

Name of the Entity: **CSB BANK LIMITED** (Formerly The Catholic Syrian Bank Limited)

Period Ending: **March 31, 2020**

<b>I. Composition of Board of Directors</b>												
Title (Mr. Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure @	Date of Birth	No. Of directorship in listed entities including CSB Bank Limited [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including CSB Bank Limited [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including CSB Bank Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including CSB Bank Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Madhavan Karunakaran Menon	AAGPM4373G 00008542	Part – time Chairman and Non-Executive Director*	September 3, 2018	NA		N.A	12.02.1955	2	Nil	ACB- 4 SRC-1	ACB- Nil SRC- Nil
Mr.	Rajendran Chinna Veerappan	AAMPR9608R 00460061	Managing Director and Chief Executive Officer	December 9, 2016	December 9, 2019		N.A	08.04.1955	1	Nil	ACB- 1 SRC-1	Nil
Mr.	Sumit Maheshwari	AJWPM7658P 06920646	Non – Executive Director	September 3, 2018	June 29, 2019		N.A	27.11.1982	3	Nil	ACB-6 SRC-2	Nil

Mr.	Thomas Mathew	AIGPM3808G	Independent Director	September 25, 2017	NA		30	20.02.1951	2	2	ACB-2 SRC-1	ACB-2 SRC-1
		01277149										
Ms.	Bhama Krishnamurthy	AAPPK0269A	Independent Director	September 29, 2018	NA		18	19.12.1954	5	5	ACB-6 SRC-1	ACB- Nil SRC-0
		02196839										
Mr.	Aravamuthan Madhavan	AAHPM7872P	Independent Director	June 29, 2019	NA		9	23.04.1954	1	1	ACB- 1 SRC-0	Nil
		01865555										
Mr.	Syed Nagoor Ali Jinnah	AGYPS5774K	Independent Director	March 6, 2019	NA		13	31.03.1958	1	1	ACB- 1 SRC-Nil	Nil
		05238633										

1. Whether Regular chairperson appointed : Yes

2. Whether Chairperson is related to managing director or CEO : No

<sup>s</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>@</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

- Appointed as Part-time Chairman for a period of one year with effective from April 22, 2019.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/ Independent/Nominee) \$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. Thomas Mathew	Chairman, Independent Director	24.04.2017	
		Ms. Bhama Krishnamurthy	Independent Director	22.04.2019	17.03.2020
		Mr. Aravamuthan Madhavan	Independent Director	13.12.2018	
		Mr. Syed Nagoor Ali Jinnah	Independent Director	25.03.2019	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	13.12.2018	
2. Nomination & Remuneration Committee	Yes	Ms. Bhama Krishnamurthy	Chairperson, Independent Director	13.12.2018	
		Ms. Thomas Mathew	Independent Director	29.09.2018	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	29.09.2018	
		Mr. Sumit Maheshwari	Non-Executive Director	13.12.2018	
		Mr. Syed Nagoor Ali Jinnah	Independent Director	25.03.2019	17.03.2020
		Mr. Aravamuthan Madhavan	Independent Director	17.03.2020	

3. Risk Management Committee	Yes	Mr. Sumit Maheshwari	Chairman, Non-Executive Director	29.09.2018	
		Mr. Rajendran Chinna Veerappan	Executive Director	09.12.2016	
		Mr. Madhavan Karunakaran Menon	Non-executive Director	29.09.2018	
		Mr. Aravamuthan Madhavan	Independent Director	13.12.2018	
		Ms. Bhama Krishnamurthy	Independent Director	25.03.2019	
4. Stakeholders Relationship Committee	Yes	Mr. Thomas Mathew	Chairman, Independent Director	17.03.2020	
		Mr. Rajendran Chinna Veerappan	Executive Director	01.03.2017	
		Ms. Bhama Krishnamurthy	Independent Director	29.09.2018	
		Mr. Sumit Maheshwari	Non-Executive Director	29.09.2018	
		Mr. Aravamuthan Madhavan	Independent Director	25.03.2019	17.03.2020
		Mr. Madhavan Karunakaran Menon	Non-executive Director	22.04.2019	
<sup>\$</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

<b>III. Meetings of Board of Directors</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
17.10.2019	08.01.2020	Yes	6	4	27 days
13.11.2019	04.02.2020	Yes	6	3	
27.11.2019	17.02.2020	Yes	7	4	
02.12.2019	16.03.2020	Yes	7	4	
23.12.2019					
* to be filled in only for the current quarter meetings					

<b>IV. Meetings of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
<b>1. Audit Committee</b>					
08.01.2020	Yes	5	4	17.10.2019	27 days
04.02.2020	Yes	4	3	23.12.2019	
17.02.2020	Yes	5	4		
16.03.2020	Yes	5	4		

2. Nomination & Remuneration Committee					
08.01.2020	Yes	4	3	13.11.2019	26 days
04.02.2020	Yes	4	2	02.12.2019	
02.03.2020	Yes	5	3	23.12.2019	
16.03.2020	Yes	5	3		
3. Stakeholders Relationship Committee					
16.03.2020	Yes	5	2	18.12.2019	88 days
4. Risk Management Committee					
02.03.2020	Yes	5	2	23.12.2019	69 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

**Note:**

1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
2. If status is “No” details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & Remuneration Committee
  - c) Stakeholders Relationship Committee
  - d) Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  
Any comments/observations/advice of the board of directors may be mentioned here: Nil

**Name: Sijo Varghese**

**Designation: Company Secretary and Compliance Officer**

**Note:**

*Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.*



**ANNEXURE II**
**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status</i> <i>(Yes/No/NA)</i> refer note below	<i>If Yes provide link to website. If No / NA provide reasons</i>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.csb.co.in/about-us">https://www.csb.co.in/about-us</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.csb.co.in/pdf/Independent-Directors_Terms_and_Conditions.pdf">https://www.csb.co.in/pdf/Independent-Directors_Terms_and_Conditions.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.csb.co.in/pdf/List_of_Sub_Committee_of_the_Board_w.e.f_06.05_2019.pdf">https://www.csb.co.in/pdf/List_of_Sub_Committee_of_the_Board_w.e.f_06.05_2019.pdf</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.csb.co.in/pdf/Code-of-Corporate-Governance-Senior-Management-Personnel.pdf">https://www.csb.co.in/pdf/Code-of-Corporate-Governance-Senior-Management-Personnel.pdf</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.csb.co.in/pdf/WhistleBlowerPolicy.pdf">https://www.csb.co.in/pdf/WhistleBlowerPolicy.pdf</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.csb.co.in/pdf/Remuneration-criteria-for-non-Executive-or-Independent-Directors.pdf">https://www.csb.co.in/pdf/Remuneration-criteria-for-non-Executive-or-Independent-Directors.pdf</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.csb.co.in/pdf/PolicyondealingwithRelatedPartyTransactionnew.pdf">https://www.csb.co.in/pdf/PolicyondealingwithRelatedPartyTransactionnew.pdf</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.csb.co.in/pdf/Policy_for_Determining_Material_Subsiidiaries.pdf">https://www.csb.co.in/pdf/Policy_for_Determining_Material_Subsiidiaries.pdf</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.csb.co.in/pdf/FAMILIARISATION-PROGRAMMES-FOR-DIRECTORS.pdf">https://www.csb.co.in/pdf/FAMILIARISATION-PROGRAMMES-FOR-DIRECTORS.pdf</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf">https://www.csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf">https://www.csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf</a>

l) Financial results	Yes	<a href="https://www.csb.co.in/pdf/UFR-as-on-31.12.2019-with-Limited-Review-Report.pdf">https://www.csb.co.in/pdf/UFR-as-on-31.12.2019-with-Limited-Review-Report.pdf</a>
m) Shareholding pattern	Yes	<a href="https://www.csb.co.in/pdf/Shareholding_Pattern_31.12.2019.pdf">https://www.csb.co.in/pdf/Shareholding_Pattern_31.12.2019.pdf</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.csb.co.in/pdf/Investor-Presentation-final.pdf">https://www.csb.co.in/pdf/Investor-Presentation-final.pdf</a>
p) New name and the old name of the listed entity	Yes	<a href="https://www.csb.co.in/csb-bank-limited">https://www.csb.co.in/csb-bank-limited</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.csb.co.in/investor-relations">https://www.csb.co.in/investor-relations</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.csb.co.in/investor-relations">https://www.csb.co.in/investor-relations</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.csb.co.in/pdf/Policy-on-Determination-of-Materiality-of-Events.pdf">https://www.csb.co.in/pdf/Policy-on-Determination-of-Materiality-of-Events.pdf</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.csb.co.in/pdf/CSB_Dividend_Policy.pdf">https://www.csb.co.in/pdf/CSB_Dividend_Policy.pdf</a>
It is certified that these contents on the website of the listed entity are correct.		

<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	NA, The shares of the Bank were listed in the stock exchanges with effective from December 04, 2019. Hence, the same will be complied with in future
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes,  In the Financial year 2019-20, the Bank could meet partially the requirements of arranging programmes to the Independent Directors as external training programme arranged in the 3rd week of March 2020 to a few of the Independent Directors were cancelled due to outbreak of COVID-19 pandemic in the country, at the time.
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
- 2 If status is “No” details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied:  
Not Applicable

**Name: Sijo Varghese**

**Designation: Company Secretary and Compliance Officer**