

THE CATHOLIC SYRIAN BANK LIMITED

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

Corporate Identity Number: U65191KL1920PLC000175

Telephone: +91 487-2333020; Fax: +91 487-2338764

Website: www.csb.co.in; **Email:** board@csb.co.in

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

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

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof, is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Bank has appointed CS Sivakumar P., Managing Partner, SVJS & Associates, Company Secretaries, 39/3519 B, First Floor, Padmam Apartments, Ravipuram, Kochi-682016, Kerala (Membership No.FCS 3050 and Certificate of Practice No. 2210), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Bank. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday December 15, 2015 at 5.00 p.m. to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014, the Bank is pleased to provide the members (whether holding equity shares in physical form or in dematerialized mode) with the facility to exercise their right to vote by electronic means instead of dispatching Postal Ballot Form and has engaged the service of Central Depository Services (India) Limited (CDSL) as authorized agency to provide e-voting facility.

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

The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced within 7 days of the last date of receipt of the postal ballot, at the Registered Office of the Bank. The result would be declared and displayed at the Registered Office of the Bank and also displayed along with the Scrutinizer's report on the Bank's website www.csb.co.in and on the website of CDSL immediately after the declaration of result.

Resolution

1. Issue and allotment of Equity Shares on preferential basis ("Preferential Issue/Offer")

To consider and if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read together with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant Rules thereunder and other applicable provisions if any, of the said Act, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the Banking Regulation Act, 1949, the Foreign Exchange Management Act, 1999, as amended and in accordance with the provisions of all other applicable laws, rules and regulations including the pricing guidelines of the Reserve Bank of India relating to allotment of equity shares, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident

outside India) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof and such other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued / to be issued thereon by the Government of India, the Reserve Bank of India, the Securities and Exchange Board 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, other statutory, regulatory and government approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as “**the Board**”, which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the Bank be and is hereby accorded to the Board to undertake an offer on a preferential basis of its equity shares of face value of ₹ 10 each (“**Equity Shares**”) aggregating upto ₹ 150 crore (Rupees One Hundred and Fifty Crore Only) through the creation, issue, offering and allotment, in its absolute discretion of up to 12,500,000 equity shares or such maximum number of equity shares as may be permitted / allowed by the Securities and Exchange Board of India and the Reserve Bank of India within the price band of ₹ 100 to ₹120 per Equity Share including premium(collectively referred to as “**the preferential issue or Offer**”) and that the said Equity Shares be offered and allotted on preferential basis to the investors, institutions, entities including residents, non-residents or NRIs as per the permission accorded by the Foreign Investment Promotion Board(FIPB), Government of India vide their Letter No.64 (2015) / 65 (2015) dated August 19, 2015 or any amendment thereto, whether or not such persons or entities presently hold equity shares in the Bank and whose names as stated hereunder with their respective intended share allotments be recorded by the Bank prior to making the Offer and that the issue/offer be made at such time or times and on such other terms and conditions and in such manner as may be decided by the Board.

Sl No	Name & address of the proposed Allottees	Maximum No of shares	Class/ Category	Whether existing shareholder
1	Vinod Mohan Nair 4A, Bukit Sedap Road, Singapore - 279932	Up to 10,00,000	NRI	No
2	Sat Pal Khattar 3D Tanglin Hill, Singapore 248035	Up to 7,00,000	NRI	Yes
3	Brightness Capital And Advisory Services Pte. Ltd. 8 Temasek Boulevard, #32-01 Suntec Tower 3, Singapore - 038988	Up to 30,00,000	Body Corporate-Foreign	No
4	Far East Franchise Pte. Ltd. 12 Trevoe Crescent, Dunearn Estate, Singapore 298027.	Up to 10,00,000	Body Corporate-Foreign	No
5	Yusuff Ali. M.A. P.O.Box No. 4048, Abu Dhabi, UAE	Up to 6,26,875	NRI	Yes
6	Global 9 Resources Pte. Ltd. 77A Boat Quay, Singapore - 049865	Up to 21,85,666	Body Corporate- Foreign	No
7	Ashish Varghese George Pent House - A, Heera Twins Tower, Pattom Junction, Trivandrum - 695004	Up to 50,000	NRI	No
8	Mmariners Pimo Support Solutions Pte. Ltd. 77A Boat Quay, Singapore - 049865	Up to 15,73,680	Body Corporate- Foreign	No
9	Bridge India Fund Level 5, Alexander House, 35 Cybercity, Ebene, Mauritius	Up to 25,00,000	Body Corporate- Foreign	No
10	Dr. T. Varghese George Pent House - A, Heera Twins Tower, Pattom Junction, Trivandrum - 695004	Up to 1,00,000	NRI	No
11	ICICI Lombard General Insurance Company Limited ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhi Vinayak Temple, Prabhadevi, Mumbai – 400025	Up to 10,00,000	Insurance company-Domestic	No
12	Bennett, Coleman & Co. Ltd. The Times of India Building, Dr. D. N. Road, Mumbai - 400 001	Up to 5,00,000	Body Corporate- Domestic	No
13	Agnus Capital LLP Star 1, Bilekahalli, Bannerghatta Road,Bangalore - 560076	Up to 10,00,000	LLP-Domestic	Yes
14	Reliance Capital Limited No.570, Rectifier House, Naigaum Cross Road, Wadala (W), Mumbai 400 031.	Up to 25,00,000	Body Corporate- Domestic	No
15	ICICI Prudential Life Insurance Company Limited ICICI Prulife Towers, 1089, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025	Up to 27,59,347	Insurance company-Domestic	No
16	HDFC Standard Life Insurance Company Limited 13th Floor, Lodha Excelus,Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai – 400 011	Up to 25,00,000	Insurance company-Domestic	No

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, post listing of the equity shares of the Bank.

RESOLVED FURTHER THAT the issue of the Equity Shares as aforesaid shall be, *inter alia*, subject to the following terms and conditions: (i) The Equity Shares to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Bank; and (ii) The Equity Shares to be issued and allotted in the issue shall rank *pari passu* inter se and with the then existing Equity Shares of the Bank, in all respects including dividend.

RESOLVED FURTHER THAT subject to the provisions of all the applicable laws, the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares, including the number of equity shares up to 12,500,000 Equity Shares or such maximum number of equity shares as may be permitted / allowed by the Securities and Exchange Board of India and the Reserve Bank of India which may be allotted to all or any of the allottees, exclusion of one or more investors from the proposed list of allottees etc. as it may deem fit and proper and/or as may be necessitated pursuant to any regulatory requirement or 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, 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.

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

Sijo Varghese
Company Secretary

Place : Chennai
Date : October 30, 2015

NOTES:

1. The statement pursuant to Section 102 (1) of the Act stating the material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut off date fixed for the purpose i.e, November 6, 2015. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form, to their email addresses registered with their Depository Participants / the Bank's Registrar and Transfer Agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 6, 2015 will be considered for the purpose of voting / e-voting.
4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to board@csb.co.in. The Registrar & Transfer Agents / Bank shall send the same along with postage prepaid self addressed Business Reply Envelope to the Member.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Bank has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.

8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Tuesday, December 15, 2015 at 5.00 p.m. The postage of such envelope will be borne by the Bank. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Tuesday, December 15, 2015 at 5.00 p.m., it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO of the Bank after the completion of scrutiny and the result of the voting by postal ballot will be announced within 7 days of the last date of receipt of the postal ballot, at the Registered Office of the Bank at CSB Bhavan, St.Mary's College Road, Post Box No.502, Thrissur, Kerala-680 020 . The result would be declared and displayed at the Registered Office of the Bank and displayed along with the Scrutinizer's report on the Bank's website www.csb.co.in and on the website of CDSL immediately after the declaration of results.
11. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Tuesday, December 15, 2015 at 5.00 p.m., shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the documents referred to in the statement of material facts will be available for inspection at the Registered Office of the Bank during working hours on all working days from the date of dispatch of the Notice till Tuesday, December 15, 2015 at 5.00 p.m.

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

Item No.1

The shareholders of the Bank in the extraordinary general meeting held on February 19, 2015 had approved the Initial Public Offering and the Pre-IPO placement of equity shares for the capital augmentation plan of the Bank. The Bank has filed a Draft Red Herring Prospectus (DRHP) dated March 30, 2015 with the Securities and Exchange Board of India (SEBI) for raising capital aggregating up to ₹ 400 crore. Further, the DRHP stipulates that in consultation with the BRLMs, the Bank may consider a private placement of up to 1,25,00,000 equity shares for cash consideration aggregating up to ₹ 150 crore, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). If the Pre-IPO Placement is completed, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to a minimum Net Issue size of 25% of the post Issue paid-up equity share capital being offered to the public. The Bank has received the final observations from SEBI vide its letter dated June 23, 2015.

Subject to receipt of approval from the Securities and Exchange Board of India and the Reserve Bank of India and / or any other regulatory / statutory authorities, from time to time, if any, the Bank now proposes to make a Pre-IPO Placement of upto ₹ 150 crore (Rupees One hundred and fifty crore only) through the issuance of up to 1,25,00,000 equity shares or such maximum number of equity shares as may be permitted / allowed by Securities and Exchange Board of India and the Reserve Bank of India to select investors on preferential basis in accordance with the provisions of Sections 42 and 62 of the Companies Act, 2013 read together with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant Rules made thereunder. The Board believes that the proposed issue and allotment will be in the best interest of the Bank and all its members.

The proposed Pre-IPO placement and details thereof, including the size of the Pre-IPO Placement, the eventual number of equity shares to be allotted and the amounts raised through the pre-IPO Placement are subject to approval of the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and such other approvals as may be necessary in this connection. The issue is authorised by article 72 of the Articles of Association of the bank.

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

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

i. Objects of the issue

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

ii. Total number of shares to be issued

The Bank proposes to issue and allot up to 1,25,00,000 equity shares or such maximum number of equity shares as may be permitted / allowed by the Securities and Exchange Board of India and the Reserve Bank of India, aggregating up to ₹ 150 crore (Rupees One hundred and fifty crore only).

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

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

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

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

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

The Relevant date is September 30, 2015.

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

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

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

The Bank has no identifiable promoters.

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

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

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

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

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

Sl. No	Name of the proposed allottees	Share holding before the preferential offer	% of Pre issue holding	Maximum No. of shares to be offered*	Post preferential offer holding*	% of post preferential offer holding*
1	Vinod Mohan Nair	-	0%	10,00,000	10,00,000	1.20%
2	Sat Pal Khattar	10,73,906	1.78%	7,00,000	17,73,906	2.13%
3	Brightness Capital And Advisory Services Pte. Ltd.	-	0%	30,00,000	30,00,000	3.60%
4	Far East Franchise Pte. Ltd.	-	0%	10,00,000	10,00,000	1.20%
5	Yusuff Ali. M.A.	30,07,722	4.98%	6,26,875	36,34,597	4.36%
6	Global 9 Resources Pte. Ltd.	-	0%	21,85,666	21,85,666	2.62%
7	Ashish Varghese George	-	0%	50,000	50,000	0.06%
8	Mmariners Pimo Support Solutions Pte. Ltd.	-	0%	15,73,680	15,73,680	1.89%
9	Bridge India Fund	-	0%	25,00,000	25,00,000	3.00%
10	Dr. T. Varghese George	-	0%	1,00,000	1,00,000	0.12%
11	ICICI Lombard General Insurance Company Limited	-	0%	10,00,000	10,00,000	1.20%
12	Bennett, Coleman & Co. Ltd.	-	0%	5,00,000	5,00,000	0.60%
13	Agnus Capital LLP	20,81,854	3.45%	10,00,000	30,81,854	3.70%
14	Reliance Capital Limited	-	0%	25,00,000	25,00,000	3.00%
15	ICICI Prudential Life Insurance Company Limited	-	0%	27,59,347	27,59,347	3.31%
16	HDFC Standard Life Insurance Company Limited	-	0%	25,00,000	25,00,000	3.00%

**The number of shares and percentages given are only indicative and may change depending on the receipt of application and final allotment of shares by the Board and suitable approvals from the Securities and Exchange Board of India.*

By virtue of the above allotments, none of the above allottees of shares will be exceeding the ceiling limit on the percentage holding of shares/voting rights in the Bank, as prescribed in Section 12B of the banking Regulation Act, 1949.

- x. **The change in control, if any, in the Bank that would occur consequent to the preferential offer:**
No change in the control of the Bank is intended or expected consequent to the preferential issue.
- xi. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**
Nil
- xii. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**
Not applicable
- xiii. **The pre- issue and post issue shareholding 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	0	0	0	0
	Bodies Corporate	0	0	0	0
	Sub Total	0	0	0	0
2	Foreign Promoters :	0	0	0	0
	Sub-Total (A)	0	0	0	0
B	Non - Promoters Holding				
1	Institutional Investors	48,67,515	8.07	1,46,26,862	17.55
2	Non - Institutions :	5,54,70,110	91.93	6,87,06,331	82.45
	Private Corporate Bodies (including non-resident corporate)	1,99,45,531	33.06	3,07,04,877	36.85
	Directors & Relatives	35,88,172	5.95	35,88,172	4.31
	Indian Public	1,99,44,889	33.06	1,99,44,889	23.93
	Others (Including NRIs)	1,19,91,518	19.87	1,44,68,393	17.36
	Sub-Total (B)	6,03,37,625	100.00	8,33,33,193	100.00
	GRAND TOTAL (A + B)	6,03,37,625	100.00	8,33,33,193	100.00

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

xiv. **Ranking of equity shares**

Equity shares to be issued and allotted pursuant to the above, shall rank *pari passu* with the existing equity shares of the Bank in all aspects.

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

None of the Directors or Key Managerial Personnel of the Bank either directly or through their relatives are in any way concerned or interested in the item.

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

Place : Chennai
Date : October 30, 2015

INSTRUCTIONS

Process and manner for members opting to vote by electronic means

Electronic Voting

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

VOTING THROUGH ELECTRONIC MEANS

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

Instructions to Members for e-voting are as under:

- (a) Date and time of commencement of voting through electronic means: November 16, 2015 at 9.00 AM.
- (b) Date and time of end of voting through electronic means, beyond which voting will not be allowed: December 15, 2015 at 5.00 PM.
- (c) Details of Website : www.evotingindia.com

Details of person to be contacted for issues relating to e-voting : M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006 Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837 E -mail : info@skdc-consultants.com Website: www.skdc-consultants.com .

The e-voting module shall be disabled for voting on December 15, 2015 at 5.00 PM. 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 November 6, 2015 (cut-off date).

In case of members receiving e-mail:

- I. Log on to the e-voting website: www.evotingindia.com
- II. Click on "Shareholders" tab
- III. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank.
- IV. Enter the Image Verification Code as displayed and Click on Login.
- V. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Bank / Depository Participant are requested to use the Sequence Number , provided in the Postal Ballot Form enclosed herewith, in the PAN field.
In order to login please enter Either Dividend Bank Details OR DOB as below. If the details are not recorded with the depository or Bank please enter the User ID / Folio Number in the Dividend Bank details field.	
Dividend Bank Details.	Enter the Dividend Bank Account Number as recorded in your demat account or in the Bank's records for the said demat account or folio.
OR	
DOB	Enter the date of birth as recorded in your demat account in dd/mm/yyyy format.

- VII. After entering these details appropriately, click on "SUBMIT" tab.
- VIII. Members holding shares in physical form will be directed to 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.
- IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the relevant EVSN - The Catholic Syrian Bank Limited.
- XI. 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.
- XII. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- XIII. 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.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVI. If Demat account holder has forgotten the changed password then Enter the User ID and Image verification Code and click on "Forgot Password" and enter the details as prompted by the system.
- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from Sl. No. (I) to Sl. No. (XVI) above to cast vote.
- B. The voting period begins on November 16, 2015 at 9.00 AM and ends on December 15, 2015 at 5.00 PM. During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date on November 6, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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.

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

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