

**THE CATHOLIC SYRIAN BANK LIMITED**

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

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

**Corporate Identity Number:** U65191KL1920PLC000175

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 98<sup>th</sup> Annual General Meeting of the shareholders of The Catholic Syrian Bank Limited will be held at **Kousthubham Auditorium, Shoranur Road, Thrissur - 680 001** on **Saturday, the 29<sup>th</sup> of June 2019 at 10.00 a.m.** to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Bank's Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019 including the Audited Balance Sheet and Profit and Loss Account as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sumit Maheshwari (DIN: 06920646), 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 and subject to the approval from Reserve Bank of India, R. G. N. Price & Co., Chartered Accountants, G-234, Price Chambers, 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 authorised 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 2019-20, 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, Mr. Aravamuthan Madhavan (DIN: 01865555) who was appointed as an Additional Director (Non-Executive-Independent) on the Board of the Bank w.e.f. 13<sup>th</sup> December, 2018 pursuant to Section 149, 161 of the Companies Act, 2013 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 term up to 28<sup>th</sup> June 2022”.

6. 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, Mr. Syed Nagoor Ali Jinnah (DIN: 05238633) who was appointed as an Additional Director (Non-Executive-Independent) on the Board of the Bank w.e.f. 06<sup>th</sup> March, 2019 pursuant to Section 149,161 of the Companies Act, 2013 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 term up to 05<sup>th</sup> March 2022”.

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

Sd/-

**(Sijo Varghese)**

Company Secretary

Place: Mumbai

Date : May 23, 2019

**Notes:**

- 1. A member 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. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. In case of Joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
5. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the Registered Office of the Bank, in physical or electronic form, on all working days between 10 a.m. to 2 p.m. and on 29<sup>th</sup> June 2019, upto the conclusion of the Annual General Meeting.

6. 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.
7. Brief profile of the Directors proposed to be appointed / re-appointed is furnished along with the notice of the meeting.
8. The Register of Members and Share Transfer Books of the Bank will remain closed from 23<sup>rd</sup> June 2019 to 29<sup>th</sup> June 2019 (both days inclusive). Transfers received during book closure will be considered only after re-opening of Register of Members.
9.
  - (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 2010-11 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. Kindly note that the Bank hasn't declared any dividend for the Financial Year 2009-10.
  - (c) Members are advised to prefer their claims for unpaid/unclaimed dividends, if any, for the years from 2011-12 onwards, directly to the Bank/RTA. Members may please note that the balance of unclaimed dividend for financial year 2011-12 will become due for transfer to IEPF on November 02, 2019.
10. Members may please note that in terms of the provisions of the Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended) and other applicable rules, notifications and circulars, if any, every company is required to transfer the shares, in respect of which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, to the Investor Education Protection Fund (IEPF) Authority. The members/claimants whose shares, unclaimed dividend, etc., have been transferred to IEPF authority may claim the shares or apply for refund by making an application to IEPF authority as per the procedure prescribed in the IEPF Rules.
11. Unclaimed Share application money in respect of Rights issue 2013 and allotment completed on March 30, 2013 is due for transfer to the IEPF Authority on March 30, 2020. In terms of rule 5(8) of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Bank has uploaded the information regarding unclaimed share application money due to be transferred to IEPF on the Ministry's Website and also on Bank's Website. The Shareholders concerned may claim the amount due to them by making a request to the Bank/RTA giving their particulars before the same are transferred to IEPF.
12. 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](http://www.csb.co.in) under the head 'Investor Relation'.
13. 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.
14. 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.
15. 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, 4958995, Fax: 0422 – 2539837  
E-mail: [info@skdc-consultants.com](mailto:info@skdc-consultants.com)  
Any other communication/correspondence with regard to equity shares and dividend of earlier years may also be forwarded to 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.

16. 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](http://www.csb.co.in) under the head 'Investor Relations → Shareholders Corner → Forms'.

17. 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) Rules, 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.

18. 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, **Saturday, June 22, 2019**, 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.**

19. 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 scrutinizor, 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.

20. 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 **Saturday, June 22, 2019**, subject to the provisions of the Banking Regulation Act, 1949, as amended and the extant RBI guidelines.

21. 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.

22. 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.

23. 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.,  
Sd/-

Place: Mumbai  
Date : May 23, 2019

**(Sijo Varghese)**  
Company Secretary

## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) 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 Mr. Aravamuthan Madhavan (DIN: 01865555) as an Independent Director of the Bank.**

Mr. Aravamuthan Madhavan (DIN: 01865555) was appointed as an Additional Director (Non- Executive-Independent) on the Board of the Bank w.e.f. 13<sup>th</sup> December, 2018 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the Annual General Meeting to continue to hold the office for a term up to 3 (three) consecutive years from the date of meeting under the provisions of Section 149, 161(1) of the Companies Act, 2013, and article 133 of the Articles of Association of the Bank.

Bank has received notice from a member, as per Section 160 of the Act, proposing the candidature of Mr. Aravamuthan Madhavan for the office of Independent Director of the Bank, in the Annual General Meeting. Mr. Aravamuthan Madhavan has consented to act as Independent Director, if appointed; in the meeting.

Nomination & Remuneration Committee of the Board and Board have reviewed the declaration given by Mr. Aravamuthan Madhavan and found that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 and is of the opinion of the Committee and Board that he fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for being appointed as an Independent Director and is independent of the Management. Mr. Aravamuthan Madhavan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Nomination & Remuneration Committee of the Board and Board cleared and recommended the candidature of Mr. Aravamuthan Madhavan for being appointed as an Independent Director on the Board of the Bank. Mr. Aravamuthan Madhavan is thoroughly experienced in the specialized area of 'IT and Payment & Settlement Systems', and his appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

The profile and the relevant information of Mr. Aravamuthan Madhavan, required in connection with seeking appointment as an Independent Director under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India, is enclosed separately as part of the notice.

Accordingly, your Directors recommend the resolution for the appointment of Mr. Aravamuthan Madhavan as Independent Director, not liable to retire by rotation, for a term up to 28<sup>th</sup> June 2022.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than the Mr. Aravamuthan Madhavan himself are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 5.

### **Item No.6**

#### **Appointment of Mr. Syed Nagoor Ali Jinnah (DIN: 05238633) as an Independent Director of the Bank.**

Mr. Syed Nagoor Ali Jinnah (DIN : 05238633) was appointed as an Additional Director (Non- Executive - Independent) on the Board of the Bank w.e.f. 06<sup>th</sup> March 2019 for a period of three (3) years, subject to the approval of Shareholders in terms of the provisions of Section 149,161(1) of the Companies Act, 2013 and Rules made thereunder, and article 133 of the Articles of Association of the Bank.

Bank has received notice from a member, as per Section 160 of the Act, proposing the candidature of Mr. Syed Nagoor Ali Jinnah for the office of Independent Director of the Bank, in the Annual General Meeting. Mr. Syed Nagoor Ali Jinnah has consented to act as Independent Director, if appointed; in the meeting.

Nomination & Remuneration Committee of the Board and the Board have reviewed the declaration given by Mr. Syed Nagoor Ali Jinnah and found that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 and is of the opinion of the Committee and the Board that he fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for being appointed as an Independent Director and is independent of the Management. Mr. Syed Nagoor Ali Jinnah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Nomination & Remuneration Committee of the Board and the Board cleared and recommended the candidature of Mr. Syed Nagoor Ali Jinnah for being appointed as an Independent Director on the Board of the Bank. Mr. Syed Nagoor Ali Jinnah is thoroughly experienced in the area of 'Agriculture, Rural Economy and Co-operation', and his appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

The profile and the relevant information of Mr. Syed Nagoor Ali Jinnah, required in connection with seeking appointment as an Independent Director under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India, is enclosed separately as part of the notice.

Accordingly, your Directors recommend the resolution for the appointment of Mr. Syed Nagoor Ali Jinnah as Independent Director, not liable to retire by rotation, for a term up to 05<sup>th</sup> March 2022.

No Directors or any of the Key Managerial Personnel of the Bank or their relatives other than Mr. Syed Nagoor Ali Jinnah himself are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 6.

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

Place: Mumbai  
Date : May 23, 2019

**(Sijo Varghese)**  
Company Secretary

**Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on June 29, 2019, as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.**

**1. Mr. Sumit Maheshwari (DIN: 06920646)**

Name	Mr. Sumit Maheshwari	
Date of Birth / Age	27.11.1982	36
Educational Qualification	M.Com, MBA, CA.	
Expertise in functional area	Accountancy and Finance	
Date of first appointment on Board	03.09.2018	
Brief Resume including Experience	<p>Mr. Sumit Maheshwari (DIN 06920646) is a non-executive Director of the Bank and has been associated with the Bank since September 3, 2018. He is a qualified Chartered Accountant, holds a Master of Business Administration degree from the Indian School of Business, Hyderabad, and Master of Commerce degree from the University of Mumbai. Mr. Maheshwari specializes in Indian GAAP, U.S. GAAP and IFRS accounting standards. Mr. Maheshwari joined Fairbridge Capital, Mumbai, Fairfax Financial Holdings Limited's and Fairfax India Holdings Limited's India investment arm in 2011, from its inception. Prior to being named the Managing Director &amp; Chief Executive Officer of Fairbridge Capital in 2018, Mr. Maheshwari has been involved in and been a critical part of building the Fairbridge Capital organisation. During his tenure at Fairbridge Capital, Mr. Maheshwari has sourced, evaluated and recommended most of the transactions completed by Fairfax Financial Holdings Limited and Fairfax India Holdings Limited. He also played a key role in the completion of these transactions and is involved in the monitoring of the portfolio companies. Mr. Maheshwari was a key member of the team that completed transactions among others, Thomas Cook (India) Limited, Qess Corp Limited, Sterling Holiday Resorts (India) Limited, IIFL Holdings Limited, Bangalore International Airport Limited, National Collateral Management Services Limited and Fairchem Specialty Limited. Mr. Maheshwari serves on the board of directors of many of the Company's and Fairfax's portfolio companies in India.</p>	
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. National Collateral Management Services Limited</li> <li>2. Fairchem Speciality Limited</li> <li>3. Sterling Holiday Resorts Limited</li> <li>4. Bangalore International Airport Limited</li> <li>5. Privi Organics India Limited</li> <li>6. Thomas Cook (India) Limited</li> <li>7. Seven Island Shipping Limited</li> <li>8. Akalya Services Private Limited (Formerly known as Happy Life Foods Private Limited)</li> <li>9. NCML Finance Private Limited</li> <li>10. Fairbridge Capital Private Limited</li> <li>11. Saurashtra Freight Private Limited</li> <li>12. Fairfreight Lines Private Limited</li> </ol>	
No. of shares held in the Bank	NIL	
Details of remuneration last drawn	NIL	



Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship per se	
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	8	
Details of membership in the Committee of the Board of the Bank	Risk Management Committee	Chairman
	Committee for monitoring large value frauds (CMF)	Member
	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	NPA Management Committee	Member
	HR Committee	Member
	Management Committee	Member
	Customer Service Committee	Member
	IT Strategy Committee	Member
Details of membership in the Committee of the Board of the other companies*	<b>1. National Collateral Management Limited</b>	
	Corporate Social Responsibility Committee	Member
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	<b>2. Fairchem Speciality Limited</b>	
	Audit Committee	Member
	<b>3. Saurashtra Freight Limited</b>	
	Corporate Social Responsibility Committee	Member
	Audit Committee	Member
	Remuneration Committee	Member
	<b>4. Thomas Cook India Limited</b>	
	Audit Committee	Member
	Stakeholder's Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	<b>5. Sterling Holiday Resorts Limited</b>	
	Audit Committee	Member
	<b>6. Bangalore International Airport Limited</b>	
	Corporate Social Responsibility Committee	Member
	<b>7. Privi Organics India Limited</b>	
	Corporate Social Responsibility Committee	Member
	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Stakeholder's Relationship / Share Transfer Committee	Member

\* Membership in committee denotes mandatory committee's as per Companies Act, 2013.



Terms and conditions of appointment / re-appointment including remuneration	Mr. Sumit Maheshwari is a Director proposed to be appointed as per section 152(6) of the Companies Act, 2013 and hence, liable to retire by rotation. Being a Non-Executive Director, he 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.
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## 2. Shri Aravamuthan Madhavan (DIN: 01865555)

Name	Mr. Aravamuthan Madhavan	
Date of Birth / Age	23.04.1954	65
Educational Qualification	M.A (Economics), CAIIB	
Expertise in functional area	IT and Payment & Settlement Systems	
Date of first appointment on Board	13.12.2019	
Brief Resume including Experience	Mr. Madhavan Aravamuthan (DIN 01865555) is an Additional Director (Non-executive, Independent) of the Bank and has been associated with the Bank since December 13, 2018. He is a seasoned Banker having served Reserve Bank of India for over thirty seven years in various Banking areas and capacities in RBI. He is a Post graduate in Economics from Madras University and a Certified Associate of Indian Institute of Bankers. His skillsets include deep knowledge of IT Systems, Payment & Settlement Systems, Offsite surveillance of Banks, etc. E-Kuber CBS system for the Reserve Bank of India was conceptualised, implemented and rolled out after effecting Business Process Re-engineering by Mr. Madhavan Aravamuthan. He had also significantly contributed in the preparation of RFP for RTGS and HRMS solutions of the Reserve Bank. He was earlier on the Board of erstwhile Bank of Rajasthan as Additional Director appointed by Reserve Bank of India.	
Directorship held in other Companies	1. Finsigma Inclusive Services Private Limited 2. Fedcontech LLP	
No. of shares held in the Bank	NIL	
Details of remuneration last drawn	Sitting fee for attending board and committee meetings for the FY 2018-19 – Rs. 3,40,000/- Sitting fee for attending board and committee meetings for the FY 2019-20(up to 06.05.2019) – Rs. 90,000/-	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship per se	
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	8	

Details of membership in the Committee of the Board of the Bank	NPA Management Committee	Chairman
	Committee for Monitoring Large Value Frauds (CMF)	Chairman
	IT Strategy Committee	Chairman
	Audit Committee	Member
	Risk Management Committee	Member
	Stakeholders Relationship Committee	Member
Details of membership in the Committee of the Board of the other companies	NIL	
Terms and conditions of appointment / re-appointment including remuneration	<p>The proposed appointment of Mr. Aravamuthan Madhavan as independent director is up to 28.06.2022</p> <p>The terms and conditions of appointment of Mr. Aravamuthan Madhavan 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>	

### 3. Mr. Syed Nagoor Ali Jinnah (DIN: 05238633)

Name	Mr. Syed Nagoor Ali Jinnah	
Date of Birth / Age	31.03.1958	61
Educational Qualification	B.Sc, MBA (IIMA), CAIIB	
Expertise in functional area	Agriculture, Rural Economy and Co-operation	
Date of first appointment on Board	06.03.2019	
Brief Resume including Experience	<p>Mr. Syed Nagoor Ali Jinnah (DIN 05238633) is an Additional Director (Non-executive, Independent) of the Bank and has been associated with the Bank since March 6, 2019. Mr. Jinnah, retired as Chief General Manager, NABARD, Tamil Nadu Regional Office, Chennai in 2018 is an experienced banker who has a fine blend of academics and Pan Indian insights with diverse operational, consulting and policy making experience in addition to international exposure in development banking, supervision and institutional development. He is a Science Graduate in Agriculture from Tamilnadu Agricultural University with a Postgraduate Diploma from Indian Institute of Management, Ahmedabad. Mr. Jinnah was involved in designing and refinancing large area development projects in agriculture in 16 states of the country and was part of the anti-poverty and micro credit programmes in the State of Orissa and Kerala. Mr. Jinnah designed and implemented high value agricultural projects in Andhra Pradesh, Kerala, Karnataka, Tamil Nadu and Puducherry as a NABARD executive. Mr. Jinnah was a Director in the Boards of RRB, Tamil Nadu State Co-operative Bank, Karnataka State Cooperative Agriculture &amp; Rural Development Bank and NABARD Financial Services Ltd. He also has headed the operations of NABCONS, a wholly owned subsidiary of NABARD at Tamil Nadu &amp; Puducherry. He has served as the Chairman of NABARD's Internal Working Group / Committees on 'Future Business Model for NABARD', and 'Work Processes, Promotion Policies and Recruitment in NABARD'.</p>	
Directorship held in other Companies	Nil	

No. of shares held in the Bank	NIL	
Details of remuneration last drawn	Sitting fee for attending board and committee meetings for the FY 2018-19 – Rs. 1,20,000/- Sitting fee for attending board and committee meetings for the FY 2019-20(up to 06.05.2019) – Rs. 90,000/-	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship per se.	
No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	3	
Details of membership in the Committee of the Board of the Bank	Customer Service Committee	Chairman
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
	Committee for Monitoring Large Value Frauds (CMF)	Membe
Details of membership in the Committee of the Board of the other companies	NIL	
Terms and conditions of appointment / re-appointment including remuneration	The proposed appointment of Mr. Syed Nagoor Ali Jinnah as independent director is for a period up to 05.03.2022. The terms and conditions of appointment of Mr. Syed Nagoor Ali Jinnah 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'	

## **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 98th Annual General Meeting scheduled to be held on Saturday, June 29, 2019 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 23.05.2019 for the 98th Annual General Meeting of the Bank scheduled to be held on 29.06.2019, which is being mailed to you along with the Annual Report for the financial year 2018-19 of the Bank. The Notice of the Annual General Meeting and this communication are also available on the website of the Bank [www.csb.co.in](http://www.csb.co.in)

Details of persons to be contacted for issues relating to remote e-voting : Mr. Rakesh Dalvi, Manager, e-Voting helpdesk, Central Depository Services (India) Limited (CDSL), Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013, Tel: 022-23023333, Fax: 022-23002043, Toll Free No.: 1800225533 or through e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Mr. K. Jayakumar, Manager – Systems & Support, S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Phone: +91 422 4958995, 2539835-836, Fax: +91 422 2539837, E -mail: [info@skdc-consultants.com](mailto:info@skdc-consultants.com)

The e-voting module shall be disabled for voting on June 28, 2019 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 June 22, 2019(cut-off date).

The Board of Directors has appointed Mr P. D. Vincent, LLB, MBA, FCS, Practicing Company Secretary (Managing 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 AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting as per the procedure laid down in the Companies (Management and Administration) Rules, 2014 (as amended). The Scrutinizer will collate the votes downloaded from the e-voting system and the votes cast at the AGM to declare the results for all resolutions set forth in the notice convening the AGM. On completion of the scrutiny, the Scrutinizer will submit his report to the Chairman of the meeting, who shall counter sign the same. The Results shall be declared not later than 48 hours from the conclusion of the AGM 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](http://www.csb.co.in) and on the website of CDSL immediately after the declaration of result by the Chairman.

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

- (i) The voting period begins on Wednesday, June 26, 2019 at 09:00 A.M IST and ends on Friday, June 28, 2019 at 05:00 P.M IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 22, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - 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.
- (vi) Next enter the Image Verification as displayed and Click on "Login".

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <The Catholic Syrian Bank Ltd> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Location Map for the Venue of the 98<sup>th</sup> Annual General Meeting of the Catholic Syrian Bank Limited**

