



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

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Thrissur-680020, Kerala, India | **Tel:** +91 487 – 2333020 | **Fax:** +91 487 – 2338764

Website: www.csb.co.in | **E-mail:** secretarial@csb.co.in | **Corporate Identity Number:** L65191KL1920PLC000175

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(Management and Administration) Rules, 2014, as amended]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Wednesday, January 8, 2025 (09:00 A.M. IST)	Thursday, February 6, 2025 (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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, 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**”) only.

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, the e-Voting website of CDSL at www.cdslindia.com and also shall be communicated to stock exchanges; BSE Limited (“**BSE**”) at www.bseindia.com and National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com, where the Bank's Equity Shares are listed and be made available on their respective websites.

The Board of Directors have appointed Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as Scrutinizer 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.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose e-mail addresses are registered with the Bank/RTA/Depositories, in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

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 Thursday, February 6, 2025**. 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 Chairperson/ Managing Director & CEO or the Company Secretary of the Bank. The results of the voting conducted through Postal Ballot through the Remote e-Voting process will be announced by the Chairperson/ Managing Director & CEO or the Company Secretary, on or before 05:00 p.m. IST on Saturday, February 8, 2025 at Registered Office, at Thrissur. The results along with the Scrutinizer's Report will be displayed on the website of the Bank at <https://www.csb.co.in/investor-relations>, the e-Voting website of CDSL at www.cdslindia.com and also shall be communicated to stock exchanges; BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at 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.

SPECIAL BUSINESS:

1. Revision in the fixed pay of Mr. Pralay Mondal (DIN: 00117994), Managing Director & CEO of the Bank, with effect from April 1, 2024

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 Reserve Bank of India ("**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 Association ("**Articles**") of CSB Bank Limited (the "**Bank**"), and the approval of the Board (the "**Board**") pursuant to the recommendation made by the Nomination & Remuneration Committee (the "**Committee**"), and pursuant to the approval received from the RBI in terms of Section 35B of the Banking Regulation Act, 1949, the approval of the members of the Bank be and is hereby accorded for revision and payment of the fixed pay to Mr. Pralay Mondal (DIN: 00117994), the Managing Director & Chief Executive Officer of the Bank, from ₹ 2,42,00,000 to ₹ 2,54,00,000 with effect from April 1, 2024, to be paid in the form of fixed pay, allowances and perquisites, as more particularly mentioned herein below:

Sl. No.	Particulars	Amount (per annum) (in ₹)
1	Salary	1,27,00,000.00
2	Dearness Allowance	NIL
3	Retiral / Superannuation benefits:	
(i)	Provident Fund / National Pension Scheme (NPS)	12,70,000.00
(ii)	Gratuity	6,10,577.00
(iii)	Pension	NIL
4	Leave Fare Concession	3,81,000.00
5	Other Fixed Allowances:	
(i)	Mobile Allowance	30,000.00

(ii)	Dining Allowance	27,000.00	
(iii)	Special Allowance	38,06,055.00	
6	Perquisites:		
(i)	House Rent Allowance	63,50,000.00	
(ii)	Conveyance Allowance	50,000.00	
(iii)	Cash in lieu of Club Membership / Club membership at actuals	1,00,000.00	
(iv)		Entitlement/ Insurance Coverage	Amount (per annum)
	1. Group Medical Insurance Premium	4,00,000	17,724.00 (including GST)
	2. Group Term Life Insurance Premium	2 times of gross pay	57,404.00 (including GST)
	3. Group Personal Accident Premium	Upto 20,00,000	240.00 (including GST)
	Total		2,54,00,000.00
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.	

RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby jointly and severally authorised 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. Appointment of Mr. Narasimha Raju Narasappa Doddahosahalli, (DIN: 01070476) as an Independent Director of the Bank

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and any other applicable provisions, if any, 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, Regulations 16(1)(b), 17 and 25(2A) and any other applicable provisions of Securities and Exchange Board of India (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-enactments 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 & Remuneration Committee and the Board of Directors (the "**Board**"), Mr. Narasimha Raju

Narasappa Doddahosahalli, (DIN: 01070476) who was appointed as an Additional Director (Independent) on the Board of the Bank with effect from December 13, 2024 pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing from a Member, under Section 160 (1) of the Companies Act, 2013, proposing his 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 3 (three) consecutive years with effect from December 13, 2024 up to December 12, 2027 (both dates inclusive), not liable to retire by rotation.”

"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.”

3. Re-appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as an Independent Director of the Bank

To consider and if thought fit, to pass with or without modification(s), 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 16(1)(b), 17 and 25(2A) 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 & Remuneration Committee and the Board of Directors (**the "Board"**), Mr. Sharad Kumar Saxena (DIN: 08238872), who was appointed as an Independent Director of the Bank pursuant to the resolution passed through postal ballot dated March 30, 2022 and who holds office up to February 18, 2025, and who is eligible for re-appointment for a second term and who continue to 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 his candidature for the office of Director, be and is hereby re-appointed for a second term as an Independent Director of the Bank to hold office for a period of five (5) consecutive years commencing from February 19, 2025 up to February 18, 2030 (both dates inclusive), not liable to retire by rotation.

"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: Thrissur
Date: January 4, 2025**

**Sd/-
Sijo Varghese
Company Secretary**

NOTES:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

(**"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

Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**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, January 3, 2025 (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, MUFG Intime India Private Limited (**Formerly Known as ‘Link Intime India Private Limited’**) (“RTA”) as on the Cut-off date.
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, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of e-Voting service provider i.e. CDSL, e-Voting website at 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 secretarial@csb.co.in, mentioning their name, Client ID or DP ID or Folio No.
6. Brief profile and other additional information of the directors seeking appointment/re-appointment and also the director for whom the approval for the revision in the fixed pay is being sought as set out in this Postal Ballot Notice, 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 are 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. 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, January 3, 2025, 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, January 8, 2025 at 09:00 a.m. IST and will end on Thursday, February 6, 2025 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, February 6, 2025, 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 Chairperson/Managing Director & CEO or the Company Secretary of the Bank 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 Chairperson/Managing Director & CEO, or the Company Secretary, on or before 05:00 p.m. IST on Saturday, February 8, 2025, at Registered Office, Thrissur. The Chairperson/Managing Director & CEO or the Company Secretary shall countersign the same. The results along with the Scrutinizer's Report will be displayed on the website of the Bank at <https://www.csb.co.in/investor-relations>, the e-Voting website of CDSL at www.cdslindia.com and also shall be communicated to stock exchanges; BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at 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, February 6, 2025, i.e. the last date specified for receipt of votes through the Remote e-Voting process.

17. **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 MUFG Intime India Private Limited (formerly known as 'Link Intime India Private Limited')/Bank, in respect of physical holding, by sending a request duly signed by the 1st named shareholder, the format of which is available at the 'Investor Relations' section of the Bank's website, 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.

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

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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.

Step 1	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
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- A) **Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 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 CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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.

	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/ NSDL 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 CDSL/ NSDL 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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
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B) 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.
- 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 Company.
- 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 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence</p>
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	number sent by Company/RTA or contact Company/RTA.
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> <p>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.</p>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the relevant EVSN for the CSB Bank Limited on which you choose to vote.

- (vi) 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.
 - (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (viii) 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.
 - (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xi) 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.
 - (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - (xiii) **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 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
 - 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 delink 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 mandatory 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 Company at the email address viz; secretarial@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.
- 19. Process for those shareholders whose email address are not registered with the depositories for procuring user id and password and registration of e-mail address for e-Voting for the resolutions set out in this notice.**
- (i) 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 Company/RTA email id.
 - (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - (iii) 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.

20. 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 or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or

send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 21 09911

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

**Place: Thrissur
Date: January 4, 2025**

**Sd/-
Sijo Varghese
Company Secretary**

EXPLANATORY STATEMENT

[Pursuant to Sections 102(1) of the Companies Act, 2013 ("Act")]

Item No.1

Revision in the fixed pay of Mr. Pralay Mondal (DIN: 00117994), Managing Director & CEO of the Bank, with effect from April 1, 2024

Mr. Pralay Mondal (DIN: 00117994) was appointed as the Managing Director & CEO of the Bank for a period of three years with effect from September 15, 2022, pursuant to receipt of the approval of Reserve Bank of India and the members of the Bank. Mr. Pralay Mondal held the position of Deputy Managing Director of the Bank from February 17, 2022 and up to September 14, 2022, and prior to that, he held the position of President (Retail, SME, Operations and IT). He was appointed as the Managing Director & CEO (Interim) from April 1, 2022, till September 14, 2022.

The Bank under the leadership of Mr. Pralay Mondal registered consistent growth in major business parameters with stable profitability and asset quality matrices during the financial year ended March 31, 2024. Your Bank is steadfastly progressing on the strategy '**SBS-2030 (Sustain, Build, Scale)**' towards achieving the vision. Considering the consistency in the growth momentum reported, and further on the basis of the satisfactory performance evaluation had done for the same period by the Nomination & Remuneration Committee (the "**Committee**") and as recommended by the Committee, the Board of Directors of the Bank approved to increase the fixed pay, allowances and perquisites of Mr. Pralay Mondal, Managing Director & CEO of the Bank, from ₹ 2,42,00,000 (Rupees Two Crore Forty-two Lakhs only) to ₹ 2,54,00,000 (Rupees Two Crore Fifty-four Lakhs only) with effect from April 1, 2024, as detailed in the resolution No.1 of the notice. Reserve Bank of India, vide letter dated October 22, 2024, had accorded its approval for revision of fixed pay, allowances and perquisites with effect from April 1, 2024.

The last revision of the fixed pay of the Managing Director & CEO was effected with effect from April 1, 2023, and the revision was to ₹ 2,42,00,000 (Rupees Two Crore Forty Two Lakhs only) from ₹ 2,30,00,000 (Rupees Two Crore and Thirty Lakhs only).

The Committee and Board of Directors recommend the resolution in relation to revision of fixed pay payable to Mr. Pralay Mondal, Managing Director & CEO of the Bank, with effect from April 1, 2024 as set out in Item No. 1 of the notice

for approval of the Members by way of an Ordinary Resolution in terms of Section 196 of the Act.

Additional information in respect of Mr. Pralay Mondal, Managing Director & CEO, pursuant to the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

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 in Item No. 1 of this notice.

Item No.2

Appointment of Mr. Narasimha Raju Narasappa Doddahosahalli, (DIN: 01070476) as an Independent Director of the Bank

The Board of Directors of the Bank, based on the recommendations of the Nomination & Remuneration Committee of the Board ("**NRC**"), and pursuant to the provisions of Sections 149, 161(1) of the Companies Act, 2013 and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the provisions of the Articles of Association of the Bank, appointed Mr. Narasimha Raju Narasappa Doddahosahalli, as an Additional Director (Independent) of the Bank w.e.f. December 13, 2024, for a period of 3 (three) years, subject to the approval of the Members of the Bank.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Narasimha Raju Narasappa Doddahosahalli can hold office only up to the date of next Annual General Meeting ("**AGM**") of the Bank or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. However, as per Regulation 17(1C) of the SEBI Listing Regulations, Mr. Narasimha Raju Narasappa Doddahosahalli shall hold office up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Bank, in connection with the appointment of Mr. Narasimha Raju Narasappa Doddahosahalli has received statutory disclosures / declarations, including:

- (i). Consent in writing in Form DIR-2 from Mr. Narasimha Raju Narasappa Doddahosahalli to act as a director, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014,
- (ii). Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 from Mr. Narasimha Raju Narasappa Doddahosahalli, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii). Declaration from Mr. Narasimha Raju Narasappa Doddahosahalli to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable
- (iv). Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 from Mr. Narasimha Raju Narasappa Doddahosahalli, that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority,
- (v). Confirmation from Mr. Narasimha Raju Narasappa Doddahosahalli that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Bank, and
- (vi). A notice in writing from a member proposing the candidature of Mr. Narasimha Raju Narasappa Doddahosahalli for appointment to the office of Director under Section 160(1) of the Act.

The NRC having assessed the profile of Mr. Narasimha Raju Narasappa Doddahosahalli and found him to be 'fit and proper' in terms of Reserve Bank of India Circular on 'Fit and proper criteria for appointment of directors in the banks', the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, recommended his appointment to the Board. The Committee, in terms of Regulation 19 (4) read with Part D of the Schedule II of SEBI Listing Regulations, as amended, considered and evaluated balance of skills, knowledge and experience required on the Board, which were earlier identified by the Board and considering Mr. Narasimha Raju Narasappa Doddahosahalli's vast expertise and knowledge in the field of 'Agriculture and Rural Economy, Co-operation, Law, SSI, Economics, Finance & Human Resources', and further based on

need/flexibility/comfortability of having more independent directors in such role/capability, felt that he would be fit for the position of independent director of the Bank.

The Board of Directors of the Bank ("**Board**"), in terms of Sections 149, 152, 160 read with Schedule IV of the Companies Act, 2013, and on the basis of recommendation of the NRC for the appointment, have reviewed the profile of Mr. Narasimha Raju Narasappa Doddahosahalli and the declarations and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and the Board is of the opinion that he fulfils the conditions specified in the Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. Accordingly, based on the recommendation of the NRC, the Board recommended the appointment of Mr. Narasimha Raju Narasappa Doddahosahalli as an Independent Director, not liable to retire by rotation, for a period of 3 (three) consecutive years with effect from December 13, 2024 up to December 12, 2027 (both dates inclusive). The justification/rationale for recommendation for the appointment of Mr. Narasimha Raju Narasappa Doddahosahalli made by the NRC and the Board is given under:

- (i) Mr. Narasimha Raju Narasappa Doddahosahalli is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director.
- (ii) Mr. Narasimha Raju Narasappa Doddahosahalli fulfils the conditions specified in this Act and Rules made thereunder for such appointment and he fulfils the criteria of independence and is independent of the Management
- (iii) Mr. Narasimha Raju Narasappa Doddahosahalli has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (iv) Mr. Narasimha Raju Narasappa Doddahosahalli's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Narasimha Raju Narasappa Doddahosahalli having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and SEBI Listing Regulations.

- (v) Mr. D N Narasimha Raju is a Karnataka cadre IAS officer of 1984 batch with over three decades of diverse and rich experience in various fields. During his career, he has held various significant positions in both Government of India and Government of Karnataka, which includes Policy formulation and implementation levels in several sectors such as revenue, finance, industry, e-Governance, urban governance, labour, commerce, and energy. He has also served as Additional Chief Secretary/Principal Secretary to the Chief Minister, Government of Karnataka and was the Joint Secretary in Ministry of Petroleum and Natural Gas, Government of India. Since his superannuation in 2016, he has served in various positions such as State Chief Information Commissioner ("SCIC") at the Karnataka Information Commission, Chief Executive Officer of the National Institute of Smart Government ("NISG"), New Delhi, and Director of the Southern Regional Centre, TERI Bangalore.
- (vi) Mr. Narasimha Raju Narasappa Doddahosahalli has vast expertise and knowledge in the field of Agriculture and rural economy, co-operation, law, SSI, economics, finance & human resources.
- (vii) In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Narasimha Raju Narasappa Doddahosahalli has enrolled his name in the online databank of Independent Directors maintained by the Ministry of Corporate Affairs (MCA) along with Indian Institute of Corporate Affairs (IICA) and has been exempted from the requirement of the online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

Additional information in respect of Mr. Narasimha Raju Narasappa Doddahosahalli, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The copy of the letter of appointment issued to Mr. Narasimha Raju Narasappa Doddahosahalli setting out the terms and conditions of appointment shall be available for inspection by the members.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of

Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the Nomination & Remuneration Committee of the Board and Board of Directors recommend the resolution in relation to the appointment of Mr. Narasimha Raju Narasappa Doddahosahalli as Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 2 of the notice, for approval of the Members by way of a Special Resolution.

Except Mr. Narasimha Raju Narasappa Doddahosahalli or his 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. 2 of the notice.

Item No.3

Re-appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as an Independent Director of the Bank

Mr. Sharad Kumar Saxena (DIN: 08238872) was appointed as an Additional Director (Independent) of the Bank for the period from February 19, 2022 and up to February 18, 2025, 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 Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**). The Members of the Bank, pursuant to the resolution passed through postal Ballot dated March 30, 2022, approved the appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as an Independent Director, not liable to retire by rotation, for the said period. He is due to retire from his first term as an Independent Director on February 18, 2025.

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, 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.

The Bank, in connection with the reappointment of Mr. Sharad Kumar Saxena has received statutory disclosures / declarations, including:

- (i). Consent in writing from Mr. Sharad Kumar Saxena to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014,
- (ii). Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Sharad Kumar Saxena to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii). Declaration from Mr. Sharad Kumar Saxena to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, to continue to be appointed as an Independent Director of the Bank.
- (iv). Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 from Mr. Sharad Kumar Saxena, that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority,
- (v). Confirmation from Mr. Sharad Kumar Saxena that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Bank, and
- (vi). A notice in writing from a member proposing the candidature of Mr. Sharad Kumar Saxena for re-appointment to the office of Director of the Bank under Section 160(1) of the Act.

The Nomination & Remuneration Committee (“NRC”) and Board of Directors of the Bank have assessed the profile/and further reviewed the declarations submitted by Mr. Sharad Kumar Saxena and opined that he 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 for re-appointing him as an Independent director of the Bank. Accordingly, based on the recommendation of the NRC, the Board recommended the reappointment of Mr. Sharad Kumar

Saxena as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years from February 19, 2025 up to February 18, 2030 (both dates inclusive). Since Mr. Sharad Kumar Saxena is the Chairperson of the NRC, the Board had conducted the prescribed due diligence exercise on Mr. Sharad Kumar Saxena and found him to be ‘fit and proper’ to continue to be appointed as director in terms of RBI Circular No. DBOD.NO.BC.60 /08.139.001/2004-2005 dated December 16, 2004 on ‘Fit and proper’ criteria for appointment of directors in the banks’. The justification/rationale for recommendation for the re-appointment of Mr. Sharad Kumar Saxena made by the NRC and the Board are given under:

- (i). Mr. Sharad Kumar Saxena is a person of integrity, and has the necessary knowledge, experience and expertise for being re-appointed as an Independent Director.
- (ii). Mr. Sharad Kumar Saxena fulfils the conditions specified in this Act and Rules made thereunder for such an appointment/re-appointment and he fulfils the criteria of independence and is independent of the Management.
- (iii). Mr. Sharad Kumar Saxena has vast expertise and knowledge in the field of ‘Banking, Information Technology and Payment & Settlement System’.
- (iv). Mr. Sharad Kumar Saxena has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,
- (v). Mr. Sharad Kumar Saxena’s re-appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sharad Kumar Saxena having the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and SEBI Listing Regulations.
- (vi). Mr. Sharad Kumar Saxena has over 30 years of experience in banking and has held almost all the leadership positions in ICICI Bank technology group. He was the Chief Technology Officer of Bank of Baroda, and as the Head of IT at Bank of Baroda, he successfully led the bank merger of erstwhile Vijaya Bank and erstwhile Dena Bank with Bank of Baroda. Mr. Sharad Kumar Saxena was a member of the core technical committee of RBI and was in-charge of automation of regulatory return filing, NG-RTGS, RBI core banking and interface with government departments and managing outsourcing risks.

- (vii). Mr. Sharad Kumar Saxena is the Chairperson of Nomination & Remuneration Committee, IT Strategy Committee and Customer Service Committee of the Board of the Bank and is a member of many other committees of the Board. During his tenure as Independent Director, Mr. Sharad Kumar Saxena has contributed immensely to the Board and Committee deliberations. Further, the Bank's comprehensive technology upgradation programme is underway, which includes the migration to the new Core Banking System (CBS) 'Oracle Flexcube' from the current system 'Maarvel' as part of the 'Build Phase' of its strategy, SBS-2030 (Sustain, Build, Scale), and at this juncture, the Bank wishes Mr. Sharad Kumar Saxena's continued guidance and expertise knowledge for accomplishment of the programme as designed through his re-appointment to the Board of the Bank .
- (viii). NRC evaluated the performance of Mr. Sharad Kumar Saxena during his first term of appointment as an Independent Director and after considering his knowledge, acumen, expertise, substantial contribution made at Board/ Committee meetings for effective discharge of functions and further, significant time devoted for supporting the technology team for the comprehensive technology upgradation undergoing in the Bank, recommended to the Board for his re-appointment for a second term of 5 (five) years from February 19, 2025 up to February 18, 2030. The Board considered the recommendations made by the NRC and endorsed the same. The Board opined that Mr. Sharad Kumar Saxena possesses professional and operational knowledge/ expertise in information technology which would be of immense benefit to the Bank especially in the context of ongoing technology upgradation, and hence it is desirable to reappoint him as an Independent Director.
- (ix). In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Sharad Kumar Saxena has enrolled his name in the online databank of Independent Directors maintained by the

Ministry of Corporate Affairs (MCA) along with Indian Institute of Corporate Affairs (IICA) and had passed the online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014

The letter of re-appointment to be issued to Mr. Sharad Kumar Saxena setting out the terms and conditions of re-appointment shall be made available for inspection by the members, in the manner as prescribed in point no.5 of the 'Notes' forming part of this notice.

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, 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 recommend the resolution in relation to the re-appointment of Mr. Sharad Kumar Saxena for a second term from February 19, 2025 up to February 18, 2030 (both dates inclusive) as an 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.

Additional information in respect of Mr. Sharad Kumar Saxena, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Sharad Kumar Saxena or his 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**

**Sd/-
Sijo Varghese
Company Secretary**

**Place: Thrissur
Date: January 4, 2025**

Additional information on Directors seeking appointment/re-appointment and approval for whom the revision in the fixed pay 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, (DIN: 00117994)

Name	Mr. Pralay Mondal (DIN: 00117994)	
Date of Birth/Age	October 17, 1965	59 years
Nationality	Indian	
Educational Qualification	Electrical Engg. (Hons.) – IIT Kharagpur PGDBM Specialised in Marketing – IIM Calcutta	
Nature of expertise in specific functional areas	Banking, Agriculture and Rural Economy	
Date of first appointment on Board	February 17, 2022 as Deputy Managing Director of the Bank	
Brief resume including Experience	<p>Mr. Pralay Mondal has over 30 years of banking experience across multiple businesses and functions including retail assets, retail liabilities, business banking, products and technology. Mr. Pralay Mondal was appointed as the Managing Director & CEO of the Bank with effect from September 15, 2022. He held the position of Deputy Managing Director of the Bank from February 17, 2022 and up to September 14, 2022, and prior to that, he held the position of President (Retail, SME, Operations and IT). He was appointed as the Managing Director & CEO (Interim) from April 1, 2022, till September 14, 2022.</p> <p>Prior to joining CSB Bank, Mr. Pralay Mondal was Executive Director and Head of Retail Banking at Axis Bank during the period April 2019 to September 2020. He was also a Director and Chairman in Axis Securities Limited and was a Director in Axis Finance Limited. Before joining Axis Bank, Mr. Pralay was the Senior Group President and Head of Retail and Business Banking at Yes Bank (June 2012 – March 2019). He was on the Board of YES Securities (India) Limited which is a 100% subsidiary of YES Bank Limited. Before joining YES Bank, Mr. Pralay Mondal was Group Head, Retail Assets & Payments Business at HDFC Bank (2000 – 2012), prior to which he had built the Liability Sales Franchise in the Bank. He was also on the board of HDB Financial (NBFC & 100% subsidiary of HDFC Bank) and HBL Global, holding Sales Company of HDFC Bank.</p> <p>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 listed Companies	NIL	
Directorships in other companies / Positions in other entities	NIL	
Memberships in the Committees of Board of other listed Companies	NIL	

Memberships / chairmanships of Committees of the Boards of other Companies	NIL																		
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	<table><tr><td>Fixed Pay (Gross)</td><td colspan="2">₹3,38,62,794.38/-</td></tr><tr><td>Variable Pay</td><td colspan="2"></td></tr><tr><td>-Upfront*</td><td colspan="2">₹ 39,93,000.00/-</td></tr><tr><td>-Deferred^{\$}</td><td colspan="2">₹ 39,93,000.00/-</td></tr><tr><td>Variable Pay (Non-Cash component)[#]</td><td colspan="2">Granted 1,43,435 stock options to the value of ₹ 1,62,14,000/- at an exercise price of ₹ 303.15, per option which will be vested equally over a period of 4 years from the date of grant made on October 24, 2024. The number of options granted was determined by arriving at the fair value of the options by using the Black-Scholes model.</td></tr></table>			Fixed Pay (Gross)	₹3,38,62,794.38/-		Variable Pay			-Upfront*	₹ 39,93,000.00/-		-Deferred ^{\$}	₹ 39,93,000.00/-		Variable Pay (Non-Cash component) [#]	Granted 1,43,435 stock options to the value of ₹ 1,62,14,000/- at an exercise price of ₹ 303.15, per option which will be vested equally over a period of 4 years from the date of grant made on October 24, 2024. The number of options granted was determined by arriving at the fair value of the options by using the Black-Scholes model.		
Fixed Pay (Gross)	₹3,38,62,794.38/-																		
Variable Pay																			
-Upfront*	₹ 39,93,000.00/-																		
-Deferred ^{\$}	₹ 39,93,000.00/-																		
Variable Pay (Non-Cash component) [#]	Granted 1,43,435 stock options to the value of ₹ 1,62,14,000/- at an exercise price of ₹ 303.15, per option which will be vested equally over a period of 4 years from the date of grant made on October 24, 2024. The number of options granted was determined by arriving at the fair value of the options by using the Black-Scholes model.																		
<i>Note: Remuneration disclosed are for the period from April 1, 2023 to March 31, 2024</i>	<i>*Paid on October 31, 2024</i> <i>\$Payment shall be made in a phased manner and shall be paid over a period of three years from the date of the upfront payment, i.e., October 31, 2024.</i> <i># Granted on October 24, 2024 in line with the approval accorded by the RBI and by the shareholders, vide resolution passed by postal ballot dated December 08, 2022.</i>																		
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)	<table><tr><th>Financial year</th><th>Number of Board Meetings held during the tenure</th><th>Number of Board Meetings attended during the tenure</th></tr><tr><td>2022-23</td><td>11*</td><td>11</td></tr><tr><td>2023-24</td><td>13</td><td>13</td></tr><tr><td>2024-25</td><td>8</td><td>7</td></tr><tr><td>Total</td><td>32</td><td>31</td></tr></table>	Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure	2022-23	11*	11	2023-24	13	13	2024-25	8	7	Total	32	31			
Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure																	
2022-23	11*	11																	
2023-24	13	13																	
2024-25	8	7																	
Total	32	31																	
	<i>*Appointed on September 15, 2022.</i>																		
Details of membership/ chairmanship in the Committees of the Board of the Bank	<table><tr><td>Management Committee</td><td>Chairman</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr><tr><td>NPA Management Committee</td><td>Special Invitee</td></tr><tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr><tr><td>Committee for Monitoring and Follow-up of cases of Frauds (CMF)</td><td>Member</td></tr><tr><td>Customer Service Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>IT Strategy Committee</td><td>Member</td></tr></table>			Management Committee	Chairman	Risk Management Committee	Member	NPA Management Committee	Special Invitee	Stakeholders Relationship Committee	Member	Committee for Monitoring and Follow-up of cases of Frauds (CMF)	Member	Customer Service Committee	Member	Corporate Social Responsibility Committee	Member	IT Strategy Committee	Member
Management Committee	Chairman																		
Risk Management Committee	Member																		
NPA Management Committee	Special Invitee																		
Stakeholders Relationship Committee	Member																		
Committee for Monitoring and Follow-up of cases of Frauds (CMF)	Member																		
Customer Service Committee	Member																		
Corporate Social Responsibility Committee	Member																		
IT Strategy Committee	Member																		
Details of Directorships, Membership / Chairmanship in the Committees of the	NA																		

Board of the other Companies	
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. The details of remuneration paid to Mr. Pralay Mondal during the financial year 2023-24 is given under the head 'Details of remuneration last drawn' in this table.

2) Profile of Mr. Narasimha Raju Narasappa Doddahosahalli, (DIN: 01070476)

Name	Mr. Narasimha Raju Narasappa Doddahosahalli, (DIN: 01070476)											
Date of Birth/Age	28.04.1956	68 years										
Nationality	Indian											
Educational Qualification	Master of Science in Horticulture & Master's degree in Business Law											
Nature of expertise in specific functional areas	Agriculture & Rural economy, Co-operation, Law, SSI, Economics, Finance & Human Resources											
Date of first appointment on Board	December 13, 2024											
Brief resume including Experience	Mr. Narasimha Raju Narasappa Doddahosahalli is a Karnataka cadre IAS officer of 1984 batch with over three decades of diverse and rich experience in various fields. During his career, he has held various significant positions in both Government of India and Government of Karnataka, which includes Policy formulation and implementation levels in several sectors such as revenue, finance, industry, e-Governance, urban governance, labour, commerce, and energy. He has also served as Additional Chief Secretary / Principal Secretary to the Chief Minister, Government of Karnataka and was the Joint Secretary in Ministry of Petroleum and Natural Gas, Government of India. Since his superannuation in 2016, he has served in various positions such as State Chief Information Commissioner ("SCIC") at Karnataka Information Commission, Chief Executive Officer of the National Institute for Smart Government ("NISG"), New Delhi, and Director of the Southern Regional Centre, TERI Bangalore. He was earlier on the Board of Bharat Petroleum Corporation Limited, Oil India Limited, ONGC Videsh Limited, Gas Authority of India Limited, Bangalore Metro Rail Corporation Limited and several other Public Sector Undertakings at the central and state level.											
Directorship held in other listed Companies	NA											
Directorships in other companies / Positions in other entities	<table><tr><th>Sl. No.</th><th>Name of the Company</th><th>Position</th></tr><tr><td>1.</td><td>Bangalore International Airport Limited</td><td>Independent Director</td></tr><tr><td>2.</td><td>Mangalore SEZ Limited</td><td>Independent Director</td></tr></table>	Sl. No.	Name of the Company	Position	1.	Bangalore International Airport Limited	Independent Director	2.	Mangalore SEZ Limited	Independent Director		
Sl. No.	Name of the Company	Position										
1.	Bangalore International Airport Limited	Independent Director										
2.	Mangalore SEZ Limited	Independent Director										
Memberships in the Committees of Board of other listed Companies	NIL											
Memberships / chairmanships of Committees of the Boards of other Companies	Bangalore International Airport Limited											
	Nomination and Remuneration Committee		Chairperson									
	Audit Committee		Member									
	Corporate Social Responsibility Committee		Member									
	Mangalore SEZ Limited											
	Nomination and Remuneration Committee		Member									
	Audit Committee		Member									

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	Not applicable as appointment is effective from December 13, 2024.
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.
Number of Board Meetings attended during the FY 2024-25 and till the date of this Notice	1 out of 1 (from the date of his appointment)
Details of membership/ chairmanship in the Committees of the Board of the Bank	NIL
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>The proposed appointment of Mr. Narasimha Raju Narasappa Doddahosahalli as an Independent Director of the Bank is for a period of 3 (Three) years commencing from December 13, 2024 up to December 12, 2027 (both dates inclusive).</p> <p>The terms and conditions of appointment of Mr. Narasimha Raju Narasappa Doddahosahalli 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	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Mr. Narasimha Raju Narasappa Doddahosahalli has relevant skills, experience and expertise in the areas of 'Agriculture & Rural economy, Co-operation, Law, SSI, Economics, Finance & Human Resources'.

3) **Profile of Mr. Sharad Kumar Saxena (DIN: 08238872)**

Name	Mr. Sharad Kumar Saxena (DIN: 08238872)	
Date of Birth/Age	October 10, 1962	62 years
Nationality	Indian	
Educational Qualification	BE (Electronics and Telecommunication)	
Nature of expertise in specific functional areas	Banking, Information Technology and Payment & Settlement System.	
Date of first appointment on Board	February 19, 2022	
Brief resume including Experience	Mr. Sharad Kumar Saxena has over 30 years of experience in banking and has held almost all the leadership positions in ICICI Bank technology group. He was the Chief Technology Officer of Bank of Baroda, and as the Head of IT of Bank of Baroda, he successfully led the bank merger of erstwhile Vijaya Bank and erstwhile Dena Bank with Bank of Baroda. Mr. Sharad Kumar Saxena was a member of the core technical committee of RBI and was in-charge of automation of regulatory return filing, NG-	

	RTGS, RBI core banking and interface with government departments and managing outsourcing risks.																				
	Mr. Sharad Saxena is a Certified Information System Auditor (CISA) from ISACA, US, and a Certified ISO 27001 Implementer and Certified Senior Examiner for Quality Management for the Indian Merchant’s Chamber.																				
Directorship held in other listed Companies	NIL																				
Directorships in other companies / Positions in other entities	<table><tr><th>Sl. No.</th><th>Name of the Company</th><th>Position</th></tr><tr><td>1.</td><td>Maxop Engineering Company Private Limited</td><td>(Additional Director) Independent</td></tr></table>	Sl. No.	Name of the Company	Position	1.	Maxop Engineering Company Private Limited	(Additional Director) Independent														
Sl. No.	Name of the Company	Position																			
1.	Maxop Engineering Company Private Limited	(Additional Director) Independent																			
Memberships in the Committees of Board of other listed Companies	NA																				
Memberships / chairmanships of Committees of the Boards of other Companies	NIL																				
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	5000 Shares (0.003% of the paid-up share capital of the Bank)																				
Details of remuneration last drawn (Sitting fee)	<table><tr><th>Sl. No.</th><th>Period</th><th>Sitting Fee</th></tr><tr><td>1.</td><td>FY 2021-22*</td><td>₹4,85,000.00</td></tr><tr><td>2.</td><td>FY 2022-23</td><td>₹25,30,000.00</td></tr><tr><td>3.</td><td>FY 2023-24</td><td>₹30,95,000.00</td></tr><tr><td>4.</td><td>April 1, 2024 to till date</td><td>₹20,25,000.00</td></tr></table>	Sl. No.	Period	Sitting Fee	1.	FY 2021-22*	₹4,85,000.00	2.	FY 2022-23	₹25,30,000.00	3.	FY 2023-24	₹30,95,000.00	4.	April 1, 2024 to till date	₹20,25,000.00	*Appointed w.e.f. February 19, 2022.				
Sl. No.	Period	Sitting Fee																			
1.	FY 2021-22*	₹4,85,000.00																			
2.	FY 2022-23	₹25,30,000.00																			
3.	FY 2023-24	₹30,95,000.00																			
4.	April 1, 2024 to till date	₹20,25,000.00																			
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)	<table><tr><th>Financial year</th><th>Number of Board Meetings held during the tenure</th><th>Number of Board Meetings attended during the tenure</th></tr><tr><td>2021-22*</td><td>5</td><td>5</td></tr><tr><td>2022-23</td><td>18</td><td>18</td></tr><tr><td>2023-24</td><td>13</td><td>13</td></tr><tr><td>2024-25</td><td>8</td><td>8</td></tr><tr><td>Total</td><td>44</td><td>44</td></tr></table>	Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure	2021-22*	5	5	2022-23	18	18	2023-24	13	13	2024-25	8	8	Total	44	44	*Appointed w.e.f. February 19, 2022	
Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure																			
2021-22*	5	5																			
2022-23	18	18																			
2023-24	13	13																			
2024-25	8	8																			
Total	44	44																			
Details of membership/ chairmanship in the Committees of the Board of the Bank	<table><tr><td>Customer Service Committee</td><td>Chairperson</td></tr><tr><td>IT Strategy Committee</td><td>Chairperson</td></tr><tr><td>Nomination & Remuneration Committee</td><td>Chairperson</td></tr><tr><td>Management Committee</td><td>Member</td></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr></table>	Customer Service Committee	Chairperson	IT Strategy Committee	Chairperson	Nomination & Remuneration Committee	Chairperson	Management Committee	Member	Audit Committee	Member	Risk Management Committee	Member								
Customer Service Committee	Chairperson																				
IT Strategy Committee	Chairperson																				
Nomination & Remuneration Committee	Chairperson																				
Management Committee	Member																				
Audit Committee	Member																				
Risk Management Committee	Member																				

Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>The proposed re-appointment of Mr. Sharad Kumar Saxena as an independent director of the Bank is for a period of 5 (five) years commencing from February 19, 2025 up to February 18, 2030 (both dates inclusive).</p> <p>The terms and conditions of re-appointment of Mr. Sharad Kumar Saxena 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	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Mr. Sharad Kumar Saxena has relevant skills, experience and expertise in the areas of 'Banking, Information Technology and Payment & Settlement System'.
