

THE CATHOLIC SYRIAN BANK LIMITED

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

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Corporate Identity Number: U65191KL1920PLC000175

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the shareholders of The Catholic Syrian Bank Limited will be held at Kousthubham Auditorium , Shoranur Road, Thrissur-680 001 on **Wednesday, the 21st of March, 2018 at 10.00 a.m.** to transact the following special business:

1. 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 13, Section 61 and other relevant provisions of the Companies Act, 2013, as amended, read with Article 70 and other relevant clauses in the Articles of Association of the Bank, the present Authorized Capital of the Bank aggregating ₹ 1,20,00,00,000 (Rupees one hundred and twenty crores only), be increased to ₹2,00,00,00,000 (Rupees two hundred crores only) by creation of 80000000 (eight crore) new Equity shares of ₹10 (Rupees ten only) each for an amount of ₹80,00,00,000 (Rupees eighty crores only), and such new shares shall, subject to as provided in Article 73 of the Bank's Articles of Association, be considered to form part of the original capital.

RESOLVED FURTHER THAT the Clause 5 being the Capital Clause in the Memorandum of Association of the bank, be and is hereby altered to read as under:

"5. The Authorized share capital of the company is ₹2,00,00,00,000 (Rupees two hundred crores only) divided into 200000000 (twenty crores) Equity shares of ₹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".

2. Increase in Foreign Direct Investment Limits.

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, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2017 ("**Consolidated FDI Policy**") , as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended ("**FEMA 20(R) Regulations**"), Master Directions of the Reserve Bank of India on Foreign Investment in India 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, as Foreign Direct Investment, in terms of the Consolidated FDI Policy and the FEMA 20(R) 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 before the RBI and the DFS."

3. Alteration 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 Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, Banking Regulation Act, 1949, Banking Laws (Amendment) Act, 2012, guidelines of the Reserve Bank of India (“**RBI**”) 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 subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by RBI, the Board of Directors (herein after referred to as “**the Board**”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept such terms, conditions, stipulations, alterations, amendments or modifications as it may deem fit and the Articles of Association of the Bank be and are hereby altered by adding Article 13 A after the existing Article 13 as follows:

“13.A. Without derogating from the powers conferred under these Articles and Statute and subject to the provisions of the Companies Act, 2013 relating to issue of capital and rules and regulations made thereof from time to time, any further issue of capital (whether forming part of original capital or of any increased capital of the company) shall be offered to such persons (whether members or not) and on such terms and conditions through preferential issue on private placement by means of equity instruments including but not limited to equity shares, warrants, convertible debentures (whether fully or partly convertible, and whether mandatorily or optionally convertible), or any financial instruments with a provision for allotment of equity shares at a future date either through conversion, exchange or otherwise, and either at a premium or at par as may be determined at a General Meeting with full powers to give any person (whether a member or not) the option to call for or be allotted shares of any class of the company at a premium or at par, as such General Meeting shall determine such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the company in General Meeting may make any other provision whatsoever for the issue of/ allotment of / disposal of any shares.”

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.

4. **Issue and allotment of up to 19,832,130 Equity Shares (either fully paid up or on a partly paid basis), on a preferential basis (“Preferential Issue/Offer”) to FIH Mauritius Investments Ltd.**

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(1)(c) 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, as amended with the Banking Laws (Amendment) Act, 2012 and 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 (“**RBI**”) relating to issue of equity shares, the Consolidated FDI Policy 2017 as amended, the Master Direction of the RBI on Foreign Investment in India, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, 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, 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 to offer, issue, and allot upto 19,832,130 equity shares of ₹10/- each of the Bank (“**Equity Shares**”) at a premium of ₹130/- per equity share aggregating to an amount of up to ₹277,64,98,200 (Rupees Two hundred and seventy seven crores sixty four lakhs ninety eight thousand two hundred only) on a partly paid or fully paid basis, to FIH Mauritius Investments Ltd. (“**FIHM**”), on preferential allotment basis (the “**Issue of Equity Shares**”), in addition to the up to 66,463,329 equity shares/ warrants (any combination thereof) proposed to be issued and allotted to FIHM, whether or not FIHM presently hold any equity shares in the Bank, and that further details of FIHM as stated hereunder with its intended allotment of equity shares be recorded by the Bank prior to making the offer and that the Issue of Equity Shares be made at such time or times, and for such number of equity shares, in one or more tranches, and on such other terms and conditions and in such manner as may be decided by the Board.

Name & address of the proposed Allottee	Maximum no of shares	Class/ Category	Whether the proposed allottee is an existing shareholder
FIH Mauritius Investments Ltd. Office 6, Level 1, Maeva Tower, Cyber city , Ebene, Mauritius	Up to an aggregate of 19,832,130 equity shares	Body Corporate-Foreign	NO

RESOLVED FURTHER THAT the Issue of Equity Shares as aforesaid shall be subject to, *inter alia*, 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 to the extent of the paid up value 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 the Issue of Equity Shares, on a 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 such number of equity shares to FIHM up to a maximum number of equity shares as approved in this resolution, in the manner determined by the Board including with respect to the nature and type of equity shares to be issued, whether such equity shares are to be issued on a fully paid or partly paid basis, and the manner and timing for receipt of payment of subscription consideration in connection with the equity shares so issued and allotted, subject to compliance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any terms, conditions, modifications and stipulations as may be required or stipulated by regulatory authority in connection with the Issue of Equity Shares, including the Reserve Bank of India, while granting approval to the Bank for Issue of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, any of the Directors of the Bank and Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit.”

5. **Issue and allotment of up to 66,463,329 Equity Shares or Warrants convertible into or exchangeable for Equity Shares (either fully paid up or on a partly paid basis), on a preferential basis (“Preferential Issue/Offer”) to FIH Mauritius Investments Ltd.**

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(1)(c) 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, as amended with the Banking Laws (Amendment) Act, 2012 and 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 (“RBI”) relating to issue of equity shares, the Consolidated FDI Policy 2017 as amended, the Master Direction of the RBI on Foreign Investment in India, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, 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, 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 to offer, issue, and allot up to 66,463,329 equity shares of ₹10/- each of the Bank (“**Equity Shares**”), or warrants convertible into or exchangeable for equity shares (herein after referred to as “**Warrants**”) or any combination thereof at a premium of ₹130/- per equity share/ Warrant (and per resultant equity share) aggregating to an amount of up to ₹930,48,66,060 (Rupees Nine Hundred and thirty crores forty eight lakhs sixty six thousand sixty only) on a partly paid or fully paid basis,

to FIH Mauritius Investments Ltd. (“**FIHM**”), in addition to the up to 19,832,130 Equity Shares proposed to be issued and allotted to FIHM, on preferential allotment basis, whether or not FIHM presently hold any equity shares or Warrants in the Bank, and that further details of FIHM as stated hereunder with its intended allotment of equity shares/ Warrants be recorded by the Bank prior to making the offer and that the issue/offer be made at such time or times, and for such number of Equity Shares / Warrants, in one or more tranches, and on such other terms and conditions and in such manner as may be decided by the Board.

Name and address of the proposed allottee	Maximum no. of Equity Shares/ Warrants (and maximum no. Of resultant equity shares upon conversion / exchange of Warrants)	Class / Category	Whether the proposed allottee is an existing shareholder
FIH Mauritius Investments Ltd., Office 6,Level 1,Maeva Tower, Cyber City,Ebene,Mauritius.	Up to an aggregate of 66,463,329 Equity Shares or Warrants	Body Corporate – Foreign	No

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

- i. The Equity Shares or Warrants to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Bank;
- ii. any Equity Shares to be issued and allotted in the issue of Equity Shares shall rank paripassu to the extent of the paid up value inter se and with the then existing Equity Shares of the Bank, in all respects including dividend; and
- iii. any Equity Shares to be issued and allotted pursuant to the conversion or exchange of Warrants into Equity Shares, shall rank paripassu inter se and with the existing equity shares of the Bank in all aspects.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby permitted to issue either equity shares or warrants in the manner as suggested/agreed by the Reserve Bank of India while conferring its final approval.

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 and/ or Warrants, 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 the Issue of Equity Shares/ Warrants, on a 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 such number of Equity Shares / Warrants to FIHM up to a maximum number of Equity Shares / Warrants as approved in this resolution, in the manner determined by the Board including with respect to the nature and type of Equity Shares / Warrants to be issued, whether such Equity Shares / Warrants are to be issued on a fully paid or partly paid basis, and the manner and timing for receipt of payment of subscription consideration in connection with the Equity Shares / Warrants so issued and allotted, subject to compliance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any terms, conditions, modifications and stipulations as may be required or stipulated by regulatory authority in connection with the issue of Equity Shares/ Warrants, including the Reserve Bank of India, while granting approval to the Bank for the Issue of Equity Shares/ Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, any of the Directors of the Bank and Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit.”

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

Sijo Varghese
 Company Secretary

Place: Thrissur
 Date: 19.02.2018

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 can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Bank carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. 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.
3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Bank on all working days between 11:00 a.m. and 3:00 p.m. up to the date of the Extraordinary General Meeting.
4. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
5. 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.
6. In terms of Section 101 of the Companies Act, 2013 and Rule 18 of the Companies (Management & Administration) Rule, 2014, EGM 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. Please note that the voting through electronic means is optional only.
7. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 as amended, the Bank is providing the facility to its Members holding shares in physical or dematerialized form as on the **cut-off date, Wednesday, March 14, 2018**, 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. **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.**
8. The Bank has engaged the services of Central Depository Services (India) Limited to facilitate e-voting and for security and enabling the members to cast their vote in a secure manner. Please note that the voting through electronic means is optional. Details of the process and manner of e-voting are being sent to all the members along with this notice. A copy of this notice has been placed on the website of the Bank and the website of CDSL.
9. In terms of Section 101 of the Companies Act, 2013 and Rule 18 of the Companies (Management & Administration) Rules, 2014, the Bank has been sending all Notices, Reports 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 is enclosed along with this notice.
10. The Chairman shall, at the EGM, 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/ Venue e-voting for all those members who are present at the EGM venue but have not cast their votes through the remote e-voting facility.
11. While providing the facility for voting through electronic means, the Bank is pleased to offer the facility for voting by way of physical ballot/venue e-voting at the EGM venue. The 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 EGM venue via electronic means/ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the EGM but shall not vote at the EGM. 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 Wednesday, March 14, 2018**, subject to the provisions of the Banking Regulation Act, 1949, as amended and the extant RBI guidelines.
12. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the EGM of the Bank and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
13. Kindly note that members can opt for only one mode of voting i.e. either by physical ballot at the meeting/Venue e-voting or through remote e-voting.
14. The route map to the venue of the Extraordinary General Meeting also forms part of this Notice.

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.1

Increase in Authorized Capital of the Bank.

The present authorized capital of the Bank is ₹120 crore. Out of this, equity share capital to the tune of ₹80.96 crores has so far been issued. The balance un-issued equity share capital in terms of nominal value and available for further issue is ₹39.03 crores.

In view of the forthcoming fund raising plan of the Bank to support its assets growth and to comply with the regulatory requirements on capital adequacy, 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.

Article 70 of the Articles of Association of the Bank read with Section 13, section 61 of the Companies Act, 2013 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.

The revised Memorandum of Association is open for inspection at the Registered Office of the Bank on all working days between 11:00 a.m. and 3:00 p.m. up to the date of the Extraordinary General Meeting.

None of the Directors or Key Managerial Personnel of the Bank either directly or through their relatives is in any way concerned or interested in the Resolution set out at item No.1.

Item No.2

Increase in Foreign Direct Investment Limits.

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(R) Regulations**"), foreign direct investment of up to 49% of the paid up equity share capital of a private sector bank may be made by eligible non-resident investors i.e. persons resident outside India, without an approval of the Government of India (Automatic Route) being required. Furthermore, foreign direct investment of 49% of the equity share capital and above and upto 74% of the paid up capital of a private sector bank may be made by eligible non-resident investors i.e. persons resident outside India, subject to receipt of an approval from the Department of Financial Services ("**DFS**"), Government of India (Government Route).

The existing aggregate holding of non-resident investors in the Bank's equity share capital is approximately 29.494%. The holding of such non-resident investors is subject to compliance with conditions as stated in the RBI guidelines dated February 28, 2005 on Ownership and Governance in Private Sector Banks.

In light of the proposed fund raising activity, the foreign shareholding of the Bank may increase to beyond 49% of the Bank's equity share capital. Hence it would be necessary to increase the limits of foreign direct investment of the Bank to the regulatory cap of 74% of the paid up capital of the Bank, as permitted under applicable foreign exchange regulations including the Consolidated FDI Policy and the FEMA 20(R) Regulations. The Bank will make appropriate applications to the regulatory authorities of the Government of India, including the DFS, for increase in the foreign direct investment limits after the passing of this resolution. Hence, an ordinary resolution is proposed which is recommended for approval by the members.

None of the Directors or any of the Key Managerial Personnel of the Bank or their relatives is, directly or indirectly, concerned or interested in the Resolution set out at Item No. 2.

Item No.3

Alteration of Articles of Association of the Bank.

The Bank proposes to issue such equity securities as may be approved by the Board, including equity securities, Warrants or any other instruments convertible into or exchangeable for equity shares of the Bank (including warrants convertible into or exchangeable for equity shares, compulsorily convertible preference shares or compulsorily convertible debentures or any combination thereof) ("**equity securities**"), on a preferential basis, and either on a fully paid or partly paid basis. As per Rule 13 (2) (a) of the Companies (Share Capital and Debentures) Rules, 2014, such an issue has to be authorised by the Articles of Association of the Bank. Hence, the Articles of Association of the Bank are proposed to be amended to incorporate a provision authorising the issuance of such equity securities convertible into or exchangeable for equity shares of the Bank by way of a special resolution.

Accordingly, your Directors recommend the passing of Resolution at Item No. 3, for alteration of Articles of Association of the Bank as recommended by the Board of Directors of the Bank, for your approval by way of a Special Resolution.

The revised Articles of Association is open for inspection at the Registered Office of the Bank on all working days between 11:00 a.m. and 3:00 p.m. up to the date of the Extraordinary General Meeting.

None of the directors/key managerial personnel of the Bank or their relatives are concerned or interested in the resolution.

Item No.4 and Item No. 5

Issue and allotment of Equity Shares and /or Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to FIH Mauritius Investments Ltd, comprising of an issue of (A) up to 19,832,130 Equity Shares, on a fully paid or partly paid basis, and (B) up to 66,463,329 Equity Shares or Warrants convertible into or exchangeable for Equity Shares (herein after referred to as “Warrants”) (collectively, the “Preferential issue/ Offer”).

The Bank has been mulling the option to get on board a strategic investor, especially in the context of the Master Direction of the Reserve Bank of India (“RBI”) No.DBR. PSBD. No. 97/16.13.100/2015-16 dated May 12, 2016 on ‘Ownership in Private Sector Banks,Directions,2016’, to infuse additional long term capital to augment its capital base substantially in order to support its growth plan requirements and to comply with the regulatory requirements on capital adequacy. The said Master direction permits, regulated, well diversified and listed/ supranational institution/ public sector undertaking/ Government, to make an investment of up to 40% in the paid up capital of the Bank. The Master Direction also permits an investment of a higher stake/ strategic investment by promoters/ non-promoters through capital infusion by domestic or foreign entities/ institution on a case to case basis under special circumstances as stated therein.

In the context of the above said RBI Master Direction, FIH Mauritius Investments Ltd (“FIHM”) had submitted an application to the RBI for acquiring up to 51% of the post issued capital of the Bank.FIHM is a wholly-owned subsidiary of Fairfax India Holdings Corporation (“Fairfax India”). Fairfax India is headquartered in Toronto, Canada and is listed on the Toronto Stock Exchange. Fairfax India is an investment holding company whose investment objective is to achieve long-term capital appreciation, while preserving capital, by investing in public and private equity securities and debt instruments in India and Indian businesses or other businesses with customers, suppliers or business primarily conducted in, or dependent on, India. FIHM is a company incorporated under the laws of Mauritius. The entire share capital of the FIHM is held by its parent company, Fairfax India.

Fairfax Financial Holdings Limited (“Fairfax Financial”) is the controlling shareholder of Fairfax India. Fairfax Financial is headquartered in Toronto, Canada and is listed on the Toronto Stock Exchange. Fairfax Financial is a holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and investment management. Fairfax Financial’s corporate objective is to achieve a high rate of return on invested capital and build long-term shareholder value.

The RBI by way of its letter DBR.PSBD.NO.7336/16.01.060/2016-17 dated December 28, 2016 accorded its approval to FIH Mauritius Investment Ltd. (FIH-M) to acquire 51% of the post issued capital of the Bank, subject to the conditions as stated in the letter.

The Board of Directors of the Bank had considered the proposal of the FIHM in the context of the improved offer from them. The Board felt that a strategic alliance with FIHM, belonging to Fairfax India and the broader Fairfax Financial group, which has significant expertise in the Banking and Financial space, can benefit the strategy and governance of the Bank. It can also offer opportunities for exploring synergies with other institutions in the space. The strong financial backing would support business growth aspirations of the Bank. Such an association could help the external perception and rating of the Bank and smoothen the path towards better financial performance.

Accordingly, the Board of Directors, subject to requisite approvals of the RBI and any other regulatory approvals as may be required, proposes to offer, issue and allot upto 86,295,459 equity shares of the Bank and/or Warrants (or any combination thereof), on a preferential basis, to FIHM, either on a fully paid or partly paid basis and on such terms as may be determined by the Board, comprising of an issue of (i) up to 19,832,130 equity shares, on a fully paid or partly paid basis, and (ii) up to 66,463,329 equity shares and/or warrants convertible into or exchangeable for equity shares, which would represent, in the aggregate, up to 51% of the post issued capital of the Bank, calculated on a fully diluted basis, in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and any rules and regulations notified thereunder.

The proceeds of the Preferential Offer 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 Preferential Offer will be in the best interest of the Bank and all its members. The issue of equity shares is authorised by Article 72 of the Articles of Association of the Bank, and as proposed to be amended to incorporate a provision authorising the issuance of equity securities convertible into or exchangeable for equity shares as per the Resolution at Item No.3.

A. Disclosure as required as per Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 with reference to the proposed issuance up to 19,832,130 equity shares on preferential basis (“Preferential Issue/offer”) as contemplated in the Resolution at Item No. 4:

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 Equity Shares to be issued

The Bank proposes to issue and allot a total of up to 19,832,130 equity shares of the Bank with a face value of ₹10 each (“Equity Shares”), which may be issued either on a fully paid or a partly paid basis, on a preferential basis.

iii. Price or price band at/ within which the allotment is proposed

The shares are proposed to be issued at a price of ₹140/-(Rupees one hundred and forty only) per Equity Share, i.e. at a premium of ₹130/-(Rupees one hundred and thirty only) per Equity Share.

iv. Payment schedule

The subscription price for the Equity Shares shall be payable in the manner decided by the Board. The Equity Shares may be issued and allotted by the Board on either a fully paid or partly paid basis, and on such terms as may be approved and agreed by the Board, including in relation to payment schedule and/or payment timing for such payment of the subscription amounts, subject in all cases to all requirements of applicable law.

In the event that any Equity Shares are issued on a partly paid basis, then unless paid earlier, the entire outstanding portion of the consideration for such Equity Shares will become payable on the last day of the period within which such balance consideration is required to be paid under applicable law. In the event that such balance consideration is not paid within such time period as may be prescribed under applicable law, then the consideration previously paid with respect to such partly paid Equity Shares shall be forfeited and all the rights attached to the said Equity Shares shall lapse automatically.

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

The issue price shall be at a price not less than the fair value i.e. ₹140/- per Equity Share (including a premium of ₹130/- per Equity Share) determined as per the Discounted Free Cash Flow method, 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, including the Consolidated FDI Policy and the FEMA 20(R) Regulations, 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.

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

The Relevant Date for the determination of the price is December 31, 2017.

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

The Equity Shares shall be issued and allotted to FIH Mauritius Investments Ltd (“FIHM”), which is not a part of any specific class of persons.

viii. 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 are being offered the Equity Shares and therefore have no intention to subscribe to the offer.

None of the Key Management Personnel or their relatives are being offered the Equity Shares and therefore have no intention to subscribe to the offer.

ix. The proposed time within which the allotment shall be completed

The allotment of Equity Shares shall be completed within a maximum period of 12 (twelve) months from the date of passing of the special resolution approving such issuance and allotment. The Bank shall issue and allot Equity Shares as approved by the Board, within the period prescribed under applicable law, being a maximum of 60 (sixty) days from the date of receipt of the relevant portion of application amounts.

x. The names of the proposed allottees and the percentage of share capital that may be held by them following the completion of the Issue

Sr. No.	Name of the proposed allottee	Number of Equity Shares held by the proposed allottee prior to the Issue	Shareholding of the proposed allottee prior to the Issue	Maximum No. of Equity Shares to be offered in the Issue	Number of Equity shares held by the proposed allottee following the Issue	Shareholding of the proposed allottee following the Issue
1	FIH Mauritius Investments Ltd. , Office 6, Level 1, Maeva Tower, Cyber city , Ebene, Mauritius.	Nil	Nil	Up to 19,832,130	Up to 19,832,130	Up to 51%***

* The number of equity shares and percentages given are only indicative and may change depending on the receipt of application money and final issuance and allotment of Equity Shares as approved and undertaken by the Board, subject to the receipt of all requisite regulatory approvals.

** This percentage has been calculated on a fully diluted basis, following the completion of the Issue of Equity Shares, and assuming the conversion and/or exchange of all Warrants, including any options granted by the Bank to its employees.

*** This percentage of 51%, calculated on a fully diluted basis, assumes the allotment of up to an aggregate of 86,295,459 Equity Shares and/or Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to FIHM, and assumes that the issuance and allotment of Equity Shares/ Warrants approved under the Resolution under Item No. 5 is also completed.

The issuance and allotment of Equity Shares to FIHM shall be made within the limits, in a phased manner and subject to all necessary regulatory approvals, including as prescribed in Section 12B of the Banking Regulation Act, 1949 read with the RBI's Master Direction Nos.DBR.PSBD.No.56/16.13.100/2015-16 dated November 19, 2015 and Master Direction DBR.PSBD.No.97/16.31.100/2015-16 dated May 12, 2016, and as may be required from any other regulatory authorities including the Department of Financial Services, Ministry of India and the Competition Commission of India.

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

Assuming the issuance and allotment of up to all of the Equity Shares approved pursuant to the Issue as well as pursuant to the issuance and allotment of equity shares / Warrants approved under the Resolution at Item No. 5, there would be a change in the shareholding of the Bank to the extent of up to 51% of the post Issue share capital, on a fully diluted basis.

xii. 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.

Nil.

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

Not applicable. No Equity Shares are intended to be allotted for consideration other than cash.

xiv. 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
A	Promoters Holding				
1	Indian:	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters :	-	-	-	-
	Sub-Total (A)	-	-	-	-
B	Non - Promoters Holding				
1	Institutional Investors	2785661	3.44	2785661	1.67
2	Non - Institutions :	78176421	96.56	164471880	98.33
	Private Corporate Bodies	24957375	30.83	24957375	14.92
	Non Resident Body Corporate (OCB & Foreign Portfolio Investors)	12752536	15.75	99047995	59.22
	Directors & Relatives	549636	0.68	549636	0.33
	Indian Public	28799552	35.57	28799552	17.22
	Others (Including NRIs)	11117322	13.73	11117322	6.65
	Sub-Total (B)	80962082	100.00	16725741	100.00
	GRAND TOTAL (A + B)	80962082	100.00	16725741	100.00

* The number of equity shares and percentages given are only indicative and may change depending on the receipt of application money and final issuance and allotment of Equity Shares as approved and undertaken by the Board, subject to the receipt of all requisite regulatory approvals.

** These percentage has been calculated on a fully diluted basis, following the completion of the Issue of Equity Shares, and assuming the conversion and/or exchange of all Warrants and convertible instruments issued by the Bank, including any options granted by the Bank to its employees.

*** These percentage assume a percentage of shareholding for FIHM of 51%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 86,295,459 Equity Shares or Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to FIHM, and assumes that the issuance and allotment of Equity Shares/Warrants approved under the Resolution under Item No. 5 is also completed.

xv. **Ranking of Equity Shares**

The Equity Shares to be issued and allotted in the issue shall rank paripassu to the extent of the paid up value inter se and with the then existing Equity Shares of the Bank, in all respects including dividend.

B. Disclosure as required as per Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 with reference to the proposed issuance of upto 66,463,329 Equity shares / Warrants convertible into or exchangeable for Equity Shares (herein after referred to as “Warrants”), on preferential basis (“Preferential Issue/Offer”) as contemplated in the Resolution at Item No. 5:

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 Equity Share/ Warrant to be issued**

The Bank proposes to issue and allot a total of up to 66,463,329 equity shares of the Bank with a face value of ₹10 each (“**Equity Shares**”), or warrants of the Bank convertible into or exchangeable for Equity Shares (“**Warrants**”), on a preferential basis.

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

The Shares/ Warrants are proposed to be issued at a price of ₹140/- (Rupees one hundred and forty only) per Equity Share/ Warrant, i.e. at a premium of ₹130/- (Rupees one hundred and thirty only) per Equity Share/Warrant.

iv. **Payment schedule**

The subscription price for the Equity Shares/Warrants shall be payable in the manner decided by the Board. The Equity Shares /Warrants, and/or any portion of the Warrants , may be issued and allotted by the Board on either a fully paid or partly paid basis, and on such terms as may be approved and agreed by the Board, including in relation to payment schedule and/or payment timing for such payment of the subscription amounts, subject in all cases to all requirements of applicable law.

All Warrants issued will be converted into an equal number of Equity Shares, within in the time limit as prescribed under applicable rules, regulations and laws for the time being in force. In the event that any Equity Shares are issued on a partly paid basis, or in the event that the Warrants issued are convertible into or exchangeable for Equity Shares, then unless paid earlier, the entire outstanding portion of the consideration for such Equity Shares or Warrants will become payable on the last day of the period within which such balance consideration is required to be paid under applicable law. In the event that such balance consideration is not paid within such time period as may be prescribed under applicable law, then the consideration previously paid with respect to such partly paid Equity Shares or Warrants shall be forfeited and all the rights attached to the said Equity Shares or Warrants shall lapse automatically.

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

The issue price shall be at a price not less than the fair value i.e. ₹140/- per Equity Share/ Warrants (including a premium of ₹130/- per Equity Share/ Warrant) determined as per the Discounted Free Cash Flow method, 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, including the Consolidated FDI Policy and the FEMA 20(R) Regulations, 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.

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

The Relevant Date for the determination of the price is December 31, 2017.

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

The Equity Shares/ Warrants shall be issued and allotted to FIH Mauritius Investments Ltd (“**FIHM**”), which is not a part of any specific class of persons.

viii. 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 are being offered the Equity Share/Warrants and therefore have no intention to subscribe to the offer.

None of the Key Management Personnel or their relatives are being offered the Equity Share/Warrants and therefore have no intention to subscribe to the offer.

ix. The proposed time within which the allotment shall be completed

The allotment of Equity Shares/ Warrants shall be completed within a maximum period of 12 (twelve) months from the date of passing of the special resolution approving such issuance and allotment. The Bank shall issue and allot Equity Shares/ Warrants as approved by the Board, within the period prescribed under applicable law, being a maximum of 60 (sixty) days from the date of receipt of the relevant portion of application amounts.

x. The names of the proposed allottees and the percentage of share capital that may be held by them following the completion of the Issue

Sr. No.	Name of the proposed allottee	Number of Equity Shares / Warrants held by the proposed allottee prior to the Issue	Shareholding of the proposed allottee prior to the Issue	Maximum No. of Equity Shares / Warrants to be offered in the Issue	Number of Equity Shares / Warrants held by the proposed allottee following the Issue	Shareholding of the proposed allottee following the Issue
1	FIH Mauritius Investments Ltd Office 6, Level 1, Maeva Tower, Cyber city , Ebene, Mauritius	Nil	Nil	Up to 66,463,329	Up to 66,463,329	Up to 51%***

* The number of equity shares and percentages given are only indicative and may change depending on the receipt of application money and final issuance and allotment of Equity Shares / Warrants as approved and undertaken by the Board, subject to the receipt of all requisite regulatory approvals.

** These percentage has been calculated on a fully diluted basis, following the completion of the issue of Equity Shares / Warrants, and assuming the conversion and/or exchange of all Warrants, including any options granted by the Bank to its employees.

*** These percentage assume a percentage of shareholding for FIHM of 51%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 86,295,459 Equity Shares and/or Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to FIHM, and assumes that the issuance and allotment of Equity Shares approved under the Resolution under Item No. 4 is also completed.

The issuance and allotment of Equity Shares/ Warrants to FIHM shall be made within the limits, in a phased manner and subject to all necessary regulatory approvals, including as prescribed in Section 12B of the Banking Regulation Act, 1949 read with the RBI's Master Direction Nos.DBR.PSBD.No.56/16.13.100/2015-16 dated November 19, 2015 and Master Direction DBR.PSBD.No.97/16.31.100/2015-16 dated May 12, 2016, and as may be required from any other regulatory authorities including the Department of Financial Services, Ministry of India and the Competition Commission of India.

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

Assuming the issuance and allotment of up to all of the Equity Shares/Warrant approved pursuant to the Issue as well as pursuant to the issuance and allotment of equity shares approved under the Resolution at Item No. 4, there would be a change in the shareholding of the Bank to the extent of up to 51% of the post Issue share capital, on a fully diluted basis.

xii. 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.

Nil.

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

Not applicable. No Equity Share/Warrants are intended to be allotted for consideration other than cash.

xiv. 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
A	Promoters Holding				
1	Indian:	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters :	-	-	-	-
	Sub-Total (A)	--	-	-	-
B	Non - Promoters Holding				
1	Institutional Investors	2785661	3.44	2785661	1.67
2	Non - Institutions :	78176421	96.56	164471880	98.33
	Private Corporate Bodies	24957375	30.83	24957375	14.92
	Non Resident Body Corporate (OCB & Foreign Portfolio Investors)	12752536	15.75	99047995	59.22
	Directors & Relatives	549636	0.68	549636	0.33
	Indian Public	28799552	35.57	28799552	17.22
	Others (Including NRIs)	11117322	13.73	11117322	6.65
	Sub-Total (B)	80962082	100.00	16725741	100.00
	GRAND TOTAL (A + B)	80962082	100.00	16725741	100.00

* The number of shares and percentages given are only indicative and may change depending on the receipt of application money and final issuance and allotment of Equity Shares as approved and undertaken by the Board, subject to the receipt of all requisite regulatory approvals.

** These percentage has been calculated on a fully diluted basis, following the completion of the issue of Equity Shares / Warrants, and assuming the conversion and/or exchange of all Warrants, including any options granted by the Bank to its employees.

*** These percentage assume a percentage of shareholding for FIHM of 51%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 86,295,459 Equity Shares and/or Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to FIHM, and assumes that the issuance and allotment of Equity Shares approved under the Resolution under Item No. 4 is also completed.

xv. Ranking of Equity Shares

The Equity Shares to be issued and allotted in the issue shall rank paripassu to the extent of the paid up value inter se and with the then existing Equity Shares of the Bank, in all respects including dividend. Equity Shares to be issued and allotted pursuant to the conversion of Warrants, 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 the afore mentioned Equity Shares and/or Warrants on a preferential basis has to be authorized by the shareholders by way of special resolution. Hence, the Board of Directors recommend the above Resolutions in Item No. 4 and in Item No. 5 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 Resolutions set out at Item No. 4 or Item No. 5.

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

Place: Thrissur
Date: 19.02.2018

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 Extraordinary General Meeting scheduled to be held on **Wednesday, the 21st of March, 2018 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 19.02.2018 for the Extraordinary General Meeting of the Bank scheduled to be held on 21.03.2018, which is being mailed to you. The Notice of the Extraordinary General Meeting and this communication are also available on the website of the Bank 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), 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013. Tel: 022-23023333, Fax: 022-23002043, Tollfree No. 18002005533 or through e-mail at helpdesk.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 4958995, 2539835-836, Fax: +91 422 2539837, E-mail :info@skdc-consultants.com.

The e-voting module shall be disabled for voting on March 20, 2018 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 Wednesday, **March 14, 2018 (cut-off date)**.

The Board of Directors has appointed Mr. Sivakumar P, FCS, CMA, CMA (USA), Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Mr. P. D. Vincent, LLB, MBA, FCS, Practicing Company Secretary (Partner, SVJS & Associates, Company Secretaries) 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 EGM, 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 EGM to declare the results for all resolutions set forth in the notice convening the EGM. On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman, who shall counter sign the same. The Results shall be declared not later than 48 hours from the conclusion of the EGM of the Bank. The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank 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 voting period begins on Saturday, March 17, 2018 at 9:00 a.m. and ends on Tuesday, March 20, 2018 at 5:00 p.m., at the end of Remote e-voting period, the facility shall forthwith be blocked. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, March 14, 2018 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 Company.

- (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	<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"> 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)	<ul style="list-style-type: none"> 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 e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN to 'The Catholic Syrian Bank Limited'.
- (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.

Location Map for the Venue of the Extraordinary General Meeting of the Catholic Syrian Bank Limited

