

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 96th Annual General Meeting of the shareholders of the Catholic Syrian Bank Limited will be held at **Kousthubham Auditorium**, Shoranur Road, Thrissur- 680 001 on **Monday, the 25th of September 2017 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 31st March, 2017 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. Ashish Ahluwalia (DIN - 03514036) who retires by rotation and being eligible, offers himself for re-appointment.
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. 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, 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 2017-18, 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. Thomas Mathew (DIN- 01277149) who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of Director, be and is hereby appointed as 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 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 payment of remuneration and perquisites as detailed in the explanatory statement annexed hereto, to Shri. C.VR. Rajendran (DIN- 00460061) who was appointed by the Board of Directors as the Managing Director & CEO of the Bank for a period of three (3) years with effect from December 9, 2016.”

7. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION :-**

“RESOLVED THAT pursuant to Article 144 of Articles of Association of the Bank read with the provisions of Section 196 and other applicable provisions if any, of the Companies Act, 2013 and subject to the approvals/modifications of the Reserve Bank of India (RBI) as may be required under Section 35B of the Banking Regulation Act, 1949, the grant of 16,19,241 stock options as hiring grant to Shri.C.VR.Rajendran (DIN- 00460061), Managing Director & CEO of the Bank, @ ₹75/- per share, be and is hereby approved.”

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

Place :Thrissur
Date :August 21, 2017

Sd/-
(Sijo Varghese)
Company Secretary

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. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip to the meeting.
4. All relevant documents/reports 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 25th September 2017, upto the conclusion of the Annual General Meeting.
5. 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.
6. Brief profile of the Directors proposed to be appointed / re-appointed is furnished along with the notice of the meeting.
7. The Register of Members and Share Transfer Books of the Bank will remain closed from 19th of September 2017 to 25th September 2017 (both days inclusive). Transfers received during book closure will be considered only after re-opening of Register of Members.
8. (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, Bharata Mata College P.O., Kochi - 682021.
(b) Unpaid/unclaimed dividends for the financial years 1994-95 to 2008-09 have been transferred to Investor Education and Protection Fund (IEPF). It may be noted that no claim shall lie against the Bank u/s 124(6) of the Companies Act, 2013 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 2010-2011 onwards, directly to the Bank. Members may please note that the balance of unclaimed dividend for financial year 2010-11 will become due for transfer to IEPF on or after October 31, 2018. Kindly note that the Bank hasn't declared any dividend for the Financial Year 2009-10.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholdings in the Bank. The nomination forms can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relation'.
10. 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. S.K.D.C. Consultants Ltd. so that their holdings can be consolidated into one folio.
11. 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.

12. S.K.D.C. Consultants Ltd., Coimbatore, is the Registrar & Share Transfer Agents for the Bank's shares. Hence, shareholders are requested to notify changes in their address along with PINCODE to S.K.D.C. Consultants Ltd. in the following address:

S.K.D.C. 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

Any other communication/correspondence with regard to equity shares and dividend of earlier years may also be forwarded to S.K.D.C. 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.

13. 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 S.K.D.C. Consultants Ltd., Registrar & Share Transfer Agents of the Bank. Further, members holding shares in electronic mode are also requested to keep their e-mail addresses updated with the Depository Participant(s) of the Bank. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Bank quoting their folio number(s) and the e-mail address registration form can be downloaded from the Bank's website www.csb.co.in under the head 'Investor Relations→ Shareholders Corner→ Forms'.

14. 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.
15. 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 18, 2017, 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.**
16. 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/ Venue e-voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting.

17. 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 AGM 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 AGM 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 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 Monday, September 18, 2017, subject to the provisions of the Banking Regulation Act, 1949, as amended and the extant RBI guidelines.
18. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
19. 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.
20. The route map to the venue of the Annual General Meeting also forms part of this Notice.

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

Place : Thrissur
Date : August 21, 2017

Sd/-
(Sijo Varghese)
Company Secretary

EXPLANATORY STATEMENT

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

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.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives are, directly or indirectly, concerned or interested in the resolution set out at Item No. 4.

Item No. 5

Appointment of Shri. Thomas Mathew as an Independent Director

Shri. Thomas Mathew was appointed as an Additional Director of the Bank with effect from April 24, 2017 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. Thomas Mathew as a candidate for the office of Independent Director of the Bank. Shri. Thomas Mathew has consented to act as Independent Director, if appointed; Shri. Thomas Mathew is thoroughly experienced in the area of 'Finance and Accountancy', 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 four independent directors. In order to strengthen the Board with more number of independent directors, the Board has proposed the appointment of Shri. Thomas Mathew 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. Thomas Mathew 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 Board of Directors has reviewed the declaration given by Shri. Thomas Mathew 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 fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management. Shri. Thomas Mathew 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.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than Shri. Thomas Mathew himself is, directly or indirectly, concerned or interested in the Resolution set out at Item No. 5.

Item No.6

Approval to the terms of appointment of Shri. C.VR. Rajendran (DIN - 00460061) as Managing Director & CEO of the Bank with effect from December 9,2016.

Shri. C.VR. Rajendran was appointed as the Managing Director & Chief Executive Officer of the Bank with the approval of the Reserve Bank of India required as per Section 35 B of the Banking Regulation Act, 1949, for a period of three years with

effect from 9th of December 2016, pursuant to Article 144 (a) of the Articles of Association of the Bank, on the terms and conditions as detailed below.

A.	REMUNERATION	
1	Salary	Rs. 36,00,000/- p.a.
2	Dearness Allowance	Nil
3	Consolidated benefit allowance (including car & driver expenses , health insurance, hospitalization, medical reimbursement)	Rs. 13,68,000/- p.a.

B.	PERQUISITES	
1	Residential Accommodation	Rs.18,00,000/- p.a. or company leased accommodation within the above budget. Bank will pay refundable rent advance.
2	Leave Travel Concession	Rs. 3,00,000/- p.a
3	Provident Fund	12 % of basic salary
4	Telephone	Free use of Bank's Telephone both at office and residence for official purposes.
5	Conveyance	1. Free use of Bank's Car for official purposes and consumption of Petrol - unlimited. 2. If car is used for private purposes, recovery @ Rs.250/- per month upto 500 Kms. and beyond 500 Kms., in a month, recovery @ Re. 1/- per Km.
6	Official Travel	Travel by highest Class while on duty by Road or Rail and by Business Class by Air or Sea, or in such other manner as may be prescribed by the Board from time to time.
7	Lodging Expenses	Actual expenses for stay in Hotels upto and including Five Star Category for Single Room Occupancy, supported by Bills/Vouchers and such other variations as may be approved by the Board.
8	(a) Boarding Charges (b) Halting Allowance	Actual expenses for Boarding. When the official is on outstation duty for the Bank's affairs, he shall be entitled to avail Halting Allowance: 1. @ Rs.2,000/- (Rupees Two Thousand only) per day if lodging expenses are not claimed. 2. @ Rs. 4,000/- (Rupees Four Thousand only) per day if both boarding and lodging expenses are not claimed.
9	Entertainment Expenses	Upto Rs.60,000/- per annum including club membership (Maximum 2 clubs), 25% of which is reimbursable on self-declaration and the balance against the evidence of expenses incurred.
10	Medical Benefits	Upon laying down his office after serving at least eight years as Managing Director & CEO, the Bank will take the policy or policies issued under a medical insurance plan covering hospitalisation and other medical expenses incurred on him upto Rs. 5 lakh per annum for life.
11	Group Accident Insurance	Maximum sum assured - Rs.10,00,000/- . Premium will be paid by the Bank.
12	Leave	Causal leave : 12 days p.a. Sick Leave : 12 days p.a. Privilege Leave : 21 days p.a.
13	Encashment of Privilege Leave	Encashment of privilege leave subject to a maximum of 21 days' basic salary.
14	Gratuity	Eligible for gratuity under and in accordance with the Payment of Gratuity Act, 1972 as applicable

15	Pension	NIL
16	Stock Option	With prior approval of Reserve Bank of India
17	Variable Pay	With prior approval of Reserve Bank of India

Shri. Rajendran is a seasoned banker with solid grassroots level Indian banking experience spanning more than three and a half decades. He has hands-on cross functional experience in every aspects of banking spread across Branch Operations, NPA / Asset quality management, Business process re-engineering, Productivity enhancement, Corporate/Industrial Finance, Merchant Banking, Treasury Operations, International Banking, Primary Dealership, Collection and Payment Services, and Information Technology. Shri. Rajendran was holding the position of Chief Executive Officer of the Association of Mutual Funds in India (AMFI) prior to joining the Bank. Prior to this, he has held other key positions like Chairman & Managing Director of Andhra Bank (December 2013-April 2015) and Executive Director at Bank of Maharashtra (March 2012-December 2013). He has also held various positions including that of General Manager in the Corporation Bank (1978- 2012).

Other details of Shri. C. VR. Rajendran are given below:

Name	Shri.C.VR.Rajendran	
Date of Birth /Age	08.04.1955	62
Educational Qualification	M.Com, CAIIB, ICWA Inter	
Expertise in functional area	Banking	
Date of first appointment on Board	24.11.2016	
Position held in the Bank prior to the present appointment	Non-Executive Director (from 24-11-2016 to 08-12-2016)	
Total last remuneration in the above position	Eligible sitting fee paid for the Board and Committee meetings attended during the period.	
Directorship held in other Companies, if any.	National Securities Clearing Corporation Ltd - Public Interest Director	
No. of shares held in the Bank	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	None	
No. of Board meetings attended during his current tenure in office as Non-Executive Director/ Managing director & CEO till the date of this Notice	No. of meetings held - 11	
	No. of meetings attended – 11	

Pursuant to Article 144 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 requires approval of the company in General Meeting and hence the resolution is proposed, which is recommended for approval by the shareholders.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than the Managing Director & CEO Shri. C. VR. Rajendran himself is, directly or indirectly, concerned or interested in the Resolution set out at Item No. 6.

Item No.7

Grant of stock options to Shri. C. VR. Rajendran, Managing Director and CEO of the Bank

Nomination & Remuneration Committee of the Board in its meeting held on April 24,2017, subject to approval of Reserve Bank of India, resolved to grant 16,19,241 stock options, equivalent to the same number of shares, as hiring grant to Shri. C.VR. Rajendran as per the CSB Employees Stock Option Scheme -2013. The above said number of stock options is 2 % of the

paid up capital of the Bank as on 09.12.2016, i. e., the date of joining by Shri. C.VR. Rajendran as Managing Director & CEO of the Bank. Hiring Grant reflects the Bank's attempt to make good Mr. Rajendran for the significantly higher compensation he had forgone to take the present job and also his vast expertise as Professional Banker spanning more than three and a half decades, and consequently the measurement criteria need to reflect that reality.

The detail of the grant is given below:

No. of options granted	Date of grant	Effective date of grant	Exercise Price	Vesting Schedule of the option granted.	Vesting date
16,19,241	24.04.2017	01.04.2017	Rs.75/-	1. 1/3 upon completing 1 year from April 1, 2017,	01.04. 2018
				2. 1/3 upon completing 2 years from April 1, 2017, and	01.04. 2019
				3. The balance upon completing 3 years from April 1, 2017.	01.04. 2020

The Stock options when granted, subject to the approval of Reserve Bank of India, be vested over a period of three years commencing from April 1, 2018 subject to satisfying the vesting conditions part of the grant set by the Board and the Committee. Notwithstanding the vesting schedule mentioned above, the acceleration of option granted, but not vested, be permitted in the manner as laid down in the point No. 15(5) of the CSB Employees Stock Option Scheme - 2013, and the decision of the Nomination and Remuneration Committee in this regard shall be final.

As per the CSB Employees Stock Option Scheme-2013, the exercise price of the option shall not be lower than the fair value of the shares as on the grant date for each grant unless otherwise provided in the scheme or unless decided by the Nomination & Remuneration Committee. Fair value as per the Valuation certificate dated December 9, 2016 is Rs.103 per share. The Committee considering the profile and expertise of Shri. C. VR. Rajendran and monetary sacrifice made by him on account of his decision to resign from the position he was holding, granted stock option at Rs.75 per share, at a discount of Rs.28 to the fair value.

As the Stock option is treated as part of the remuneration as per the provisions of Section 196 of the Companies Act, 2013 read with the Article 144 of the Bank's Articles of Association, it requires the approval of the Bank in General Meeting and hence the resolution is proposed, which is recommended for approval by the shareholders.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than the Managing Director & CEO Shri. C. VR. Rajendran himself is, directly or indirectly, concerned or interested in the Resolution set out at Item No. 7.

Shri. C. VR. Rajendran is concerned or interested only to the extent of the options that he may be entitled as per the scheme. He does not have any other interest either directly or through his relatives other than what is mentioned above.

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

Place : Thrissur
Date : August 21, 2017

Sd/-
(Sijo Varghese)
Company Secretary

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on September 25, 2017, as required under Secretarial standard – 2 on General Meetings, issued by the Institute of Company Secretaries of India.

1. Shri Ashish Ahluwalia (DIN - 03514036)

Name	Shri. Ashish Ahluwalia	
Date of Birth / Age	08.03.1981	36
Educational Qualification	B. Com , CA, PGDM	
Expertise in functional area	Accountancy and Finance	
Date of first appointment on Board	12.08.2015	
Brief Resume including Experience	Shri. Ashish Ahluwalia is a Chartered Accountant with a Bachelor's Degree in Commerce from Delhi University and MBA (Dean's List) from the Indian School of Business (Hyderabad). Presently he is a Director of AIF Capital India Private Limited. Prior to joining AIF Capital India Private Limited, he was associated with Punj Lloyd and KPMG in India after having completed a Summer Associate Internship Program with Goldman Sachs in UK. He has about 15 years of experience in Private equity, financial services and industry.	
Directorship held in other Companies	Century Metal Recycling Pvt. Ltd. CMR Nikkei India Pvt. Ltd. AIF Capital India Pvt. Ltd.	
No. of shares held in the Bank	NIL	
Details of remuneration last drawn	Sitting fees - Rs.2,30,000/- (FY 16-17) Sitting fees – Rs.1,80,000/- (FY 17-18 up to Aug 21,2017)	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	None	
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	No. of meetings held - 31 No. of meetings attended - 19	
Details of membership in the Committee of the Board of the Bank	NIL	
Membership/ Chairmanship of Committees of other Boards	NIL	
Terms and conditions of appointment /re-appointment including remuneration	Shri. Ashish Ahluwalia is a Director appointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation. Proposed reappointment is also in the same category. Shri. Ashish Ahluwalia is entitled for sitting fee for attending the Board and Committee meetings as per the article 132(a) of the Article of Association of the Bank and section 197 (5) of the Companies Act, 2013 read with the rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	

2. Shri. Thomas Mathew (DIN - 01277149)

Name	Shri. Thomas Mathew.	
Date of Birth / Age	20.02.1951	66 Years
Educational Qualification	B.Com, FCA.	
Expertise in functional area	Finance and Accountancy	
Date of first appointment on Board	24.04.2017	
Brief Resume including Experience	<p>Shri. Thomas Mathew is an Additional Director of the Bank since April 24, 2017. He is a fellow of the Institute of Chartered Accountants of India. Shri. Thomas Mathew joined Lovelock & Lewes (a member firm of Coopers & Lybrand International) in 1977 and was admitted as a partner in 1988. Following the merger of global firms Price Waterhouse and Coopers & Lybrand in 1998, he held various leadership positions of the member firms of PricewaterhouseCoopers, including that of Customer and Industrial Products Industry, Assurance, Pharmaceutical Industry and Compliance and Risk Management focussing on Corporate Governance, Ethics, Sustainability, etc. He was also a member of the Global Leadership Teams on Consumer and Industrial Products, Pharmaceuticals as well as Compliance Risk Management. He has over 35 years' experience in statutory audits, Internal audits and Due Diligence reviews of large multinational as well as Indian companies spread over various industries. Thomas Mathew retired from the firm in 2011.</p> <p>Shri. Thomas Mathew was appointed as an Independent Director on the Central Board of State Bank of India in January 2013 and continued till the end of the term. During this period he was member of various Committees of the Board including Audit Committee, Risk Management Committee, Special Committee for Monitoring Large Value Frauds, Shareholders Grievances Committee etc.</p> <p>Shri. Thomas Mathew served as a member of the Research Committee of the Institute of Chartered Accountants of India.</p>	
Directorship held in other Companies	NIL.	
No. of shares held in the Bank	NIL	
Details of remuneration last drawn	Sitting fees of Rs.2,60,000/- (April 24, 2017 and up to August 21, 2017)	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	None	
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	No. of meetings held - 5 No. of meetings attended - 5	
Details of membership in the Committee of the Board of the Bank	1. Audit Committee , Chairman 2. Committee for Monitoring Large Value Frauds (CMF), Member 3. IT Strategy Committee, Member 4. Customer Service Committee, Chairman	

Membership/ Chairmanship of Committees of other Boards	NIL
Terms and conditions of appointment /re-appointment including remuneration	<p>The proposed appointment of Shri Thomas Mathew as independent director is for an initial tenure of three years.</p> <p>The terms and conditions of appointment of Shri Thomas Mathew remains same as that of other Independent Director(s) of the Bank and the same are hosted on the website of the Bank www.csb.co.in under the head 'Investor Relations→ Shareholders Corner'.</p>

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

Sd/-
(Sijo Varghese)
Company Secretary

Place : Thrissur
Date : August 21, 2017

Location Map for the Venue of the 96th Annual General Meeting of the Catholic Syrian Bank Limited

