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INFORMATION AT A GLANCE

Sl. No.	Particulars	Details										
1.	Day & Date of AGM	Tuesday, August 26, 2025										
2.	Time of AGM	11:00 a.m. IST										
3.	Cut-off date for eligibility to cast vote	Tuesday, August 19, 2025										
4.	Mode of AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)										
5.	Time for joining the live proceedings of the AGM	10:30 a.m. (IST) onwards										
6.	Link to join the AGM	www.evotingindia.com [Refer Point no. 25 of this Notice]										
7.	Last date for receipt of queries on financial statements and other related matters	Saturday, August 23, 2025										
8.	Contact person for technical assistance.	Rakesh Dalvi, Sr. Manager (CDSL) E-mail : helpdesk.evoting@cdslindia.com Contact no. 1800 22 55 33										
SPEAKER REGISTRATION												
9.	E-mail address for Speaker Shareholder Registration	csbagmspeakers@csb.co.in										
10.	Date of Commencement of registration period	Monday, August 18, 2025, 09:00 a.m. IST										
11.	Date of Conclusion of registration period	Friday, August 22, 2025, 05:00 p.m IST										
12.	Details to be submitted for registration	Name, DP ID and Client ID/Folio number, PAN, email id and mobile number										
REMOTE E-VOTING DETAILS												
13.	Remote E-voting start date and time	Friday, August 22, 2025, 09:00 a.m. IST										
14.	Remote E-voting end date and time	Monday, August 25, 2025, 05:00 p.m. IST										
15.	Remote E-voting website	www.cdslindia.com										
16.	Name of E-voting Service Provider	Central Depository Services (India) Limited ('CDSL')										
17.	Name & Details of the Scrutinizer	Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi.										
18.	E-mail ID of the Scrutinizer	scrutiniservoting@gmail.com										
19.	Electronic Voting Sequence Number (EVSN)	250728002										
20.	Instructions for attending the AGM/ and to Cast vote	Refer to the point No. 25 of this Notice										
RESULT OF E-VOTING												
21.	E- voting Results Declaration	Within two working days from the date of conclusion of the AGM										
22.	E-voting results available Websites	<table><tr><th>Websites of</th><th>Link</th></tr><tr><td>Bank</td><td>www.csb.co.in</td></tr><tr><td>NSE</td><td>www.nseindia.com</td></tr><tr><td>BSE</td><td>www.bseindia.com</td></tr><tr><td>CDSL</td><td>www.cdslindia.com</td></tr></table>	Websites of	Link	Bank	www.csb.co.in	NSE	www.nseindia.com	BSE	www.bseindia.com	CDSL	www.cdslindia.com
Websites of	Link											
Bank	www.csb.co.in											
NSE	www.nseindia.com											
BSE	www.bseindia.com											
CDSL	www.cdslindia.com											
GENERAL INFORMATION												
23.	Forms for registering/updating KYC details	https://www.csb.co.in/kyc-forms [Refer point no.12 of this notice]										
24.	Live webcast of AGM	www.evotingindia.com										



CSB BANK LIMITED

Registered Office: "CSB Bhavan", St. Mary's College Road, Post Box No.502,
Thrissur-680020, Kerala, India | **Tel:** +91 487 – 2333020 | **Fax:** +91 – 487 - 2338764

Website: www.csb.co.in | **Email:** secretarial@csb.co.in | Corporate Identity Number: L65191KL1920PLC000175

NOTICE OF 104TH ANNUAL GENERAL MEETING

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Friday, August 22, 2025, 09:00 a.m. IST	Monday, August 25, 2025, 05:00 p.m. IST

Notice is hereby given that the 104th Annual General Meeting of CSB Bank Limited (the "**Bank**") will be held on Tuesday, August 26, 2025, at 11:00 a.m. IST through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Bank's Audited Financial Statements for the financial year ended March 31, 2025, including the Audited Balance Sheet and Profit and Loss Account as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Retiring Director, Mr. Madhavan Menon (DIN: 00008542)

To appoint a director in place of Mr. Madhavan Menon (DIN: 00008542), who retires by rotation, and being eligible, offers himself for re-appointment.

3. Fixation of remuneration of the Joint Statutory Auditors

To fix the remuneration of Joint Statutory Auditors, and in this connection, 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 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read

with the relevant Rules made thereunder, the 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 the Reserve Bank of India ("**RBI**") from time to time, particularly the Guidelines for Appointment of Statutory Central Auditors (**SCAs**)/Statutory Auditors (**SAs**) of commercial banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, approval of the members of the Bank be and is hereby accorded for payment of remuneration not exceeding Rs. 2.13 crore (Rupees Two Crore and Thirteen Lakhs Only) for the financial year 2025-26 to Walker Chandio & Co. LLP, Chartered Accountants, Mumbai-400013, Firm Registration Number : 001076N/N500013 and Sundaram & Srinivasan, Chartered Accountants, Chennai - 60018, Firm Registration Number : 004207S and additionally, outlays on an actual basis, subject to a cap of 10% of the audit fee plus taxes at the applicable rates, for the purpose of audit of the Bank, its Head office, all the branches and controlling and other offices of the Bank, including certifications as may be prescribed and reporting on internal financial controls with reference to the financial statements in terms of Section 143 of the Companies Act, 2013, with power to the Board, including that of Audit Committee of the Board, to

decide and allocate the overall audit fees within the referred limit of Rs. 2.13 crore (Rupees Two Crore and Thirteen Lakhs Only), between Walker Chandio & Co. LLP, Chartered Accountants and Sundaram & Srinivasan, Chartered Accountants, as may be mutually agreed between the Bank and the Joint Statutory Auditors, depending upon their respective scope of work, in addition to outlays in the manner as prescribed plus taxes at the applicable rates.”

SPECIAL BUSINESS:

4. Appointment of BNP & Associates, Company Secretaries, Mumbai as Secretarial Auditors of the Bank and fixation of their remuneration

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 204 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee of the Board and the approval of the Board of Directors of the CSB Bank Limited (the “**Bank**”), approval of the Members of the Bank be and is hereby accorded for appointment of BNP & Associates, Company Secretaries, Borivali West, Mumbai – 400092 (Firm Registration No. P2014MH037400) and holding a valid peer review certificate (certificate no. 6316/2024) issued by the Institute of Company Secretaries of India (the “**ICSI**”), as the Secretarial Auditors of the Bank, for a term of five consecutive years, commencing from the financial year 2025-26, till the financial year 2029-30.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorized

to fix the annual remuneration and additionally, outlays on an actual basis plus taxes at the applicable rates, payable to BNP & Associates, Company Secretaries during their tenure as the Secretarial Auditors of the Bank.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Bank, be and are hereby severally authorised to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive Independent Director as Non-Executive (Part-time) Chairman of the Bank and fixation of his remuneration.

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 applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules made thereunder (the “**Act**”), Section 10B (1A)(i) 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, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) 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 Articles of Association (“**Articles**”) of CSB Bank Limited (the “**Bank**”) and pursuant to the recommendation made by the Nomination and Remuneration Committee (the “**Committee**”) and the approval of Board of Directors of the Bank (the “**Board**”) and in terms of the approval granted by the RBI vide its letter dated May 9, 2025, approval of the Members of the Bank be

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and is hereby accorded for appointment of Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive Independent Director, as the Non-Executive (Part-time) Chairman of the Bank, for a period of three years, with effect from May 9, 2025 to May 8, 2028 (both date inclusive)".

"RESOLVED FURTHER THAT pursuant to the applicable provisions, if any, of the Act and the rules made thereunder, Section 10B (1A)(i) and other relevant provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the RBI, from time to time, the Listing Regulations, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of the Articles of the Bank and

pursuant to the recommendation made by the Committee and the approval of the Board and in terms of the approval granted by the RBI vide its letter dated May 9, 2025, approval of the members of the Bank be and is hereby accorded for payment of remuneration, in addition to the sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose, as specifically detailed as hereunder, to Mr. Biswamohan Mahapatra (DIN: 06990345), for the position of the Non-Executive (Part-time) Chairman of the Bank, with effect from May 9, 2025 to May 8, 2028 (both date inclusive)."

Sl. No.	Particulars	Amount
1.	Remuneration	Honorarium of Rs.20,00,000/- (Rupees Twenty Lakhs only) per annum.
2.	Official Travel Expenses	Will be reimbursed at actuals.
3.	Official Boarding and Lodging Expenses	Will be reimbursed at actuals.
4.	Sitting fees	As payable to other Non-Executive Independent Director of the Bank.

"RESOLVED FURTHER THAT the Board of Directors of the Bank (including any Committee thereof) 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."

6. Approval for payment of remuneration to Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive (Part-time) Chairman of the Bank for the Financial Year 2025-26 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year.

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 Regulation 17(6)(ca) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the Banking Regulation Act, 1949 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the rules, circulars, notifications and guidelines issued by Reserve Bank of India (the "**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 (the “**Articles**”) of CSB Bank Limited (the “**Bank**”) and pursuant to the recommendation made by the Nomination and Remuneration Committee (the “**Committee**”) and the approval of Board of Directors of the Bank (the “**Board**”) and in terms of the approval granted by the RBI vide its letter dated May 9, 2025 in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949, the approval of the Members of the Bank be and is hereby accorded for payment of fixed remuneration/ honorarium of Rs. 20,00,000/- p.a. (Rupees Twenty Lakhs only), in addition to sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose, for the Financial Year 2025-26 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year, to Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive (Part-time) Chairman of the Bank and that the remuneration shall be payable in such manner as the Board and/or the Committee thereof, may determine, from time to time”.

7. Re-appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & CEO of the Bank for a period of three years with effect from September 15, 2025 to September 14, 2028.

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, 197, 203 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, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) 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 Articles of Association (“**Articles**”) of CSB Bank Limited (the “**Bank**”), and pursuant to the recommendation made by the Nomination and Remuneration Committee (the “**Committee**”) and the approval of Board of Directors of the Bank (the “**Board**”), and in terms of the approval granted by the RBI vide its letter dated June 12, 2025, approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & CEO of the Bank, for a period of three years, with effect from September 15, 2025 to September 14, 2028 (both date inclusive), **AND THAT** Mr. Pralay Mondal (DIN:00117994) shall not be liable to retire by rotation during the said period of appointment, in terms of the provisions of Section 152 the Act and the Article 130(b) of the Articles of the Bank.

RESOLVED FURTHER THAT the Board and the Committee be and are hereby authorised to decide the fixed pay, perquisites and variable pay, payable to Mr. Pralay Mondal during his tenure as Managing Director & CEO of the Bank subject to the approval of the RBI and the Members of the Bank **AND THAT** the remuneration to be paid to him shall be in compliance with the applicable laws/statutes and necessary regulatory approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Bank (including any Committee thereof) 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.”

8. Approval for continuing the Material Related Party Transactions with FIH Mauritius Investments Ltd, the promoter of the Bank.

NOTICE OF THE 104TH ANNUAL GENERAL MEETING

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the **“Acts”**), if any, and any amendments, modifications, variations or re-enactments thereof (**“Applicable Laws”**) and the ‘Policy on materiality of related party transactions and on dealing with related party transactions’ of CSB Bank Limited (**“Bank”**), as may be applicable from time to time, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as **“Board”**), which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers

conferred by this resolution), for entering/continuing to enter into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise, including the maximum value of transaction/s in respective category) as outlined below and as detailed in the explanatory statement annexed to this notice, with FIH Mauritius Investments Ltd (**“FIHM”**), the promoter of the Bank, notwithstanding the fact that the value of each category of transaction/ value of all transactions together in respective category/ the balance in any such account on any day from the date of 104th Annual General Meeting upto the date of 105th Annual General Meeting (both date inclusive) of the Bank, may exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Bank as per the latest audited financial statements of the Bank, whichever is lower, in terms of regulation 23 of the SEBI Listing Regulations or such other threshold, as may be prescribed from time to time in line with the Acts and the Applicable Laws, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank.

Name(s) of the related parties	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of each category transaction	Period for which shareholders’ approval is sought for the transaction
FIH Mauritius Investments Ltd	Promoter	Acceptance of deposits in current account or any other similar/other types of accounts permitted to be opened under applicable laws	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	From the date of 104 th Annual General Meeting upto the date of 105 th Annual General Meeting (both date inclusive) of the Bank
		Transactions pertaining to permitted foreign exchange transactions including International cross border transactions wherein the Bank acts as authorised dealer in foreign exchange.	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	

RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of

the such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms or applications with statutory/regulatory authorities, do

all such acts, deeds, matters and things as may be considered necessary and appropriate and delegate all or any of its powers herein conferred to any

Committee(s)/Director(s)/ Officer(s) of the Bank, to give effect to this resolution.”

9. Approval for continuing the Material Related Party Transactions with FIH Private Investments Ltd, a wholly owned subsidiary company of FIH Mauritius Investments Ltd, the promoter of the Bank

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the “**Acts**”), if any, and any amendments, modifications, variations or re-enactments thereof (“**Applicable Laws**”) and the ‘Policy on materiality of related party transactions and on dealing with related party transactions’ of CSB Bank Limited (“**Bank**”), as may be applicable from time to time, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “**Board**”, which term shall be deemed to include any duly authorized Committee constituted/ empowered

by the Board, from time to time, to exercise its powers conferred by this resolution), for entering/continuing to enter into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise, including the maximum value of transaction/s in respective category) as outlined below and as detailed in the explanatory statement annexed to this notice, with FIH Private Investments Ltd, a wholly owned subsidiary company of FIH Mauritius Investments Ltd (“**FIHM**”), the promoter of the Bank, notwithstanding the fact that the value of each category of transaction/ value of all transactions together in respective category/ the balance in any such account on any day from the date of 104th Annual General Meeting upto the date of 105th Annual General Meeting (both date inclusive) of the Bank, may exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Bank as per the latest audited financial statements of the Bank, whichever is lower, in terms of regulation 23 of the SEBI Listing Regulations or such other threshold, as may be prescribed from time to time in line with the Acts and the Applicable Laws, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank.

Name(s) of the related parties	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of each category transaction	Period for which shareholders’ approval is sought for the transaction
FIH Private Investments Ltd	Wholly owned subsidiary of FIH Mauritius Investments Ltd, the promoter of the Bank.	Acceptance of deposits in current account or any other similar/other types of accounts permitted to be opened under applicable laws	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	From the date of 104 th Annual General Meeting upto the date of 105 th Annual General Meeting (both date inclusive) of the Bank
		Transactions pertaining to permitted foreign exchange transactions including International cross border transactions	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	

NOTICE OF THE 104TH ANNUAL GENERAL MEETING

		wherein the Bank acts as authorised dealer in foreign exchange.		
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RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of the such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and

absolute discretion deem fit, file requisite forms or applications with statutory/regulatory authorities, do all such acts, deeds, matters and things as may be considered necessary and appropriate and delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Bank, to give effect to this resolution.”

By Order of the Board,
For CSB Bank Limited,

Place: Thrissur
Date: July 23, 2025

Sd/-
(Sijo Varghese)
Company Secretary

NOTES:**1. AGM THROUGH VIDEO CONFERENCING / OAVM**

The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs (“MCA”) followed by Circular No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, (“SEBI Circulars”) and all other applicable laws and circulars issued by MCA, Government of India and SEBI has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), **without the physical presence of the Members at a common venue.**

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 104th Annual General Meeting (“Meeting” or “AGM”) of the Bank is being held through VC / OAVM on Tuesday, August 26, 2025, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Bank situated at CSB Bhavan, St. Mary’s Collage Road, Thrissur- 680020, Kerala.

2. APPOINTMENT OF PROXY

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available**

for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. SPECIAL BUSINESS

As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

4. PROCEEDINGS AND PARTICIPATION OF MEMBERS AT THE AGM

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by using the remote e-voting login credentials and by following the procedure mentioned in this Notice under Instructions for members for remote e-voting. Pursuant to Regulation 44(6) of the Listing Regulations read with MCA and SEBI Circulars, the Bank will be providing live webcast of proceedings of the AGM. The Members will be able to view the proceedings on Central Depository Services (India) Limited (“CDSL”) e-Voting website at www.cdslindia.com. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The facility will not be closed earlier than 30 minutes after scheduled time.

5. INSPECTION OF DOCUMENTS

All documents which are relevant and in supportive to the resolutions referred to in this Notice, requiring the approval of the members at the meeting shall be made available for inspection by the members at the Registered Office of the Bank, in physical form, on all working days between 10:00 a.m. IST to 02:00 p.m. IST and on August 26, 2025, up to the conclusion of the Annual General Meeting. These documents are also made available for inspection in electronic form till the conclusion of Annual General Meeting.

Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Bank at secretarial@csb.co.in, latest by Monday, August 25, 2025, (up to 02:00 p.m. IST)

6. INFORMATION ON FINANCIAL STATEMENTS AND OTHER MATTERS

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Bank on or before Saturday, August 23, 2025, through email on secretarial@csb.co.in and the same will be replied by the Bank suitably.

7. EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts

concerning the business to be transacted at the meeting are annexed hereto.

8. DISCLOSURES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

The relevant details with respect to Item Nos. 2, 5, 6 & 7 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment/re-appointment at this AGM are also annexed hereto.

Requisite declarations also have been received from the Directors for seeking appointment/re-appointment.

9. CERTIFICATE FROM AUDITORS IN TERMS OF SEBI (SBEB & SE) REGULATIONS, 2021

The certificate from the Secretarial Auditors of the Bank certifying that the CSB Employees Stock Option Scheme 2019, are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and in accordance with the resolutions passed by the Members of the Bank, will be available for inspection by the members in terms of the said regulations.

10. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from August 20, 2025 to August 26, 2025 (both days inclusive) for the purpose of this AGM.

11. INVESTOR'S SERVICE REQUEST

MUFG Intime India Private Limited is the Registrar & Share Transfer Agent ("RTA") of the Bank. The shareholders holding shares in physical form are requested to notify changes in their address along with PINCODE with the RTA or with the Bank in the following address:

MUFG Intime India Private Limited, Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. Tel : 0422 – 2314 792, 2315 792 Fax: 022-49186060 Email : coimbatore@in.mpms.mufg.com	The Company Secretary, CSB Bank Limited, “CSB Bhavan”, P. B. No. 502, St. Mary’s College Road, Thrissur – 680 020. Tel: 0487 – 2333020 Fax: 0487 2338764 E-mail: investors@csb.co.in
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Any other communication/correspondence with regard to equity shares and dividends of earlier years may also be forwarded to RTA/Bank. However, if the shares are held in dematerialised form, the beneficial owners have to intimate about

any change in Bank account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Bank or to RTA.

12. Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP and members holding shares in physical mode are requested to update their e-mail addresses with Bank/RTA, to receive the Bank’s communication through e-mail. Members may submit the forms detailed below and are hosted on our website at: <https://www.csb.co.in/kyc-forms>, for registration of e-mail address, updation of bank account details, nomination etc.

Type of holder	Details of the Forms	Form No.
Physical holders	Form to register / change / update PAN, bank details, signature, e-mail address, mobile no. and address	Form ISR-1
	Form for confirmation of signature	Form ISR-2
	Form for nomination	Form SH-13
	Form for declaration to opt-out of nomination	Form ISR-3
	Form for cancellation or variation of nomination	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares, held in physical form	Form ISR-4
Demat holders	Please contact your DP to register / update your email address, bank account details, address, etc. in your demat account, as per the process advised by your DP.	

13. REQUEST FOR TRANSMISSION AND TRANSPOSITION

Regulation 40(1) of the Listing Regulations, mandates that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Bank. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact the Bank or the Bank’s Registrars and Share Transfer Agents for assistance in this regard.

14. ONLINE DISPUTE RESOLUTION PORTAL (“ODR PORTAL”)

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), issued guidelines towards an additional mechanism for

investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Bank's website at **Others - Online Dispute Resolution Portal**.

15. GREEN INITIATIVE

In terms of Rule 18 of the Companies (Management & Administration) Rules, 2014, a Company may give notice through electronic mode, addressing to the persons entitled to receive such e-mail as per the records of the company or as maintained by the depository, provided that the company shall give an advance opportunity at least once in a financial year, to the member to register his e-mail address and change therein and such request may be made by only those members who have not got their email address recorded or to update a fresh email address.

In view of the above, the Bank hereby requests members who have not updated their e-mail address to update the same with their respective Depository Participant(s) or with MUFG Intime India Private Limited, Registrar & Share Transfer Agents of the Bank. Further, members holding shares in electronic mode are also requested to keep their e-mail addresses updated with the Depository Participant(s) of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Bank/RTA quoting their folio number(s) and the e-mail address registration form can be downloaded from the Bank's website at www.csb.co.in under the head '*Investor Relations → Forms*'.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 104th AGM along with the Annual Report 2024-25, is being sent only

through electronic mode to those Members whose email addresses are registered with the Bank/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2024-25, will also be available on the Bank's website at www.csb.co.in, websites 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 on the website of CDSL at www.evotingindia.com

16. NOTICE TO SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS(ES)

As per Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015'), as amended, the web-link, including the exact path, where complete details of the Annual Report and Notice are available is being sent to those member(s) who have not registered their email address(es) either with the Bank or with any Depository or MUFG Intime India Private Limited, Registrar & Share Transfer Agent (RTA) of the Bank.

17. QUORUM

Members attending the AGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. REMOTE E-VOTING FACILITY

In terms of Regulation 44 of Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, the Bank is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, Tuesday, August 19, 2025, to exercise their rights to vote by electronic means (the '**Remote e-voting**') on any or all of the business specified in the accompanying notice. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited ('**CDSL**') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by

a member using remote e-voting system will be provided by CDSL. Details of the process and manner of Remote e-voting are being sent to all the Members along with the 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 Notice for information purpose only.**

19. CUT OFF DATE FOR ELIGIBILITY TO CAST VOTE

The remote e-voting period begins on Friday, August 22, 2025, 09:00 a.m. IST and ends on Monday, August 25, 2025, 05:00 p.m. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, August 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being Tuesday, August 19, 2025.

20. RIGHT TO CAST VOTE DURING THE MEETING

The Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

21. ROUTE MAP

Since the AGM will be held through VC / OAVM as mentioned in Point no.1, the requirement of annexing the Route Map is not needed.

22. SCRUTINIZER

The Board of Directors has appointed Mr. P.D Vincent, Practicing Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, Kochi, as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

23. PROCESS FOR DECLARATION OF E-VOTING RESULTS

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and on completion of scrutiny, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/Managing Director & CEO of the Bank, or such person as authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

24. MANNER OF REPORTING OF E-VOTING RESULTS

The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.csb.co.in, websites 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 on the website of CDSL at www.evotingindia.com, immediately after the declaration of result by the Chairman.

25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

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.

Step 1: Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL

Individual Shareholders holding securities in Demat mode with CDSL Depository

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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

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 are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

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 or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. 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

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 or joining virtual meeting & voting during the meeting.

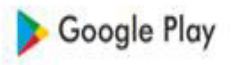
If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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 held 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 or joining virtual meeting & voting during the meeting.

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 NSDL/CDSL 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 NSDL/CDSL 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 or joining virtual meeting & voting during the meeting.

NSDL Mobile App is available on



For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Bank 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 toll free no.: 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.

A. Login method for e-Voting and joining virtual meetings 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
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Bank.
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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Bank, please enter the member id / folio number in the Dividend Bank details field.

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- B. After entering these details appropriately, click on “SUBMIT” tab.
- C. 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.
- D. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- E. Click on the Electronic Voting Sequence Number (**EVSN**) for the **CSB BANK LIMITED** on which you choose to vote.
- F. 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.
- G. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- H. 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.
- I. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- J. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- K. 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.
- L. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- M. 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 delinked 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 mandatorily 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 Bank at the email address viz. investors@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.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Bank will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance by mentioning their name, demat account number/folio number, email id, mobile number to csbagmspeakers@csb.co.in from Monday, August 18, 2025 (09:00 a.m. IST) to Friday, August 22, 2025 (05:00 p.m. IST).
- viii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till Saturday, August 23, 2025(05.00 p.m. IST) by mentioning their name, demat account number/folio number, email id, mobile number at secretarial@csb.co.in . These queries will be replied to by the Bank suitably by email.
- ix. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- xi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Bank and becomes a Member of the Bank after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.
- xii. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Bank and becomes a Member of the Bank after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned above as under **“ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.”**

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- xiii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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 Bank at investors@csb.co.in /RTA email id at coimbatore@in.mpms.mufg.com

- ii. **For Demat shareholders** – Please update your email id & mobile number with your respective Depository Participant (DP).

- iii. **For Individual Demat shareholders** – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 22 55 33

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 toll free no. 1800 22 55 33.

By Order of the Board,
For CSB Bank Limited,

Place: Thrissur
Date: July 23, 2025

Sd/-
(Sijo Varghese)
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following statements set out all material facts relating to certain ordinary business and the special business mentioned in the accompanying notice:

Item No.3**Fixation of remuneration of the Joint Statutory Auditors**

The Members of the Bank in the 102nd Annual General Meeting held on August 8, 2023, approved the appointment of Walker Chandio & Co LLP, Chartered Accountants, Mumbai as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of 102nd Annual General Meeting till the conclusion of the 105th Annual General Meetings of the Bank.

The Members of the Bank in the 103rd Annual General Meeting held on August 23, 2024, approved the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of 103rd Annual General Meeting till the conclusion of the 106th Annual General Meeting of the Bank.

The Bank received approval of the RBI in terms of Section 30(1A) of the Banking Regulation Act, 1949, for appointment of Walker Chandio & Co. LLP, Chartered Accountants, Mumbai and Sundaram & Srinivasan, Chartered Accountants, Chennai as Joint Statutory Auditors of the Bank for financial year 2025-26 for their third year and second year, respectively.

In terms of section 142 of the Companies Act, 2013 (the "Act"), the remuneration of the auditors shall be fixed at the general meeting or in such manner as may be determined thereon.

The Bank has the practice of fixing the remuneration of the Auditors on an annual basis subject to the approval of the members at the Annual General Meeting. Accordingly, the Audit Committee and Board of Directors recommend the resolution in relation to fixation of remuneration/ fees and outlays of the auditors as set out in item No. 3 of the notice for approval of the Members by

way of an Ordinary Resolution, with authority to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees not exceeding Rs. 2.13 crore (Rupees Two Crore and Thirteen Lakhs Only) between Walker Chandio & Co. LLP, Chartered Accountants, Mumbai and Sundaram & Srinivasan, Chartered Accountants, Chennai, as may be mutually agreed between the Bank and the said Auditors, depending upon their respective scope of work, in addition to outlays in the manner as detailed in the resolution plus taxes as applicable.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are directly or indirectly concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the notice.

Item No.4**Appointment of BNP & Associates, Company Secretaries, Mumbai, as Secretarial Auditors of the Bank and fixation of their remuneration**

As per the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations, the Bank is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. Regulation 24A of the SEBI Listing Regulations, as amended, further requires the Bank to obtain the approval of its members for appointment or re-appointment of the Secretarial Auditors.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 28, 2025, have approved the appointment of BNP & Associates, Company Secretaries, Borivali West, Mumbai – 400092 (Firm Registration No. P2014MH037400) as the Secretarial Auditors of the Bank for a term of five consecutive years, commencing from the financial year 2025-26 till financial year 2029-30, to conduct Secretarial Audit of the Bank, subject to approval of

the Members at the Annual General Meeting. BNP & Associates, Company Secretaries have submitted their eligibility certificate and consent to act as the Secretarial Auditor of the Company and have confirmed that their proposed appointment, if made, will be in accordance with the conditions prescribed under Regulation 24A (1A) of the SEBI Listing Regulations.

The fee proposed to be paid to BNP & Associates, Company Secretaries, towards the secretarial audit for FY 2025-26 shall be Rs. 3.50 lakhs; additionally, outlays on an actual basis plus taxes at the applicable rates, with the authority to the Board to make revision in fee at such intervals as it may deem fit. There is no material change in the fee proposed to BNP & Associates compared to that of the previous Secretarial Auditors during their first year of engagement with the Bank.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above, and will be decided by the Management in consultation with the Secretarial Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee of the Board.

Profile and other details:

BNP & Associates is a peer-reviewed and well-established firm of Practicing Company Secretaries, with a distinguished track record of over 35 years in the profession. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory services, Secretarial Audit, transactional services, litigation, advocacy and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence and commitment. The firm specialises in compliance audit and assurance services, advisory and representation services and transactional services. It has experience in handling the secretarial audits of listed and large unlisted companies including entities amongst the

Nifty 50 listed entities. BNP & Associates has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Bank.

Accordingly, the Audit Committee and Board of Directors recommend the resolution in relation appointment of BNP & Associates, Company Secretaries, as the Secretarial Auditor of the Bank for a term of five consecutive financial years, commencing from financial year 2025-26 till financial year 2029-30 and fixation of their remuneration as set out in Item No. 4 of the notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are directly or indirectly concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the notice.

Item No.5

Appointment of Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive Independent Director as Non-Executive (Part-time) Chairman of the Bank and fixation of his remuneration

The tenure of appointment of Ms. Bhama Krishnamurthy as Part-time Chairperson of the Bank completed on September 28, 2024.

The Board of Directors of the Bank based on the recommendations of the Nomination and Remuneration Committee ("NRC"), had approved the appointment of Mr. Biswamohan Mahapatra, Non-Executive, Independent Director as the Non-Executive (Part-time) Chairman of the Bank subject to the approval of Reserve Bank of India ("RBI"). Further, the Board of Directors based on the recommendations of the NRC, had approved for payment of remuneration/ honorarium of Rs. 20,00,000/- p.a. (Rupees Twenty Lakhs only), in addition to the sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose. Pursuant to the application made by the Bank, RBI vide letter dated May 9, 2025, conveyed its approval for the appointment, including terms of appointment of Mr.

Biswamohan Mahapatra as the Non-Executive (Part-time) Chairman of the Bank with effect from May 9, 2025 till May 8, 2028, in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949.

Mr. Biswamohan Mahapatra has been on the Board of the Bank since April 16, 2025 as an Independent Director and the current term as an Independent Director is up to August 2, 2029. Mr. Biswamohan Mahapatra was earlier on the Board of the Bank as an Independent Director for the period from June 20, 2023 to June 13, 2024.

Mr. Biswamohan Mahapatra has the requisite qualification, skills, experience and expertise in specific functional areas, viz. Banking, Finance, Risk Management, Law and Payment Systems. Mr. Biswamohan Mahapatra's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Biswamohan Mahapatra having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and the SEBI Listing Regulation.

Pursuant to the approval granted by the Reserve Bank of India, approval of the Members of the Bank is sought for appointment as well as terms of appointment of Mr. Biswamohan Mahapatra as Non-Executive (Part-time) Chairman of the Bank.

Accordingly, the NRC and Board of Directors recommend the resolution in relation to the appointment of Mr. Biswamohan Mahapatra as Non-Executive (Part-time) Chairman of the Bank and also the terms and conditions of his appointment as set out in Item No. 5 of the notice for approval of the Members by way of an Ordinary Resolution.

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

Except Mr. Biswamohan Mahapatra 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 at Item No. 5 of this notice.

Item No.6

Approval for payment of remuneration to Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive (Part-time) Chairman of the Bank for the Financial Year 2025-26 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year

Pursuant to receipt of the approval of members of the Bank through resolution passed by means of Postal Ballot dated April 10, 2025 and pursuant to the recommendation made by the Nomination & Remuneration Committee (the "**Committee**"), the Board of Directors of the Bank (the "**Board**") in their meeting held on April 16, 2025, appointed Mr. Biswamohan Mahapatra (DIN: 06990345) as an Independent Director of the Bank, with effect from April 16, 2025 up to August 2, 2029 (both dates inclusive), not liable to retire by rotation.

Subsequently, pursuant to the recommendation made by the Committee, the Board in its meeting held on April 16, 2025, approved the appointment of Mr. Biswamohan Mahapatra, Non-Executive, Independent Director as the Non-Executive (Part-time) Chairman of the Bank subject to the approval of Reserve Bank of India ("**RBI**") and further approved for payment of remuneration/ honorarium of Rs. 20,00,000/- p.a. (Rupees Twenty Lakhs only), in addition to the sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose. The RBI, vide letter dated May 9, 2025, conveyed its approval for the appointment, including the terms of appointment of Mr. Biswamohan Mahapatra as the Non-Executive (Part-time) Chairman of the Bank with effect from May 9, 2025 till May 8, 2028 in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949.

In terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**"),

the Bank is required to obtain approval of the Members of the Bank, by way of Special Resolution, if such annual remuneration to a single non-executive director exceeds 50% of the total annual remuneration payable to all the non-executive directors in any Financial Year.

Currently, except for the Non-Executive Chairman, the Managing Director & CEO and the Executive Director, no other Directors are paid remuneration. The Non-Executive Chairman, the Managing Director & CEO and the Executive Director are paid remuneration as approved by the RBI and other applicable authorities. All directors except the Managing Director & CEO and Executive Director are entitled to sitting fees for attending Board and its Committee meetings.

Accordingly, remuneration/ honorarium of Rs. 20,00,000/- p.a. (Rupees Twenty Lakhs only), in addition to the sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose, payable to Mr. Biswamohan Mahapatra would exceed 50% of the total annual remuneration payable to all the non-executive directors during FY 2025-26. Hence, approval of the Members of the Bank is sought by way of Special Resolution to enable the Bank to make payment of remuneration to Mr. Biswamohan Mahapatra, Non-Executive (Part- time) Chairman of the Bank for FY 2025-26.

Accordingly, the Committee and the Board recommend the resolution as set out in Item No. 6 of the notice for approval of the Members by way of a Special Resolution.

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

Except Mr. Biswamohan Mahapatra 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 at Item No. 6 of this notice.

Item No.7

Re-appointment of Mr. Pralay Mondal (DIN: 00117994) as the Managing Director & CEO of the Bank for a period of three years with effect from September 15, 2025 to September 14, 2028

Pursuant to receipt of the approval of Reserve Bank of India ("RBI") and the members of the Bank, 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. His first appointment in the Bank as President (Retail, SME, Technology and Operations) from September 23, 2020 to February 16, 2022. Subsequently, Mr. Pralay Mondal was appointed as the Deputy Managing Director of the Bank with effect from February 17, 2022 till September 14, 2022. He was appointed as the Managing Director & CEO (Interim) of the Bank with effect from April 1, 2022 to September 14, 2022.

As such the current tenure of appointment of Mr. Pralay Mondal will complete on September 14, 2025, the Board of Directors of the Bank in their Meeting held on December 18, 2024 on the basis of the recommendations of the Nomination and Remuneration Committee ("NRC") at its Meeting held on December 18, 2024, approved the re-appointment of Mr. Pralay Mondal as the Managing Director & CEO of the Bank for a period of five (5) years, effective from September 15, 2025 upto September 14, 2030, subject to the approval of Reserve Bank of India and Members of the Bank.

The Board, while considering the recommendations the NRC, inter alia, considered and acknowledged the below aspects:

- (i). Mr. Pralay Mondal has over 30 years of experience in leading banks across multiple business segments and functions including retail assets, retail liabilities, business banking, products and technology.
- (ii). The Bank under the leadership of Mr. Pralay Mondal, registered consistent growth in major business and profitability parameters and showed stable performance during current term of his appointment. Bank has

been able to continue the momentum of the growth story that had been started in FY 2021 post the Bank scripted its turnaround in FY 2020.

- (iii). Bank is currently in the 'Build Phase' of its strategy, **SBS-2030 (Sustain, Build, Scale)** and as part of this, under the leadership of Mr. Pralay Mondal, has built up a dynamic and experienced management team, made significant strides across Wholesale Banking, Retail, SME, and Treasury operations, comprehensive upgrades have been made in Technology front, Operations, financial system and processes and streamlined the HR framework. As part of product diversification, many new products and services have been rolled out. Additionally, customer segmentation has been further strengthened by setting up a separate vertical focussed on a customer-centric approach delivering quality customer services. Additionally, the Bank has strengthened its Compliance, Risk, Audit, and Vigilance through enhanced supervision and monitoring.
- (iv). The appointment of Mr. Pralay Mondal as Managing Director & CEO was made in 2022 with the vision of building the '**Brand CSB**' through expansion and capacity building, aiming to position the Bank as a respected mid-sized bank by 2030. Mr. Mondal's exceptional academic credentials, combined with his proven track record in top-rated banks, where he successfully scaled up business and achieved targets, as well as his demonstrated leadership qualities and capabilities, which the Bank considers as valuable assets, and the Bank should continue to leverage them through his re-appointment, to achieve its envisioned growth plan. Mr. Pralay Mondal's continued presence at the helm ensures a steady and execution-focused approach, essential for driving long-term institutional stability, sustained progress and finally to achieve the strategy.
- (v). Mr. Pralay Mondal satisfied the 'fit and proper' criteria as prescribed by the RBI for to be appointed/re-appointed as the Managing Director & CEO of the Bank.

(vi). Mr. Pralay Mondal is not disqualified from being re-appointed as a Director and Managing Director & CEO in terms of Section 164 of the Companies Act, 2013 (the "Act"), Section 10 A and 10 B and other applicable provisions of the Banking Regulation Act, 1949 and other applicable Acts, Rules and Regulations. In the opinion of the Board, he fulfils the conditions for the said re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time.

(vii). Mr. Pralay Mondal has affirmed that he is not debarred from holding office of director by virtue of any order of Securities and Exchange Board of India or any other such authority. He is not related to any other Director or Key Managerial Personnel of the Bank

(viii). Mr. Pralay Mondal has the requisite qualification, skills, experience and expertise in specific functional areas viz., 'Banking, Agriculture and Rural Economy' in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. Mr. Pralay Mondal's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Pralay Mondal having the requisite experience/ expertise required under Section 10A(2) and 10B of the Banking Regulation Act, 1949.

Reserve Bank of India, vide letter No. DOR. GOV. No.2031/ 08.36.001/2025-26 dated June 12, 2025, accorded their approval for re-appointing Mr. Pralay Mondal as the Managing Director & CEO of the Bank for a period of 3 years with effect from September 15, 2025 to September 14, 2028.

Accordingly, the NRC and Board of Directors recommend the resolution in relation to the re-appointment of Mr. Pralay Mondal as the Managing Director & CEO of the Bank as set out in Item No. 7

of the notice for approval of the Members by way of an Ordinary Resolution in terms of Section 196 of the Act and Regulation 17 (1C) of the SEBI Listing Regulations.

Additional information in respect of Mr. Pralay Mondal, pursuant to Regulation 36 of the SEBI Listing Regulations and 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 at Item No. 7 of this notice.

Item No.8

Approval for continuing the Material Related Party Transactions with FIH Mauritius Investments Ltd, the promoter of the Bank

In terms of Regulation 2(1)(zc) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any transaction involving transfer of resources, services or obligations between a listed entity and its related party shall be construed as a related party transaction.

As per the provisions of Section 188 of the Companies Act, 2013 ("**Act**"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, the provisions of Regulation 23 of the SEBI Listing Regulations as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, and the Bank's 'Policy on materiality of related party transactions and on dealing with related party transactions', mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, in terms of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) either individually or taken

together with previous transactions during a financial year, exceed(s) ₹1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower ("**Materiality Threshold**"). Further in terms of the said SEBI Listing Regulations, the Act read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee of the Board, pursuant to recommendation of the Board, shall accord omnibus approval for such transactions which are in repetitive and continuous in nature and such approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year. Further, a related party transactions for which the audit committee of the Board has granted omnibus approval shall continue to be placed before the shareholders if it is material in terms of the said regulations.

Accordingly the Bank last time obtained the approval of shareholders in their Annual General Meeting held on August 23, 2024, for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) as detailed hereunder with FIH Mauritius Investments Ltd ("**FIHM**") for the period starting from the date of 103rd Annual General Meeting upto the date of 104th Annual General Meeting (both date inclusive) of the Bank.

- (i). Acceptance of deposits in current account or any other similar accounts/other types of accounts permitted to be opened by the Bank under applicable laws, whether by way of fresh deposit(s) or otherwise, from time to time, up to an aggregate value of ₹5,000 Crore (Rupees Five Thousand Crore only), and
- (ii). Transactions pertaining to permitted foreign exchange transactions including international cross border transactions wherein the Bank act as an authorised dealer in foreign exchange, up to an aggregate value of ₹5,000 Crore (Rupees Five Thousand Crore only).

In terms of Regulation 23(3)(e) of SEBI Listing Regulations read with SEBI Master Circular No.

SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024, all material related party transaction for which the Audit Committee has granted omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after expiry of one year.

Accordingly, the Board and the Audit Committee of the Board, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, have accorded approval/ omnibus approval for the transactions/arrangements with related parties as outlined hereunder and in the resolution. The value of each category of transaction/ value of all transactions together in respective category/ the balance in any such account for which approval accorded, on any day from the date of 104th Annual General Meeting upto the date of 105th Annual General Meeting (both date inclusive) of the Bank, shall not exceed ₹5,000 crores for each category of transaction, provided however, that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank. All transactions will be undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and in accordance with the applicable laws and are therefore, in the interest of the Bank only.

The Board and the Audit Committee of the Board recommend the resolution to approve the said material related party transactions, recurring in nature as set out in Item No. 8 of the notice for approval of the members of the Bank by way of an Ordinary Resolution.

Except the directors, Mr. Madhavan Menon and Mr. Sumit Maheshwari, 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. 8 of the notice. Mr. Madhavan Menon and Mr. Sumit Maheshwari being deemed interested in this resolution, disclosed the nature of their interest and did not participate in the meeting of the Audit Committee and the Board, as the case may be, when the proposal was taken up for consideration and approval.

FIH Mauritius Investments Ltd holds 40% of equity shares in the Bank and is the promoter of the Bank. None of the Directors or Key Managerial Personnel of the Bank have any shareholding interest in FIH Mauritius Investments Ltd.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 8 of the accompanying Notice.

Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024.

Sl. No.	Description	Details of transactions	
		Transactions in the nature of acceptance of deposits in current account or any other similar/other types of accounts	Transactions in the nature of permitted foreign exchange transactions including International cross border transactions
1	Name of the related party	FIH Mauritius Investments Ltd	
2	Name of the director or key managerial personnel who is related	Mr. Madhavan Menon and Mr. Sumit Maheshwari	
3	Nature of relationship	FIH Mauritius Investments Ltd ("FIHM") holds 40% of equity shares in the Bank and is the promoter of the Bank.	

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4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The transaction pertains to acceptance of deposits in current account or any other similar accounts / other types of accounts permitted to be opened under applicable laws.</p> <p>Once an account is opened, the Bank cannot legally stop amounts coming into the customer's account and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit. However, the total value of such banking transactions(single or otherwise) shall not exceed ₹5000 Crores under any circumstances for each party.</p> <p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.</p>	<p>The transaction pertains to permitted foreign exchange transactions including International cross border transactions.</p> <p>The Bank offers or undertakes such transactions as an authorised dealer in the normal course of its banking business. However, the value of such banking transactions (single or otherwise) shall not exceed ₹5000 Crores under any circumstances for each party</p> <p>The terms of transactions are based on the requirements of the Bank and related parties and is subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers (related/unrelated).</p>
5	Nature of concern or interest of the related party (financial / otherwise)	Financial	Financial
6	Tenure of the proposed transaction	From the date of 104 th Annual General Meeting upto the date of 105 th Annual General Meeting (both date inclusive) of the Bank	From the date of 104 th Annual General Meeting upto the date of 105 th Annual General Meeting (both date inclusive) of the Bank
7	Any other information relevant or important for the members to take a decision on the proposed resolution	These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.	These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various customers/ counter parties (related/unrelated).

8	A summary of the information provided by the management of the Bank to the Audit Committee	<p>The transaction pertains to acceptance of deposits in current account or any other similar accounts/ other types of accounts permitted to be opened by applicable laws.</p> <p>These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.</p> <p>Once an account is opened, the Bank cannot legally stop amounts coming into the customer's account and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit. However, the value of such banking transactions all together may not exceed ₹ 5000 Crores under any circumstances.</p> <p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.</p> <p>The proposed approval limit is 109.43% of the annual consolidated turnover of the Bank.</p>	<p>The transaction pertains to permitted foreign exchange transactions including international cross border transactions. These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various counter parties /customers (related/unrelated).</p> <p>The Bank offers or undertakes such transactions as an authorised dealer. However, the value of such banking transactions all together may not exceed ₹5000 Crores under any circumstances for each party.</p> <p>The terms of transactions are based on the requirements of the Bank and related parties and is subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers (related/unrelated).</p> <p>The proposed approval limit is 109.43% of the annual consolidated turnover of the Bank</p>
9	Justification for why the proposed transaction is in the interest of the listed entity	The transaction pertains to acceptance of deposits in current account, or any other similar accounts permitted to be opened by applicable laws. This is a stable source of funds, which the Bank can utilize for lending and	This transactions are done at prevailing market rates and in the ordinary course of business with various counter parties (related/unrelated) or to manage Bank's risk or

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		<p>investment activities, thereby generating revenue. Since current accounts typically do not earn interest, bank can use these low-cost deposits to improve the liquidity and profitability. Therefore, it is in the interest of the Bank.</p> <p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.</p>	<p>regulatory ratio. For each foreign exchange transactions, the related party undertakes through the Bank, the Bank will collect a margin amount depending upon the size/volume of the transaction as service charge/commission which is an income to the Bank. Therefore, it is in the interest of the Bank.</p>
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders	Not applicable for the said transactions	
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The proposed approval limit is 934.20% of the annual consolidated turnover of FIH Mauritius Investments Ltd	The proposed approval limit is 934.20% of the annual consolidated turnover of FIH Mauritius Investments Ltd

Item No.9

Approval for continuing the Material Related Party Transactions with FIH Private Investments Ltd, a wholly owned subsidiary company of FIH Mauritius Investments Ltd, the promoter of the Bank

In terms of Regulation 2(1)(zc) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any transaction involving transfer of resources, services or obligations between a listed entity and its

related party shall be construed as a related party transaction.

As per the provisions of Section 188 of the Companies Act, 2013 ("**Act**"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, the provisions of Regulation 23 of the SEBI Listing Regulations as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth

Amendment) Regulations, 2021, effective April 1, 2022, and the Bank's 'Policy on materiality of related party transactions and on dealing with related party transactions', mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, in terms of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) either individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower ("**Materiality Threshold**"). Further in terms of the said SEBI Listing Regulations, the Act read with Rule 6A and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee of the Board, pursuant to recommendation of the Board, shall accord omnibus approval for such transactions which are in repetitive and continuous in nature and such approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year. Further, a related party transactions for which the audit committee of the Board has granted omnibus approval shall continue to be placed before the shareholders if it is material in terms of the said regulations.

Accordingly the Bank last time obtained the approval of shareholders in their Annual General Meeting held on August 23, 2024, for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) as detailed hereunder with FIH Private Investments Ltd for the period starting from the date of 103rd Annual General Meeting upto the date of 104th Annual General Meeting (both date inclusive) of the Bank.

- (i). Acceptance of deposits in current account or any other similar accounts/other types of accounts permitted to be opened by the Bank under applicable laws, whether by way of fresh deposit(s) or otherwise, from time to time, up to an aggregate value of ₹5,000 Crore (Rupees Five Thousand Crore only), and
- (ii). Transactions pertaining to permitted foreign exchange transactions including

international cross border transactions wherein the Bank act as an authorised dealer in foreign exchange, up to an aggregate value of ₹5,000 Crore (Rupees Five Thousand Crore only).

In terms of Regulation 23(3)(e) of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024, all material related party transaction for which the Audit Committee has granted omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after expiry of one year.

Accordingly, the Board and the Audit Committee of the Board, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, have accorded approval/ omnibus approval for the transactions/arrangements with related parties as outlined hereunder and in the resolution. The value of each category of transaction/ value of all transactions together in respective category/ the balance in any such account for which approval accorded, on any day from the date of 104th Annual General Meeting upto the date of 105th Annual General Meeting (both date inclusive) of the Bank, shall not exceed ₹5,000 crores for each category of transaction, provided however, that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank. All transactions will be undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and in accordance with the applicable laws and are therefore, in the interest of the Bank only.

The Board and the Audit Committee of the Board recommend the resolution to approve the said material related party transactions, recurring in nature as set out in Item No. 9 of the notice for approval of the members of the Bank by way of an Ordinary Resolution.

Except the directors, Mr. Madhavan Menon and Mr. Sumit Maheshwari, 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. 9 of the notice. Mr. Madhavan Menon and Mr. Sumit Maheshwari being deemed interested in this resolution, disclosed

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the nature of their interest and did not participate in the meeting of the Audit Committee and the Board, as the case may be, when the proposal was taken up for consideration and approval.

FIH Private Investments Ltd, is a wholly owned subsidiary company of FIH Mauritius Investments Ltd (“FIHM”) and the FIHM holds 40% of equity shares in the paid up capital of the Bank and is the promoter of

the Bank. None of the Directors or Key Managerial Personnel of the Bank have any shareholding interest in FIH Mauritius Investments Ltd and FIH Private Investments Ltd.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 9 of the accompanying Notice.

Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024.

Sl. No.	Description	Details of transactions	
		Transactions in the nature of acceptance of deposits in current account or any other similar/other types of accounts	Transactions in the nature of permitted foreign exchange transactions including International cross border transactions
1	Name of the related party	FIH Private Investments Ltd	
2	Name of the director or key managerial personnel who is related	Mr. Madhavan Menon and Mr. Sumit Maheshwari	
3	Nature of relationship	FIH Private Investments Ltd, is a wholly owned subsidiary company of FIH Mauritius Investments Ltd (“FIHM”), the promoter of the Bank and FIHM holds 40% of equity shares in the Bank’s paid-up capital and is the promoter of the Bank.	
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The transaction pertains to acceptance of deposits in current account or any other similar accounts / other types of accounts permitted to be opened under applicable laws.</p> <p>Once an account is opened, the Bank cannot legally stop amounts coming into the customer’s account and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit. However, the total value of such banking transactions(single or otherwise) shall not exceed ₹5000 Crores under any circumstances for each party.</p>	<p>The transaction pertains to permitted foreign exchange transactions including International cross border transactions.</p> <p>The Bank offers or undertakes such transactions as an authorised dealer in the normal course of its banking business. However, the value of such banking transactions (single or otherwise) shall not exceed ₹5000 Crores under any circumstances for each party</p> <p>The terms of transactions are based on the requirements of</p>

		<p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.</p>	<p>the Bank and related parties and is subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers (related/unrelated).</p>
5	Nature of concern or interest of the related party (financial / otherwise)	Financial	Financial
6	Tenure of the proposed transaction	From the date of 104 th Annual General Meeting upto the date of 105 th Annual General Meeting (both date inclusive) of the Bank	From the date of 104 th Annual General Meeting upto the date of 105 th Annual General Meeting (both date inclusive) of the Bank
7	Any other information relevant or important for the members to take a decision on the proposed resolution	These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.	These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various customers/ counter parties (related/unrelated).
8	A summary of the information provided by the management of the Bank to the Audit Committee	<p>The transaction pertains to acceptance of deposits in current account or any other similar accounts/ other types of accounts permitted to be opened by applicable laws.</p> <p>These transactions are in the normal course of banking business of the Bank and at arm's length basis which may include related parties of the Bank.</p> <p>Once an account is opened, the Bank cannot legally stop amounts coming into the customer's account and it is entirely up to the discretion of the customer how much amount it seeks to place into</p>	<p>The transaction pertains to permitted foreign exchange transactions including international cross border transactions. These transactions are done at prevailing market rates with/without margins and in the ordinary course of business with various counter parties /customers (related/unrelated).</p> <p>The Bank offers or undertakes such transactions as an authorised dealer. However, the value of such banking transactions all together may not exceed</p>

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		<p>the deposit. However, the value of such banking transactions all together may not exceed ₹ 5000 Crores under any circumstances.</p> <p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.</p> <p>The proposed approval limit is 109.43% of the annual consolidated turnover of the Bank.</p>	<p>₹5000 Crores under any circumstances for each party.</p> <p>The terms of transactions are based on the requirements of the Bank and related parties and is subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers (related/unrelated).</p> <p>The proposed approval limit is 109.43% of the annual consolidated turnover of the Bank</p>
9	Justification for why the proposed transaction is in the interest of the listed entity	<p>The transaction pertains to acceptance of deposits in current account, or any other similar accounts permitted to be opened by applicable laws. This is a stable source of funds, which the Bank can utilize for lending and investment activities, thereby generating revenue. Since current accounts typically do not earn interest, bank can use these low-cost deposits to improve the liquidity and profitability. Therefore, it is in the interest of the Bank.</p> <p>Currently, no interest is paid by the Bank on current account balance maintained by a customer. The Bank levies normal banking charges on the current account customers for various services.</p> <p>For any other similar accounts/other types of accounts, levy of charges, fees, and payment</p>	<p>This transactions are done at prevailing market rates and in the ordinary course of business with various counter parties (related/unrelated) or to manage Bank's risk or regulatory ratio. For each foreign exchange transactions, the related party undertakes through the Bank, the Bank will collect a margin amount depending upon the size/volume of the transaction as service charge/commission which is an income to the Bank. Therefore, it is in the interest of the Bank.</p>

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		interest, as applicable, shall be made in accordance with the Bank's policies and RBI norms, and further the same is in line with or similar to all customers who are not related to/ part of any related parties of the Bank.	
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders	Not applicable for the said transactions	
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The proposed approval limit is 3280.93% of the annual consolidated turnover of FIH Private Investments Ltd	The proposed approval limit is 3280.93% of the annual consolidated turnover of FIH Private Investments Ltd

By Order of the Board,
For CSB Bank Limited,

Sd/-
(Sijo Varghese)
Company Secretary

Place: Thrissur
Date: July 23, 2025

ANNEXURE – A

Additional information on directors seeking appointment/re-appointment and/or for whom approval is sought for payment of remuneration as set out in the Notice of the Annual General Meeting scheduled on August 26, 2025, 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. Mr. Madhavan Menon (DIN: 00008542)

Name	Mr. Madhavan Menon (DIN: 00008542)		
Date of Birth/Age	February 12, 1955	70 years	
Nationality	Indian		
Educational Qualification	BA (Business), MBA (Financial & International Business)		
Nature of expertise in specific functional areas	Banking, Economics, Finance, Human Resource and Business Management		
Date of first appointment on Board	August 10, 2016		
Brief resume including Experience	<p>Mr. Madhavan Menon is a Non- Executive Director of the Bank since September 3, 2018. He was earlier on the Board of the Bank for the period from August 10, 2016 to June 22, 2017. Mr. Menon was the Part-time Chairman of the Bank for the period from April 22, 2019 to July 21, 2020.</p> <p>Mr. Menon has a varied background, having commenced his career in ANZ Grindlays Bank and subsequently worked in Citibank, Emirates Bank and in the Financial Services Division of the Aditya Birla Group. Mr. Menon is presently the Non- Executive Chairman of Thomas Cook (India) Ltd (TCIL), a Fairfax group entity. Mr. Menon was the Executive Chairman of TCIL till May 31, 2025.</p> <p>His areas of interest include Treasury, Corporate Lending, Operations, Corporate Governance and Strategic Planning.</p>		
Directorship held in other listed Companies	Sl. No.	Name of the Company	Position
	1.	Thomas Cook (India) Limited	Director
Directorships in other companies / Positions in other entities	Sl. No.	Name of the Company	Position
	1.	Cedar Management Consulting Private Limited	Director
	2.	Isprava Vesta Private Limited	Director
	3.	Isprava Hospitality Private Limited	Director
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	9,897 equity shares														
Details of remuneration last drawn	The Bank is not paying sitting fees to Mr. Madhavan Menon for attending the Board and Committee Meetings.														
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	<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>2024-25</td><td>10</td><td>10</td></tr><tr><td>2025-26</td><td>5</td><td>5</td></tr><tr><td>Total</td><td>15</td><td>15</td></tr></table>			Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure	2024-25	10	10	2025-26	5	5	Total	15	15
Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure													
2024-25	10	10													
2025-26	5	5													
Total	15	15													
Details of membership/chairmanship in the Committees of the Board of the Bank	<table><tr><td>Risk Management Committee</td><td>Member</td></tr><tr><td>Audit Committee</td><td>Member</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>Chairperson</td></tr><tr><td>IT Strategy Committee</td><td>Member</td></tr></table>			Risk Management Committee	Member	Audit Committee	Member	Stakeholders Relationship Committee	Member	Committee for Monitoring and Follow-up of cases of Frauds (CMF)	Chairperson	IT Strategy Committee	Member		
Risk Management Committee	Member														
Audit Committee	Member														
Stakeholders Relationship Committee	Member														
Committee for Monitoring and Follow-up of cases of Frauds (CMF)	Chairperson														
IT Strategy Committee	Member														
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>Mr. Madhavan Menon is a Director proposed to be re-appointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation.</p> <p>Being a Non-Executive Director, he is entitled for sitting fee for attending the Board and Committee meetings as per the Article 136(a) of the Articles of Association of the Bank and section 197 (5) of the Companies Act, 2013 read with the rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, Bank is not paying sitting fees to Mr. Madhavan Menon for attending the Board and Committee meetings.</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. Madhavan Menon has relevant skills, experience and expertise in the areas of Banking, Economics, Finance, Human Resource and Business Management.														

2. Mr. Pralay Mondal (DIN: 00117994)

Name	Mr. Pralay Mondal (DIN: 00117994)	
Date of Birth/Age	October 17, 1965	59 years
Nationality	Indian	
Educational Qualification	B. Tech - Electrical Engg. (Hons.) - IIT Kharagpur PGDBM (Marketing) – IIM Calcutta	

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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 experience in leading banking companies across multiple business segments and functions, including retail assets, retail liabilities, business banking, products and technology.</p> <p>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 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.</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	5000		
Details of remuneration last drawn <i>Note: Remuneration disclosed are for the period from April 1, 2024 to March 31, 2025</i>	Fixed Pay	₹2,47,14,050.30	
	Variable Pay		
	-Upfront	₹39,93,000.00	
	-Deferred	₹61,94,619.00	
	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.	
#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.			
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 AGM Notice)	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	10	9
	2025-26	5	5
	Total	15	14
* Appointed on September 15, 2022.			
Details of membership/ chairmanship in the Committees of the Board of the Bank	Management Committee		Member
	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
	Review Committee for Wilful Defaulters and Non-cooperative Borrowers		Member
Details of Directorships, Membership / Chairmanship in the Committees of the	NA		

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Board of the other Companies	
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	Detailed in the Resolution No. 7 and Explanatory Statement to Item No. 7 of this AGM notice. The details of remuneration paid to Mr. Pralay Mondal during the financial year 2024-25, is given under the head 'Details of remuneration last drawn' in this table.

3. Mr. Biswamohan Mahapatra, (DIN: 06990345)

Name	Mr. Biswamohan Mahapatra (DIN: 06990345)								
Date of Birth/Age	August 3, 1954	70 years							
Nationality	Indian								
Educational Qualification	M.A(English Literature), MBA(Finance), MSM (Master of Science in Management), CAIIB								
Nature of expertise in specific functional areas	Banking, Finance, Risk Management, Law and Payment Systems								
Date of first appointment on Board	June 20, 2023								
Brief resume including Experience	<p>Mr. Biswamohan Mahapatra has been on the Board of the Bank since April 16, 2025 as an Independent Director and his current term of appointment is up to August 2, 2029. Mr. Biswamohan Mahapatra was earlier on the Board of the Bank as an Independent Director for the period from June 20, 2023 to June 13, 2024.</p> <p>Mr. Biswamohan Mahapatra was a central banker with a career spanning about 33 years in the Reserve Bank of India (RBI) in various capacities and retired as Executive Director in August 2014. As Executive Director, he handled banking regulation and policy matters. He was instrumental in the implementation of Basel III regulations. He was associated with various working groups and committees and represented the RBI as a member/Chairman/Convenor of these various working groups and committees. Post-retirement, he was an advisor to the RBI on the bank licensing process. He was the convener of the Government of India Task Force to set up the Resolution Corporation under the Indian Financial Code.</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	NA								
Memberships / chairmanships of Committees of the Boards of other Companies	NA								
Listed entities from which the director has resigned in the past three years	<table><tr><th>Sl. No</th><th>Name of the Company</th><th>Date of resignation</th></tr><tr><td>1.</td><td>CSB Bank Limited</td><td>June 14, 2024</td></tr></table>	Sl. No	Name of the Company	Date of resignation	1.	CSB Bank Limited	June 14, 2024		
Sl. No	Name of the Company	Date of resignation							
1.	CSB Bank Limited	June 14, 2024							

No. of shares held in the Bank or on a beneficial ownership basis	NIL				
Details of remuneration last drawn (Up to June 30, 2025)	Sl. No.	Period	Position	Sitting Fees*	Honorarium#
	1.	FY 2025-26	Non-Executive Chairperson	₹6,70,000.00	₹2,90,323
	*Appointed as Independent Director w.e.f. April 16, 2025. *Appointed as Non-Executive Part-time Chairperson w.e.f. May 9, 2025.				
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	Financial year	Number of Board Meetings held during the tenure		Number of Board Meetings attended during the tenure	
	2024-25	2		2	
	2025-26	4		4	
	Total	6		6	
Details of membership/chairmanship in the Committees of the Board of the Bank	Management C006Fmmittee			Member	
	Risk Management Committee			Member	
	Stakeholders Relationship Committee			Member	
	Customer Service Committee			Member	
	Nomination and Remuneration Committee			Member	
Terms and conditions of appointment / re-appointment	Detailed in the Resolution no. 6 of the notice of the Annual General Meeting.				
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. Biswamohan Mahapatra has relevant skills, experience and expertise in the areas of Banking, Finance, Risk Management, Law and Payment Systems.				



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