

12.08.2021

To

Mr.C.VR. Rajendran
Managing Director and CEO
CSB BANK LIMITED
Registered Office: "CSB Bhavan"
Post Box No.502
St. Mary's College Road
Thrissur, Kerala- 680020

Sir,

Sub: Report of the Scrutinizer on Remote Electronic Voting and Electronic Voting during the Annual General Meeting

I, CS Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS – 3067 and Certificate of Practice Number – 7940, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017 have been appointed by the Board of Directors of **CSB BANK LIMITED (CIN: U65191KL1920PLC000175)** having Registered Office at "CSB Bhavan", Post Box No.502, St. Mary's College Road, Thrissur, Kerala- 680020, as the Scrutinizer for the Electronic Voting in connection with resolutions included in the notice calling the 100th Annual General Meeting of the shareholders of the Company held on Thursday, the 12th day of August, 2021 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Company has appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility for the Electronic Voting to the shareholders of the Company. Link Intime India Pvt.Ltd., is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Monday, the 9th day of August, 2021 at 9.00 A.M to Wednesday, the 11th day of August, 2021 at 5.00 P.M. Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.

At the Annual General Meeting, the Company facilitated the members present in meeting through VC/OAVM facility and have not cast their votes through Remote E-voting facility to cast their vote through E-voting facility provided during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.

On completion of the E-Voting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on Thursday, the 12th day of August, 2021.

The following is the summary of e-voting result:

Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E- voting*	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E- voting*	% of votes in favour on votes throug h E- voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes throug h E- voting
ORDINARY BUSINESS							
1.	Adoption of audited financial statements for the financial year ended March 31, 2021 along with reports of the Board of Directors and the Auditors' thereon	73673876	73671630	100%	42.47%	2246	0%
2.	Re-appointment of Retiring Director, Mr. Madhavan Menon (DIN: 00008542).	73673851	73634403	99.95%	42.44%	39448	0.05%
3.	Ratification of the additional fees to the Statutory Auditors, B S R & CO. LLP, Chartered Accountants	73673808	73671545	100%	42.47%	2263	0%
4.	Appointment of Joint Statutory Auditors and fixation of their remuneration	73671308	73669046	100%	42.46%	2262	0%
SPECIAL BUSINESS (Ordinary Resolution)							

5.	Appointment of Ms. Sharmila Abhay Karve (DIN: 05018751) as Non-Executive Independent Director of the Bank.	73673868	73671601	100%	42.47%	2267	0%
6.	Appointment of Mr. Sudhin Bhagwandas Choksey (DIN: 00036085) as Non-Executive Independent Director of the Bank.	73673868	73671001	100%	42.47%	2867	0%
7.	Appointment of Mr. Sunil Srivastav (DIN: 00237561) as Non-Executive Independent Director of the Bank.	73673843	73671596	100%	42.47%	2247	0%
8.	Approval to appoint and the terms of appointment of Mr. Madhavan Aravamuthan (DIN: 01865555) as the Part-time Chairman of the Bank.	73673808	73651278	99.97%	42.45%	22530	0.03%
SPECIAL BUSINESS (Special Resolution)							
9.	Reappointment of Mr. Madhavan Aravamuthan (DIN: 01865555) as Non-Executive Independent Director of the Bank.	73673868	73651307	99.97%	42.45%	22561	0.03%
10.	Reappointment of Ms. Bhama Krishnamurthy (DIN: 02196839) as Non-Executive Independent Director of the Bank.	73673868	73651200	99.97%	42.45%	22668	0.03%
SPECIAL BUSINESS (Ordinary Resolution)							

11.	Grant of 4,33,150 stock options to Mr. C. VR. Rajendran, Managing Director & CEO of the Bank as performance grant for the period December 09, 2016 to March 31, 2020.	73673816	73619754	99.93%	42.44%	54062	0.07%
12.	Payment of Variable Pay to Mr. C.VR. Rajendran, Managing Director & CEO of the Bank for the financial year 2019-20.	73673816	73653122	99.97%	42.45%	20694	0.03%
13.	Revision in the fixed pay of Mr. C.VR. Rajendran (DIN - 00460061), Managing Director & CEO of the Bank, with effect April 1, 2020 and payment of variable pay for the FY 2020-21.	73673791	73652974	99.97%	42.45%	20817	0.03%
14.	Appointment of Mr. Pralay Mondal (DIN: 00117994) as a Director of the Bank	73673816	73652288	99.97%	42.45%	21528	0.03%
15.	Appointment of Mr. Pralay Mondal (DIN: 00117994) as the Deputy Managing Director of the Bank and approval for the terms of his appointment.	73673651	73652103	99.97%	42.45%	21548	0.03%
SPECIAL BUSINESS (Special Resolution)							
16.	Approve amendment in 'CSB Employee Stock Option Scheme 2019'	73673651	70404181	95.56%	40.58%	3269470	4.44%

All resolutions stand passed under E-voting as Ordinary and Special resolutions with requisite majority as specified under the Companies Act, 2013.

* FIH Mauritius Investments Ltd., Promoters of the Bank, have voted to the total extent of their shareholding in the bank. However, pursuant to Section 12(2) of the Banking Regulation Act, 1949 and a Gazette Notification no. DBR.PSBD. No. 1084/16.13.100/2016-17 dated July 21, 2016, voting rights of FIHM are currently capped at 26% of the total voting rights of the Bank at present, even though they hold 49.72% of the paid up capital of the Bank. Hence, only 26% of their voting is taken into consideration.

* 50,00,000 equity shares held by CSB ESOS Trust, Non Promoter-Non Public shareholder, does not feature in this result, as they do not have voting rights in terms of Regulation 3 (5) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Thank you
Yours faithfully

UDIN: F003067C000772132
For SVJS & Associates
Company Secretaries

Vincent P.D.
Managing Partner
M.No.3067, CoP No.7940