CSB Bank
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CSB BANK LIMITED

NOTICE OF THE 105TH ANNUAL GENERAL MEETING

INFORMATION AT A GLANCE

Sl. No.	Particulars	Details
1.	Day & Date of AGM	Friday, August 21, 2026
2.	Time of AGM	11:00 a.m. IST
3.	Cut-off date for eligibility to cast vote	Friday, August 14, 2026
4.	Mode of AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
5.	Time for joining the live proceedings of the AGM	10:30 a.m. (IST) onwards
6.	Link to join the AGM	https://www.evoting.nsdl.com/ *[Refer Point no. 26 of this Notice]*
7.	Last date for receipt of queries on financial statements and other related matters	Tuesday, August 18, 2026
8.	Contact person for technical assistance.	Ms. Pallavi Mhatre, Deputy Vice President – NSDL Email : evoting@nsdl.com Contact no. 022 - 4886 7000
SPEAKER REGISTRATION		
9.	E-mail address for Speaker Shareholder Registration	csbagmspeakers@csb.bank.in
10.	Date of Commencement of registration period	Thursday, August 13, 2026, 09:00 a.m. IST
11.	Date of Conclusion of registration period	Monday, August 17, 2026, 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 17, 2026, 09:00 a.m. IST
14.	Remote E-voting end date and time	Thursday, August 20, 2026, 05:00 p.m. IST
15.	Remote E-voting website	https://www.evoting.nsdl.com/
16.	Name of E-voting Service Provider	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
19.	Electronic Voting Event Number (EVEN)	140467
20.	Instructions for attending the AGM/ and to Cast vote	Refer to the point No. 26 of this Notice
RESULT OF E-VOTING		
21.	E- voting Results Declaration	Within two working days from the date of conclusion of the AGM
22.	E-voting results available Websites	**Websites of** / **Link**: Bank – www.csb.bank.in NSE – www.nseindia.com BSE – www.bseindia.com NSDL – www.evoting.nsdl.com
GENERAL INFORMATION		
23.	Forms for registering/updating KYC details	https://www.csb.bank.in/kyc-forms *[Refer point no.13 of this notice]*
24.	Live webcast of AGM	https://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.bank.in| **Email**: secretarial@csb.bank.in | **Corporate Identity Number**: L65191KL1920PLC000175

NOTICE OF THE 105TH ANNUAL GENERAL MEETING

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Monday, August 17, 2026, 09:00 a.m. IST	**Thursday, August 20, 2026, 05:00 p.m. IST**

Notice is hereby given that the 105th Annual General Meeting of CSB Bank Limited (the "**Bank**") will be held on Friday, August 21, 2026, 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 for the financial year ended March 31, 2026**

   To receive, consider and adopt the Bank's Audited Financial Statements for the financial year ended March 31, 2026, 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. B.K.Divakara (DIN: 06439053)**

   To appoint a director in place of Mr. B.K.Divakara (DIN: 06439053), Executive Director of the Bank, 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 fixation of 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 eligibility for 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 the approval accorded by the RBI, vide Letter No. Ref.CO.DOS.RPD.No. S1359/08.07.005/2026-27 dated May 26, 2026, for audit of the Bank for the Financial Year 2026-2027 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 M. P. Chitale & Co., Chartered Accountants, First Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai – 400001 (Firm Registration Number: 101851W) as one of the Joint Statutory Auditors of the Bank, for a continuous period of three (3) years (from FY 2026- 27 to FY 2028-29), to hold office from the conclusion of 105th Annual General Meeting till the conclusion of the 108th 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 the 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), Sundaram & Srinivasan, Chartered Accountants, 23, CP Ramaswamy Road, Alwarpet, Chennai - 60018, (Firm Registration Number : 004207S), who was appointed as one of the Joint Statutory Auditors of the Bank at the 103rd Annual General Meeting of the Bank held on August 23, 2024 and M. P. Chitale & Co., Chartered Accountants(Firm Registration Number: 101851W) shall act as the Joint Statutory Auditors of the Bank for FY 2026-27, for the remainder of the term of Sundaram & Srinivasan, Chartered Accountants at an overall audit fees of ₹2,12,50,000 (Rupees Two Crore Twelve Lakh Fifty Thousand Only), to be allocated by the Bank between Sundaram & Srinivasan, Chartered Accountants and M. P. Chitale & Co., Chartered Accountants, as may be mutually agreed between the Bank and the said 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 M. P. Chitale & Co., Chartered Accountants shall thereafter continue as one of the Joint Statutory Auditors of the Bank for FY 2027-28 and 2028-29, along with such other Statutory Auditor(s) who will be appointed by the Bank as one of the Joint Statutory Auditors, subject to prior approval of the RBI and approval of the Members of the Bank."

"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 payment of remuneration to Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive (Part-time) Chairman of the Bank for the Financial Year 2026-27 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year.

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

"RESOLVED THAT pursuant to the Regulation 17(6)(ca) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), applicable provisions of the Companies Act, 2013 ("the **Act**") and the Rules made thereunder, the Banking Regulation Act, 1949 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the rules, circulars, notifications and guidelines issued by Reserve Bank of India (the "**RBI**") from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association (the "**Articles**") of CSB Bank Limited (the "Bank") and pursuant to the recommendation made by the Nomination and Remuneration Committee (the "**Committee**") and the approval of Board of Directors of the Bank (the "**Board**") and in terms of the approval granted by the RBI vide its letter dated May 9, 2025 in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949, the approval of the Members of the Bank be and is hereby accorded for payment of fixed remuneration/ honorarium of Rs. 20,00,000/- p.a. (Rupees Twenty Lakhs only), in addition to sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose, for the Financial Year 2026-27 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year, to Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive (Part-time) Chairperson of the Bank and that the remuneration shall be payable in such manner as the Board and/or the Committee thereof, may determine, from time to time."

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

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the **"Acts"**), if any, and any amendments, modifications, variations or re-enactments thereof (**"Applicable Laws"**) and the 'Policy on materiality of related party transactions and on dealing with related party transactions' of CSB Bank Limited (**"Bank"**), as may be applicable from time to time, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as **"Board"**, which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering/continuing to enter into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise, including the maximum value of transaction/s in respective category) as outlined below and as detailed in the explanatory statement annexed to this notice, with FIH Mauritius Investments Ltd ("**FIHM**"), the promoter of the Bank and accordingly, a related party, on any date from the date of 105th Annual General Meeting and upto the date of 106th Annual General Meeting (both dates inclusive) of the Bank, provided that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank."

Name(s) of the related parties	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of each category transaction	Period for which shareholders' approval is sought for the transaction
FIH Mauritius Investments Ltd	Promoter	Acceptance of deposits in current account or any other similar/other types of accounts permitted to be opened under applicable laws	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	From the date of 105th Annual General Meeting upto the date of 106th Annual General

		Transactions pertaining to permitted foreign exchange transactions including International cross border transactions wherein the Bank acts as authorised dealer in foreign exchange.	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	Meeting (both date 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. Approval for continuing the Material Related Party Transactions with FIH Private Investments Ltd, a wholly owned subsidiary company of FIH Mauritius Investments Ltd, the promoter of the Bank

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of other relevant Acts (the **"Acts"**), if any, and any amendments, modifications, variations or re-enactments thereof (**"Applicable Laws"**) and the 'Policy on materiality of related party transactions and on dealing with related party transactions' of CSB Bank Limited (**"Bank"**), as may be applicable from time to time, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as **"Board"**, which term shall be deemed to include any duly authorized Committee constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering/continuing to enter into contracts/arrangements/ transactions (whether individual transaction or transactions taken together or a series of transactions or otherwise, including the maximum value of transaction/s in respective category) as outlined below and as detailed in the explanatory statement annexed to this notice, with FIH Private Investments Ltd, a wholly owned subsidiary company of FIH Mauritius Investments Ltd ("**FIHM**"), the promoter of the Bank and accordingly, a related party, on any date from the date of 105th Annual General Meeting and upto the date of 106th Annual General Meeting (both dates inclusive) of the Bank, provided that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank."

Name(s) of the related parties	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of each category transaction	Period for which shareholders' approval is sought for the transaction
FIH Private Investments Ltd	Wholly owned subsidiary of FIH Mauritius Investments Ltd, the promoter of the Bank.	Acceptance of deposits in current account or any other similar/other types of accounts permitted to be opened under applicable laws	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	From the date of 105th Annual General Meeting upto the date of 106th Annual General Meeting (both date inclusive) of the Bank
		Transactions pertaining to permitted foreign exchange transactions including International cross border transactions wherein the Bank acts as authorised dealer in foreign exchange.	Up to Rs. 5,000 Crore (Rupees Five Thousand Crore only)	

"**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of the such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms or applications with statutory/regulatory authorities, do all such acts, deeds, matters and things as may be considered necessary and appropriate and delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Bank, to give effect to this resolution."

7. Approval of CSB Bank Employee Stock Option Scheme 2026 ("ESOS 2026" or "Scheme")

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**LODR Regulations**"), the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Non-Debt Instruments) Rules 2019, Reserve Bank of India (Commercial Banks - Governance) Directions, 2025, the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**") or the Reserve Bank of India ("**RBI**"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Bank, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the members of the Bank be and is hereby accorded to the introduction and implementation of '**CSB Bank Employee Stock Option Scheme 2026**' (**"ESOS 2026" or "Scheme"**) authorising the Board of

Directors of the Bank (*hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee ("Committee") which the Board has constituted under Regulation 19 of the LODR Regulations to exercise its powers, including the powers, conferred by this resolution)* to create and grant from time to time, in one or more tranches, not exceeding **20,00,000 (Twenty Lakh)** employee stock option ("**Options**") to such employees working exclusively with the Bank, whether in or outside India, including a whole-time director or an executive director (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Bank) subject to their eligibility as may be determined under the Scheme, exercisable into not more than equal number of equity shares ("**Shares**") of face value of Rs. 10/- each fully paid-up, where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

"RESOLVED FURTHER THAT the Shares as specified hereinabove shall be allotted to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the existing Shares of the Bank."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options are required to be granted to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of the number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Options required to be granted."

"RESOLVED FURTHER THAT in case the Shares of the Bank are either sub-divided or consolidated, then the ceiling in terms of number of Options/Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Bank after such sub-division or consolidation."

"RESOLVED FURTHER THAT the Bank shall conform to the accounting and disclosure policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT that the Board be and is hereby authorised to take necessary steps for listing of the Shares allotted under the ESOS 2026 on the stock exchanges where the existing Shares of the Bank are listed or may be listed, as per the provisions of the SEBI SBEB Regulations, the LODR Regulations and other applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

By Order of the Board,
For CSB Bank Limited,

Sd/-
(Sijo Varghese)
Company Secretary

Place: Thrissur
Date: July 22, 2026

NOTES:

1. AGM THROUGH VIDEO CONFERENCING / OAVM

The Ministry of Corporate Affairs ("**MCA**") inter-alia vide its General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs ("**MCA"**) followed by Circular No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, ("**SEBI Circulars**") and all other applicable laws and circulars issued by MCA, Government of India and SEBI has permitted the holding of the annual general meeting through Video Conferencing ("**VC**") or through other audio-visual means ("**OAVM"**), **without the physical presence of the Members at a common venue.**

In compliance with the provisions of the Companies Act, 2013 ("**the Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars, the 105th Annual General Meeting **("Meeting"** or "**AGM**") of the Bank is being held through VC / OAVM on Friday, August 21, 2026, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Bank situated at CSB Bhavan, St. Mary's Collage Road, Thrissur- 680020, Kerala.

2. APPOINTMENT OF PROXY

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.**

3. SPECIAL BUSINESS

As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

4. RE-APPOINTMENT OF RETIRING DIRECTOR

In terms of the provisions of Section 152 of the Act, Mr. B K Divakara (DIN: 06439053), Executive Director retires by rotation and being eligible offers himself for re-appointment at the Meeting.

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 https://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. 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 21, 2026, 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.bank.in, latest by Thursday, August 20, 2026, (up to 02:00 p.m. IST)

7. 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 18, 2026, through email on secretarial@csb.bank.in and the same will be replied by the Bank suitably.

8. 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.

9. DISCLOSURES ON DIRECTORS SEEKING APPROVAL FOR RE-APPOINTMENT / TERMS OF RE-APPOINTMENT

The relevant details with respect to Item Nos. 2 & 4 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 re-appointment/terms of re-appointment at this AGM are also annexed hereto.

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

10. 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.

11. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, August 15, 2026 to Friday, August 21, 2026 (both days inclusive) for the purpose of this AGM.

12. INVESTOR'S SERVICE REQUEST

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

MUFG Intime India Private Limited,
Surya 35, May Flower Avenue,
Behind Senthil Nagar,
Sowripalayam Road, Coimbatore – 641028.
Tel : 0422 – 2314 792, 2315 792
Fax: 022-49186060
Email : coimbatore@in.mpms.mufg.com

The Company Secretary,
CSB Bank Limited,
"CSB Bhavan", P. B. No. 502,
St. Mary's College Road, Thrissur – 680 020.
Tel: 0487 – 2333020 |Fax: 0487 2338764
E-mail: investors@csb.bank.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.

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

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

14. 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 Registrar to an Issue and Share Transfer Agent for assistance in this regard.

15. 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-3/P/CIR/2023/195 dated December 28, 2023 (updated as on December 28, 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.***

16. GREEN INITIATIVE

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

In view of the above, the Bank hereby requests members who have not updated their e-mail address to update the same with their respective Depository Participant(s) or with MUFG Intime India Private Limited, Registrar to an Issue and Share Transfer Agent 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.bank.in under the head *'Investor Relations → Forms'*.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 105th AGM along with the Annual Report 2025-26, 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 2025-26, will also be available on the Bank's website at www.csb.bank.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.

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

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

18. 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.

19. REMOTE E-VOTING FACILITY

In terms of Regulation 44 of Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, the Bank is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, Friday, August 14, 2026, 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 (**'NDSL'**) 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.**

20. CUT OFF DATE FOR ELIGIBILITY TO CAST VOTE

The remote e-voting period begins on Monday, August 17, 2026, 09:00 a.m. IST and ends on Thursday, August 20, 2026, 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 14, 2026, 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 14, 2026.

21. 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.

22. 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.

23. 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.

24. 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.

25. 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.bank.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.

26. 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

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

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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. 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	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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.*

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) 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.

c) How to retrieve your 'initial password'?

   (i) 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.

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

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

i. 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.
ii. 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".
iii. Now you are ready for e-Voting as the Voting page opens.
iv. 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.
v. Upon confirmation, the message "Vote cast successfully" will be displayed.
vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

i. 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 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.

ii. 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.

iii. 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, Deputy Vice President – NSDL at evoting@nsdl.com

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

i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@csb.bank.in.

ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@csb.bank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

iii. 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.

iv. 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.

27. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

ii. 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.

iii. 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.

iv. 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.

28. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

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. Members 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. Members are encouraged to join the Meeting through Laptops for better experience.

iv. Further Members 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.bank.in from Thursday, August 13, 2026, (09:00 a.m. IST) to Monday, August 17, 2026 (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 18, 2026, (05.00 p.m. IST) by mentioning their name, demat account number/folio number, email id, mobile number at secretarial@csb.bank.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 evoting 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 evoting during the meeting is available only to the shareholders attending the meeting.

29. 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.bank.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,

Sd/-
(Sijo Varghese)
Company Secretary

Place: Thrissur
Date: July 22, 2026

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) of 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, Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai, (Firm Registration Number : 001076N/N500013), who will be completing continuous tenure of three years as one of the Joint 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 M. P. Chitale & Co., Chartered Accountants, Mumbai (Firm Registration Number: 101851W), being the first preferred choice of firm to the RBI in place of retiring statutory auditor, Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai, (Firm Registration Number : 001076N/N500013), for a period of 3 (three) years, to hold office from the conclusion of 105th Annual General Meeting till the conclusion of the 108th 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, it's Head office, all the branches and controlling and other offices of the Bank, including certifications as prescribed 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 Sundaram & Srinivasan, Chartered Accountants, Chennai. 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 the said firms, as the Joint Statutory Auditors of the Bank for the financial year 2026-27 for their third 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:

1	Proposed fees payable to the statutory auditor(s) along with terms of appointment.	Sundaram & Srinivasan, Chartered Accountants, Chennai and M. P. Chitale & Co., Chartered Accountants, Mumbai will be paid an overall audit fee, not exceeding ₹2,12,50,000/- (Rupees Two Crore Twelve Lakh Fifty Thousand Only) for FY 2026-27, with authority to the Board, including that of Audit Committee of the Board, to decide and allocate the overall audit fees between Sundaram & Srinivasan, Chartered Accountants and M P Chitale & Co, Chartered Accountants, as may be mutually agreed between the Bank and the said 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. It may be noted that since the appointment of M. P. Chitale & Co., Chartered Accountants, Mumbai in place of Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai will be effected only from the conclusion of the ensuing Annual General Meeting, the limited review for the first quarter of the financial year 2026-27 shall be conducted by Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai along with Sundaram & Srinivasan, Chartered Accountants, Chennai and the audit fee payable by the Bank to Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai for this assignment , shall be over and above the afore-mentioned overall audit fee for the FY 2026-27 to be allocated between Sundaram & Srinivasan, Chartered Accountants, Chennai and M. P. Chitale & Co., Chartered Accountants, Mumbai, 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 Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai, for the limited review in due consultation with them.	
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.		No material change. 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 three years only and thereafter the said firm will be compulsorily rested for a period of six years. Accordingly, Walker Chandiok & Co. LLP,

			Chartered Accountants, Mumbai, who will be completing continuous tenure of three years as one of the Joint 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.		M. P. Chitale & Co. has been providing professional services over seven decades. The firm is engaged in audit & assurance, direct and indirect taxation services, risk and management consultancy services and is empaneled with various regulatory authorities such as RBI, ICAI, IRDAI, etc. The firm's clientele range from private, public and joint sector corporates and other institutions. The firm has extensive experience in the Banking, Financial Services and Insurance (BFSI) sector and has been provided audit, assurance, advisory and consultancy services to private sector, public sector and foreign banks.
4	Details in relation to and credentials of the statutory auditor(s) proposed to be appointed.		M. P. Chitale & Co., Chartered Accountants has 4 offices, 7 partners and a team of over 67 staff across the country.

The Bank in the Annual General Meeting held on August 23, 2024, received approval of the shareholders for appointment of Sundaram & Srinivasan, Chartered Accountants, Chennai for a period of three (3) years as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of 103rd Annual General Meeting till the conclusion of the 106th Annual General Meeting of the Bank.

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, Chennai and M. P. Chitale & Co., Chartered Accountants, Mumbai shall act as the Joint Statutory Auditors of the Bank for FY 2026-27, for the remainder of the term of Sundaram & Srinivasan, Chartered Accountants and M. P. Chitale & Co., Chartered

Accountants, Mumbai, shall thereafter continue as one of the Joint Statutory Auditors of the Bank for FY 2027-28 and 2028-29, along with such other Statutory Auditor(s) who will be appointed by the Bank as one of the Joint Statutory Auditors, subject to prior approval of the RBI and approval of the Members of the Bank.

The Audit Committee of the Board and Board of Directors recommend the resolution in relation to appointment of M. P. Chitale & Co., Chartered Accountants, Mumbai as one of the Joint Statutory Auditors of the Bank, for a continuous period of 3 (three) years (from FY 2026- 27 to FY 2028-29), to hold office from the conclusion of 105th Annual General Meeting till the conclusion of the 108th Annual General Meeting of the Bank in the manner as proposed in the notice and fixation of remuneration/fees for the period FY 2026-27, including remuneration/fees for the limited review/ audit for the first quarter of FY 2026-27, as set out in item No. 3 of the notice and explanatory statement, 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 payment of remuneration to Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive (Part-time) Chairman of the Bank for the Financial Year 2026-27 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year

Pursuant to the approval granted by Reserve Bank of India ("RBI") vide its letter dated May 9, 2025, Mr. Biswamohan Mahapatra (DIN: 06990345), Non-Executive Independent Director, was appointed as the Non-Executive (Part-time) Chairperson of the Bank with effect from May 9, 2025. As per the terms of the RBI approval, Mr. Mahapatra is entitled to remuneration/honorarium of ₹20,00,000 per annum (Rupees Twenty Lakhs only), in addition to sitting fees for attending meetings of the Board and Committees and reimbursement of expenses incurred for official purposes. The Members of the Bank, at the 104th Annual General Meeting held on August 26, 2025, approved his appointment as Non-Executive (Part-time) Chairperson as well as the terms of his appointment.

In terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 **("SEBI Listing Regulations")**, approval of the Members by way of a Special Resolution is required if the remuneration payable to a single non-executive director during a financial year exceeds fifty percent of the aggregate annual remuneration payable to all non-executive directors.

Presently, the Non-Executive (Part-time) Chairperson, the Managing Director & CEO and the Executive Director are paid remuneration as approved by the RBI and the members. All other directors, including the Non-Executive (Part-time) Chairperson, are entitled to sitting fees for attending meetings of the Board and its Committees.

The remuneration/honorarium of ₹20,00,000 per annum (Rupees Twenty Lakhs only), together with the sitting fees payable for attending meetings of the Board and Committees, to Mr. Biswamohan Mahapatra, Non-Executive (Part-time) Chairperson of the Bank, would exceed fifty percent of the aggregate annual remuneration payable to all non-executive directors during FY 2026-27. Accordingly, approval of the Members is required by way of a Special Resolution in terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of remuneration to Mr. Biswamohan Mahapatra.

The Nomination & Remuneration Committee and the Board recommend the resolution as set out in Item No. 4 of the notice for approval of the Members by way of a Special Resolution.

Additional information in respect of Mr. Biswamohan Mahapatra, pursuant to Regulation

36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Biswamohan Mahapatra or his relatives, none of the Directors or Key Managerial Personnel of the Bank and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this notice.

Item No.5

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

(i) Regulatory requirement for approval of Material Related Party Transactions

As per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity one hand and a related party of the listed entity on the other hand, regardless of whether a price is charged or not.

In terms of Regulation 23 of the Listing Regulations, as amended, material related party transactions require prior approval of the shareholders through ordinary resolution, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover is upto Rs. 20,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10 % of the annual consolidated turnover of the listed entity. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis. As per the audited financial statements for FY 2025-26, 10% of the annual consolidated turnover of the Bank is ₹568.18 crore. Since the aggregate value of the proposed transactions exceeds the said threshold, Members' approval is required in terms of Regulation 23 of the SEBI Listing Regulations

(ii) Background and Rationale for Seeking Shareholders for approval

The Bank last time obtained the approval of shareholders in the Annual General Meeting held on August 26, 2025, for entering into contracts/arrangements/ transactions as detailed hereunder with FIH Mauritius Investments Ltd ("**FIHM**") for the period starting from the date of 104th Annual General Meeting upto the date of 105th Annual General Meeting (both date inclusive) of the Bank.

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

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

In terms of Regulation 23(3)(e) of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/ 2026 dated January 30, 2026, all material related party transaction for which the Audit Committee has granted omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after expiry of one year.

Accordingly, the Board and the Audit Committee of the Board, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, have accorded approval/ omnibus approval for the transactions/arrangements with related parties as outlined hereunder and in the resolution. The value of each category of transaction/ value of all transactions together in respective category/ the balance in any such account for which approval accorded, on any day from the date of 105th Annual General Meeting upto the date of 106th Annual

General Meeting (both date inclusive) of the Bank, shall not exceed ₹5,000 crores for each category of transaction, provided that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank. All transactions will be undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and in accordance with the applicable laws and are therefore, in the interest of the Bank only.

The management has provided the Audit Committee with the relevant details of the proposed RPT, including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPT with FIHM, for an amount as detailed herein. The Audit Committee has noted that the said transactions with FIHM will be in the ordinary course of business of the Bank and at an arm's length basis.

The Audit Committee has reviewed the certificate provided by Managing Director & CEO and Chief Financial Officer of the Bank, as required under the RPT Industry Standards.

Details of the proposed RPT between the Bank and FIHM, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sl. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1	Name of the related party	FIH Mauritius Investments Ltd (**FIHM**). FIHM is wholly owned by Fairfax India Holdings Corporation (Fairfax India), a Fairfax group company.
2	Country of incorporation of the related party	Mauritius
3	Nature of business of the related party	Investment holding company
A(2) Relationship and ownership of the related party		
	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	FIHM is the promoter of the Bank
	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	FIHM holds 40% (Direct) of equity shares in the Bank
	Nature of concern (financial or otherwise)	Operational/financial
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Details of the transactions by the Bank with FIHM:

<table>
<tr><td></td><td></td><td><table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>FY 25 - 26</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>Nil</td></tr><tr><td>2</td><td>Foreign exchange transactions:</td><td>Rs 6,02,11,49,759.27</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td><table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>FY 26 – 27*</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>Nil</td></tr><tr><td>2</td><td>Foreign exchange transactions:</td><td>Nil</td></tr></table>
Up to June 30, 2026</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 10,000 crore, break up is given under:<table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>Value Up to</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>5000 Cr</td></tr><tr><td>2</td><td>Foreign exchange transactions:</td><td>5000 Cr</td></tr></table></td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>176%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>200%</td></tr>
</table>

<table>
<tr>
<td>6</td>
<td>Financial performance of the related party for the immediately preceding financial year.</td>
<td>
<table>
<tr><th>Particulars</th><th>CY*
25 - 26</th></tr>
<tr><td>Turnover</td><td>Rs. 49,99,74,00,000</td></tr>
<tr><td>Profit after Tax</td><td>Rs. 41,47,48,00,000</td></tr>
<tr><td>Net worth</td><td>Rs. 3,23,30,58,00,000</td></tr>
</table>
*Related party follows Calander Year
</td>
</tr>
<tr>
<td colspan="3">A(5) Basic details of proposed transactions to be approved</td>
</tr>
<tr>
<td>1</td>
<td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td>
<td>
Rendering of banking service as given under:
<table>
<tr><th>Sl.No</th><th>Nature of the Transactions</th><th>Value Up to</th></tr>
<tr><td>1</td><td>Acceptance of Deposits</td><td>5000 Cr</td></tr>
<tr><td>2</td><td>Foreign exchange transactions:</td><td>5000 Cr</td></tr>
</table>
</td>
</tr>
<tr>
<td>2</td>
<td>Details of each type of the proposed transaction</td>
<td>
Acceptance of Deposits:
Acceptance of deposits in current account or any other similar /other types of accounts permitted to be opened under applicable laws.

Foreign exchange transactions:

Transactions pertaining to permitted foreign exchange transactions including international cross border transactions wherein the Bank act as an authorised dealer in foreign exchange
</td>
</tr>
<tr>
<td>3</td>
<td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td>
<td>
These are continuing /existing transactions /arrangements. Approval is being sought for the period from the date of 105th Annual General Meeting upto the date of 106th Annual General Meeting (both date inclusive) of the Bank, subject to the approval of members of the Bank.

The period referred herein is applicable for both transactions referred in A(5)(2)
</td>
</tr>
<tr>
<td>4</td>
<td>Whether omnibus approval is being sought?</td>
<td>Yes</td>
</tr>
<tr>
<td>5</td>
<td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td>
<td>
₹ 10,000 crore for the period referred in point No. A(5)(1) and given under:
<table>
<tr><th>Sl.No</th><th>Nature of the Transactions</th><th>Value Up to</th></tr>
<tr><td>1</td><td>Acceptance of Deposits</td><td>5000 Cr</td></tr>
<tr><td>2</td><td>Foreign exchange transactions:</td><td>5000 Cr</td></tr>
</table>
</td>
</tr>
</table>

		Since the approval is being sought for the period commencing from the date of the 105th Annual General Meeting up to the date of the 106th Annual General Meeting (both days inclusive) of the Bank, the relevant transactions spanning across two financial years. However, as the transactions are in the nature of a routine customer–banker relationship, and both the value and timing of such transactions are entirely at the discretion of the FIHM, the Bank is unable to reasonably foresee or estimate the transaction amounts in a financial year basis. Accordingly, an estimated financial year-wise break-up of such transactions could not be provided.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	**Acceptance of Deposits:** The transaction pertains to acceptance of deposits in current account, or any other similar accounts permitted to be opened by applicable laws. This is a stable source of funds, which the Bank can utilize for generating revenue. Since current accounts typically do not earn interest, bank can use these low-cost deposits to improve the liquidity and profitability. Therefore, it is in the interest of the Bank. 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. 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. **Foreign exchange transactions:** These transactions are done at prevailing market rates and in the ordinary course of business with various counter parties (related/unrelated) or to manage Bank's risk or regulatory ratio. For each foreign exchange transactions, the related party undertakes through the Bank, the Bank will collect a margin amount and service charge/commission which is an income to the Bank. Therefore, it is in the interest of the Bank.

7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	FIHM, holds 40% of the equity share capital of the Bank, is the promoter of the Bank. The arrangements referred to herein have been entered into and/or are proposed to be entered into by the Bank with FIHM. Hence, FIHM is directly interested in the said transactions. None of the Directors/ Key Managerial Personnel of the Bank have any direct or indirect interest in the proposed transactions, except to the extent set out below: Non-Executive Directors, Mr. Sumit Maheshwari (DIN: 06920646) and Mrs. Sheetal Sancheti (DIN: 10119781), hold the positions of Managing Director & CEO and Principal, respectively, in Fairbridge Capital Private Limited, an entity forming part of the Fairfax Group, to which the Bank's promoter belongs. Their interest or concern or is limited only to the extent of their holding directorship/ senior position in the Fairbridge Capital Private Limited.
	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Considering the nature of the transactions, the requirement for obtaining a valuation report is not applicable.
9	Other information relevant for decision making.	The 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.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not bidding or other process was conducted as the transactions have been entered into / are proposed to be entered into in the ordinary course of banking business.
2	Basis of determination of price	**Acceptance of Deposits:** 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. 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. **Foreign exchange transactions:** These transactions are done at prevailing market rates and in the ordinary course of business with various counter parties (related/unrelated) or to manage Bank's risk or regulatory ratio. All the above transactions are in the normal course of banking business of the Bank and at arm's length basis.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable
Part C: Additional Information		
Part C is not applicable, as the material transactions entered into / proposed to be entered into with FIHM, being acceptance of deposits and foreign exchange transactions are not specifically covered under Part C. Accordingly, the disclosure requirements prescribed under Part C are not applicable to the transactions with FIHM.		

The said transaction, being a material RPT, requires prior approval of the Members of the Bank in accordance with Regulation 23 of the Listing Regulations.

Except the directors, Mr. Sumit Maheshwari (DIN: 06920646) and Ms. Sheetal Sancheti (DIN: 10119781), 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. Sumit Maheshwari (DIN: 06920646) and Ms. Sheetal Sancheti(DIN: 10119781) being deemed interested in this resolution, disclosed the nature of their interest and did not participate in the meeting of the Audit Committee and the Board, as the case may be, when the proposal was taken up for consideration and approval.

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

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 5 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the Members for approval.

Item No.6

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

(i) Regulatory requirement for approval of Material Related Party Transactions

As per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the definition of Related

Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity one hand and a related party of the listed entity on the other hand, regardless of whether a price is charged or not.

In terms of Regulation 23 of the Listing Regulations, as amended, material related party transactions require prior approval of the shareholders through ordinary resolution, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the Listing Regulations, where the annual consolidated turnover is upto Rs. 20,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10 % of the annual consolidated turnover of the listed entity. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis. As per the audited financial statements for FY 2025-26, 10% of the annual consolidated turnover of the Bank is ₹568.18 crore. Since the aggregate value of the proposed transactions exceeds the said threshold, Members' approval is required in terms of Regulation 23 of the SEBI Listing Regulations

(ii) Background and Rationale for Seeking Shareholders for approval

The Bank last time obtained the approval of shareholders in the Annual General Meeting held on August 26, 2025, for entering into contracts/arrangements/ transactions as detailed hereunder with FIH Private Investments Ltd for the period starting from the date of 104th Annual General Meeting upto the date of 105th Annual General Meeting (both date inclusive) of the Bank.

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

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

In terms of Regulation 23(3)(e) of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, all material related party transaction for which the Audit Committee has granted omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after expiry of one year.

Accordingly, the Board and the Audit Committee of the Board, subject to the approval of the members of the Bank and other requisite approvals as may be required, if any, have accorded approval/ omnibus approval for the transactions/arrangements with related parties as outlined hereunder and in the resolution. The value of each category of transaction/ value of all transactions together in respective category/ the balance in any such account for which approval accorded, on any day from the date of 105th Annual General Meeting upto the date of 106th Annual General Meeting (both date inclusive) of the Bank, shall not exceed ₹5,000 crores for each category of transaction, provided that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank. All transactions will be undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and in accordance with the applicable laws and are therefore, in the interest of the Bank only.

The management has provided the Audit Committee with the relevant details of the proposed RPT, including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPT with FIH Private Investments Ltd, for an amount as detailed herein. The Audit Committee has noted that the said transactions with FIH Private Investments Ltd will be in the ordinary course of business of the Bank and at an arm's length basis.

The Audit Committee has reviewed the certificate provided by Managing Director & CEO and Chief Financial Officer of the Bank, as required under the RPT Industry Standards.

Details of the proposed RPT between the Bank and FIH Private Investments Ltd, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">Part A: Minimum information of the proposed RPT</td></tr>
<tr><td colspan="3">A(1) Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>FIH Private Investments Ltd.

FIH Mauritius Investments Ltd (FIHM) , the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd.</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>Mauritius</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>Investment holding company</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td></td><td>Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>FIHM, the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd.</td></tr>
<tr><td></td><td>Shareholding of the listed entity, whether direct or indirect, in the related party.</td><td>NIL</td></tr>
<tr><td></td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</td><td>Not applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>NIL.
However, FIHM, Investment holding company of FIH Private Investments Ltd. holds 40% (Direct) of equity shares in the Bank</td></tr>
<tr><td></td><td>Nature of concern (financial or otherwise)</td><td>Operational/financial</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>Details of the transactions by the Bank with FIH Private Investments Ltd.:

<table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>FY 25 - 26</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>Nil</td></tr></table></td></tr>
</table>

<table>
<tr><td></td><td></td><td><table><tr><td>2</td><td>Foreign exchange transactions:</td><td>Nil</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td><table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>FY 26 – 27*</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>Nil</td></tr><tr><td>2</td><td>Foreign exchange transactions:</td><td>Nil</td></tr></table>*Up to June 30, 2026*</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹ 10,000 crore, break up is given under:<table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>Value Up to</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>5000 Cr</td></tr><tr><td>2</td><td>Foreign exchange transactions:</td><td>5000 Cr</td></tr></table></td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>176%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>17931%</td></tr>
</table>

<table>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>CY
25 - 26</th></tr><tr><td>Turnover</td><td>Rs. 55,77,00,000</td></tr><tr><td>Profit after Tax</td><td>Rs. 38,29,00,000</td></tr><tr><td>Net worth</td><td>Rs. 6,35,06,00,000</td></tr></table>*Related party follows Calander Year*</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Rendering of banking service as given under:<table><tr><th>Sl.No</th><th>Nature of the Transactions</th><th>Value Up to</th></tr><tr><td>1</td><td>Acceptance of Deposits</td><td>5000 Cr</td></tr><tr><td>2</td><td>Foreign exchange transactions:</td><td>5000 Cr</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>Acceptance of Deposits:
Acceptance of deposits in current account or any other similar /other types of accounts permitted to be opened under applicable laws.

Foreign exchange transactions:

Transactions pertaining to permitted foreign exchange transactions including international cross border transactions wherein the Bank act as an authorised dealer in foreign exchange</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>These are continuing /existing transactions /arrangements. Approval is being sought for the period from the date of 105th Annual General Meeting upto the date of 106th Annual General Meeting (both date inclusive) of the Bank, subject to the approval of members of the Bank.

The period referred herein is applicable for both transactions referred in A(5)(2)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year.</td><td>₹ 10,000 crore for the period referred in point No. A(5)(1) and given under:</td></tr>
</table>

<table>
<tr><td></td><td>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>
<table>
<tr><th>Sl.No</th><th>Nature of the Transactions</th><th>Value Up to</th></tr>
<tr><td>1</td><td>Acceptance of Deposits</td><td>5000 Cr</td></tr>
<tr><td>2</td><td>Foreign exchange transactions:</td><td>5000 Cr</td></tr>
</table>
Since the approval is being sought for the period commencing from the date of the 105th Annual General Meeting up to the date of the 106th Annual General Meeting (both date inclusive) of the Bank, the relevant transactions spanning across two financial years. However, as the transactions are in the nature of a routine customer–banker relationship, and both the value and timing of such transactions are entirely at the discretion of the FIH Private Investments Ltd., the Bank is unable to reasonably foresee or estimate the transaction amounts in a financial year basis. Accordingly, an estimated financial year-wise break-up of such transactions could not be provided.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>Acceptance of Deposits: The transaction pertains to acceptance of deposits in current account, or any other similar accounts permitted to be opened by applicable laws. This is a stable source of funds, which the Bank can utilize for generating revenue. Since current accounts typically do not earn interest, bank can use these low-cost deposits to improve the liquidity and profitability. Therefore, it is in the interest of the Bank.
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.
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</td></tr>
</table>

		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. **Foreign exchange transactions:** These transactions are done at prevailing market rates and in the ordinary course of business with various counter parties (related/unrelated) or to manage Bank's risk or regulatory ratio. For each foreign exchange transactions, the related party undertakes through the Bank the Bank will collect a margin amount and service charge/commission which is an income to the Bank. Therefore, it is in the interest of the Bank.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	FIHM, holds 40% of the equity share capital of the Bank, is the promoter of the Bank. FIHM is the holding company of FIH Private Investments Ltd. The arrangements referred to herein have been entered into and/or are proposed to be entered into by the Bank with FIH Private Investments Ltd. Hence, FIHM/ FIH Private Investments Ltd. is directly interested in the said transactions. None of the Directors/ Key Managerial Personnel of the Bank have any direct or indirect interest in the proposed transactions, except to the extent set out below: Non-Executive Directors, Mr. Sumit Maheshwari (DIN: 06920646) and Mrs. Sheetal Sancheti (DIN: 10119781), hold the positions of Managing Director & CEO and Principal, respectively, in Fairbridge Capital Private Limited, an entity

		forming part of the Fairfax Group, to which the Bank's promoter belongs. Their interest or concern or is limited only to the extent of their holding directorship/ senior position in the Fairbridge Capital Private Limited.
	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Considering the nature of the transactions, the requirement for obtaining a valuation report is not applicable.
9	Other information relevant for decision making.	The 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.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not bidding or other process was conducted as the transactions have been entered into / are proposed to be entered into in the ordinary course of banking business.
2	Basis of determination of price	**Acceptance of Deposits:** 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. 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. **Foreign exchange transactions:** These transactions are done at prevailing market rates and in the ordinary course of business with various counter parties (related/unrelated) or to manage Bank's risk or regulatory ratio.

		All the above transactions are in the normal course of banking business of the Bank and at arm's length basis.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable
Part C: Additional Information		
Part C is not applicable, as the material transactions entered into / proposed to be entered into with FIH Private Investments Ltd, being acceptance of deposits and foreign exchange transactions are not specifically covered under Part C. Accordingly, the disclosure requirements prescribed under Part C are not applicable to the transactions with FIH Private Investments Ltd.		

The said transaction, being a material RPT, requires prior approval of the Members of the Bank in accordance with Regulation 23 of the Listing Regulations.

Except the directors, Mr. Sumit Maheshwari (DIN: 06920646) and Ms. Sheetal Sancheti (DIN: 10119781), 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. Mr. Sumit Maheshwari (DIN: 06920646) and Ms. Sheetal Sancheti (DIN: 10119781) being deemed interested in this resolution, disclosed the nature of their interest and did not participate in the meeting of the Audit Committee and the Board, as the case may be, when the proposal was taken up for consideration and approval.

FIHM, the promoter and related party of the Bank, is the holding company of FIH Private Investments Ltd. None of the Directors or Key Managerial Personnel of the Bank have any shareholding interest in FIH Mauritius Investments Ltd./ 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. 6 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 6 of the accompanying Notice to the Members for approval.

Item No.7

Approval of CSB Bank Employee Stock Option Scheme 2026 ("ESOS 2026" or "Scheme")

The Bank believes in rewarding employees who contribute to its long-term growth, profitability and value creation. Accordingly, the Bank follows a compensation philosophy that seeks to attract, retain, motivate and reward talent by aligning employees' interests with the long-term interests of the shareholders.

Share-based employee benefit schemes have played an important role in fostering an ownership culture and encouraging long-term commitment by the employees. Such schemes enable the Bank to attract and retain talent while rewarding employees for their sustained contribution towards achieving the Bank's strategic and business objectives.

As the Bank continues on its growth trajectory and its workforce expands, the requirement for employee stock options ("**Options**") is also expected to increase. Share-based employee benefit schemes will continue to be an important tool for attracting, retaining and motivating critical talent and key growth drivers, including existing employees and future hires, and rewarding them in line with the long-term value created for the Bank, subject to applicable annual corporate and individual performance-based vesting conditions.

Further, the Reserve Bank of India ("**RBI**"), under its applicable guidelines, requires a prescribed portion of variable pay to be awarded in the form of share-linked instruments, including Options, to specified categories of employees, subject to appropriate performance and vesting conditions. Accordingly, maintaining an adequate Option reserve would enable the Bank to meet its regulatory obligations while continuing to support its talent retention and compensation objectives.

Given the objective and background above, the Bank proposes to introduce **CSB Bank Employee Stock Option Scheme 2026 ("ESOS 2026" / "Scheme")**, through a simplified framework with administration directly by the Bank through the Nomination and Remuneration Committee ("**Committee**") of the Board of Directors ("**Board**").

The Committee and the Board, at their respective meetings held on June 25, 2026, approved the ESOS 2026. Pursuant to Regulation 6 of the SEBI SBEB Regulations, the Bank is seeking members' approval for the introduction and implementation of ESOS 2026 for the benefit of eligible employees.

The main features of the Scheme are as under:

(a) Brief description of the Scheme:
The Bank proposes to implement ESOS 2026 primarily with a view to attract, retain, motivate and reward the employees of the Bank. The Scheme contemplates grant of Options to the employees, as determined in due compliance with SEBI SBEB Regulations, relevant RBI guidelines and provisions of the ESOS 2026. After vesting of Options, the employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares ("**Shares**") of the Bank, subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee of the Bank shall supervise and administer the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee as per the terms of the Scheme read with SEBI SBEB Regulations and such determination shall be final and binding upon all persons having an interest in the Scheme.

(b) Total number of Options to be granted:
The total number of Options to be granted under ESOS 2026 shall not exceed **20,00,000 (Twenty Lakh)** Options. Each Option when exercised would be converted into one Share of face value of Rs. 10/- (Rupees Ten) each fully paid-up.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are required to be issued by the Bank to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options and Shares shall be deemed to increase to the extent of such additional Options issued.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled Options as per the terms of Scheme. However, once the underlying Shares are issued upon exercise of Options, the Shares reserved under the Scheme would reduce.

(c) Identification of classes of employees entitled to participate in the Scheme:
An employee who may participate in the Scheme subject to his/her eligibility determined as per point (h) below shall be:

(a) an employee as designated by the Bank, who is exclusively working in India or outside India; or (b) a whole-time or executive director of the Bank, but excluding: (i) an employee or director who is a promoter or belongs to the promoter group; (ii) any such director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Bank; and (iii) an independent director.

(d) Requirements of vesting and period of vesting

All the Options granted on any date shall be subject to **statutory minimum of 1 (One) year** from the grant date during which no vesting shall be allowed. Subject to this statutory minimum period, any vesting prescribed for any grant shall be over a staggered vesting schedule of 3 (Three) years and **maximum of 10 (Ten) years** from the grant date.

Provided that the requirement of minimum vesting period shall not be applicable in the event of death or permanent incapacity of an employee, and in such instances, all the unvested Options shall vest with effect from the date of death or permanent incapacity, as the case may be.

Options shall vest essentially based on continuation of employment as per requirements of SEBI SBEB Regulations, subject to the condition that the employee has not served any notice of resignation or not being served any notice of termination.

Apart from this aforesaid condition, the Options shall vest subject to performance-based vesting, the criteria being a mix of annual corporate and individual performance, as applicable, with a predefined threshold, achievement below which will result in no vesting for that year. These criteria will include achievement in terms of operational and/ or financial performance parameters of the Bank as specified by the Committee. Vesting in case of personnel whose remuneration and Options entitlement are regulated under the relevant RBI guidelines, shall be subject to additional conditions as to reduction/ clawback of vesting which may be even reduced to zero in line with deterioration in the financial performance of the Bank.

The vesting dates, vesting percentages, and vesting conditions in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from an employee to employee or any class thereof subject to the provisions stated above.

(e) Maximum period within which the Options shall be vested:
All the Options granted on any date shall vest not later than the maximum vesting period of **10 (Ten) years** commencing from the date of grant of Options as may be determined by the Committee.

(f) Exercise price or pricing formula:
Exercise price per Option shall be determined by the Committee which shall not be less than the face value of Share as on date of grant.

(g) Exercise period and the process of Exercise:
Exercise period in respect of a vested Option shall be a period commencing from the relevant vesting date of such Option and shall end with the expiry of **10 (Ten) years** or such other shorter period, as determined by the Committee, from the date of grant of such Option.

An Option grantee intending to exercise vested Options shall make an application in writing to the Bank in such form as prescribed, from time to time, for the issuance of the Shares against the Options exercised, subject to payment of the exercise price, applicable taxes and compliance of other requisite conditions of exercise. Exercise price is payable at the time of exercise and not at the time of grant or vesting. In case vested Options are not exercised, the exercise price received if any, shall be refunded. An Option grantee can exercise all vested Options at one time or at various points of time within the prescribed exercise period. However, no fraction of a vested Option shall be exercisable in its fractional form.

(h) Appraisal process for determining the eligibility of employees under the Scheme:
Appraisal process for determining the eligibility of the employees will be based on designation, period of service, loyalty, work ethics, moral, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

(i) Maximum number of Options to be issued per employee and in aggregate, if any:
Maximum number of Options that may be granted per employee per grant and in aggregate of all grants taken together for such employee under the Scheme shall be less than 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions) of the Bank at the time of grant of Options.

(j) Maximum quantum of benefits to be provided per employee under the Scheme:

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.

(k) Route of Scheme implementation:
The Scheme shall be implemented and administered directly by the Bank.

(l) Source of acquisition of Shares under the Scheme:
The Scheme involves only new issue of Shares by the Bank.

(m) Amount of loan to be provided for implementation of the Scheme to the Trust, its tenure, utilization, repayment terms, etc:
This is not applicable.

(n) Maximum percentage of secondary acquisition:
This is not applicable.

(o) A statement to the effect that the Bank shall conform to the accounting policies specified in Regulation 15:
The Bank shall conform to the applicable accounting policies prescribed under the SEBI SBEB Regulations or as may be prescribed under any other law with respect to accounting for Options, including by the RBI or any other regulatory authority.

(p) Method of Option valuation:
The Bank shall adopt fair value method as per the Black-scholes model for valuation of Options as prescribed under the relevant Accounting Standard / Guidance Note as notified by appropriate authorities from time to time. The fair value thus arrived at shall be recognised as an expense beginning with the accounting period for which the approval has been granted

(q) Declaration:
In case the Bank opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Bank shall also be disclosed in the directors' report.

(r) Period of Lock-in:
The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Bank under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

(s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:
Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Bank, and the applicable terms and conditions thereof.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOS 2026 will be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of conclusion of voting.

None of the Directors, Key Managerial Personnel of the Bank including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

In light of above, your Board recommends your approval of the special resolution placed at Item number 7.

By Order of the Board,
For CSB Bank Limited,

Sd/-
(Sijo Varghese)
Company Secretary

Place: Thrissur
Date: July 22, 2026

ANNEXURE – A

Additional information on directors seeking re-appointment and/or for whom approval is sought for payment of remuneration as set out in the Notice of the Annual General Meeting scheduled on August 21, 2026, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

1. Mr. B K Divakara (DIN:06439053)

Name	Mr. B K Divakara (DIN:06439053)	
Date of Birth/Age	July 17, 1960	66 years
Nationality	Indian	
Educational Qualification	BBM, ACA, ACMA and ACS	
Nature of expertise in specific functional areas	Banking, Accountancy, Agriculture and Rural Economy, Economics, Finance, Law, Small Scale Industry, Risk Management and Human Resources	
Date of first appointment on Board	March 15, 2024	
Brief resume including Experience	Mr. B K Divakara has varied banking experience spanning across different spheres over a period of 38 years. He had worked closely in Finance, Credit, Priority Sector Lending, Balance Sheet Management, Profit Planning & Forecasting, Capital Raising Program, Investors Relations, Credit Monitoring, Recoveries, Operations, Treasury, Internal Audit, Risk Management, Transaction Banking etc. and gained enough experience. Mr. B. K. Divakara was holding the position of Head - Strategy & Corporate Legal at the Bank with effect from June 5, 2023 till March 14, 2024. Prior to that, he had held the position of Chief Financial Officer from February 5, 2020 till June 4, 2023. Prior to joining the CSB Bank, Mr. B K Divakara was Executive Director of Central Bank of India for a period of five years, from 23.01.2014 to 22.01.2019. He had held various senior positions at Corporation Bank, including that of General Manager, Credit, till he moved to Central Bank of India. He was also the Non-Executive Chairman of Centbank Financial Services Ltd. and Centbank Home Finance Ltd.	
Directorship held in other listed Companies	NIL	
Directorships in other companies / Positions in other entities	NIL	
Memberships in the Committees of Board of other listed Companies	NA	
Memberships / chairmanships of Committees of the Boards of other Companies	NA	
Listed entities from which the director has resigned in the past three years	NIL	

No. of shares held in the Bank or on a beneficial ownership basis	NIL
Details of remuneration last drawn *Note: Remuneration disclosed are for the period from April 1, 2025 to March 31, 2026.*	Fixed Pay (Gross): ₹ 85,37,423.96 Variable Pay: ₹ 20,00,000.00
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	No relationship per se.
Number of Board Meetings attended during his tenure (till the date of this Notice)	see table below
Details of membership/ chairmanship in the Committees of the Board of the Bank	Management Committee – Member Committee for Monitoring and Follow-up of cases of Frauds (CMF) – Member Customer Service Committee – Member
Details of Directorships, Membership / Chairmanship in the Committees of the Board of the other Companies	NA
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	As per the terms of appointment, Mr. B K Divakara is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers himself for reappointment as an Executive Director. He is entitled to receive remuneration as approved by the RBI and Members of the Bank, from time to time. Present terms and conditions of the appointment remains the same as approved by Reserve Bank of India, vide letter No. DOR.GOV.No.7009/08.36.001/2023-24 dated March 4, 2024 dated November 17, 2016 and the members, vide resolution passed by postal ballot dated April 18, 2024, and January 21, 2026.
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. B K Divakara has relevant skills, experience and expertise in the areas of Banking, Accountancy, Agriculture and Rural Economy, Economics, Finance, Law, Small Scale Industry, Risk Management and Human Resources.

Number of Board Meetings attended during his tenure (till the date of this Notice):

Financial year	Number of Board Meetings held during the tenure	Number of Board Meetings attended during the tenure
2024-25	10	10
2025-26	10	10
2026-27	4	4
Total	**24**	**24**

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

<table>
<tr><td>Name</td><td colspan="2">Mr. Biswamohan Mahapatra (DIN: 06990345)</td></tr>
<tr><td>Date of Birth/Age</td><td>August 3, 1954</td><td>71 years</td></tr>
<tr><td>Nationality</td><td colspan="2">Indian</td></tr>
<tr><td>Educational Qualification</td><td colspan="2">M.A(English Literature), MBA(Finance), MSM (Master of Science in Management), CAIIB</td></tr>
<tr><td>Nature of expertise in specific functional areas</td><td colspan="2">Banking, Finance, Risk Management, Law, Economics and Payment and Settlement Systems</td></tr>
<tr><td>Date of first appointment on Board</td><td colspan="2">April 16, 2025</td></tr>
<tr><td>Brief resume including Experience</td><td colspan="2">Mr. Biswamohan Mahapatra has been on the Board of the Bank since April 16, 2025 as an Independent Director and his current term of appointment is up to August 2, 2029. Mr. Biswamohan Mahapatra was earlier on the Board of the Bank as an Independent Director for the period from June 20, 2023 to June 13, 2024.

Mr. Biswamohan Mahapatra was a central banker with a career spanning about 33 years in the Reserve Bank of India (RBI) in various capacities and retired as Executive Director in August 2014. As Executive Director, he handled banking regulation and policy matters. He was instrumental in the implementation of Basel III regulations. He was associated with various working groups and committees and represented the RBI as a member/Chairman/Convenor of these various working groups and committees. Post-retirement, he was an advisor to the RBI on the bank licensing process. He was the convener of the Government of India Task Force to set up the Resolution Corporation under the Indian Financial Code.</td></tr>
<tr><td>Directorship held in other listed Companies</td><td colspan="2">NIL</td></tr>
<tr><td>Directorships in other companies / Positions in other entities</td><td colspan="2">NIL</td></tr>
<tr><td>Memberships in the Committees of Board of other listed Companies</td><td colspan="2">NA</td></tr>
<tr><td>Memberships / chairmanships of Committees of the Boards of other Companies</td><td colspan="2">NA</td></tr>
<tr><td>Listed entities from which the director has resigned in the past three years</td><td colspan="2"><table><tr><th>Sl. No</th><th>Name of the Company</th><th>Date of resignation</th></tr><tr><td>1.</td><td>CSB Bank Limited</td><td>June 14, 2024</td></tr></table></td></tr>
<tr><td>No. of shares held in the Bank or on a beneficial ownership basis</td><td colspan="2">NIL</td></tr>
<tr><td>Details of remuneration last drawn

Note: Remuneration disclosed are for the period</td><td colspan="2"><table><tr><th>Sl. No.</th><th>Period</th><th>Position</th><th>Sitting Fees*</th><th>Honorarium</th></tr><tr><td>1.</td><td>FY 2025-26</td><td>Non – Executive Independent</td><td>₹30,00,000.00</td><td>₹16,23,656.63</td></tr></table></td></tr>
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<table>
<tr><td>from April 16, 2025 to March 31, 2026.</td><td><table><tr><td></td><td></td><td>(Part – Time) Chairperson</td><td></td><td></td></tr></table>* Appointed w.e.f .April 16, 2025</td></tr>
<tr><td>Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank</td><td>No relationship per se.</td></tr>
<tr><td>Number of Board Meetings attended during his tenure (till the date of this Notice)</td><td><table><tr><th>Financial year</th><th>Number of Board Meetings held during the tenure</th><th>Number of Board Meetings attended during the tenure</th></tr><tr><td>2025-26</td><td>9</td><td>9</td></tr><tr><td>2026-27</td><td>4</td><td>4</td></tr><tr><td>Total</td><td>13</td><td>13</td></tr></table></td></tr>
<tr><td>Details of membership/chairmanship in the Committees of the Board of the Bank</td><td><table><tr><td>Management Committee</td><td>Member</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr><tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr><tr><td>Customer Service Committee</td><td>Member</td></tr><tr><td>IT Strategy Committee</td><td>Member</td></tr></table></td></tr>
<tr><td>Terms and conditions of appointment / re-appointment including remuneration sought to be paid.</td><td>Mr. Biswamohan Mahapatra is entitled to remuneration/honorarium of ₹20 lakh per annum, in addition to sitting fees for attending Board and Committee meetings and reimbursement of expenses incurred for official purpose, for the tenure of three years for which he was appointed as the Part-time Chairperson of the Bank, pursuant to the approval of Reserve Bank of India vide its letter dated May 9, 2025 and the approval of the Members received at the Annual General Meeting held on August 26, 2025.</td></tr>
<tr><td>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</td><td>As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Mr. Biswamohan Mahapatra has relevant skills, experience and expertise in the areas of Banking, Finance, Risk Management, Law, Economics and Payment and Settlement Systems.</td></tr>
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