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**SCRUTINIZER REPORT FOR REMOTE E-VOTING, E-VOTING AT THE VENUE AND
POLL CONDUCTED AT THE ANNUAL GENERAL MEETING OF
CSB BANK LIMITED
(Formerly known as The Catholic Syrian Bank Limited)**

To,

The Chairman
CSB BANK LIMITED (Formerly known as The Catholic Syrian Bank Limited)
Registered Office: "CSB Bhavan"
Post Box No.502
St. Mary's College Road
Thrissur, Kerala- 680020

98th Annual General Meeting of the equity shareholders of **CSB BANK LIMITED (Formerly known as The Catholic Syrian Bank Limited) (CIN: U65191KL1920PLC000175)** held on Saturday, the 29th day of June, 2019 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur- 680 001.

Sub: Passing of Resolutions through Remote Electronic Voting, Electronic Voting and Poll conducted at the Venue of the 98th Annual General Meeting of CSB BANK LIMITED (Formerly known as The Catholic Syrian Bank Limited).

I, CS Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS - 3067 and Certificate of Practice Number - 7940, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017 have been appointed as Scrutinizer for the Remote Electronic Voting, Electronic Voting at the venue of the meeting and Poll conducted on the below mentioned resolutions at the 98th Annual General Meeting of the Equity Shareholders of **CSB BANK LIMITED (Formerly known as The Catholic Syrian Bank Limited) (CIN: U65191KL1920PLC000175)**, held on Saturday, the 29th day of June, 2019 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur- 680 001.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the Remote Electronic Voting to the members of the Company and the facility of Electronic Voting at the venue of the Annual General Meeting. S.K.D.C. Consultants Ltd., Coimbatore is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, I report that in compliance with the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended, the above Remote Electronic Voting remained open to the members from Wednesday, the 26th day of June,



2019 at 9.00 A.M to Friday, the 28th day of June, 2019 at 5.00 P.M. Further, the Remote E-Voting period was completed on the date preceding the date of the Annual General Meeting.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the Remote E-Voting to cast their votes through electronic voting facility provided at the venue during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.

Further the Company also facilitated the members present in the meeting, who could not participate in the Remote E-Voting and e-voting at the venue of Annual General Meeting, to cast their votes through poll process.

Accordingly, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

On completion of the Remote E-Voting period and electronic voting facility at the venue of the Annual General Meeting, in compliance with the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules, 2014, as amended, I have unblocked the votes on Saturday, the 29th day of June 2019, in the presence of two witnesses who were not employees of the Company.

Further on completion of voting by poll, the locked ballot box was opened in my presence and poll papers were diligently scrutinized. I have counted the votes cast on poll and issued the report. For details kindly refer to my Scrutinizer Report on Poll in Form MGT- 13 dated 29/06/2019 attached herewith.

The result of the Remote E-voting, Venue E-Voting together with that of the Poll is as under:

Resl. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
ORDINARY BUSINESS :						
1	Adoption of Audited Financial Statements for the year ended March 31, 2019 along with reports of the Board of Directors and the Auditors' thereon.	*E-voting	44287272	100%	0	0%
		Poll	263	75.79%	84	24.21%
		Total	44287535	100%	84	0%
2	Re-appointment of Retiring Director, Shri. Sumit Maheshwari (DIN: 06920646)	*E-voting	47330572	100%	1233	0%
		Poll	263	75.79%	84	24.21%
		Total	47330835	100%	1317	0%



3	Appointment of Statutory Central Auditors, M/s R.G.N. Price & Co., Chartered Accountants (FRN: 002785S), Cochin and fixation of their remuneration.	*E-voting	47331272	100%	533	0%
		Poll	263	75.79%	84	24.21%
		Total	47331535	100%	617	0%
SPECIAL BUSINESS (Ordinary Resolution):						
4	Appointment of Branch Auditors and fixation of their remuneration.	*E-voting	47331272	100%	0	0%
		Poll	263	75.79%	84	24.21%
		Total	47331535	100%	84	0%
5	Appointment of Shri. Aravamuthan Madhavan (DIN: 01865555) as an Independent Director of the Bank.	*E-voting	47331272	100%	0	0%
		Poll	263	75.79%	84	24.21%
		Total	47331535	100%	84	0%
6	Appointment of Shri. Syed Nagoor Ali Jinnah (DIN: 05238633) as an Independent Director of the Bank.	*E-voting	47331272	100%	0	0%
		Poll	263	75.79%	84	24.21%
		Total	47331535	100%	84	0%

**Remote E-voting and E-voting at the AGM Venue*

All the Resolutions stand passed under Remote E-Voting, Venue E-Voting and Poll as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank You

Yours faithfully

For SVJS & Associates
Company Secretaries


P.D. VINCENT
Managing Partner
Kochi
CP No: 7940
29/06/2019





MADHAVAN MENON
CHAIRMAN

65 / 2364A

Ponoth Road, Kaloor
Kochi, Ernakulam - 682 017

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29/06/2019

To,

The Chairman

CSB BANK LIMITED (Formerly known as The Catholic Syrian Bank Limited)

Registered Office: "CSB Bhavan"

Post Box No.502

St. Mary's College Road

Thrissur, Kerala- 680020

Sir,

Sub: Report of the Scrutinizer on Remote Electronic Voting and Venue Electronic Voting

I, CS Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS - 3067 and Certificate of Practice Number - 7940, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017 have been appointed by the Board of Directors of **CSB BANK LIMITED (Formerly known as The Catholic Syrian Bank Limited) (CIN: U65191KL1920PLC000175)** having Registered Office at "CSB Bhavan", Post Box No.502, St. Mary's College Road, Thrissur, Kerala- 680020, as the Scrutinizer for the Remote Electronic Voting and Venue Electronic Voting of the resolutions included in the notice calling the 98th Annual General Meeting of the shareholders of the Company held on Saturday, the 29th day of June 2019 at 10.00 A.M.

The Company has appointed Central Depository Services (India) Limited (CDSL), as the Service Provider, for extending the facility for the Electronic Voting to the shareholders of the Company. S.K.D.C. Consultants Ltd., Coimbatore is the Registrar and Share Transfer Agent of the Company.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Wednesday, the 26th day of June, 2019 at 9.00 A.M to Friday, the 28th day of June, 2019 at 5.00 P.M. Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.



At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the Remote E-Voting to cast their votes through electronic voting facility provided at the venue during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.

On completion of the E-Voting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on Saturday, the 29th day of June 2019, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.

The following is the summary of e-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E- voting	No. of Votes through E- voting*	% of votes in favour on votes throug h E- voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes throug h E- voting
ORDINARY BUSINESS							
1	Adoption of Audited Financial Statements for the year ended March 31, 2019 along with reports of the Board of Directors and the Auditors' thereon.	44287272	44287272	100%	51.54%	0	0%
2	Re-appointment of Retiring Director, Shri. Sumit Maheshwari (DIN: 06920646)	47331805	47330572	100%	55.09%	1233	0%
3	Appointment of Statutory Central Auditors, M/s R.G.N. Price & Co., Chartered Accountants (FRN: 002785S), Cochin and fixation of their remuneration.	47331805	47331272	100%	55.09%	533	0%
SPECIAL BUSINESS (Ordinary Resolution)							



4	Appointment of Branch Auditors and fixation of their remuneration.	47331272	47331272	100%	55.09%	0	0%
5	Appointment of Shri. Aravamuthan Madhavan (DIN: 01865555) as an Independent Director of the Bank.	47331272	47331272	100%	55.09%	0	0%
6	Appointment of Shri. Syed Nagoor Ali Jinnah (DIN: 05238633) as an Independent Director of the Bank.	47331272	47331272	100%	55.09%	0	0%

*The total number of equity shares in the paid up capital is 100794212 which includes 80962082 equity shares of Rs.10/- each fully paid up and 19832130 partly paid up equity shares of Rs.10/- (Rs.2.50/- paid up). Hence 19832130 partly paid up shares are considered as 4958032 fully paid up shares for assessing the vote.

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

Thank you


Yours faithfully


For SVJS & Associates
Company Secretaries



P.D. VINCENT
Managing Partner
CP No:7940

Witnesses to the unblocking of votes:




MADHAVAN MENON
CHAIRMAN.

1. 
Abhijith
Puthupura House
Thiruvananthapuram P.O.
Chandrala
683532

2. 
Srimath Lakshmi
TMC 42/1197, Ragamallika (1)
Puthunkkara, Ayerambol P.O.,
Thiruvananthapuram, Kerala - 680003.

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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

CSB BANK LIMITED (*Formerly known as The Catholic Syrian Bank Limited*)

Registered Office: "CSB Bhavan"

Post Box No.502

St. Mary's College Road

Thrissur, Kerala- 680020

98th Annual General Meeting of the equity shareholders of CSB BANK LIMITED (*Formerly known as The Catholic Syrian Bank Limited*) (CIN: U65191KL1920PLC000175) held on Saturday, the 29th day of June, 2019 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur- 680 001.

Dear Sir,

I, CS Vincent P.D., Company Secretary in Practice, holding Membership Number: FCS – 3067 and Certificate of Practice Number – 7940, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi, Ernakulam, Kerala- 682017, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 98th Annual General Meeting of the equity shareholders of **CSB BANK LIMITED (*Formerly known as The Catholic Syrian Bank Limited*) (CIN: U65191KL1920PLC000175)**, held on Saturday, the 29th day of June, 2019 at 10.00 A.M. at Kousthubham Auditorium, Shoranur Road, Thrissur- 680 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



(a) Resolution 1:

Adoption of Audited Financial Statements for the year ended March 31, 2019 along with reports of the Board of Directors and the Auditors' thereon:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	263	75.79%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	84	24.21%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	11

(b) Resolution 2:

Re-appointment of Retiring Director, Shri. Sumit Maheshwari (DIN: 06920646):

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	263	75.79%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	84	24.21%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	11



(c) Resolution 3:

Appointment of Statutory Central Auditors, M/s. R.G.N. Price & Co., Chartered Accountants (FRN: 002785S), Cochin and fixation of their remuneration:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	263	75.79%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	84	24.21%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	11

(d) Resolution 4:

Appointment of Branch Auditors and fixation of their remuneration:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	263	75.79%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	84	24.21%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	11



(e) Resolution 5:

Appointment of Shri. Aravamuthan Madhavan (DIN: 01865555) as an Independent Director of the Bank:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	263	75.79%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	84	24.21%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	11

(f) Resolution 6:

Appointment of Shri. Syed Nagoor Ali Jinnah (DIN: 05238633) as an Independent Director of the Bank:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	263	75.79%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	84	24.21%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	11

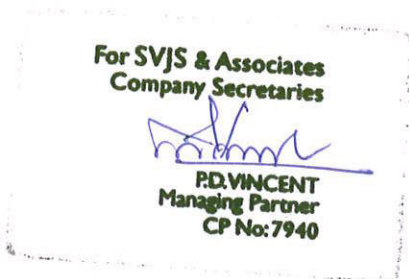


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
7. All resolutions stand passed under the poll as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank You

Yours faithfully

Kochi
29/06/2019




MADHAVAN MENON
CHAIRMAN