



NOTICE OF 103RD ANNUAL GENERAL MEETING

AUGUST 23, 2024 | 11:00 A.M. IST

CONCISE AGM PROGRAMME INFORMATION

SL. NO.	EVENTS	DETAILS	
1.	Day & Date of AGM	Friday, August 23, 2024	
2.	Time of AGM	11:00 a.m. IST	
3.	Cut-off date for eligibility to cast vote	Friday, August 16, 2024	
4.	Mode of AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	
5.	Time for joining the live proceedings of the AGM	Members can join from 10:30 a.m. (IST) onwards on the date of the AGM	
6.	Link to join the AGM	https://www.evoting.nsdl.com/	
7.	Last date for receipt of queries on financial statements and other related matters	Tuesday, August 20, 2024	
8.	Contact person for technical assistance.	Ms. Pallavi Mhatre, Senior Manager – NSDL Email : evoting@nsdl.com Contact no. 022 - 4886 7000	
SPEAKER REGISTRATION			
9.	E-mail address for Speaker Shareholder Registration	csbagmspeakers@csb.co.in	
10.	Date of Commencement of registration period	Friday, August 16, 2024, 09:00 a.m. IST	
11.	Date of Conclusion of registration period	Tuesday, August 20, 2024, 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	Monday, August 19, 2024, 09:00 a.m. IST	
14.	Remote E-voting end date and time	Thursday, August 22, 2024, 05:00 p.m. IST	
15.	Remote E-voting website	https://www.evoting.nsdl.com/	
16.	Name of E-voting Service Provide	National Securities Depository Limited (NSDL)	
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	
RESULT OF E-VOTING			
19.	E- voting Results Declaration	Within two working days from the date of conclusion of the AGM	
20.	E-voting results available Websites	Websites of	Link
		Bank	www.csb.co.in
		NSE	www.nseindia.com
		BSE	www.bseindia.com
		NSDL	www.evoting.nsdl.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 | **E-mail:** secretarial@csb.co.in | **Corporate Identity Number:** L65191KL1920PLC000175

NOTICE OF 103RD ANNUAL GENERAL MEETING

<u>E-VOTING COMMENCES ON</u>	<u>E-VOTING CONCLUDES ON</u>
Monday, August 19, 2024, 09:00 a.m. IST	Thursday, August 22, 2024, 05:00 p.m. IST

Notice is hereby given that the 103rd Annual General Meeting of CSB Bank Limited (the "**Bank**") will be held on Friday, August 23, 2024, 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, 2024, 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. Sumit Maheshwari (DIN: 06920646)

To appoint a Director in place of Mr. Sumit Maheshwari (DIN: 06920646), who retires by rotation, and being eligible, offers himself for re-appointment.

3. Appointment of Joint Statutory Auditors and fixation of their remuneration

To appoint Joint Statutory Auditors and to fix their remuneration, 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 139, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 (the

"**Act**") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, 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 Reserve Bank of India ("**RBI**") from time to time and in terms of confirmation with regard to their eligibility to be appointed as Statutory Auditors pursuant to Section 141 of the Companies Act, 2013 and applicable rules and particularly in terms of the RBI 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 read with FAQ dated June 11, 2021 ("**RBI Guidelines**") and as approved by the RBI vide Letter No. Ref.CO.DOS.RPD.No.S854/08.07.005/2024-25 dated May 03, 2024, for audit of the Bank for the Financial Year 2024-2025 in terms of Section 30(1A) of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded to appoint Sundaram & Srinivasan, Chartered Accountants, 23, CP Ramaswamy Road, Alwarpet, Chennai - 60018, Tamil Nadu, Firm Registration Number : 004207S as one of the Joint Statutory Auditors of the Bank,

for a continuous period of three (3) years (from FY 2024-25 to FY 2026-27), to hold office from the conclusion of 103rd Annual General Meeting till the conclusion of the 106th Annual General Meeting of the Bank, subject to the specific approval of the RBI for each financial year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949, for the purpose of audit of the Bank, its Head office, all the branches and controlling and other offices of the Bank, including certifications 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 alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

“RESOLVED FURTHER THAT subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai- 400013, Firm Registration Number : 001076N/N500013 who was appointed as one of the Joint Statutory Auditors of the Bank at the 102nd Annual General Meeting of the Bank held on August 08, 2023 and Sundaram & Srinivasan, Chartered Accountants, Chennai shall act as the Joint Statutory Auditors of the Bank for the remainder of the term of Walker Chandiok & Co. LLP, Chartered Accountants, subject to fixation of audit fee on a financial year basis, and for the financial year 2024-25, be paid an overall audit fees of Rs. 2.13 crore (Rupees Two Crore and Thirteen Lakhs Only), to be allocated by the Bank between Walker Chandiok & Co. LLP, Chartered Accountants and Sundaram & Srinivasan, Chartered Accountants, as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, and additionally, outlays subject to a cap of 10% of the respective audit fee plus taxes at the applicable rates and that Sundaram & Srinivasan, Chartered Accountants

shall thereafter act as Joint Statutory Auditors of the Bank with such other new Joint Statutory Auditor(s) who will be appointed by the Bank subject to prior approval of RBI and approval of the Members of the Bank, for the FY 2026- 27.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise with regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering and executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.”

SPECIAL BUSINESS:

4. **Approval for continuing the Material Related Party Transactions in the nature of acceptance of deposits from the promoter and promoter group entities in current accounts or any other accounts of similar nature or other types of accounts permitted to be opened under applicable laws**

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) for 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, with the related parties as outlined below, including the maximum

value of transactions and as detailed in the explanatory statement annexed to this notice, notwithstanding the fact that value of each transaction/ value of all transactions together/ the balance in any such account on any day from the date of 103rd Annual General Meeting and upto the date of 104th Annual General Meeting (both days inclusive) of the Bank, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the latest audited financial statements of the respective financial years of the Bank, whichever is lower, in terms of regulation 23 of the SEBI Listing Regulations, for each party, or such other threshold, as may be prescribed from time to time in line with the Acts and the Applicable Laws, for each such party separately, 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 transaction	Period for which shareholders' approval is sought for the transaction
(i) 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 ₹ 5,000 Crore (Rupees Five Thousand Crore only).	From the date of 103 rd Annual General Meeting upto the date of 104 th Annual General Meeting (both days inclusive) of the Bank.
(ii) FIH Private Investments Ltd	Promoter group	Acceptance of deposits in current account or any other similar /other types of accounts permitted to be opened under applicable laws.	Up to ₹ 5,000 Crore (Rupees Five Thousand Crore only).	From the date of 103 rd Annual General Meeting upto the date of 104 th Annual General Meeting (both days inclusive) of the Bank.

"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."

5. Approval for continuing the Material Related Party Transactions in the nature of permitted foreign exchange transactions including International cross border transactions with the promoter and promoter group entities

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) pertaining to permitted foreign exchange transactions including International cross border transactions with the related parties as outlined below, including the maximum value of transactions and as detailed in the explanatory statement annexed to this notice, wherein the Bank acts as authorised dealer in foreign exchange transactions, notwithstanding the fact that the aggregate value of such transactions either individually or taken together with previous transactions, at any point of time from the date of 103rd Annual General Meeting and upto the date of 104th Annual General Meeting (both days inclusive) of the Bank, may exceed ₹1,000 crore or 10% of the annual consolidated turnover of the Bank as per the audited financial statements of the respective financial years of the Bank, whichever is lower, in terms of regulation 23 of the SEBI Listing Regulations, for each party, or such other threshold, as may be prescribed from time to time in line with the Acts and the Applicable Laws, for each such party separately, 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 transaction	Period for which shareholders’ approval is sought for the transaction
(iii) FIH Mauritius Investments Ltd	Promoter	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 ₹ 5,000 Crore (Rupees Five Thousand Crore only).	From the date of 103 rd Annual General Meeting upto the date of 104 th Annual General Meeting (both days inclusive) of the Bank.
(iv) FIH Private Investments Ltd	Promoter group	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 ₹ 5,000 Crore (Rupees Five Thousand Crore only).	From the date of 103 rd Annual General Meeting upto the date of 104 th Annual General Meeting (both days inclusive) of the Bank.

“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.”

6. Appointment of Mr. Deepak Maheshwari, (DIN:08163253) as Non-Executive Independent Director of the Bank

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made under the Act, if any, Regulations 16(1)(b), 17 and 25(2A) and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time, Section 10A and other applicable provisions of

the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Rules, Circulars and Guidelines issued by Reserve Bank of India (**“RBI”**), from time to time, and the provisions of the Articles of Association of the Bank, and further based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors (the **“Board”**), Mr. Deepak Maheshwari, (DIN: 08163253) who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Bank with effect from June 12, 2024 pursuant to Section 149, 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as ‘Non-Executive Independent Director’ of the Bank to hold office for a period of 3 (three) consecutive years with effect from June 12, 2024 up to June 11, 2027 (both dates inclusive), not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of directors or to any executives/officers of the Bank, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

By Order of the Board
For CSB Bank Limited

Place: Thrissur
Date: July 29, 2024

Sd/-
(Sijo Varghese)
Company Secretary

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

The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Circular dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “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 103rd Annual General Meeting (“Meeting” or “AGM”) of the Bank is being held through VC / OAVM on Friday, August 23, 2024, at 11:00 a.m. (IST). The proceedings of the AGM is 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. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutiniservoting@gmail.com with a copy marked to evoting@nsdl.com and investors@csb.co.in not later than 48 hours before the scheduled time of the commencement of the Meeting.

4. 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. 4,5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

5. 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 National Securities Depository Limited (“NSDL”) e-Voting website at www.evoting.nsdl.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.

6. JOINT HOLDERS

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote during the AGM.

7. 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 23, 2024, 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 Thursday, August 22, 2024, (up to 02:00 p.m. IST)

8. 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 Tuesday, August 20, 2024, through

email on secretarial@csb.co.in and the same will be replied by the Bank suitably.

9. 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.

10. DISCLOSURES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

The relevant details with respect to Item Nos. 2 & 6 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.

11. 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.

12. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from August 17, 2024 to August 23, 2024 (both days inclusive) for the purpose of this AGM.

13. TRANSFER OF UNPAID/UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION PROTECTION FUND (IEPF)

All dividends remaining unclaimed/unpaid up to and including for the financial year 1993- 94 have

been transferred to the General Revenue Account of the Central Government. Any claim in respect of such transferred dividends may be made to Registrar of Companies, Kerala, Company Law Bhavan, Bharata Mata College P.O., Kochi-682021.

Unpaid/ unclaimed dividends for the financial years from 1994-95 to 2013-14 have been transferred to the Investor Education & Protection Fund ('IEPF') within the stipulated time. It may be noted that no claim shall lie against the Bank u/s 124(6) of the Act for unpaid/unclaimed dividends once such dividends have been transferred to such Fund. Bank hasn't declared any dividend for the Financial Year 2009-10 and thereafter, since the Financial Year 2014-15 till the financial year 2023-24.

14. TRANSFER OF SHARES TO INVESTOR EDUCATION PROTECTION FUND (IEPF)

Members may please note that in terms of the provisions of the Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended) and other applicable rules, notifications and circulars, if any, every company is required to transfer the shares, in respect of which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, to the demat account of the Investor Education Protection Fund (IEPF) Authority. The members/claimants whose shares, unclaimed dividend, etc., have been transferred to IEPF authority may claim the shares or apply for refund by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For more details, members may refer to Corporate Governance Report which is part of Annual Report 2023-24.

15. FACILITY FOR NOMINATION

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. **SH-13**. If a member desires to opt out or cancel the earlier nomination and

record a fresh nomination, he/ she may submit the same in Form **ISR-3** or **SH-14** as the case may be. The said form can be downloaded from the Bank's website at www.csb.co.in under the head 'Investor Relations'. Members are requested to submit the said details to their Depository Participant ("DP") in case the shares are held by them in electronic form and to the Bank/Registrar and Share Transfer Agents in case the shares are held in physical form.

16. CONSOLIDATION OF FOLIOS

Members holding shares in physical form, in identical order of names, more than one folio may please write to the Bank/ RTA of the Bank viz. Link Intime India Pvt. Ltd., so that their holdings can be consolidated into one folio. Requests for consolidation of share certificates shall be processed only in dematerialized form.

17. INVESTOR'S SERVICE REQUEST

Link Intime India Pvt. Ltd. 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:

Link Intime India Pvt. Ltd,
Surya 35, May Flower
Avenue, Behind Senthil
Nagar, Sowripalayam Road,
Coimbatore – 641028.
Tel : 0422 – 2314 792,
2315 792
Fax: 022-49186060
E-mail :
coimbatore@linkintime.co.in

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

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.

18. UPDATION OF KYC – PHYSICAL / DEMAT HOLDERS

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in the manner as prescribed below:

- a. **For shares held in electronic form:** to their Depository Participants (“DPs”)
- b. **For shares held in physical form:** to the Bank/RTA in prescribed Form ISR-1 and such other forms as prescribed by SEBI pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further information in this connection and relevant forms as prescribed by SEBI in this regard are available on the website of the Bank at www.csb.co.in

19. ISSUE OF SECURITIES IN DEMATERIALIZED FORM

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/ 8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

As per the said circular, the RTA will issue letter of confirmation after processing any of the above said service request received from the

shareholders and the shareholders within the period of 120 days from the date of issue of letter of confirmation, shall make a request to DP for dematerialising the said underlying shares as mentioned in the letter of confirmation

Accordingly, Members are requested to make service requests by submitting duly filled and signed Form ISR-4 with RTA, the format of which is available on the Bank’s website at www.csb.co.in and on the website of the Bank’s Registrar and Transfer Agents, Link Intime India Private Limited at www.linkintime.co.in It may be noted that any service request can be processed only after the folio is KYC Compliant as advised in point no.18 of the Notes.

20. 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.

21. 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**.

22. DUE DILIGENCE

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank/RTA of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

23. 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 Link Intime India Pvt. Ltd., 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 103rd AGM along with

the Annual Report 2023-24 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 2023-24 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 NSDL at www.evoting.nsdl.com.

24. REGISTRATION OF EMAIL ADDRESSES

To support the "Green Initiative", members who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Bank/RTA in case the shares are held by them in physical form.

25. 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.

26. REMOTE E-VOTING

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, Friday, August 16, 2024, 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 National Securities Depository Limited (NSDL) 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 NSDL. 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.

27. **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.

28. **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.

29. **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.

30. **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.

31. **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 NSDL at www.evoting.nsdl.com, immediately after the declaration of result by the Chairman.

32. **CUT OFF DATE FOR ELIGIBILITY TO CAST VOTE**

The remote e-voting period begins on Monday, August 19, 2024, 09:00 a.m. IST and ends on Thursday, August 22, 2024, 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL 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. Friday, August 16, 2024, 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 Friday, August 16, 2024.

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1	Access to NSDL e-Voting system.
Step 2	Cast your vote electronically on NSDL e-Voting system.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1	Access to NSDL e-Voting system
--------	--------------------------------





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use **Forgot User ID** and **Forgot Password** option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

34. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to svjsassociates@gmail.com and scrutiniservoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL, 4th Floor,

'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India, at evoting@nsdl.com.

35. Process for those shareholders whose email address are not registered with the depositories for procuring user id and password and registration of e-mail address for e-Voting for the resolutions set out in this notice.

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate/s (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to coimbatore@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (8 digit DPID + 8 digit CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to coimbatore@linkintime.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

36. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. 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.

- iii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. 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.
- vi. 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 Friday, August 16, 2024, (09:00 a.m IST) to Tuesday, August 20, 2024 (05:00 p.m IST).
- vii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till Tuesday, August 20, 2024 (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.
- viii. 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.
- ix. 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.

- x. 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 evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.
- xi. 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 "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- xii. 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.

38. RESULT OF E-VOTING

The Board of Directors have 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.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman / Managing Director & CEO of the Bank, or such person as authorised, who

shall counter sign the same. The Results on above resolutions shall be declared within two working days from the date of conclusion of the AGM of the Bank 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.

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 NSDL at www.evoting.nsdl.com, immediately after the declaration of result by the Chairman.

By Order of the Board
For CSB Bank Limited

Place: Thrissur
Date: July 29, 2024

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

Appointment of Joint Statutory Auditors and fixation of their remuneration

As per Reserve Bank of India Guidelines No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, regarding "Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" ("RBI Guidelines") read with FAQ dated June 11, 2021 and Bank's policy on Appointment of Statutory Auditors ("Policy"), an audit firm/s will be allowed to continue as the Statutory Auditor/s (SCA) in the Bank for a continuous period of three years only and thereafter the said firm will be compulsorily rested for a period of six years. Accordingly, Mukund M. Chitale & Co., Chartered Accountants, who will be completing continuous tenure of three years as the Statutory Auditors of the Bank in the ensuing Annual General Meeting, will not be eligible for re-appointment in terms of the RBI guidelines and the Policy.

Accordingly, in line with RBI guidelines, Section 139, 141, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013, the Board on recommendation of the Audit Committee of the Board, recommended the appointment of Sundaram &

Srinivasan, Chartered Accountants, Chennai, being the first preferred choice of firm to the RBI in place of retiring statutory auditor, Mukund M. Chitale & Co., Chartered Accountants, Mumbai, for a period of 3 (three) years, to hold office from the conclusion of 103rd Annual General Meeting till the conclusion of the 106th Annual General Meeting of the Bank, subject to the specific approval of Reserve Bank of India for each year during their tenure in terms of Section 30(1A) of the Banking Regulation Act, 1949, for the purpose of audit of the Bank, its Head office, all the branches and controlling and other offices of the Bank, including certifications and reporting on internal financial controls with reference to the financial statements in terms of Section 143 of the Companies Act, 2013.

Bank received consent from the said firm and confirmation to the effect that they are not disqualified to be appointed as the Statutory Auditors of the Bank in terms of the provisions of the Companies Act, 2013 and rules made thereunder and Reserve Bank of India Guidelines dated April 27, 2021 and accordingly the recommendation was made to Reserve Bank of India for their appointment being the first preferred choice of firm along with the name of Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai. The Bank, in terms of Section 30(1A) of the Banking Regulation Act, 1949, received approval of Reserve Bank of India for the appointment of Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai together with Sundaram & Srinivasan, Chartered Accountants, Chennai, as the Joint Statutory Auditors of the Bank for

the financial year 2024-25 for their second year and first year, respectively.

As per the requirements of the Companies Act, 2013, both the firms have confirmed that their appointment if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013 and they are not disqualified to be appointed as statutory auditor/s in terms of the provisions of Section 139(1),

Section 141(2) and Section 141(3) of the Companies Act, 2013 and the rules of the Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines.

In this connection, the disclosures required in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given below:

Disclosure Requirements		Compliance status	
		Walker Chandiok & Co LLP	Sundaram & Srinivasan, Chartered Accountants,
1	Proposed fees payable to the statutory auditor(s) along with terms of appointment.	<p>Walker Chandiok & Co LLP, Chartered Accountants and Sundaram & Srinivasan, Chartered Accountants, will be paid an overall audit fee, not exceeding Rs. 2,13,00,000/- (Rupees Two Crore Thirteen Lakhs Only) for FY 2024-25, with authority to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees between Walker Chandiok & Co. LLP, Chartered Accountants and Sundaram & Srinivasan, Chartered Accountants, as may be mutually agreed between the Bank and the said joint Statutory Auditors, depending upon their respective scope of work, in addition to outlays which is subject to a cap of 10% of the respective audit fee plus taxes at the applicable rates.</p> <p>It may be noted that since the appointment of Sundaram & Srinivasan, Chartered Accountants in place of Mukund M. Chitale & Co., Chartered Accountants will be effected only from the conclusion of the ensuing Annual General Meeting, the limited review for the first quarter of the financial year 2024-25 shall be conducted by Mukund M. Chitale & Co., Chartered Accountants along with Walker Chandiok & Co LLP, Chartered Accountants, and the audit fee payable by the Bank to Mukund M. Chitale & Co. for this assignment, shall be over and above the afore-mentioned overall audit fee for the FY 2024-25 to be allocated between Walker Chandiok & Co. LLP, Chartered Accountants and Sundaram & Srinivasan, Chartered Accountants, and the Board/ Audit Committee of the Board be given the absolute power to decide on audit fees, and outlays which is subject to a cap of 10% of the audit fee payable plus taxes at the applicable rates payable to Mukund M. Chitale & Co for the limited review in due consultation with them.</p>	
2	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.		<p>Not applicable.</p> <p>The appointment of new auditors is necessitated in the context of Reserve Bank of India Guidelines April 27, 2021 and Bank's policy on Appointment of Statutory Auditors, as an audit firm/s will be allowed to continue as the Statutory Auditor/s (SCA) in the Bank for a period of</p>

		three years only and thereafter the said firm will be compulsorily rested for a period of six years. Accordingly, Mukund M. Chitale & Co, Chartered Accountants Mumbai, who will be completing continuous tenure of three years as the Statutory Auditors of the Bank in the ensuing Annual General Meeting, will not be eligible for re-appointment in terms of the said guidelines.
3	Basis of recommendation for appointment.	Sundaram & Srinivasan, Chartered Accountants established in 1943 is one of the largest audit firms in South India having 12 partners and offices in Chennai, Bangalore, Mumbai and Madurai. They have rich and deep experience for over 8 decades in sectors like Manufacturing, NBFC/HFC, Banks, Mutual Funds, Investment Services, Insurance, Healthcare, IT & ITES, Real Estate, Media, Public sector enterprises, Agriculture and charitable trusts rendering services for more than 350 clients.
4	Details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Sundaram & Srinivasan, Chartered Accountants has 4 offices, 12 partners and a team of over 170 staff across the country.

Bank in the Annual General Meeting held on August 08, 2023, received approval of the shareholders for appointment of Walker Chandiok & Co LLP, Chartered Accountants, Mumbai for a period of three (3) years as 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 Meeting of the Bank. Further, subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S) and Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), the existing Statutory Auditors of

the Bank, shall act as Joint Statutory Auditors of the Bank for the remainder of the term of Walker Chandiok & Co. LLP, and Sundaram & Srinivasan, Chartered Accountants shall thereafter act as Joint Statutory Auditors of the Bank with such new Joint Statutory Auditor(s) who will be appointed by the Bank subject to approval of the RBI and approval of the Members of the Bank for the FY 2026-27.

The Audit Committee of the Board and Board of Directors recommend the resolution in relation to appointment of Sundaram & Srinivasan, Chartered Accountants, Mumbai as one of the Joint Statutory Auditors of the Bank, for a continuous period of 3 (three) years (from FY 2024- 25 to FY 2026-27), to hold office from the conclusion of 103rd Annual General

Meeting till the conclusion of the 106th Annual General Meeting of the Bank in the manner as proposed in the notice and fixation of remuneration/fees of both the auditors for the period as set out in item No. 3 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. 3 of the notice.

Item No.4

Approval for continuing the Material related party transactions in the nature of acceptance of deposits from the promoter and promoter group entities in current accounts or any other accounts of similar nature or other types of accounts permitted to be opened under applicable laws

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. In line with the same, the transaction with related parties with respect to acceptance of deposits in current account or any other similar accounts/ other types of accounts permitted to be opened under applicable laws, shall be considered as a related party transaction with the Bank.

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 crore, 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 had obtained the approval of shareholders vide postal ballot resolution dated March 06, 2024, for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) for 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, for a value upto ₹ 5,000 Crore (Rupees Five Thousand Crore only) with each related parties, for the remaining period of the financial year ending on March 31, 2024 and up to the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24.

In terms of Regulation 23(3)(e) of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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. In case of omnibus approvals obtained from shareholders for material RPTs in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year and in the case of AGM, such approval shall be valid upto the date of the next AGM for a period not exceeding fifteen months. To align the validity period of the omnibus approvals for material RPTs with the AGM of the respective financial year, the approval was sought and obtained for a period upto the

date of the 103rd Annual General Meeting only. Hence, the approval of the shareholders is being sought to continue the contracts/arrangements/ transactions with the related parties beyond the date of the Annual General Meeting.

Accordingly, the Board and the Audit Committee of the Bank, 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, for entering/ continuing to enter into contracts/ arrangements /transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) for 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, with the related parties. The value of each transaction/ value of all transactions together/ the balance in any such account for which approval accorded, on any day from the date of 103rd Annual General Meeting upto the date of 104th Annual General Meeting (both days inclusive) of the Bank, shall not exceed ₹5,000 crore for each party, 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.

As per the arrangement, the Bank would be acting only as a facilitator for the said banking transactions for the promoter/promoter group entities, in the same manner as for transactions of other customers of the Bank and the Bank would not be able to foresee the transactions which the said parties are likely to route through the Bank account. Further, once an account is opened, the Bank cannot legally stop amounts from coming into the said account, and it is entirely up to the discretion of the

customer how much amount it seeks to place into the deposit, provided such transactions are permitted as per the extant regulations. However, the value of such banking transactions all together may not exceed ₹5000 Crore under any circumstances for each parties. 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. 4 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. 4 of the notice. Mr. Madhavan Menon and Mr. Sumit Maheshwari being interested in this resolution, disclosed the nature of their interest and did not participated 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 ("FIHM") holds 40% of equity shares in the Bank and is the promoter of the Bank and FIH Private Investments Ltd is the wholly owned subsidiary of FIHM. 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. 4 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/2023/120 dated July 11, 2023.

Sl. No.	Particulars	Disclosures
1.	Name of the related party	(i) FIH Mauritius Investments Ltd (ii) 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	<p>FIH Mauritius Investments Ltd ("FIHM") holds 40% of equity shares in the Bank and is the promoter of the Bank.</p> <p>FIHM, the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd</p>
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 value of such banking transactions may not exceed ₹5000 Crore 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>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	<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>
6.	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 Crore 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>

		The proposed approval limit is 142.37% of the annual consolidated turnover of the Bank.
7.	Justification for why the proposed transaction is in the interest of the listed entity	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.
8.	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
9.	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 254.09% and 4217.98% of the annual consolidated turnover of FIH Mauritius Investments Ltd and FIH Private Investments Ltd, respectively.

Item No.5

Approval for continuing the Material related party transactions in the nature of permitted foreign exchange transactions including international cross border transactions with the promoter and promoter group entities

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. In line with the same, the contracts/ arrangements/ transactions entered into by the Bank in its ordinary course of business pertaining to permitted foreign exchange transactions including international cross border transactions, with its related parties on an arm's length basis, wherein the Bank acts as an authorised dealer in foreign exchange, shall be considered as a related party transaction with the Bank.

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 crore, 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 transaction 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 had obtained the approval of shareholders vide postal ballot resolution dated March 06, 2024, for entering into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) in the nature of permitted foreign exchange transactions including international cross border transactions for a value upto ₹ 5,000 Crore

(Rupees Five Thousand Crore only) with each related parties, for the remaining period of the financial year ending on March 31, 2024 and up to the date of the ensuing Annual General Meeting of the Bank for the financial year 2023-24.

In terms of Regulation 23(3)(e) of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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. In case of omnibus approvals obtained from shareholders for material RPTs in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year and in the case of AGM, such approval shall be valid upto the date of the next AGM for a period not exceeding fifteen months. To align the validity period of the omnibus approvals for material RPTs with the AGM of the respective financial year, the approval was sought and obtained for a period upto the date of the 103rd Annual General Meeting only. Hence, the approval of the shareholders is being sought to continue the contracts/arrangements/ transactions with the related parties beyond the date of the Annual General Meeting.

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, for entering/continuing to enter into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise) pertaining to foreign exchange transactions including international cross border transactions, wherein the Bank acts as authorised dealer in foreign exchange. The aggregate value of such transactions either individually or taken together with previous transactions at any point of time, for which approval accorded, from the date of 103rd Annual General Meeting upto the date of 104th Annual General Meeting (both days inclusive) of the Bank, shall not exceed ₹5,000 Crore for each party, 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.

As per the arrangement, the Bank offers/ undertakes/ facilitates such banking transactions as an authorised dealer for the promoter/promoter group entities, in the same manner as offering, undertaking, or facilitating to other customers of the Bank. In such a scenario, the Bank would not be able to foresee the transactions which the promoter/promoter group entities are likely to route through the Bank, and the Bank is allowed to deal with all such transactions provided such transactions are permitted to be undertaken by the Bank as per the extant regulations. However, the value of such banking transactions may not all together exceed ₹5000 Crore for each party under any circumstances. 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. 5 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. 5 of the notice. Mr. Madhavan Menon and Mr. Sumit Maheshwari being interested in this resolution, disclosed the nature of their interest and did not participated 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 ("FIHM") holds 40 % of equity shares in the Bank and is the promoter of the Bank and FIH Private Investments Ltd is the wholly owned subsidiary of FIHM. 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. 5 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/2023/120 dated July 11, 2023

Sl. No.	Particulars	Disclosures
1.	Name of the related party	(i) FIH Mauritius Investments Ltd (ii) 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 Mauritius Investments Ltd ("FIHM") holds 40% of equity shares in the Bank and is the promoter of the Bank. FIHM, the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	The transaction pertains to permitted foreign exchange transactions including International cross border transactions. 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 may not exceed ₹5000 Crore under any circumstances for each party 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).
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	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).
6.	A summary of the information provided by the management of the Bank to the Audit Committee	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). The Bank offers or undertakes such transactions as an authorised dealer. However, the value of such banking transactions all together may not exceed ₹5000 Crore under any circumstances for each party. 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). The proposed approval limit is 142.37% of the annual consolidated turnover of the Bank.
7.	Justification for why the proposed transaction is in the interest of the listed entity	These transactions are done at prevailing market rates with/without margins and in the ordinary course of business

		with various counter parties and customers (related/unrelated). Therefore, it is in the interest of the Bank.
8.	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
9.	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 254.09% and 4217.98% of the annual consolidated turnover of FIH Mauritius Investments Ltd and FIH Private Investments Ltd, respectively.

Item No.6

Appointment of Mr. Deepak Maheshwari, (DIN: 08163253) as Non-Executive Independent Director of the Bank

The Board of Directors of the Bank, based on the recommendations of the Nomination & Remuneration Committee of the Board, and pursuant to the provisions of Sections 149, 161(1) of the Companies Act, 2013 and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the provisions of the Articles of Association of the Bank, appointed Mr. Deepak Maheshwari, (DIN: 08163253), as an Additional Director (Non- Executive & Independent) of the Bank w.e.f. June 12, 2024, for a period of 3 (three) years, subject to the approval of the Members of the Bank.

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

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Deepak Maheshwari for the office of Director/ Independent Director. Mr. Deepak Maheshwari, has furnished his consent to act as a

Director of the Bank and also the declarations as required under the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations. Mr. Deepak Maheshwari has also given a declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, and further, that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Companies Act, 2013. Mr. Deepak Maheshwari also confirmed that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The Nomination & Remuneration Committee of the Board had assessed the profile of Mr. Deepak Maheshwari and found him to be ‘fit and proper’ in terms of Reserve Bank of India Circular on ‘Fit and proper’ criteria for appointment of directors in the banks, the Companies Act, 2013, Rules made thereunder and SEBI Listing Regulations, recommended his appointment to the Board.

The Committee, in terms of Regulation 19 (4) read with Part D of the Schedule II SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, considered and evaluated balance of skills, knowledge and experience required on the Board, which were earlier identified by the Board and considering Mr. Deepak Maheshwari's vast expertise and knowledge in the field of Banking, Risk Management, Agriculture & Rural Economy and Small Scale Industry, and further based on need/flexibility/comfortability of having more independent directors in such role/capability, felt that

he would be fit for the position of independent director and accordingly recommendation was made for his appointment as an Independent Director of the Bank.

In terms of Sections 149, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, on the basis of recommendation of the Nomination & Remuneration Committee of the Bank seeking approval, have reviewed the profile of Mr. Deepak Maheshwari and the declarations and found that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 and Schedule IV of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and the Board is of the opinion that he fulfils the conditions specified in the Act and Rules made thereunder for such an appointment and he fulfils the criteria of independence and is independent of the Management. In the opinion of the Board, Mr. Deepak Maheshwari meets the fit and proper criteria and is a person of integrity, and has the skills, knowledge, experience and expertise for being appointed as an Independent Director of the Bank. Considering his vast expertise and knowledge in the field of Agriculture & Rural Economy, Small Scale Industry, Banking and Risk Management, the Board felt that it would be in the interest of the Bank that Mr. Deepak Maheshwari is appointed as an Independent Director on the Board of the Bank.

Mr. Deepak Maheshwari's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Deepak Maheshwari having the requisite experience/ expertise required under Section 10A(2) of the Banking Regulation Act, 1949 and SEBI Listing Regulations.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Deepak Maheshwari has enrolled his name in the online databank of Independent Directors maintained by the Ministry of Corporate

Affairs(MCA) along with Indian Institute of Corporate Affairs (IICA) and has been exempted from the requirement of the online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

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

The copy of the letter of appointment issued to Mr. Deepak Maheshwari setting out the terms and conditions of appointment shall be available for inspection by the members.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the Nomination & Remuneration Committee of the Board and Board of Directors recommend the resolution in relation to the appointment of Mr. Deepak Maheshwari as Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set out in Item No. 6 of the notice, for approval of the Members by way of a Special Resolution.

Except Mr. Deepak Maheshwari or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

By Order of the Board
For CSB Bank Limited

Place: Thrissur
Date: July 29, 2024

Sd/-
(Sijo Varghese)
Company Secretary

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on August 23, 2024, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

1. Profile of Mr. Sumit Maheshwari (DIN: 06920646)

Name	Mr. Sumit Maheshwari (DIN: 06920646)		
Date of Birth/Age	November 27, 1982	41 years	
Nationality	Indian		
Educational Qualification	Member of the Institute of Chartered Accountants of India (ICAI), Master’s Degree in Commerce and Business Administration		
Nature of expertise in specific functional areas	Economics, Finance, Accountancy and Business Management		
Date of first appointment on Board	September 3, 2018		
Brief resume including Experience	<p>Mr. Sumit Maheshwari is a Non – Executive Director of the Bank and has been associated with the Bank since September 3, 2018.</p> <p>He is a qualified Chartered Accountant, has completed the Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and holds Masters’ Degree in Commerce from the University of Mumbai.</p> <p>Mr. Maheshwari joined Fairbridge Capital in 2011 and has been the Managing Director of Fairbridge Capital since May 2018. Mr. Maheshwari is responsible to source, evaluate, negotiate, execute and exit investment opportunities. He is also responsible to monitor the portfolio companies. Mr. Maheshwari has been involved in the investments of Bangalore Airport, Sanmar Group, CSB Bank, Fairchem Organics, Seven Islands Shipping, Thomas Cook, Quess Corp and Sterling Holidays amongst others. Mr. Maheshwari serves on the board of directors of many of Fairfax’s portfolio companies. Prior to joining Fairbridge Capital, Mr. Maheshwari worked with KPMG in India and the UK in their audit and accounting advisory functions. Mr. Maheshwari is a resident of Mumbai, Maharashtra, India.</p>		
Directorship held in other listed Companies	Sl. No.	Name of the Company	Position
	1.	Fairchem Organics Limited	Nominee Director
	2.	Thomas Cook (India) Limited	Director
	3.	Chemplast Sanmar Limited	Director
Directorships in other companies / Positions in other entities	Sl. No.	Name of the Company	Position
	1.	Sterling Holiday Resorts Limited	Director
	2.	Bangalore International Airport Limited	Nominee Director
	3.	Seven Islands Shipping Limited	Nominee Director
	4.	Anchorage Infrastructure Investments Holdings Limited	Director
	5.	Fairbridge Capital Private Limited	Managing Director
	6.	Saurashtra Freight Private Limited	Director
	7.	Fairfreight Lines Private Limited	Director

	8.	Maxop Engineering Company Private Limited	Director
	9.	Jaynix Engineering Private Limited	Nominee Director
	10.	National Commodities Management Services Limited	Nominee Director
Memberships in the Committees of Board of other listed Companies	Fairchem Organics Limited		
	Nomination and Remuneration Committee		Member
	Risk Management Committee		Member
	Audit Committee		Member
	Corporate Social Responsibility Committee		Member
	Thomas Cook India Limited		
	Audit Committee		Member
	Corporate Social Responsibility (CSR) Committee		Member
	Saurashtra Freight Limited		
	Remuneration Committee		Member
Memberships / chairmanships of Committees of the Boards of other Companies	CSR Committee		Member
	Bangalore International Airport Limited		
	Corporate Social Responsibility (CSR) Committee		Member
	Management Committee		Member
	Fairbridge Capital Private Limited		
	Corporate Social Responsibility (CSR) Committee		Chairman
	Fairfreight Lines Private Limited		
	Corporate Social Responsibility (CSR) Committee		Member
	Maxop Engineering Company Private Limited		
	Corporate Social Responsibility (CSR) Committee		Member
	Jaynix Engineering Private Limited		
	Corporate Social Responsibility (CSR) Committee		Member
	Anchorage Infrastructure Investments Holdings Limited		
	Nomination and Remuneration Committee		Member
	Audit Committee		Member
	Sterling Holiday Resorts Limited		
	Corporate Social Responsibility (CSR) Committee		Member
	National Commodities Management Services Limited		
	Nomination and Remuneration Committee		Member
	CSR Committee		Member
Listed entities from which the director has resigned in the past three years	Name of the Company		Date of resignation
	Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited)		29.04.2021

No. of shares held in the Bank or on a beneficial ownership basis	Nil		
Details of remuneration last drawn	Bank is not paying sitting fee 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 2023-24 and till the date of this Notice	Number of meetings held	17	
	Number of meetings attended	13	
Details of membership/ chairmanship in the Committees of the Board of the Bank	Corporate Social Responsibility Committee	Member	
	Nomination & Remuneration Committee	Member	
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	<p>Mr. Sumit Maheshwari is a Director proposed to be reappointed 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 fee to him 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. Sumit Maheshwari has relevant skills, experience and expertise in the areas of 'Economics, Finance, Accountancy and Business Management.'		

2. Profile of Mr. Deepak Maheshwari (DIN: 08163253)

Name	Mr. Deepak Maheshwari, (DIN: 08163253)		
Date of Birth/Age	December 11, 1954	69 years	
Nationality	Indian		
Educational Qualification	Certified Associate of Indian Institute of Bankers (CAIIB), Bachelor of Commerce from University of Rajasthan		
Nature of expertise in specific functional areas	Agriculture & Rural Economy, Small Scale Industry, Banking and Risk Management		
Date of first appointment on Board	June 12, 2024		
Brief resume including Experience	Mr. Deepak Maheshwari is an experienced banker with an impressive career spanning over four decades in top banking institutions in the country. He has a proven track record of building best-in-class loan portfolios across the banks in which he had worked. His expertise extends to credit decision making, credit underwriting and monitoring of large credit exposures. He possesses expert knowledge of banking regulations, including relevant policy matters, familiarity with corporate groups, and expertise within a variety of industrial sectors		

	across India. Mr. Deepak Maheshwari held various positions in State Bank of India, HDFC Bank and Axis Bank. He was the Independent Director on the Board of Federal Bank Limited in 2018.		
Directorship held in other listed Companies	Nil		
Directorships in other companies / Positions in other entities	Sl. No.	Name of the Company	Position
	1.	Axis Finance Limited	Non-Executive Director
	2.	GH Highways Investments Manager Pvt Ltd	Independent Director
Memberships in the Committees of Board of other listed Companies	Nil		
Memberships / chairmanships of Committees of the Boards of other Companies	Axis Finance Limited		
	Committee of Directors		Chairman
	Corporate Social Responsibility (CSR) Committee		Member
	Audit Committee		Member
	Risk Management Committee		Member
	Nomination and Remuneration Committee		Member
	GH Highways Investments Manager Pvt. Ltd.		
	Audit Committee		Chairman
	Stakeholders Relationship Committee		Member
	Risk Management Committee		Member
	Nomination and Remuneration Committee		Member
Listed entities from which the director has resigned in the past three years	Nil		
No. of shares held in the Bank or on a beneficial ownership basis	Nil		
Details of remuneration last drawn	Not applicable.		
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	2 out of 2 (from the date of his appointment)		
Details of membership/ chairmanship in the Committees of the Board of the Bank	Management Committee		Chairman
	Risk Management Committee		Member
	Customer Service Committee		Member
	Audit Committee		Member
	IT Strategy Committee		Member
Terms and conditions of appointment / re-appointment	The proposed appointment of Mr. Deepak Maheshwari as an Independent Director of the Bank is for a period of 3 (Three) years commencing from June 12, 2024 up to June 11, 2027 (both dates inclusive).		

including remuneration sought to be paid	The terms and conditions of appointment of Mr. Deepak Maheshwari remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank at www.csb.co.in under the head 'Investor Relations -> Corporate Governance'.
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. Deepak Maheshwari has relevant skills, experience and expertise in the areas of 'Agriculture & Rural Economy, Small Scale Industry, Banking and Risk Management.

CSB BANK LIMITED

Regd. Office: CSB Bhavan,
St. Mary's College Road,
Thrissur, Kerala 680 020

Tel: +91 487 2333020

Fax: +91 487 2338764

Email: secretarial@csb.co.in

CIN: L65191KL1920PLC000175