7, 2023, convening the meeting, was taken as read.

The Company Secretary informed that the Joint Statutory Auditors B.S.R & Co. LLP, Mumbai, Mukund M. Chitale & Co, Chartered Accountants, Mumbai and the Secretarial Auditors, Bhandari & Associates, Company Secretaries, Mumbai, have issued unqualified opinion in their respective audit reports for the financial year ended March 31, 2023 and there were no qualifications,

observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Bank.

The Chairperson informed that the Bank had provided members, the facility to cast their vote electronically, on all resolutions set forth in the Notice. It was further informed that there would be no voting by show of hands.

Thereafter, the Chairperson took up the Agenda items mentioned in the Notice of the AGM in seriatim. Shareholders were provided the facility to ask questions/ express their views through VC/OAVM on the resolutions mentioned in the notice. Ms. Bhama Krishnamurthy, Chairperson of the Bank and Mr. Pralay Mondal, Managing Director & CEO of the Bank responded to the queries raised by the members.

Thereafter, the members were informed that the e-voting facility shall remain open for 30 minutes from the conclusion of the meeting for those who have not casted their votes through remote e-voting. While explaining the voting procedure, the Chairperson informed that the Bank had appointed Mr. P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi as the scrutinizer to supervise the e-voting process. Further, the results of the voting shall be declared and placed on the website of the Bank within the prescribed time and in the manner as prescribed in the notice.

The Chairperson then announced the conclusion of the 102<sup>nd</sup> Annual General Meeting of the Bank at 11.55 a.m. IST. On behalf of the Board of Directors, the Chairperson thanked all the shareholders for attending the Meeting and for the kind co-operation and assistance extended for the smooth conduct of the Meeting. Chairperson further took on record that the prescribed number of members required for constituting a quorum, was present throughout the meeting.

The following businesses as set out in the Notice dated July 7, 2023 convening this AGM were transacted through remote e-voting and e-voting during the AGM.

Sl. No.	Description	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1.	Adoption of Audited Financial Statements	Ordinary Resolution
2.	Re-appointment of Retiring Director Mr. Madhavan Menon (DIN: 00008542)	Ordinary Resolution
3.	Appointment of Joint Statutory Auditors and fixation of their remuneration	Ordinary Resolution
<b>SPECIAL BUSINESS</b>		
4.	Re-appointment of Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as Non-Executive Independent Director of the Bank	Special Resolution
5.	Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345) as Non-Executive Independent Director of the Bank	Special Resolution

Based on the Scrutinizer's report dated August 8, 2023 issued by CS P.D. Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi (membership no. FCS 3067 and certificate of practice no. 7940), all the aforementioned resolutions as set out in the notice of AGM dated July 7, 2023 have been passed by the members with requisite majority.

Thanking You.

Yours faithfully,

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**Sijo Varghese**

**Company Secretary**

Digitally signed by SUDHARSHAN  
DN: st=KERALA,  
serialNumber=d67d15a892dbce0863c24da300  
c0d60f2c799cd0629b385191d7bc99afcc0e,  
postalCode=680020, ou=BOARD & SHARES  
DEPARTMENT, o=CSB BANK LTD, cn=SUDHARSHAN  
VARGHESE