

B&amp;S/209/2020

October 19, 2020

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001.  
**Scrip code: 542867**

National Stock Exchange of India Ltd.,  
Exchange plaza, 5<sup>th</sup> floor,  
Bandra-kurla Complex,  
Bandra (E), Mumbai 400051.  
**Symbol: CSBBANK**

Dear Sir/Madam,

**Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that CSB Bank Limited ("**Bank**") has entered into Addendum No. 1 dated October 19, 2020 ("**Addendum**") to the Amended and Restated Investment Agreement dated October 15, 2018 entered into between the Bank and FIH Mauritius Investments Ltd. ("**FIHM**") in relation to the acquisition of 51 % in the paid up capital of the Bank by FIHM ("**Investment Agreement**").

This execution of Addendum is necessitated to harmonise the provisions of the Investment Agreement with the provisions of the Articles of Association of the Bank, approved/noted by the Reserve Bank of India and the shareholders of the Bank.

This intimation is being made in compliance with Regulations 30, read with Schedule III and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") and the required disclosure is enclosed as Annexure A.

We request you to take this on record and that the same be treated as compliance under the applicable regulation(s) and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

Thanking You.

Yours faithfully,

**Sijo Varghese**  
**Company Secretary**

**Annexure – A**

**Disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, in case of amendment of agreement, are as under:**

Sl No	Particulars	Details
1.	Name of parties to the agreement	CSB Bank Limited (Formerly The Catholic Syrian Bank Limited) and FIH Mauritius Investments Ltd.(FIHM)
2.	Nature of the agreement	Addendum No. 1 to the Amended and Restated Investment Agreement dated October 15, 2018, which was executed between the Bank and FIH Mauritius Investments Ltd. (FIHM) in relation to acquisition of 51 % in the paid up capital of the Bank by FIHM.
3.	Date of execution of the agreement	Date execution of Investment Agreement: October 15, 2018. Date of Execution of Addendum: October 19, 2020.
4.	Details of amendment and impact thereof or reasons of termination and impact thereof	<p>Material amendments made to the Investment Agreement are given under:</p> <ul style="list-style-type: none"> <li>➤ <u>Board Composition</u> - The Board of Directors shall consist of a maximum of 11 (eleven) Directors, including the Investor Directors. Previously, the Investment Agreement provided for a maximum of 7 (Seven) Directors on the Board of Directors.</li> <li>➤ <u>Investor Directors</u> - For as long as the Investor holds such number of Equity Securities as represents 12% (twelve per cent) of the Equity Share Capital on a fully diluted basis (“<b>Threshold Shares</b>”), the Investor shall have the right to nominate to the Board of Directors, up to 4 (four) Directors (collectively, the “<b>Investor Directors</b>”). Previously, the Threshold Shares was 15% and the Investor had the right to nominate 2 (two) Directors as Investor Directors.</li> <li>➤ <u>Board Meeting Quorum</u>: The presence of an Investor Director would not be mandatory for the purposes of constituting quorum.</li> <li>➤ <u>Committees</u>:             <ul style="list-style-type: none"> <li>○ Nomination &amp; Remuneration Committee - For as long as the Investor holds the Threshold Shares, at least one of the members of such NRC shall be an Investor Director.</li> <li>○ Committee Composition: For as long as the Investor holds the Threshold Shares, the Investor shall have the right to nominate one Investor Director to be a member of each committee constituted by the Board.</li> </ul> </li> </ul> <p>Previously, the Threshold Percentage for the above was 15%.</p>

		<p>Reason for Amendment: The amendment has been made to harmonise the provisions of Investment Agreement with the Articles of Association of the Bank.</p> <p>Other modifications to the agreement are factual updates and are not material.</p>
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