

**THE CATHOLIC SYRIAN BANK LIMITED**

**Registered Office:** "CSB Bhavan", St.Mary's College Road,  
Post Box No. 502, Thrissur - 680 020, Kerala.

**Tel:** +91 487 - 2333020; **Fax:** +91 487 - 2338764; **Website:** www.csb.co.in, **Email:** investors@csb.co.in  
**Corporate Identity Number:** U65191KL1920PLC000175

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 95<sup>th</sup> Annual General Meeting of the shareholders of the Bank will be held at **Kousthubham Auditorium**, Shoranur Road, Thrissur- 680 001 on **Friday, the 23<sup>rd</sup> of September 2016 at 10.00 a.m.** to transact the following business: -

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri K. Subrahmanya Sarma (DIN01505787) who retires by rotation. Shri. K. Subrahmanya Sarma has informed the Bank in writing, of his intention not to seek re-appointment as a Director of the Bank, as he has completed 70 years of age and hence, does not seek re-appointment in tune with the extant RBI guidelines. It is proposed to appoint an Independent Director in place of the retiring Director.

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 in accordance with the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri Alok Kochhar (DIN 07336899), be and is hereby appointed an Independent Director of the Bank to hold office for a period of three (3) years with effect from the date of this Annual General Meeting".

A profile of the appointee is furnished in the Explanatory Statement appended hereto.

3. To appoint Statutory Central Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to authorise the Board of Directors to fix their remuneration. The existing Statutory Auditors M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No.0042075) retire at the Annual General Meeting. The said Auditors have completed a continuous tenure of four years as Statutory Central Auditors of the Bank and hence due for a change according to the RBI's policy of rotation and resting of Auditors. Appointment of new Auditors has to be made at the Annual General Meeting in place of the retiring Auditors. Considering the extant RBI guidelines on appointment of Statutory Central Auditors and their tenure of appointment, the Board of Directors have proposed to make the appointment of Auditors on a yearly basis as hitherto, and necessary approval of the RBI in terms of section 30(1 A) of the Banking Regulation Act, 1949 has been sought for the appointment of the new Auditors named in the resolution below, for the ensuing year.

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 and other applicable provisions, if any, of the Companies Act, 2013 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 the Reserve Bank of India (“**RBI**”) from time to time, and subject to approval from the RBI, M/s. R. G. N. Price & Co., Chartered Accountants, G 234, Panampally Nagar, Cochin – 682 036(FRN 002785S), be and is hereby appointed as Statutory Central Auditors of the Bank, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank, and that the Board of Directors of the Bank be and is hereby authorised to fix the remuneration of the Auditors, including out of pocket expenses for carrying out the audit, based on the recommendation of the Audit Committee of the Board”.

#### **SPECIAL BUSINESS**

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

**“RESOLVED THAT** the Board of Directors of the Bank be and is hereby authorized to appoint in consultation with the Statutory Central Auditors, the Branch Auditors who are qualified to act as Auditors pursuant to Sections 139, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Banking Regulation Act, 1949, for the purpose of audit of the branches of the Bank for the year 2016-17, and to fix the remuneration of the Branch Auditors including out of pocket expenses for carrying out the audit, based on the recommendation of the Audit Committee of the Board.”

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Madhavan Karunakaran Menon (DIN- 00008542), be and is hereby appointed an Independent Director of the Bank to hold office for a period of three (3) years with effect from the date of this Annual General Meeting”.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Sumeer Bhasin (DIN : 00952238), be and is hereby re-appointed an independent director of the Bank to hold office for a further period commencing from September 26, 2016 to August 27, 2017”.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Smt. Radha Unni (DIN : 03242769), be and is hereby re-appointed an independent director of the Bank to hold office for a further period of two (2) years commencing from September 26, 2016”.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. M. Madhavan Nambiar (DIN:03487311), be and is hereby re-appointed an independent director of the Bank to hold office for a further period of two (2) years commencing from September 26, 2016”.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. S. Ramakrishnan (DIN:02255401), be and is hereby re-appointed an independent director of the Bank to hold office for a further period of two (2) years commencing from September 26, 2016”.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Bobby Jos C (DIN:03270042), be and is hereby re-appointed an independent director of the Bank to hold office for a further period of two (2) years commencing from September 26, 2016”.

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

**“RESOLVED THAT** pursuant to Article 144 of the Articles of Association of the Bank read with Section 196 and other applicable provisions if any, of the Companies Act, 2013 and pursuant to the approval accorded by the Reserve Bank of India (RBI) under Section 35B of the Banking Regulation Act, 1949, sanction be and is hereby accorded for the revision in the tenure of appointment as two years from July 4, 2015, as well as the revised remuneration payable effective February 1, 2016 as detailed in the explanatory statement annexed hereto, to Shri. Anand Krishnamurthy, Managing Director & CEO of the Bank (DIN-01514838)”.

12. 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 42 and 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant Rules thereunder and other applicable provisions, if any, of the said Act, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the Banking Regulation Act, 1949, the Foreign Exchange Management Act, 1999, as amended and in accordance with the provisions of all other applicable laws, rules and regulations including the pricing guidelines of the Reserve Bank of India relating to issue of equity shares, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof and such other

applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued / to be issued thereon by the Government of India, the Reserve Bank of India, and / or any other regulatory / statutory authorities, from time to time, to the extent applicable, the enabling provisions of the Memorandum of Association and Articles of Association of the Bank, and subject to statutory, regulatory and government approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as “the Board”, which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the Bank be and is hereby accorded to the Board to undertake an offer on a preferential basis of its equity shares of face value of ₹ 10 each (“Equity Shares”) aggregating upto ₹1,584,462,720/- (Rupees One hundred and fifty eight Crore forty four lakh sixty two thousand seven hundred and twenty Only) through the creation, issue, offering and allotment, in its absolute discretion of up to 1,32,03,856 equity shares within the price band of ₹ 100 to ₹ 120 per Equity Share including premium (collectively referred to as “the preferential issue or Offer”) and that the said Equity Shares be offered and allotted on preferential basis to the investors, institutions, entities whether or not such persons or entities presently hold equity shares in the Bank and whose names as stated hereunder with their respective intended share allotments be recorded by the Bank prior to making the Offer and that the issue/offer be made at such time or times and on such other terms and conditions and in such manner as may be decided by the Board.

| SI No | Name & address of the proposed Allottees  | Maximum no of shares | Class/ Category               | Whether existing shareholder |
|-------|---|----------------------|-------------------------------|------------------------------|
| 1     | Edelweiss Tokio Life Insurance Company Limited<br>Tower 3, Wing B, Kohinoor City Mall, Kohinoor City,<br>Kiroil Road, Kurla (W), Mumbai - 400 070 | Upto<br>2,500,000    | Insurance<br>Company-Domestic | No                           |
| 2     | Reliance Capital Limited<br>No.570, Rectifier House, Naigaum Cross Road,<br>Wadala (W), Mumbai 400 031.   | Upto<br>4,226,928    | Body Corporate-<br>Domestic   | No                           |
| 3     | ICICI Prudential Life Insurance Company Limited<br>ICICI Prulife Towers, 1089, Appasaheb Marathe Marg,<br>Prabhadevi, Mumbai - 400 025            | Upto<br>4,226,928    | Insurance<br>Company-Domestic | No                           |
| 4     | HDFC Standard Life Insurance Company Limited<br>13th Floor, Lodha Excelus, Apollo Mills Compound,<br>N M Joshi Marg, Mahalaxmi, Mumbai – 400 011  | Upto<br>4,226,928    | Insurance<br>Company-Domestic | No                           |
| 5     | Bennett, Coleman & Co. Ltd.<br>The Times of India Building, Dr. D. N. Road,<br>Mumbai - 400 001   | Upto<br>1,500,000    | Body Corporate-<br>Domestic   | No                           |
| 6     | Bharti AXA Life Insurance Company Limited<br>601 & 602, Raheja Titanium, Off Western Express<br>Highway, Goregaon East, Mumbai - 400 063.         | Upto<br>4,226,928    | Insurance<br>Company-Domestic | No                           |
| 7     | Bajaj Allianz General Insurance Company Limited.<br>GE Plaza, Airport Road, Yerawada, Pune -411 006   | Upto<br>750,000      | Insurance<br>Company-Domestic | No                           |

**“RESOLVED FURTHER THAT** the issue of the Equity Shares as aforesaid shall be, inter alia, subject to the following terms and conditions:

- (i) The Equity Shares to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Bank; and

(ii) The Equity Shares to be issued and allotted in the issue shall rank paripassu inter se and with the then existing Equity Shares of the Bank, in all respects including dividend”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable, to settle any question, difficulty or doubt that may occur or arise in regard to the issue of equity shares, to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any other consent or approval of the shareholders to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to any Committee(s) of Directors, the Managing Director or such other Officer(s) of the Bank as it may deem fit to give effect to the aforesaid resolution”.

**“RESOLVED FURTHER THAT** the authority conferred on the Board by this resolution for issue of shares on preferential basis be exercised by the Board in its sole and absolute discretion and the Board shall be at liberty to allot or not to allot shares or to make partial / proportionate allotment, to any one or more of the investors as listed in this resolution”.

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

Sd/-  
**(Sijo Varghese)**  
Company Secretary

Place :Chennai  
Date :10.08.2016

**Notes:**

1. **A member/beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the bank. A person shall not act as proxy for more than Fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. The proxies in order to be effective should be lodged with the Registered Office of the Bank not less than 48 hours before the commencement of the meeting.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend on their behalf at the Meeting.
3. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the Registered Office of the Bank, in physical or electronic form, on all working days between 10 a.m. to 2 p.m. and on 23<sup>rd</sup> September 2016, upto the conclusion of the Annual General Meeting.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto.
5. Brief profile of the Directors proposed to be appointed / re-appointed is furnished in the Explanatory Statement referred to above.
6. The Register of Members and Share Transfer Books of the Bank will remain closed from 17<sup>th</sup> of September 2016 to 23<sup>rd</sup> September 2016 (both days inclusive). Transfers received during book closure will be considered only after re-opening of Register of Members
7.
  - (a) All dividends remaining unclaimed/unpaid upto and including for the financial year 1993-94 have been transferred to the General Revenue Account of the Central Government. Any claim in respect of such transferred dividends may be made to Registrar of Companies, Kerala, Company Law Bhavan, BharathMatha College P.O., Kochi - 682021.
  - (b) Unpaid/unclaimed dividends for the financial years 1994-95 to 2007-08 have been transferred to Investor Education and Protection Fund (IEPF). It may be noted that no claim shall lie against the Bank or the Fund established u/s 205C for unpaid/unclaimed dividends once such dividends have been transferred to such Fund.
  - (c) Members are advised to prefer their claims for unpaid/unclaimed dividends, if any, for the years from 2008-2009 onwards, directly to the Bank. Members may please note that the balance of unclaimed dividend for financial year 2008-09 will become due for transfer to IEPF on September 29, 2016 and thereafter no claims can be made by any shareholder against the Bank or the Fund, for the dividend amount of that year.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their share holdings in the Bank. The nomination forms can be downloaded from the Bank's website [www.csb.co.in](http://www.csb.co.in) under the head 'Investor Relation'.
9. Members holding more than one folio for the same set of names may please write to the Registrar & Share Transfer Agents of the Bank viz. M/s. SKDC Consultants Ltd. so that their holdings can be consolidated into one folio.
10. The shares of the bank may be held in dematerialized form. Members may opt for availing the benefits of electronic holding/transfer of shares held by them.
11. M/s. SKDC Consultants Ltd., Coimbatore, is the Registrars & Share Transfer Agents for the Bank's shares. Hence, shareholders are requested to notify changes in their address along with PINCODE to M/s. SKDC Consultants Ltd. in the following address:  
SKDC Consultants Ltd.,  
Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road,  
Ganapathy, Coimbatore –641 006  
Ph: 0422- 2539835, 2539836.  
E-mail: [info@skdc-consultants.com](mailto:info@skdc-consultants.com)

Any other communication/correspondence with regard to equity shares and dividend of earlier years may also be forwarded to M/s. SKDC Consultants Ltd.

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 its Registrar & Share Transfer Agents.

12. 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 provided by the depository, provided that the company shall provide an advance opportunity atleast 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 id recorded or to update a fresh email id and not from the members whose e-mail ID's are already registered.

In view of the above, the Bank hereby requests members who have not updated their e-mail ID's to update the same with their respective Depository Participant(s) or with M/s. SKDC Consultants Ltd., Registrar & Transfer Agents (R&T) 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)/ R&T of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Bank/ R&T quoting their folio number(s).

13. In support of the "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, electronic copy of the Annual Report, AGM notice of the Company inter alia, indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all members whose e-mail ID's are registered with the Bank/ Depository Participant(s) for communication purposes. For members who have not registered their e-mail addresses, physical copies of the Notice of the Company inter alia, indicating the process and manner of e-voting with attendance slip and proxy form are being sent in the permitted mode.
14. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rule, 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, September 16, 2016, 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. Details of the process and manner of Remote e-voting are being sent to all the Members along with the Notice.
15. While providing the facility for voting through electronic means, the Bank is pleased to offer the facility for voting by way of physical ballot at the AGM. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote e-voting', may vote at the AGM through ballot for all businesses specified in the Notice. Members who have exercised their right to vote by Remote e-voting may attend AGM but shall not vote at the AGM. The voting rights of the members shall be in proportion to their shares of the paid up Equity Share Capital of the Bank as on the 'cut-off' date being Friday, September 16, 2016 subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines.
16. Kindly note that members can opt for only one mode of voting i.e. either by physical ballot at the meeting or through remote e-voting.
17. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot form for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting.
18. The route map to the venue of the Annual General Meeting also forms part of this Notice.

## EXPLANATORY STATEMENT

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

### **Item No. 2 (ordinary business)**

#### **Appointment of Shri Alok Kochhar as an Independent Director in place of the retiring director Shri. K. Subrahmanya Sarma**

Shri Alok Kochhar was appointed as an Additional Director of the Bank with effect from May 27, 2016 under the provisions of Section 161(1) of the Companies Act, 2013, and article 129 of the Articles of Association of the Bank. Under the said provisions, he holds office up to the date of this Annual General Meeting. Notice has been received from a member along with a deposit of Rs.1,00,000/- as required by Section 160 of the Act, proposing Shri Alok Kochhar as a candidate for the office of Independent Director of the Bank. Shri Alok Kochhar has consented to act as Independent Director, if appointed. Shri Alok Kochhar is thoroughly experienced in the area of 'Banking and finance', and his appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

Pursuant to Section 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Bank is required to appoint at least two Independent Directors on the Board. The Bank presently has five independent directors. In order to strengthen the Board with more number of independent directors, the Board has proposed the appointment of Shri Alok Kochhar as an independent director.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director can be initially appointed for a term up to five consecutive years. The proposed appointment of Shri Alok Kochhar as independent director is for an initial tenure of three years. The terms and conditions applicable to Independent Director(s) as hosted on the website of the Bank, shall be applicable to the proposed appointment.

The details of the proposed appointee are given below:

|                                      |  |          |
|--------------------------------------|--|----------|
| Name                                 | Shri. Alok Kochhar   |          |
| Date of Birth / Age                  | 12.08.1957   | 58 years |
| Educational Qualification            | P.G.D.M. (MBA) IIM, Ahmedabad; B.Tech. IIT, Delhi  |          |
| Expertise in functional area         | Banking and Finance  |          |
| Experience                           | Shri. Alok Kochhar has a Post Graduate Diploma in Management (MBA) from Indian Institute of Management, Ahmadabad and also is a Chemical Engineer from IIT, Delhi. He has a long career spanning more than three decades, in Bank of America Merrill Lynch, wherein he has acquired a deep holistic knowledge of financial environments, regulatory frameworks and market challenges across the region. He has played an integral role in the establishment of several new businesses for that bank. He was a core member for developing and establishment of internal frame works and processes to drive business excellence, high quality returns, operating efficiencies, prudent risk taking and inclusive growth. He is a well experienced banker. Presently he is associated with M/s. Capitaloptima Advisory Private Limited in the capacity as Director. |          |
| Directorship held in other Companies | M/s. Capitaloptima Advisory Private Limited.   |          |
| No. of shares held in the Bank       | NIL  |          |



|   |  |
|---|--|
| No. of Board meetings attended during his current tenure in office as director and till the date of this Notice | No. of meetings held - 4<br>No. of meetings attended - 3   |
| Details of membership in the Committee of the Board of the Bank   | 1. Capital Planning Committee<br>2. Risk Management Committee<br>3. Nomination & Remuneration Committee<br>4. HR Committee |

The Board of Directors has reviewed the declaration given by Shri Alok Kochhar that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Shri Alok Kochhar is not related to any other Directors or key managerial personnel of the Bank. The Board of Directors has found him suitable for the appointment.

None of the Directors other than Shri Alok Kochhar himself 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. 2.

#### **Item No.4**

##### **Appointment of branch auditors**

In terms of Section 143(8) of the Companies Act, 2013, the Branch Offices of the Bank have to be audited either by Statutory Central Auditors or by other Auditors who are qualified to act as auditors under Section 141 and other applicable provisions if any, of the Act. The Bank intends to entrust the audit of Branch Offices either to the Statutory Central Auditors or other qualified Auditors in consultation with the Statutory Central Auditors on such remuneration, terms and conditions as the Board deems fit and as recommended by the Audit Committee of the Board. Hence, the resolution is proposed which is recommended for approval by the shareholders

None of the 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. 4.

#### **Item No.5**

##### **Appointment of Shri. Madhavan Karunakaran Menon as an Independent Director**

Shri. Madhavan Karunakaran Menon was appointed to the Board on August 10, 2016 as a director in casual vacancy under the provisions of Section 161(4) of the Companies Act, 2013, and article 130 of the Articles of Association of the Bank. Under the said provisions, he holds office up to the date of this Annual General Meeting. Notice has been received from a member along with a deposit of ₹1,00,000/- as required by Section 160 of the Act, proposing Shri. Madhavan Karunakaran Menon as a candidate for the office of Independent Director of the Bank. Shri. Madhavan Karunakaran Menon has consented to act as an Independent Director, if appointed. Shri. Madhavan Karunakaran Menon is thoroughly experienced in the area of 'Banking and finance', and his appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

Pursuant to Section 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Bank is required to appoint at least two Independent Directors on the Board. The Bank presently has five independent directors. In order to strengthen the Board with more number of independent directors, the Board has proposed the appointment of Shri. Madhavan Karunakaran Menon as an independent director.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director can be initially appointed for a term up to five consecutive years. The proposed appointment of Shri. Madhavan Karunakaran Menon as an independent director is for an initial tenure of three years. The terms and conditions applicable to Independent Director(s) as hosted on the website of the Bank, shall be applicable to the proposed appointment.

The details of the proposed appointee are given below:

|   |  |          |
|---|--|----------|
| Name  | Shri. Madhavan Karunakaran Menon   |          |
| Date of Birth / Age   | 12.02.1955   | 61 Years |
| Educational Qualification   | MBA in Finance and International Business from George Washington University.<br>B.A. (Business) degree from George Washington University.  |          |
| Expertise in functional area  | Banking and Finance  |          |
| Experience  | Shri. Madhavan Karunakaran Menon has a varied background having commenced his career in ANZ Grindlays Bank and subsequently worked in Citibank, Emirates Bank and in the Financial Services Division of the Aditya Birla Group. His areas of interest include Treasury, Corporate Lending, Operations, Corporate Governance, Corporate Social Responsibility and Strategic planning. He is presently the Chairman and Managing Director of Thomas Cook (India) Ltd (TCIL) which is the leading integrated travel and travel related financial services company in the country offering a broad spectrum of services that include Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Insurance, Visa & Passport services and E-Business. |          |
| Directorship held in other Companies  | <ol style="list-style-type: none"> <li>1. Thomas Cook (India) Ltd.</li> <li>2. Travel Corporation (India) Ltd.</li> <li>3. Qness Corp Ltd.</li> <li>4. Sterling Holiday Resorts Ltd.</li> <li>5. Cedar Management Consulting Private Ltd.</li> <li>6. SOTC Travel Services Private Ltd.</li> <li>7. Thomas Cook (Mauritius) Holding Co. Ltd.</li> <li>8. Thomas Cook (Mauritius) Travel Ltd.</li> <li>9. Thomas Cook Lanka (Private) Ltd.</li> <li>10. Horizon Travel holdings (Singapore) Private Ltd.</li> <li>11. Luxe Asia Travel (China) Ltd.</li> <li>12. Luxe Asia (Private) Ltd.</li> <li>13. Kuoni Travel (China) Ltd.</li> </ol>   |          |
| No. of shares held in the Bank  | NIL  |          |
| No. of Board meetings attended during his current tenure in office as director and till the date of this Notice | No. of meetings held   | - 1      |
|   | No. of meetings attended   | - 0      |
| Details of membership in the Committee of the Board of the Bank   | NIL  |          |

The Board of Directors has reviewed the declaration given by Shri. Madhavan Karunakaran Menon that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Shri. Madhavan Karunakaran Menon is not related to any other Directors or key managerial personnel of the Bank. The Board of Directors has found him suitable for the appointment.

None of the Directors other than Shri. Madhavan Karunakaran Menon himself 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. 5.

**Item No.6****Re-appointment of Shri. Sumeer Bhasin as Independent Director**

Shri. Sumeer Bhasin was initially appointed as a director of the Bank on August 28, 2009. At the Annual General Meeting held on September 26, 2014, he was appointed as an independent director for a term of two years pursuant to section 149(5) of the Companies Act, 2013. His tenure of appointment expires on September 25, 2016. The proposal is for his re-appointment as independent director for a further period from September 26, 2016 to August 27, 2017 co-terminus with his directorship in the Bank upon completing a continuous tenure of 8 years on the Bank's Board pursuant to section 10A (2A) (i) of the Banking Regulation Act, 1949.

In accordance with Section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

Shri. Sumeer Bhasin fulfills the requirements of independent director as laid down under Section 149(6) of the Companies Act, 2013. The Bank has received from Shri. Sumeer Bhasin, a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The details of the proposed appointee are given below:

|  |  |          |
|--|--|----------|
| Name   | Shri. Sumeer Bhasin  |          |
| Date of Birth / Age  | 29.03.1964   | 52 years |
| Educational Qualification  | B.Com., (Hons.) from University of Delhi and obtained his degree in the year 1985  |          |
| Expertise in functional area   | Finance  |          |
| Experience   | Shri. Sumeer Bhasin (DIN 00952238) has an experience of approximately 25 years in the Finance service sector. His experience spans roles in establishing business, promotion and development of business /ventures, investment evaluation, investment and merchant banking activities, mergers and acquisitions, international trading, media relations, government regulatory compliance and managing with all aspects of Initial Public Offerings. |          |
| Directorship held in other Companies   | <ol style="list-style-type: none"> <li>1. G2 Solutions (India) Private Ltd.</li> <li>2. MSS (India) Private Ltd.</li> <li>3. Veda Botanicals (P) Ltd.</li> <li>4. Fisource Solutions (India) Pvt. Ltd.</li> <li>5. Consilium Futurity Education Pvt. Ltd.</li> <li>6. USTRONICS.com (India) Pvt. Ltd.</li> </ol>   |          |
| No. of shares held in the Bank   | 27000 Shares   |          |
| No. of Board meetings including adjourned attended during his current tenure in office as independent director and till the date of this Notice: | No. of meetings held   | - 33     |
|  | No. of meetings attended   | - 15     |
| Details of membership in the Committee of the Board of the Bank  | <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stakeholders' Relationship Committee</li> <li>3. Committee for Monitoring Large Value Frauds (CMF)</li> <li>4. Customer Service Committee</li> </ol>   |          |

The Bank has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Shri. Sumeer Bhasin for appointment as independent director, under the provisions of Section 149 of the Companies Act, 2013.

Shri. Sumeer Bhasin has consented to act as an Independent Director, if re-appointed.

The Board of Directors has reviewed the declaration given by of Shri. Sumeer Bhasin that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Based on an evaluation made by the Board on the performance of Shri. Sumeer Bhasin as an independent director, the Board considers him fit and suitable for re-appointment. Shri. Sumeer Bhasin is not related to any other Directors or key managerial personnel of the Bank. His re-appointment is also in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

None of the Directors other than the Shri. Sumeer Bhasin himself 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. 6.

#### **Item No.7**

##### **Re-appointment of Smt. Radha Unni as Independent Director**

Smt. Radha Unni was initially appointed as a director of the Bank on September 29, 2011. At the Annual General Meeting held on September 26, 2014, she was appointed as an independent director for a term of two years pursuant to section 149(5) of the Companies Act, 2013. Her tenure of appointment expires on September 25, 2016. The proposal is for her re-appointment as independent director for a further period of two (2) years from September 26, 2016.

In accordance with Section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

Smt. Radha Unni fulfills the requirements of independent director as laid down under Section 149(6) of the Companies Act, 2013. The Bank has received from Smt. Radha Unni, a declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The details of the proposed appointee are given below:

|                                      |  |          |
|--------------------------------------|--|----------|
| Name                                 | Smt. Radha Unni  |          |
| Date of Birth / Age                  | 04.12.1948   | 67 Years |
| Educational Qualification            | M.A, B.Ed., CAIIB  |          |
| Expertise in functional area         | Banking and Finance  |          |
| Experience                           | Smt. Radha Unni (DIN: 03242769) has an experience of approximately 38 years in Banking & Finance Service Sector and held various positions in State Bank of India and retired in the year 2009 as Chief General Manger in charge of Kerala Circle. She was also on deputation to SBI Capital Markets Ltd. for five years where she handled all aspects of Initial Public Offering (IPO), syndication of loans etc. |          |
| Directorship held in other Companies | <ol style="list-style-type: none"> <li>1. Nitta Gelatine India Ltd.</li> <li>2. Muthoot Capital Services Ltd.</li> <li>3. Sundaram BNP Paribas Home Finance Ltd.</li> <li>4. Royal Sundaram Alliance Insurance Company Ltd.</li> </ol>   |          |

|  |   |
|--|---|
| No. of shares held in the Bank   | NIL   |
| No. of Board meetings including adjourned attended during her current tenure in office as independent director and till the date of this Notice: | No. of meetings held - 33<br>No. of meetings attended - 29  |
| Details of membership in the Committee of the Board of the Bank  | <ol style="list-style-type: none"> <li>1. Credit Committee</li> <li>2. Capital Planning Committee</li> <li>3. NPA Management Committee</li> <li>4. Nomination &amp; Remuneration Committee</li> </ol> |

The Bank has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- proposing the candidature of Smt. Radha Unni for appointment as an independent director, under the provisions of Section 149 of the Companies Act, 2013.

Smt. Radha Unni has consented to act as an Independent Director, if re-appointed.

The Board of Directors has reviewed the declaration given by Smt. Radha Unni that she meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that she fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Based on an evaluation made by the Board on the performance of Smt. Radha Unni as independent director, the Board considers her fit and suitable for re-appointment. Smt. Radha Unni is not related to any other Directors or key managerial personnel of the Bank. Her re-appointment is also in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

None of the Directors other than Smt. Radha Unni herself 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. 7.

#### **Item No.8**

##### **Re-appointment of Shri. M. Madhavan Nambiar as Independent Director**

Shri. M. Madhavan Nambiar was initially appointed as a director of the Bank on September 23, 2013. At the Annual General Meeting held on September 26, 2014, he was appointed as an independent director for a term of two years pursuant to section 149(5) of the Companies Act, 2013. His tenure of appointment expires on September 25, 2016. The proposal is for his re-appointment as independent director for a further period of two (2) years from September 26, 2016.

In accordance with Section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

Shri. M. Madhavan Nambiar fulfills the requirements of independent director as laid down under Section 149(6) of the Companies Act, 2013. The Bank has received from Shri. M. Madhavan Nambiar, a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The details of the proposed appointee are given below:

|  |   |          |
|--|---|----------|
| Name   | Shri. M. Madhavan Nambiar   |          |
| Date of Birth / Age  | 09.11.1950  | 65 years |
| Educational Qualification  | BA, MBA   |          |
| Expertise in functional area   | Economics and Finance   |          |
| Experience   | Shri. M. Madhavan Nambiar (DIN 03487311) is a retired IAS officer. He had adorned various positions in the higher echelons of Central and State Government departments and finally came out on superannuation as Secretary to Government of India in the Ministry of Civil Aviation in the year 2010. He is a fellow of the Judge Business School, Cambridge University, has taught at Oxford University and Columbia University. |          |
| Directorship held in other Companies   | <ol style="list-style-type: none"> <li>1. Rediff.com India Ltd.</li> <li>2. Hotel Leela Venture Ltd.</li> <li>3. Punj Lloyd Ltd.</li> <li>4. Loyal Textile Mills Ltd.</li> <li>5. Kerala State Industrial Development Corporation Ltd.</li> <li>6. Air works India Engineering (Private) Ltd.</li> <li>7. Aster DM Healthcare Ltd.</li> </ol>   |          |
| No. of shares held in the Bank   | NIL   |          |
| No. of Board meetings including adjourned attended during his current tenure in office as independent director and till the date of this Notice: | No. of meetings held - 33<br>No. of meetings attended - 23  |          |
| Details of membership in the Committee of the Board of the Bank  | <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. IT Strategy Committee</li> <li>3. Stakeholders' Relationship Committee</li> <li>4. Committee for Monitoring Large Value Frauds (CMF)</li> <li>5. Customer Service Committee</li> <li>6. Corporate Social Responsibility Committee</li> <li>7. HR Committee</li> </ol>   |          |

The Bank has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Shri.M. Madhavan Nambiar for appointment as an independent director, under the provisions of Section 149 of the Companies Act, 2013.

Shri. M. Madhavan Nambiar has consented to act as an Independent Director, if re-appointed.

The Board of Directors has reviewed the declaration given by of Shri. M. Madhavan Nambiar that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Based on an evaluation made by the Board on the performance of Shri.M. Madhavan Nambiar as independent director, the Board considers him fit and suitable for re-appointment. Shri. M. Madhavan Nambiar is not related to any other Directors or Key Managerial Personnel of the Bank. His re-appointment is also in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

None of the Directors other than the Shri. M. Madhavan Nambiar himself 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. 8.

### **Item No.9**

#### **Re-appointment of Shri. S. Ramakrishnan as Independent Director**

Shri. S. Ramakrishnan was initially appointed as a director of the Bank on September 29, 2011. At the Annual General Meeting held on September 26, 2014, he was appointed as an independent director for a term of two years pursuant to section 149(5) of the Companies Act, 2013. His tenure of appointment expires on September 25, 2016. The proposal is for his re-appointment as independent director for a further period of two (2) years from September 26, 2016.

In accordance with Section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

Shri. S. Ramakrishnan fulfills the requirements of independent director as laid down under Section 149(6) of the Companies Act, 2013. The Bank has received from Shri. S. Ramakrishnan, a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act,

The details of the proposed appointee are given below:

|  |  |          |
|--|--|----------|
| Name   | Shri. S. Ramakrishnan  |          |
| Date of Birth / Age  | 31.07.1956   | 60 years |
| Educational Qualification  | B.Com, CA  |          |
| Expertise in functional area   | Accountancy and Finance  |          |
| Experience   | Shri. S. Ramakrishnan is a practicing Chartered Accountant and has more than two decades of experience in the field of Financial Consulting, Corporate Audits, Treasury & Forex, Audit of Banks, Project Finance and Evaluation/Monitoring of Large Borrowers of Banks. Shri. S. Ramakrishnan is founder and Managing Partner of the firm S. Ramakrishnan Associates having office in Chennai. |          |
| Directorship held in other Companies   | 1. Shree Bharathi Cotton Mills Pvt. Ltd.   |          |
| No. of shares held in the Bank   | NIL  |          |
| No. of Board meetings including adjourned attended during his current tenure in office as independent director and till the date of this Notice: | No. of meetings held - 33<br>No. of meetings attended - 32   |          |
| Details of membership in the Committee of the Board of the Bank  | 1. Audit Committee<br>2. Risk Management Committee<br>3. Committee for Monitoring Large Value Frauds (CMF)<br>4. Nomination & Remuneration Committee<br>5. HR Committee  |          |

The Bank has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Shri. S. Ramakrishnan for appointment as an independent director, under the provisions of Section 149 of the Companies Act, 2013.

Shri. S. Ramakrishnan has consented to act as an Independent Director, if re-appointed.

The Board of Directors has reviewed the declaration given by Shri. S. Ramakrishnan that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that he fulfills

the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Based on an evaluation made by the Board on the performance of Shri. S. Ramakrishnan as an independent director, the Board considers him fit and suitable for re-appointment. Shri. S. Ramakrishnan is not related to any other Directors or key managerial personnel of the Bank. His re-appointment is also in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

None of the Directors other than Shri. S. Ramakrishnan himself 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. 9.

#### **Item No.10**

##### **Re-appointment of Shri. Bobby Jos. C as an Independent Director**

Shri. Bobby Jos. C was initially appointed as a director of the Bank on September 30, 2010. At the Annual General Meeting held on September 26, 2014, he was appointed as an independent director for a term of two years pursuant to section 149(5) of the Companies Act, 2013. His tenure of appointment expires on September 25, 2016. The proposal is for his re-appointment as independent director for a further period of two (2) years from September 26, 2016.

In accordance with Section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

Shri. Bobby Jos. C fulfills the requirements of independent director as laid down under Section 149(6) of the Companies Act, 2013. The Bank has received from Shri. Bobby Jos. C, a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The details of the proposed appointee are given below:

|  |   |          |
|--|---|----------|
| Name   | Shri. Bobby Jos C   |          |
| Date of Birth / Age  | 15.05.1973  | 43 years |
| Educational Qualification  | B.Com, MBA  |          |
| Expertise in functional area   | Agriculture & Rural Economy and Accountancy   |          |
| Experience   | Shri. Bobby Jos is a businessman, hailing from an ancestral business family of Thrissur. He is also an agriculturist, managing coconut farms in Thrissur, Tea & Coffee Plantations in Tamil Nadu and deeply involved in farming activities of seasonal crops in different parts of Thrissur and Palakkad districts. |          |
| Directorship held in other Companies   | <ol style="list-style-type: none"> <li>1. Chirakkekaran Builders Pvt. Ltd.</li> <li>2. Keralakshemam Unique Kuries Pvt. Ltd.</li> <li>3. Keralakshemam Kuries Pvt. Ltd.</li> </ol>  |          |
| No. of shares held in the Bank   | 18156   |          |
| No. of Board meetings attended during his current tenure in office as independent director and till the date of this Notice: | No. of meetings held - 33<br>No. of meetings attended - 33  |          |
| Details of membership in the Committee of the Board of the Bank  | <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee</li> <li>2. Audit Committee</li> <li>3. Risk Management Committee</li> <li>4. Stakeholders' Relationship Committee</li> </ol>   |          |



The Bank has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹100,000/- proposing the candidature of Shri. Bobby Jos. C for appointment as independent director, under the provisions of Section 149 of the Companies Act, 2013.

Shri. Bobby Jos. C has consented to act as an Independent Director, if re-appointed.

The Board of Directors has reviewed the declaration given by Shri. Bobby Jos. C that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Based on an evaluation made by the Board on the performance of Shri. Bobby Jos. C as an independent director, the Board considers him fit and suitable for re-appointment. Shri Bobby Jos. C is not related to any other Directors or key managerial personnel of the Bank. His re-appointment is also in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

None of the Directors other than Shri. Bobby Jos. C himself 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.10.

**Item No. 11**

**Revision in terms and conditions of appointment of Managing Director & CEO, Shri. Anand Krishnamurthy**

Shri. Anand Krishnamurthy was appointed as the Managing Director & Chief Executive Officer of the Bank for a period of one year with effect from 4<sup>th</sup> of July 2015, with the approval of the Reserve Bank of India. The same was approved by the shareholders at the Annual General Meeting held on September 22, 2015. Later, the Board of Directors extended the initial tenure of his appointment from one year to two years, from July 4, 2015. Subsequently, as part of the austerity measures Initiated by the Board, Shri. Anand Krishnamurthy voluntarily agreed to draw a reduced salary and perquisites by 20 % with effect from February 1, 2016, from the level already approved by the shareholders. The change in the tenure of appointment and reduction in remuneration, already approved by the RBI, are placed for approval of the Shareholders. Accordingly, the following components of his remuneration stand revised effective from February 1, 2016-

|   |  |  |
|---|--|--|
| 1 | Salary   | ₹28,80,000/- p.a. (reduced from ₹ 36,00,000/- p.a.)  |
| 2 | Consolidated benefit allowance (including car & driver expenses, health insurance, hospitalization, medical reimbursement) | ₹10,94,400/- p.a. (reduced from ₹ 13,68,000/-p.a.)   |
| 3 | Residential Accommodation  | ₹14,40,000/- p.a.(reduced from ₹ 18,00,000/- p.a.) or company leased accommodation within the said limit. Bank will pay refundable rent advance. |
| 4 | Leave Travel Concession  | ₹2,40,000 p.a. (reduced from ₹ 3,00,000/-p.a.)   |
| 5 | Entertainment Expenses   | Upto ₹50,000/- per annum (reduced from ₹ 60,000/- p.a.)  |

Pursuant to Article 144(c) of the Bank's Articles of Association, read with Sec 196(4) of the Companies Act, 2013, payment of remuneration and perquisites to the Managing Director & CEO and any changes there in require approval of the company in General Meeting and hence the resolution proposed, which is recommended for approval by the shareholders.

None of the Directors other than the Managing Director & CEO Shri. Anand Krishnamurthy himself or any of the other Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the resolution set out at Item No. 11.

## **Item No. 12**

### **Issue and allotment of Equity Shares on preferential basis (“Preferential Issue/Offer”)**

The Bank needs to augment its capital base substantially in order to support its growth plan requirements and to comply with the regulatory requirements on capital adequacy. As part of this process, the Bank may have to explore various avenues of raising capital funds.

Accordingly, the Board of Directors proposes to offer, issue and allot upto 1,32,03,856 equity shares to the investors on a preferential basis in accordance with the provisions of Sections 42 and 62 of the Companies Act, 2013 and the Rules made thereunder. The proceeds of the issue are proposed to be utilized to augment the long term Tier I Capital base of the Bank to meet its growth plans and to comply with the regulatory requirements on capital adequacy. The Board believes that the proposed issue and allotment will be in the best interest of the Bank and all its members. The issue is authorised by article 72 of the Articles of Association of the bank.

### **Disclosure as required as per Rule 13 (2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 is as under:**

**i. Objects of the issue**

The objects of the Issue are to augment the Bank’s Tier-I capital base to meet future capital adequacy requirements which are expected to arise out of growth in the Bank’s assets, primarily loans/advances and investment portfolio and to ensure compliance with Basel III and other RBI guidelines.

**ii. Total number of shares to be issued**

The Bank proposes to issue and allot up to 1,32,03,856 equity shares.

**iii. Price or Price Band at/ within which the allotment is proposed**

The issue of shares shall be for cash at a price to be determined by the Board within the price band of ₹ 100 to ₹ 120 per share, including premium.

**iv. Basis on which the price has been arrived at along with report of the Registered Valuer**

The issue price which shall be within the price band, has been arrived at based on the valuation report submitted by M/s. V. Venugopalan & Associates, Thrissur, a firm of independent Chartered Accountants in practice having the prescribed period of experience, and taking into account the instructions/guidelines as contained in the extant RBI guidelines on pricing of shares under preferential offer as well as the relevant Rules prescribed under the Companies Act, 2013. The Board considers the proposed issue price justifiable. The valuation report referred to herein is available at the Registered Office of the Bank for inspection.

**v. Relevant date with reference to which the price has been arrived at**

The Relevant date is March 31, 2016.

**vi. The class / classes of persons to whom the allotment is proposed to be made**

The shares shall be issued and allotted to any one or more of the select Investors, who do not belong to any specific class of persons.

**vii. Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer**

The Bank has no identifiable promoters

None of the Directors or their relatives has the intention to subscribe to the offer.

None of the Key Management Personnel or their relatives has the intention to subscribe to the offer.

**viii. The proposed time within which the allotment shall be completed**

The allotment of shares shall be completed within a period of twelve months from the date of passing of the special resolution and the Bank shall allot shares within sixty days from the date of receipt of the application money.

**ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them**

| Sl. No | Name of the proposed allottees                  | Share holding before the preferential offer | % of Pre issue holding | Maximum No. of shares to be offered | Post preferential offer holding* | % of post preferential offer holding* |
|--------|---|---|------------------------|-------------------------------------|----------------------------------|---------------------------------------|
| 1      | Edelweiss Tokio Life Insurance Company Limited  | -   | 0%                     | 2500000                             | 2500000                          | 2.94%                                 |
| 2      | Reliance Capital Limited                        | -   | 0%                     | 4226928                             | 4226928                          | 4.98%                                 |
| 3      | ICICI Prudential Life Insurance Company Limited | -   | 0%                     | 4226928                             | 4226928                          | 4.98%                                 |
| 4      | HDFC Standard Life Insurance Company Limited    | -   | 0%                     | 4226928                             | 4226928                          | 4.98%                                 |
| 5      | Bennett, Coleman & Co. Ltd.                     | -   | 0%                     | 1500000                             | 1500000                          | 1.77%                                 |
| 6      | Bharti AXA Life Insurance Company Limited       | -   | 0%                     | 4226928                             | 4226928                          | 4.98%                                 |
| 7      | Bajaj Allianz General Insurance Company Limited | -   | 0%                     | 750000                              | 750000                           | 0.88%                                 |

*\*The number of shares and percentages given are only indicative and may change depending on the receipt of application and final allotment of shares by the Board.*

By virtue of the above allotments, none of the above allottees of shares will be exceeding the ceiling limit on the percentage holding of shares/voting rights in the Bank, as prescribed in Section 12B of the Banking Regulation Act, 1949 read with Reserve Bank of India Master Direction Nos.DBR.PSBD.No.56/16.13.100/2015-16 dated November 19, 2015 and Master Direction DCBR.Dir.No.1/13.01.000/2015-16 dated May 12, 2016.

**x. The change in control, if any, in the Bank that would occur consequent to the preferential offer**

No change in the control of the Bank is intended or expected consequent to the preferential issue.

**xi. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

| Sl. No       | Name of the Investor                               | No. of shares allotted | Issue Price |
|--------------|--|------------------------|-------------|
| 1            | Vinod Mohan Nair                                   | 1,000,000              | 100         |
| 2            | Bridge India Fund                                  | 2,500,000              | 100         |
| 3            | Agnus Capital LLP                                  | 1,000,000              | 100         |
| 4            | ICICI Lombard General Insurance Company Limited    | 1,000,000              | 100         |
| 5            | Far East Franchise Pte. Ltd.                       | 1,000,000              | 100         |
| 6            | Yusuff Ali. M.A                                    | 574,000                | 100         |
| 7            | Dr. T. Varghese George                             | 100,000                | 100         |
| 8            | Global 9 Resources Pte. Ltd.                       | 1,496,357              | 100         |
| 9            | Brightness Capital And Advisory Services Pte. Ltd. | 2,000,000              | 100         |
| 10           | Sat Pal Khattar                                    | 700000                 | 100         |
| <b>TOTAL</b> |  | <b>11,370,357</b>      |             |

- xii. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not applicable

- xiii. **The pre- issue and post issue share holding pattern of the Bank**

| Sr. No   | Category  | Pre Issue          |                    | Post Issue         |                    |
|----------|---|--------------------|--------------------|--------------------|--------------------|
|          |   | No. of Shares held | % of Share holding | No. of Shares held | % of Share holding |
| <b>A</b> | <b>Promoters Holding</b>                                    |                    |                    |                    |                    |
| 1        | Indian:   |                    |                    |                    |                    |
|          | Individual  | -                  | -                  | -                  | -                  |
|          | Bodies Corporate  | -                  | -                  | -                  | -                  |
|          | <b>Sub Total</b>  | -                  | -                  | -                  | -                  |
| 2        | Foreign Promoters :   | -                  | -                  | -                  | -                  |
|          | <b>Sub-Total (A)</b>  | -                  | -                  | -                  | -                  |
| <b>B</b> | <b>Non - Promoters Holding</b>                              |                    |                    |                    |                    |
| 1        | <b>Institutional Investors</b>                              | <b>6285661</b>     | <b>8.77</b>        | 13762589           | <b>16.21</b>       |
| 2        | <b>Non - Institutions :</b>                                 | <b>65422321</b>    | <b>91.23</b>       | <b>71149249</b>    | <b>83.79</b>       |
|          | Private Corporate Bodies (including non-resident corporate) | 27522900           | 38.39              | 33249828           | 39.16              |
|          | Directors & Relatives                                       | 1013718            | 1.41               | 1013718            | 1.19               |
|          | Indian Public   | 22397379           | 31.23              | 22397379           | 26.38              |
|          | Others (Including NRIs)                                     | 14488324           | 20.20              | 14488324           | 17.06              |
|          | <b>Sub-Total (B)</b>  | <b>71707982</b>    | <b>100.00</b>      | <b>84911838</b>    | <b>100.00</b>      |
|          | <b>GRAND TOTAL (A + B)</b>                                  | <b>71707982</b>    | <b>100.00</b>      | <b>84911838</b>    | <b>100.00</b>      |

*\*The number of shares and percentages given are only indicative and may change depending on the final allotment of shares by the Board.*

- xiv. **Ranking of equity shares**

Equity shares to be issued and allotted pursuant to the above, shall rank paripassu inter se and with the existing equity shares of the Bank in all aspects.

As per Section 62(1) (c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and Section 42 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the allotment of shares on a preferential basis has to be authorized by the shareholders by way of special resolution. Hence, the Board of Directors recommend this resolution for your approval by way of a Special Resolution.

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 item.

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

Place :Chennai  
Date :10.08.2016

Sd/-  
**(Sijo Varghese)**  
Company Secretary

## **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Bank is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 95<sup>th</sup> Annual General Meeting scheduled to be held on Friday, September 23, 2016 at 10.00 a.m. by electronic means and the business may be transacted through remote e-voting. The Bank has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities as per instructions below.

Please read the instructions for members for remote e-voting before exercising the vote. This communication forms an integral part of the Notice dated 10.08.2016 for the 95<sup>th</sup> Annual General Meeting of the Bank scheduled to be held on 23.09.2016, which is being mailed to you along with the Annual Report for the financial year 2015-16 of the Bank. The Notice of the Annual General Meeting and this communication are also available on the website of the Bank [www.csb.co.in](http://www.csb.co.in)

Details of persons to be contacted for issues relating to remote e-voting : Mr. Rakesh Dalvi, Deputy Manager, e-Voting helpdesk, Central Depository Services (India) Limited (CDSL), 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 Tel: 022-22723333 Fax: 022-22723199 Tollfree No. 18002005533 or through e-mail at [helpdeslk.evoting@evotingindia.com](mailto:helpdeslk.evoting@evotingindia.com) or Mr. K. Jayakumar, Manager – Systems & Support, M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006 Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837 E -mail :[info@skdc-consultants.com](mailto:info@skdc-consultants.com)

The e-voting module shall be disabled for voting on September 22, 2016 at 5.00 p. m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Bank as on September 16, 2016 (cut-off date).

The Board of Directors has appointed Mr. K.P. Mohana Kumar., Company Secretary in Practice, Door No. 36/1848B (New 63/720), Edassery Towers (1<sup>st</sup> Floor), (Near Park Central Hotel), St. Francis Xavier's Church Road, Kaloor South, Ernakulam – 682017 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, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). The Scrutinizer will collate the votes downloaded from the e-voting system and the votes cast at the AGM to declare the results for all resolutions set forth in the notice convening the AGM. On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman, who shall counter sign the same and declare the results of the voting forthwith. The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank [www.csb.co.in](http://www.csb.co.in) and on the website of CDSL immediately after the declaration of result by the Chairman.

### **The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period begins on Monday, September 19, 2016 at 9.00 AM and ends on Thursday, September 22, 2016 at 5.00 PM. During this period, shareholders of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of September 16, 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders".

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on “Login”.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|  | For Members holding shares in Demat Form and Physical Form  |
|--|---|
| PAN  | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul> |
| Dividend Bank Details or Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>  |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant to ‘The Catholic Syrian Bank Limited’.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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.
- (xx) 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](http://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](mailto: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](mailto: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.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## Location Map for the Venue of the 95<sup>th</sup> Annual General Meeting of the Catholic Syrian Bank Limited

