

THE CATHOLIC SYRIAN BANK LIMITED

Registered Office: 'CSB Bhavan', St. Mary's College Road, Post Box No. 502, Thrissur, Kerala- 680 020, India.
Tel: +91 487-2333020; **Fax:** +91 487-2338764; **Website:** www.csb.co.in; **Email:** investors@csb.co.in
Corporate Identity Number: U65191KL1920PLC000175.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to be passed by the Members through postal ballot which includes electronic voting (e-voting).

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the item and the reasons thereof, is annexed hereto along with the postal ballot form ("**Postal Ballot Form**") for your consideration.

The Board of Directors of the Bank has appointed, CS P.D. Vincent, LLB, MBA, FCS, Practising Company Secretary, Managing Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloor, Kochi- 682 017, Kerala.(Membership No. FCS 3067 and Certificate of Practice No. 7940), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Bank. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours **on Saturday, May 04, 2019 at 5.00 p.m. (IST)** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Bank is pleased to provide the Members with the facility to exercise their right to vote by electronic means instead of dispatching Postal Ballot Forms, and has engaged the services of Central Depository Services (India) Limited (CDSL) as authorized agency to provide e-voting facility.

Members desiring to opt for e-voting as per the facilities arranged by the Bank are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO/Company Secretary after the completion of the scrutiny of the postal ballots and e-voting. The result of the postal ballot will be declared by the Chairman/Managing Director & CEO/Company Secretary on or before **05:30 p.m. on Monday, May 06, 2019** at the Registered Office of the Bank. The result declared would be displayed at the Registered Office of the Bank and also displayed along with the Scrutinizer's report on the Bank's website, www.csb.co.in, and on the website of CDSL, www.evotingindia.com immediately after declaration of the result.

Resolutions

1. Adoption of new set of Articles of Association of the Bank.

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14, Table F of Schedule I and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of the Banking Regulation Act, 1949, as amended, guidelines of the Reserve Bank of India (“**RBI**”), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the requirements in relation to listing of the equity shares of the Bank on the stock exchanges and subject to the necessary approvals required, if any, in this regard from the RBI and the approval of Registrar of Companies (“**ROC**”), if any and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the RBI, the ROC, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares, the board of directors (hereinafter referred to as the “**Board**”, which term shall include any of its duly authorized committee), is hereby authorized to accept such terms, conditions, stipulations, alterations, amendments or modifications as it may deem fit, the draft of new set of Articles of Association of the Bank enclosed herewith as Annexure to the notice be and are hereby approved and adopted in substitution, and to the entire exclusion, of the existing Articles of Association of the Bank with immediate effect.”

“RESOLVED FURTHER THAT the Company Secretary of the Bank be and is hereby authorized to take all necessary steps for giving effect to the resolution.”

“RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary action.”

2. Change of name of the Bank from ‘The Catholic Syrian Bank Limited’ to ‘CSB Bank Limited’.

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

“RESOLVED THAT subject to the approval of the Central Government under Section 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and subject to the approval of the Reserve Bank of India, the name of the Bank be changed from ‘The Catholic Syrian Bank Limited’ to ‘**CSB Bank Limited**’ and that the name of the Bank shall be ‘**CSB Bank Limited**’ with effect from the date of issue of fresh certificate of incorporation by the Registrar of Companies, Kerala, in that behalf, and accordingly, the name ‘The Catholic Syrian Bank Limited’ wherever it appears in the Memorandum and Articles of Association of the Bank be substituted by the name ‘**CSB Bank Limited**’.

“RESOLVED FURTHER THAT for giving effect to this resolution, the board of directors (hereinafter referred to as the “**Board**”, which term shall include any of its duly authorized committee which the Board may have constituted or hereinafter may constitute, to which the Board have delegated or may delegate all or any of its powers, from time to time), of the Bank be and is hereby authorised to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as it may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Company Secretary of the Bank be and is hereby authorised to take all necessary steps for giving effect to the resolution.”

“RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary action.”

3. Increase in Authorized Capital 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 Section 61 and other relevant provisions of the Companies Act, 2013, as amended, read with the relevant provisions of the Articles of Association of the Bank, the present Authorized Capital of the Bank aggregating Rs. 2,00,00,00,000 (Rupees two hundred crores only), be increased to Rs. 2,20,00,00,000 (Rupees Two

hundred and Twenty crores only) by creation of 2,00,00,000 (two crore) new equity shares of Rs. 10 (Rupees ten only) each for an amount of Rs. 20,00,00,000 (Rupees Twenty crores only), and such new equity shares shall, subject to the provisions of the Bank's Articles of Association, be considered to form part of the original capital."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13, read with Section 61, and other applicable provisions, if any, of the Companies Act, 2013, as amended, Clause 5, being the Capital Clause in the Memorandum of Association of the Bank, be and is hereby substituted to read as under:

5. The Authorized share capital of the Company is Rs. 2,20,00,00,000 (Rupees two hundred and Twenty crores only) divided into 22,00,00,000 (Twenty two crores) Equity shares of Rs. 10/- (Rupees ten only) each, with the power to increase or decrease the capital consistent with the rules and regulations of the Company and in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Company Secretary of the Bank be and is hereby authorised to take all necessary steps for giving effect to the resolution."

"RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary action."

4. Foreign Investment Limits in 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 applicable provisions of the Foreign Exchange Management Act, 1999, as amended, the Companies Act, 2013, as amended, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2017, as amended ("**Consolidated FDI Policy**"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended ("**FEMA 20 Regulations**"), Master Directions of the Reserve Bank of India on Foreign Investment in India dated January 4, 2018, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Department of Financial Services, Ministry of Finance ("**DFS**"), Government of India, the Reserve Bank of India ("**RBI**") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Bank, consent of members of the Bank be and is hereby accorded for all eligible non-resident investors to hold up to an aggregate limit of 74% of the total paid up share capital of the Bank, from time to time in terms of the Consolidated FDI Policy and the FEMA 20 Regulations."

"RESOLVED FURTHER THAT the Company Secretary of the Bank be and is hereby authorized to take all steps for giving effect to the aforesaid Resolution, including to make all applications as may be necessary for the purpose of giving effect to the aforesaid resolution, including applications to RBI and the DFS."

5. Approve CSB Employee Stock Option Scheme 2019 of the Bank

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions of the Companies Act 2013, as amended ("**Act**"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**") to the extent applicable, as amended, the Memorandum and Articles of Association of the Bank, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded respectively to adopt the '**CSB Employee Stock Option Scheme 2019**' ("**ESOS 2019**")/ "**Scheme**") and to authorize the Board of Directors of the Bank (hereinafter referred to as "**the Board**") which term shall be deemed to include any Committee including Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, and grant at any time to or to the benefit of such person(s) who are in permanent employment of the Bank including any whole-time or executive director of the Bank, but excluding promoters or persons belonging to the promoter group,

independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Bank, selected on the basis of criteria prescribed by the Board in accordance with the Act, ESOS 2019, and SEBI SBEB Regulations to the extent applicable and other applicable laws, (“**Eligible Employees**”), 50,00,000 (Fifty Lakhs Only) employee stock options from time to time, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board, exercisable into not more than (50,00,000)(Fifty Lakhs Only) equity shares of the Bank, with each such option exercisable into one fully paid-up equity share of a face value of Rs. 10/- (Rupees Ten Only) (“**Equity Shares**”) to be transferred by an employee stock option trust (“**ESOS Trust**”) in the nature of an irrevocable employee welfare trust to be set-up subject to the approval of the Scheme, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2019.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot Equity Shares not exceeding such number as specified above to the ESOS Trust for transfer to the option grantees upon exercise of options from time to time in accordance with the ESOS 2019 and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity 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 Equity Shares that are issued by the Bank to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of Equity Shares shall be deemed to increase to the extent of such additional Equity Shares issued.”

“**RESOLVED FURTHER THAT** in case the Equity Shares of the Bank are split-up or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the ESOS 2019 shall automatically stand reduced or augmented, as the case may be in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the Equity Shares of the Bank after such split-up or consolidation, without affecting any other rights or obligations of the said grantees.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard at any stage and make modifications, changes, variations, alterations or revisions in the ESOS 2019 as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Act, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Bank and other applicable laws.”

6. Listing of Equity Shares, either by way of a direct listing of its Equity Shares or by way of an initial public offer of Equity Shares.

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

LISTING OF EQUITY SHARES OF THE BANK, EITHER BY WAY OF A DIRECT LISTING OF ITS EQUITY SHARES OR BY WAY OF AN INITIAL PUBLIC OFFER OF EQUITY SHARES THROUGH FRESH ISSUE AND / OR AN OFFER FOR SALE BY CERTAIN SHAREHOLDER(S) OF THE BANK

“**RESOLVED THAT** pursuant to the approval (bearing no. DBR.PSBD.No.341/ 16.01.060/2018-19) granted by the Reserve Bank of India in favour of FIH Mauritius Investments Ltd on July 12, 2018, as may be amended or extended from time to time (“**RBI Approval**”), the approval of the members be and is hereby granted, for evaluating the options for, and consequently, if feasible, for undertaking a direct listing of the equity shares of face value of Rs. 10 each of the Bank (“**Equity Shares**”) and such listing, the “**Direct Listing**”) without undertaking an initial public offering of the Equity Shares, in accordance with, and subject to, the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (the “**SCRA**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Securities Contracts (Regulation) Rules, 1957 (the “**SCRR**”), the Banking Regulation Act, 1949, as amended, and other applicable law.”

“**RESOLVED THAT** pursuant to the RBI Approval and the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Companies Act**”), the Banking Regulation Act, 1949, as amended, and the rules and regulations made thereunder, and in accordance with and subject to the provisions

of the SCRA and the SCRR, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the SEBI Listing Regulations, the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”), and the rules and regulations made thereunder, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the “**SEBI**”), the Reserve Bank of India (the “**RBI**”), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Bank and the uniform listing agreements to be entered into between the Bank and the respective stock exchanges where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Kerala at Ernakulam (“**RoC**”), SEBI, RBI, the Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry, Government of India (“**Gol**”), and all other appropriate statutory authorities and departments (collectively the “**Regulatory Authorities**”), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the board of directors of the Bank (hereinafter referred to as the “**Board**”, which term shall be deemed to include the IPO committee (“**IPO Committee**”) or any other duly constituted committee of the Board), the approval of the members be and is hereby granted to create, offer, issue, allot and/or transfer such number of Equity Shares aggregating up to Rs. 5,000 million (including share premium), including by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Bank (“**Fresh Issue**”), and/or an offer of sale of Equity Shares by certain of the existing and eligible shareholders of the Bank (“**Offer for Sale**” and together with the Fresh Issue, the “**IPO**”), including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO placement.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Direct Listing, the IPO and the consequent listing of the Equity Shares, in the best interests of the Bank, including determination of the terms of the Direct Listing, the timing, size and price in relation to the IPO, in consultation with the book running lead manager(s) to the IPO (“**BRLM(s)**”), and approve and appoint intermediaries in relation to the Direct Listing and the IPO, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Direct Listing and the IPO, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Direct Listing and IPO, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank and the Direct Listing and the IPO, without requiring any further approval of the members, and that all or any of the powers of the Bank devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.”

“**RESOLVED FURTHER THAT** the Board, either by itself or through a duly authorised committee thereof, be and is hereby authorised, on behalf of the Bank, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of Equity Shares (“**Pre-IPO Placement**”) to certain investors up to such number of Equity Shares/ up to such amount and at such price as the Board may determine, in consultation with the BRLM(s), in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and in the event of the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“**RESOLVED FURTHER THAT** the Board either by itself or through a duly authorised committee thereof, be and is hereby authorised, on behalf of the Bank, to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable Law, including without limitation to the eligible employees (the “**Reservation**”) or to provide a

discount to the IPO price to retail individual bidders, eligible employees or such other eligible categories of investors (the “Discount”), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“**RESOLVED FURTHER THAT** subject to such regulatory approvals as may be required, the IPO shall be to such persons, who may or may not be shareholders of the Bank, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Bank, and other persons or entities, as may be permissible under applicable law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the Banking Regulation Act, 1949, as amended, the SCRA, SCRR and FEMA.”

“**RESOLVED FURTHER THAT** the Equity Shares, whether pursuant to the Direct Listing or the IPO, shall be listed on one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the IPO as aforesaid shall be subject to the Memorandum and Articles of Association of the Bank and shall rank *pari passu* with the existing Equity Shares in all respects, including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** in consultation with the stock exchanges an oversubscription, to the extent of 1% of the IPO may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.”

“**RESOLVED FURTHER THAT** all monies received out of the IPO shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the IPO shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Bank and/or the selling shareholders shall pay interest on failure thereof, as per applicable law.”

“**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred by way of the IPO, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Bank, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with applicable law.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Bank, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Direct Listing and the IPO, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Bank in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Bank, as the case may be.”

“**RESOLVED FURTHER THAT** any of the Directors, the Compliance Officer, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities.”

**By Order of the Board,
For The Catholic Syrian Bank Ltd.,**

Sd/-

**Sijo Varghese
Company Secretary**

**Place: Thrissur
Date: March 28, 2019**

NOTES:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013, as amended stating the material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date fixed for the purpose **i.e., March 30, 2019**. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form, to their email addresses registered with their Depository Participants / the Bank's Registrar and Transfer Agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed business reply envelope. **If any person who is not a member/ceased to be a member as on the cut-off date should treat this notice for information purpose only.**
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **March 30, 2019** will be considered for the purpose of voting / e-voting. There will be one Postal Ballot Form for every folio/ client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. In case of non-receipt of the Postal Ballot Form or for request of duplicate ballot form or for any query relating thereto, the Members may contact the Bank's Registrar & Transfer Agents, M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Phone: +91 422 4958995, 2539835-836, Fax: +91 422 2539837, e-mail: info@skdc-consultants.com or send an e-mail at investors@csb.co.in
6. In compliance with Sections 108 and 110 of the Companies Act, 2013, as amended and the Rules made there under, the Bank has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. However, e-voting is optional. The instructions for electronic voting are annexed to this Notice.
7. Member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours **on Saturday, May 04, 2019 at 5.00 p.m. (IST)**. The postage of such envelope will be borne by the Bank. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours **on Saturday, May 04, 2019 at 5.00 p.m. (IST)** it will be considered that no reply from the Member has been received. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.
9. The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO/Company Secretary of the Bank after the completion of the scrutiny of the postal ballots and e-voting. The result of the postal ballot will be declared by the Chairman/ Managing Director/Company Secretary on or before **05:30 p.m. on Monday, May 06, 2019** at the Registered Office of the Bank at CSB Bhavan, St. Mary's College Road, Post Box No.502, Thrissur, Kerala-680 020. The result declared would be displayed at the registered office of the Bank and also displayed along with the Scrutinizer's report on the Bank's website www.csb.co.in and on the website of CDSL immediately after the declaration of result.
10. All the documents referred to in the statement of material facts will be available for inspection at the registered office of the Bank during working hours on all working days from the date of dispatch of the Notice till **Saturday, May 04, 2019 at 5.00 p.m. (IST)**.
11. In support of the "Go Green Initiative" announced by the Government of India and in terms of Section 101 of the Companies Act, 2013 and Rule 18 of the Companies (Management & Administration) Rule, 2014, each as amended, the Bank has been sending Annual Report, Notice of the Annual General Meeting and other communications through the e-mail ID's to those shareholders whose e-mail ID's are registered with the Bank/ Depository Participant(s) for communication purposes. We request all of our shareholders who are holding shares in the Bank and who have not yet registered their email ID's with the Bank to avail this facility by registering their e-mail ID's, preferably personal ID's, at the earliest so that the Bank can dispatch all the communications to these email ID's. The e-mail registration and ECS mandate form can be downloaded from the Bank's website www.csb.co.in under the head '**Investor Relations → Shareholders Corner → Forms**'.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS

Item No.1

Adoption of new set of Articles of Association of the Bank.

Pursuant to the approval (bearing no. DBR.PSBD.No.341/ 16.01.060/2018-19) granted by the Reserve Bank of India in favour of FIH Mauritius Investments Ltd on July 12, 2018, as may be amended or extended from time to time (“**RBI Approval**”), our Bank is planning to list its equity shares (“**Equity Shares**”) on the stock exchanges either through initial public offering of Equity Shares or direct listing of its Equity Shares in the event the Securities and Exchange Board of India (“**SEBI**”) permits such direct listing. In this connection, it is necessary to make some alterations to the existing articles of association of the Bank, which was amended on December 11, 2018 by resolution passed by members through postal ballot to incorporate the relevant clauses of the agreement entered into, between the Bank and FIH Mauritius Investments Ltd. (FIH-M), in terms of the provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the rules thereunder and all other applicable rules and regulations for listing of the shares.

As substantial changes are required, the current articles of association, are proposed to be replaced in entirety with a new set of Articles of Association. The proposed articles of association (“**Articles**”) of the Bank comprises two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. Part A is the present articles of association, approved by the shareholders of the Bank on December 11, 2018. Part B is the articles of association which is in line with the applicable listing requirements. Part A of the Articles of Association shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to an initial public offering of the Equity Shares of the Bank, without any further action, including any corporate action, by the Bank or by the shareholders.

Accordingly, your Directors recommend the passing of Resolution as Item No. 1, for adoption of a new set of Articles of Association of the Bank as recommended, for your approval by way of a Special Resolution in terms of Section 14 of the Companies Act, 2013, as amended.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No.1 except to the extent it deals with the changes in regulations governing their own appointments and terms and conditions relating thereto, or to their continuing to hold the office.

A draft copy of the new set of Articles of Association and existing Articles of Association is available for inspection at the Bank’s Registered Office during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting. Members, who would like to avail a copy of the new set of Articles of Association, may request for a copy of the same by writing to the Company Secretary at investors@csb.co.in or Registered office of the Bank.

Item No. 2

Change of name of the Bank from ‘The Catholic Syrian Bank Limited’ to ‘CSB Bank Limited’

The present name of the Bank ‘The Catholic Syrian Bank Limited’ has been a local oriented brand name for those in the state of Kerala and nearby states over the last ten decades, though it has branches in many states, spread across India. Further, there is a perceived misconception by the general public, of the Bank being owned by a particular Community, but this is not true. In addition to that, many foreign institutions who are dealing with the Bank, misconstrue that the Bank has a foreign orientation. Hence, many customers even within India are averse to conducting any business dealings with the Bank. Many Foreign customers having very good business connections in India also avoid dealing with the Bank for the simple reason that, it has a part of the name, which either reflects religious community interference or has that portion in its name, which represents a foreign country.

Considering the expansion plan envisaged, filled with substantial opportunities, both within the country and abroad, a name well acceptable across would be appropriate especially in the context of transformation initiatives in the realms of product, people, process, place and most importantly, in perception. With a strong management team at the top and being sufficiently capitalised in view of recent investment made by strategic investor, Bank is churning the tide of transformation with end-to-end capabilities.

The Board feels that change in name seems to be a hygiene factor for expanding customer base and for growing trade finance portfolio apart from setting the stage for expansion and also in overcoming difficulties while dealing with international

transactions. It is also felt appropriate that the Bank should rejuvenate its brand to be more focused, not only in its business acumen, but also on new age customers and stakeholders. Accordingly it is felt that, a name which is widely acceptable and recognisable across, would be appropriate to the Bank in many ways. In this context, the Board of Directors considered the proposal to change the name of the Bank from 'The Catholic Syrian Bank Limited' to 'CSB Bank Limited'.

In terms of Section 13 of the Companies Act, 2013, the name of the Bank can be changed by passing a Special Resolution by the members and upon approval of the Central Government signified in writing (which has been delegated to the Registrar of Companies pursuant to the notification dated May 21, 2014 by the Ministry of Corporate Affairs, Government of India). Further, a prior approval of the Reserve Bank of India would also be required for change of name as per Sections 49B & 49C of the Banking Regulation Act, 1949. The name 'The Catholic Syrian Bank Limited' wherever it appears in the Memorandum and Articles of Association of the Bank be substituted by the name 'CSB Bank Limited' post receipt of approvals.

Accordingly, your Directors recommend the special resolution for the change of name of the Bank for the approval of the shareholders, subject to requisite approvals.

None of the Directors or Key Managerial Personnel of the Bank either directly or through their relatives are in any way concerned or interested in the Resolution set out at item No.2.

All the documents referred to in the statement of material facts will be available for inspection at the registered office of the Bank during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

Item No. 3

Increase in Authorized Capital of the Bank.

The present authorized capital of the Bank is Rs. 200 crore. Out of this, the Bank has issued shares/ warrants convertible into equity shares to the tune Rs.167.26 crore. The balance un-issued equity share capital in terms of nominal value and available for further issue is Rs. 32.74 crores.

In view of the forthcoming fund raising plan of the Bank to support its assets growth and to comply with the regulatory requirements to list the shares of the Bank on the stock exchanges , the Bank has to issue shares to the potential investor/s and the present unissued shares will not be sufficient in such cases. Hence, it is proposed to enhance the authorized capital by altering the capital clause in the Memorandum of Association on the lines as proposed in the draft resolution. The Bank has sought 'no objection' from the Reserve Bank of India under Section 49C of the Banking Regulation Act, 1949, for increasing the authorized capital by altering the capital clause in the Memorandum of Association.

The Articles of Association of the Bank read with Sections 13 and 61 of the Companies Act, 2013, as amended, authorizes and permits the Bank to increase its authorized capital by passing ordinary resolution of shareholders. Hence the resolution is proposed which is recommended for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Bank, either directly or through their relatives, are in any way concerned or interested in the Resolution set out at item No.3.

All the documents referred to in the statement of material facts will be available for inspection at the registered office of the Bank during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

Item No. 4

Foreign Investment Limits in the Bank

Pursuant to the approval of the shareholders in the extraordinary general meeting of the Bank held on February 19, 2015, the Bank had approached the erstwhile Foreign Investment Promotion Board ("FIBP") for increasing the FDI limit in the Bank to 74% of the paid up capital of the Bank in the context of the IPO plan, which was mooted at the time, and obtained approval in August 19, 2015. The said approval of FIPB was subsequently amended by Department of Financial Services (DFS) in October 9, 2018 on a specific request made by the Bank, post receipt of shareholders approval in March 21, 2018, to enable the Bank to accept foreign investment up to 51% of the post issued share capital of the Bank from FIH Mauritius Investment Ltd.

Board feels that approval of FIBP in 2015 which was subsequently amended in 2018 to accept investment from FIH Mauritius Ltd., may be amended again and in this connection DFS has to be approached, afresh for amending the approval so as to

enable the Bank to accept Foreign investment in all forms for the unexhausted limit of earlier approvals but within limit of 74% paid up capital of the Bank from all categories of eligible foreign investors in any manner, either directly/through secondary market acquisition/ through stock exchanges mechanism / any other permitted mode in terms of the Consolidated Foreign Direct Investment Policy Circular of 2017 ("**Consolidated FDI Policy**") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended ("**FEMA 20 Regulations**") or such other higher limit as may be prescribed, from time to time.

The existing aggregate holding of non-resident investors in the Bank's equity share capital is approximately 28.84%. Post conversion of warrants and partly paid up shares be made fully paid up by FIHM, the non-resident shareholding in the Bank will increase to 62.71%.

Board feels that in light of the proposed IPO and consequent listing of the Equity Shares, the foreign shareholding of the Bank may increase beyond 62.71% of the Bank's paid up Equity Share capital. Furthermore, post listing of the Equity Shares, in order to enhance the liquidity of the Equity Shares, and to permit eligible foreign investors to purchase the Equity Shares on the stock exchanges without breaching the existing foreign direct investment limits, it would be beneficial to increase the limits of foreign direct investment of the Bank to the regulatory cap of 74%.

None of the Directors or Key Managerial Personnel of the Bank, either directly or through their relatives are in any way concerned or interested in the Resolution set out at item No.4.

All the documents referred to in the statement of material facts will be available for inspection at the registered office of the Bank during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

Item No. 5

Approve CSB Employee Stock Option Scheme 2019 of the Bank

The Bank appreciates the critical role people play in the organizational growth. It strongly feels that the value created by its people should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize talents, the Bank is intending to issue employee stock options under an employee stock option scheme namely CSB Employee Stock Option Scheme 2019 ("**ESOS 2019**"/ "**Scheme**") to the employees and whole-time and executive directors of the Bank, as determined from time to time. It is proposed to administer the Scheme through an employee stock option trust ("**ESOS Trust**") in the nature of an irrevocable employee welfare trust to be set-up by the Bank in due compliance with applicable laws subject to the approval of the Scheme by its members.

ESOS 2019 proposed is to be adopted in due compliance with the Companies Act, 2013 along with rules thereunder, namely, the Companies (Share Capital and Debentures) Rules 2014 and other applicable laws including Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**") to the extent applicable and desirable.

As per prevailing rules, approval of the members is required for implementation of the Scheme.

Particulars as required under S.62 (1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

a) Brief description of the scheme:

The Bank proposes to introduce the ESOS 2019 primarily with a view to attract, retain and motivate the existing employees of the Bank, new employees joining the Bank and its whole-time and executive director(s) (jointly referred to as "Employees"), that would lead to higher corporate growth. The ESOS 2019 contemplates grant of options to the eligible employees, as may be determined in due compliance of applicable laws and provisions of the ESOS 2019. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Bank from the ESOS Trust subject to payment of exercise price, and satisfaction of any tax obligation arising thereon.

ESOS Trust of the Bank shall administer the ESOS 2019. The Nomination & Remuneration Committee ("**Committee**") of the Bank shall supervise the ESOS 2019. All questions of interpretation of the ESOS 2019 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2019.

b) Total number of options to be granted:

A maximum of 50,00,000 (Fifty Lakhs only) options would be available for being granted to eligible Employees of the Bank under ESOS 2019 in one or more tranches from time to time convertible into one equity share of face value of Rs. 10.

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 Board is authorized to re-grant such lapsed / cancelled options as per the terms of ESOS 2019. However, once underlying shares are delivered upon exercise of options, the shares reserved for Scheme purposes would reduce.

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 will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Bank to the option grantees for making such fair and reasonable adjustment, the approved maximum ceiling of options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Employee Stock option Scheme:

All permanent employees and whole-time or executive directors (referred to as “**Employees**”) of the Bank shall be eligible subject to determination or selection by the Committee. However, following classes of employees/ Directors shall not be eligible who are:

- a) Independent Directors;
- b) Promoters or persons belonging to promoter group; and
- c) Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Bank.

d) Appraisal Process for determining the eligibility of the Employees

The options shall be granted to the Employees as per performance appraisal system of the Bank and the Committee at its discretion may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role, and future potential of Employees.

e) Requirements of vesting and period of vesting:

The options granted shall vest so long as the Employee continues to be in the employment/ service of the Bank. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

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

f) The maximum period within which the options shall be vested:

The options granted shall vest in not more than 10 (Ten) years from the date of grant of such options.

g) Exercise price or pricing formula:

The exercise price per option shall be determined by the Committee in accordance with applicable laws, and shall not be less than the face value of underlying shares as on date of grant.

h) Exercise period and the process of exercise:

The 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 approved by the Committee from the date of grant of such option. Thus, expiry of exercise period in respect of options granted in a tranche of grant shall be same for all options in such tranche of grant.

In case of separation from employment/ service, shorter exercise periods (shorter than the normal exercise period as stated above) have been specified in the Scheme depending on kind of separation from employment/ service of the Bank.

The options will be exercisable by the employees by a written application to the ESOS Trust along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The options will lapse if not exercised within the specified exercise period.

i) Lock-in period:

The shares transferred pursuant to exercise of options shall not be subject to any lock-in period.

Provided however that in connection with an initial public offering of equity shares (“**IPO**”) of the Bank on any recognized stock exchange in India, the equity shares delivered on exercise of options cannot be transferred for such period from the date of allotment / transfer of equity shares pursuant to the IPO, as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. After the IPO, the shares delivered on exercise cannot be transferred for such period from the date of delivery as prescribed under the Code of Conduct for Prevention of Insider Trading of the Bank, if any prevailing at that time, read with Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015. Further post IPO, equity shares delivered on exercise of options may be subject to lock-in requirements, as may be prescribed under the SEBI SBEB Regulations, to the extent applicable.

j) Maximum number of options to be issued per employee and in aggregate:

The maximum number of options that may be granted to an eligible Employee per such Employee and in aggregate under ESOS 2019 shall vary depending upon the designation, role, criticality and the appraisal process however shall not exceed the ceiling as specified or determined, from time to time as per the Comprehensive Compensation Policy of the Bank implemented as per guidelines of the Reserve Bank of India. Subject to the applicable law, the aggregate of all such stock options shall not result into more than 50,00,000 (fifty lakh) equity shares which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Bank from time to time.

k) Method of option valuation:

To calculate the employee compensation cost, the Bank shall use the intrinsic value method, or any other method as required by prevalent regulations for valuation of the options granted.

In case the Bank calculates the employee compensation cost using the intrinsic value of the options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the directors' report and also the impact of this difference on profits and on earnings per share of the Bank shall also be disclosed in the directors' report.

In case Ind AS 102 is made applicable, the Bank shall use the fair value method, or any other method as required by prevalent regulations for valuation of the options granted and the reporting in the manner as may be prescribed.

l) The conditions under which option vested in Employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Bank policies or the terms of employment (referred to as “Cause” in the Scheme).

m) The specified time period within which the Employee shall exercise the vested options in the event of a proposed termination of employment or resignation of Employee:

In case of resignation/ termination (other than due to Cause) all the vested options as on that date can be exercised by the Employee immediately after, but in no event later than 2 (Two) months from the date of such resignation / termination or before the expiry of the exercise period, whichever is earlier.

In case of termination of an Employee due to Cause, all options whether vested or not (i.e. both vested and unvested options) shall lapse.

n) Disclosure and Accounting Policies:

The Bank shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines/ Standards read with other applicable laws.

o) Maximum quantum of benefits to be provided per Employee under the ESOS 2019:

There is no other benefit except grant of options which shall be subject to such limitations as specified at point (j) above.

p) Implementation or administration of the ESOS 2019:

ESOS 2019 shall be implemented and administered through an ESOS Trust of the Bank. The set-up of the proposed ESOS Trust by the Board is subject to approval of the ESOS 2019.

q) Source of acquisition of shares under the ESOS 2019:

ESOS 2019 envisages issuance of fresh shares to the ESOS Trust.

r) Amount of loan to be provided for implementation of the Scheme by the Bank to the ESOS Trust, its tenure, utilization, repayment terms, etc.:

The Bank shall not provide any financial assistance by way of any loan, or guarantee or security in connection with any loan to the ESOS Trust. The ESOS Trust shall on its own arrange to meet its funding requirement from the sources other than the Bank and on such terms and conditions that are in line with extant market conditions or as negotiated with the lenders.

As the Scheme provides for issue of shares to be offered to persons other than existing shareholders of the Bank, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Bank and any other applicable laws. Accordingly, your Board recommends passing of the special resolution as set out in the accompanying notice.

A draft copy of the Scheme is available for inspection at the Bank's Registered Office during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

None of the Directors, Key Managerial Personnel of the Bank and their relatives are in any way, concerned or interested in this resolution, except to the extent of the options/ shares that may be offered to them under the Scheme.

Item No. 6

Listing of Equity Shares, either by way of a direct listing of its Equity Shares or by way of an initial public offer of Equity Shares.

Pursuant to the approval (bearing no. DBR.PSBD.No.341/ 16.01.060/2018-19) granted by the Reserve Bank of India in favour of FIH Mauritius Investments Ltd on July 12, 2018, as may be amended or extended from time to time ("**RBI Approval**"), the Bank is evaluating option to list its equity shares of face value of Rs.10 ("**Equity Shares**") either through direct listing, which is without an initial public offering in accordance with, and subject to applicable law.

Further, the Bank is also evaluating an option to issue and/or transfer such number of Equity Shares aggregating up to Rs. 5,000million (including share premium), including by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Bank ("**Fresh Issue**"), and/or an offer of sale of Equity Shares by certain of the existing shareholders of the Bank ("**Offer for Sale**" and together with the Fresh Issue, the "**IPO**"), on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), with an option to the Bank to retain an oversubscription to the extent of 1% of the Fresh Issue size for the purpose of making allotment in minimum lots, to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws.

The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares of the Bank.

Material information pertaining to the IPO is as follows:

S. No	Particulars	Details
1.	Objects of the Offer	The proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with SEBI in connection with the IPO. The Board of Directors of the Bank has the authority to modify the above objects on the basis of the requirements of the Bank.
2.	Offer Price	The price at which the Equity Shares will be allotted and / or transferred through the IPO, as well as the price band within which bidders in the IPO will be able to bid for Equity Shares offered in the IPO shall be determined and finalized by the Bank (and the selling shareholders, if relevant) in consultation with the book running lead managers to the IPO in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
3.	Intention of Promoters/Directors/ Key Managerial Personnel to subscribe to the offer	As on date, the Bank has not identified any promoter. Further, the directors or the Key Managerial Personnel may bid for equity shares in the IPO in accordance with the SEBI ICDR Regulations.
4.	The change in control, if any, in the Bank that would occur consequent to the IPO.	No change in control of the Bank or its management is intended or expected pursuant to the IPO.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-IPO placement of equity shares, prior to registration of the red herring prospectus relating to the IPO with the Registrar of Companies, Kerala at Ernakulam, the size of the IPO would be reduced to the extent of Equity Shares issued and subscribed under the pre-IPO placement and the price at which such pre-IPO placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Bank in consultation with the book running lead managers to the IPO.

The Board of the Bank recommends the special resolution for your approval. Additionally, to the extent that any of the above requires any amendments to be made in terms of the Companies Act, 2013, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Bank in connection with the IPO, the Board is empowered to, and will, make the necessary amendments.

All the documents referred to in the statement of material facts will be available for inspection at the registered office of the Bank during official hours on all working days until closure of time for casting vote through postal ballot/ e-voting.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of any equity shares that may be allotted and / or transferred to them pursuant to the IPO.

**By Order of the Board,
For The Catholic Syrian Bank Ltd.,**

Sd/-

**Place: Thrissur
Date: March 28, 2019**

**Sijo Varghese
Company Secretary**

INSTRUCTIONS

I. Process and manner for members opting to vote by electronic means

Electronic Voting

Electronic copy of the Notice is being sent to all the members whose e-mail id is registered with the Bank/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copy of Notice is sent through the permitted mode separately.

Voting Through Electronic Means

In case of Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on **Friday, April 05, 2019 on 09:00 a.m (IST)** and ends on **Saturday, May 04, 2019 on 05:00 p.m (IST)**. During this period shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of **March 30, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for

voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN <**The Catholic Syrian Bank Ltd**> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Details of persons to be contacted for issues relating to remote e-voting : Mr. Rakesh Dalvi, Manager, e-Voting helpdesk, Central Depository Services (India) Limited (CDSL), Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013, Tel: 022-23023333, Fax: 022-23002043, Toll Free No.: 1800225533 or through e-mail at helpdesk.evoting@cdslindia.com or Mr. K. Jayakumar, Manager – Systems & Support, S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Phone: +91 422 4958995, 2539835-836, Fax: +91 422 2539837 E -mail: info@skdc-consultants.com

II. In case of members desiring to exercise vote by Postal Ballot :

Members desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.