

CSFB.2025-26/156

July 08, 2025

BSE Limited
Listing Compliance
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Maharashtra

National Stock Exchange of India Limited
The Listing Department,
Exchange Plaza,
Bandra Kurla Complex,
Mumbai - 400 051
Maharashtra

Scrip Code: 544120, 951995 & 953739

Symbol: CAPITALSFB

Subject: Notice convening the 26th Annual General Meeting

Dear Sir/Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Notice of the 26th Annual General Meeting (AGM) of the Company, the same is available on the website of the Company i.e. www.capitalbank.co.in.

The Schedule of 26th AGM of the Company is as under: -

Event	Date	Time (IST)
Cut-off date to determine eligible members for voting on AGM Resolution(s)	Friday, 25 th July, 2025	NA
Commencement of E-Voting	Tuesday, 29 th July, 2025	09:00 AM
End of E-voting	Thursday, 31 st July, 2025	05:00 PM
Annual General Meeting	Friday, 01 st August, 2025	11:00 AM

This is for your information and record.

Thanking You,


Yours faithfully,

For **Capital Small Finance Bank Limited**

Amit Sharma
Company Secretary & Compliance Officer
Membership No.: F10888

Encl: as above

Capital Small Finance Bank Limited

Regd. & Head Off.: 'MIDAS Corporate Park', 3rd Floor, 37, G.T. Road, Jalandhar-144 001, INDIA
Tel.: 0181-5051111, 5052222 | Fax: 0181-5053333 | e-mail: mail@capitalbank.co.in | www.capitalbank.co.in
 www.facebook.com/capitalbankindia | CIN : L65110PB1999PLC022634

NOTICE OF 26TH ANNUAL GENERAL MEETING

CAPITAL SMALL FINANCE BANK LIMITED

CIN: L65110PB1999PLC022634

Regd. Office: MIDAS Corporate Park, 3rd Floor, 37, G.T Road, Jalandhar -144001, Punjab INDIA

Ph.: +91 181 5051111, 5052222; Fax: +91 181 5053333

E-mail: cs@capitalbank.co.in | Website: www.capitalbank.co.in

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ("26TH") ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CAPITAL SMALL FINANCE BANK LIMITED ("BANK" OR "COMPANY") IS SCHEDULED TO BE HELD ON FRIDAY, AUGUST 01, 2025 AT 11:00 A.M. INDIAN STANDARD TIME ("IST") BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MIDAS CORPORATE PARK, 3RD FLOOR, 37, G.T ROAD, JALANDHAR -144001, PUNJAB, INDIA SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE BANK FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE SCHEDULES AND ANNEXURES THERETO, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Bank comprising of Balance Sheet for the financial year ended March 31, 2025, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended March 31, 2025 together with the schedules and annexures thereto and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

- 2. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES OF THE BANK FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 read with the rules made thereunder (including any modifications or re-enactment thereof for time being in force), a final dividend amounting to ₹ 4/- (Rupees Four only) per equity share of the Bank that is 40% on face value of ₹ 10/- (Rupees Ten) each fully paid-up, be and is hereby declared for the financial year ended March 31, 2025, as recommended by the Board of Directors."

- 3. TO RE-APPOINT MR. BALBIR SINGH (DIN: 02284941) NOMINEE DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), Mr. Balbir Singh (DIN: 02284941), Nominee Director, who retires by rotation at this meeting and who being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director (Nominee Director) of the Bank, liable to retire by rotation."

SPECIAL BUSINESS

- 4. TO APPOINT M/S. DEEPAK ARORA & ASSOCIATES, A FIRM OF PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE BANK FOR THE FIRST TERM OF FIVE (5) CONSECUTIVE YEARS AND TO FIX THEIR REMUNERATION**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, circulars, statutory notifications made by any statutory authorities (including any Statutory modification(s) or re-enactment thereof for the time being in force), based on recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of M/s. Deepak Arora & Associates, Practicing Company Secretaries (ICSI Unique Code: P2001RJ080000) (Peer Review Certificate No.: 6655/2025), as Secretarial Auditors of the Bank for a first term of five (5) consecutive years commencing from FY'26 till FY'30, to conduct secretarial audit, at annual remuneration/fees plus applicable taxes and reimbursement of out of pocket expenses (as mentioned in the explanatory statement) as may

be determined by the Board of Directors of the Bank (including its Committee thereof) and mutually agreed with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Bank (which term includes a duly constituted Committee of the Board of Directors), be and are hereby authorised to do all such acts, deeds and things as may be required or deem necessary including but not limited to finalising the terms of appointment and filing necessary returns with the office of the Registrar of Companies etc.”

5. TO APPROVE THE REMUNERATION OF MR. SARVJIT SINGH SAMRA (DIN: 00477444), MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER WITH EFFECT FROM APRIL 01, 2025

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable Regulations of

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (“BR Act”) and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), from time to time, and any other applicable Laws, Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the provisions of the Articles of Association of the Bank and in accordance with the Compensation Policy of the Bank and subject to all other requisite approvals, permissions, sanctions, such conditions as may be prescribed by RBI or any other statutory authority/Regulator, based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Bank (hereinafter referred to as the ‘Board’, which expression includes a Committee of the Board), consent of the Members be and is hereby accorded for the below mentioned annual remuneration of Mr. Sarvjit Singh Samra (DIN: 00477444), Managing Director and Chief Executive Officer of the Bank, with effect from April 01, 2025, subject to the approval of the RBI:

Part- A:	Fixed Pay (including perquisites)	Amount (₹) (P.A.)	Additional details, if applicable
1	Salary	96,00,000	
2	Dearness allowance	Nil	
3	Retiral/Superannuation benefits	11,81,538	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹ 60,000 per month
	(b) Gratuity	4,61,538	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	-	
4	Leave Fare Concession/Allowance	-	
5	Other fixed allowances, if any (please specify)*	4,18,462	
	(i) Special Allowance	-	
	(ii) Professional Allowance	4,18,462	
	(iii) Medical Allowance	-	
6	Perquisites:	48,00,000	
	Free Furnished House and its maintenance/House Rent		50% of the Basic Pay
	(i) Allowance	48,00,000	
	(ii) Conveyance Allowance/Free use of bank's car for	-	
	(a) Official purposes	-	Car with Driver for Official Purpose
	(b) Private purposes	-	By compensating the Bank along with suitable amount
	(iii) Driver(s)' salary	-	Car with Driver for Official Purpose
	(iv) Club Membership(s)	-	
	(v) Reimbursement of medical expenses	-	
	(vi) Any other perquisites (please specify)	-	Medical and Group Term Insurance as per bank Policy
	Total Fixed Pay (including perquisites)	1,60,00,000	

Part- B:	Variable Pay	<p>i. upto 60% of annual fixed pay, subject to approval of the Reserve Bank of India.</p> <p>ii. The variable pay shall be paid in cash in terms of the Compensation Policy of the Bank and the RBI guidelines.</p> <p>iii. The variable pay will be subject to the deferral and malus/ clawback clauses in terms of the Compensation Policy of the Bank and the RBI guidelines.</p>
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RESOLVED FURTHER THAT the remuneration of Mr. Sarvjit Singh Samra shall be subject to annual review by the Board/Committee and to such other approvals as may be required.

RESOLVED FURTHER THAT pursuant to the applicable RBI Circular(s), the Board be and is hereby authorised to make suitable adjustments, if any, between Fixed Pay & Variable Pay including its components while keeping the overall remuneration within limits given hereinabove in compliance of RBI circulars and in compliance of changes that the RBI may instruct in this regard.

RESOLVED FURTHER THAT the variable remuneration shall be payable to Mr. Sarvjit Singh Samra subject to Malus and Claw back clause as laid down in the Compensation Policy of the Bank and guidelines issued by the RBI from time to time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mr. Sarvjit Singh Samra shall be paid only fixed pay as mentioned above.

RESOLVED FURTHER THAT the Board of the Bank be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/ regulatory authorities, with power to alter and vary the above terms and conditions including remuneration and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to other Committee(s)/ Director(s)/ Officer(s) of the Bank, to give effect to this resolution."

6. TO APPROVE THE REMUNERATION OF MR. MUNISH JAIN (DIN: 10132430), WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR WITH EFFECT FROM APRIL 01, 2025

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("BR Act") and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI") from time to time, and any other applicable Laws, Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and in accordance with the Compensation Policy of the Bank and subject to all other requisite approvals, permissions, sanctions, such conditions as may be prescribed by RBI or any other statutory authority/Regulator, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Bank (hereinafter referred to as the 'Board', which expression includes a Committee of the Board), consent of the Members be and is hereby accorded for the below mentioned annual remuneration of Mr. Munish Jain (DIN: 10132430), Whole Time Director designated as Executive Director of the Bank, with effect from April 01, 2025, subject to the approval of the RBI:

Part- A:	Fixed Pay (including perquisites)	Amount (₹) (P.A.)	Additional details, if applicable
1	Salary	96,00,000	
2	Dearness allowance	-	
3	Retiral/Superannuation benefits	11,81,538	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹ 60,000 per month
	(b) Gratuity	4,61,538	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	-	

Part- A:	Fixed Pay (including perquisites)	Amount (₹) (P.A.)	Additional details, if applicable
4	Leave Fare Concession/ Allowance	-	
5	Other fixed allowances, if any (please specify)*	4,18,462	
(i)	Special Allowance	-	
(ii)	Professional Allowance	4,18,462	
(iii)	Medical Allowance	-	
6	Perquisites:	48,00,000	
(i)	Free Furnished House and its maintenance/House Rent Allowance	48,00,000	50% of the Basic Pay
(ii)	Conveyance Allowance/Free use of bank's car for		
(a)	Official purposes	-	Car with Driver for Official Purpose
(b)	Private purposes	-	By compensating the Bank along with suitable amount
(iii)	Driver(s)' salary	-	Car with Driver for Official Purpose
(iv)	Club Membership(s)	-	
(v)	Reimbursement of medical expenses	-	
(vi)	Any other perquisites (please specify)	-	Medical and Group Term Insurance as per bank Policy
	Total Fixed Pay (including perquisites)	1,60,00,000	
Part- B:	Variable Pay		<ul style="list-style-type: none"> i. upto 92.50% of annual fixed pay, subject to approval of the Reserve Bank of India. ii. The variable pay shall be paid in cash/ESOP/ESOS in terms of the Compensation Policy of the Bank and the RBI guidelines. iii. The variable pay will be subject to the deferral and malus/ clawback clauses in terms of the Compensation Policy of the Bank and the RBI guidelines.

RESOLVED FURTHER THAT the remuneration of Mr. Munish Jain shall be subject to annual review by the Board/Committee and to such other approvals as may be required.

RESOLVED FURTHER THAT pursuant to the applicable RBI Circular(s), the Board be and is hereby authorised to make suitable adjustments, if any, between Fixed Pay & Variable Pay including its components while keeping the overall remuneration within limits given hereinabove in compliance of RBI circular and in compliance of changes that the RBI may instruct in this regard.

RESOLVED FURTHER THAT the variable remuneration shall be payable to Mr. Munish Jain subject to Malus and Claw back clause as laid down in the Compensation Policy of the Bank and guidelines issued by the RBI from time to time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mr. Munish Jain shall be paid only fixed pay as mentioned above.

RESOLVED FURTHER THAT the Board of the Bank be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/ regulatory authorities, with power to alter and vary the above terms and conditions

including remuneration and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to other Committee(s)/ Director(s)/ Officer(s) of the Bank, to give effect to this resolution."

7. TO APPROVE PAYMENT OF REMUNERATION TO MR. SHAHBAZ SINGH SAMRA, RELATED PARTY, AND HOLDING THE OFFICE OR PLACE OF PROFIT

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), if any {including any statutory modification(s) or re - enactment thereof, for the time being in force}, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Shahbaz Singh Samra, being related party and holding office or place of profit, as

set out in the explanatory statement attached hereto, subject to maximum remuneration not exceeding ₹ 39,84,000/- (Rupees Thirty Nine Lakh Eighty Four Thousand only) per annum, effective from April 01, 2025 in any year, and the Board of Directors (which term shall deem to include any Committee of the Board authorized in this behalf) are authorized to alter and vary the terms and conditions of the appointment and remuneration, from time to time, in line with the applicable policy(s) of the Bank and within the limits as are approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such documents

and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Bank.”

**By Order of the Board
For Capital Small Finance Bank Limited**

Sd/-

Amit Sharma

Company Secretary

FCS10888

Place: Jalandhar
Date: May 31, 2025

Registered Office:

MIDAS Corporate Park
3rd Floor, 37, G.T Road
Jalandhar -144001, Punjab INDIA
CIN: L65110PB1999PLC022634
Ph.: +91 181 5051111, 5052222
FAX: +91 181 5053333
E-mail: cs@capitalbank.co.in
Website: www.capitalbank.co.in

Important Notes:

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special businesses is annexed herewith and forms part of the notice. The Board of Directors of the Bank at its meeting held on May 31, 2025 considered that the special business under Item No. 4, 5, 6 & 7 being considered unavoidable, be transacted at the Annual General Meeting ("AGM") of the Bank. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 08, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars"). Further, SEBI (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/ PoD-2/P/ CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD - PoD-2/P/CIR/2024/133 dated October 03, 2024 and other circulars issued in this regard by the Securities Exchange Board of India ("SEBI Circulars") have extended the above exemptions till September 30, 2025 prescribing the procedures and manner of conducting the AGM through video conferencing ("VC") or other audio visual means ("OAVM"). The physical attendance of the Shareholders at the AGM Venue is not required and in compliance of the above MCA Circulars and SEBI Circulars, the forthcoming AGM of the Bank will be held through VC or OAVM. The deemed venue for the AGM shall be the Registered Office of the Bank.
2. The information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), read with secretarial standards 2 issued by ICSI, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and forms part of the Notice.
3. In terms of the MCA circulars as mentioned above, the physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and MCA Circulars, the Bank is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with MUFG Intime India Private Limited (formerly Link Intime India Private Limited) for facilitating voting through electronic means, being the authorised agency for conducting e-voting. The facility of casting votes by a Shareholder using remote e-voting as well as the e-voting system during the AGM will be provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited).
6. The Shareholders can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutiniser, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
7. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The Notice is being sent electronically to all the Shareholders of the Bank, whose name appear as on July 04, 2025 on the Register of Members/List of Beneficial Owners, as received from Central Depository Services (India) Limited ("CDSL") / National Securities Depository Limited ("NSDL") ("Depositories") and who have registered their e-mail addresses with the Bank and/or with the Depositories. It is however, clarified that all the persons who are Shareholders of the Bank as on Cut-off date i.e. July 25, 2025 (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Bank or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice. A person who

is not a Member as on the cut-off date should treat this Notice for information purposes only.

9. In view of the "Green Initiatives in Corporate Governance" introduced by MCA & in terms of the MCA Circulars and applicable SEBI Circulars, the Bank will send the Annual report and AGM notice in electronic form only. The hard copy of Annual Report and AGM notice along with annexures will not be sent to the members in accordance with the requirements specified under the MCA Circulars. Members who are holding shares of the Company in physical mode are required to register their email addresses, to enable the Company to send all notices / reports / documents / intimations and other correspondences etc., through emails in the electronic mode. Members holding shares in dematerialised form, who have not registered their email addresses with Depository Participant(s) are requested to register / update their email addresses with their Depository Participant(s). A letter providing a web-link for accessing the Annual report and AGM Notice will be sent to those members who have not registered their e-mail IDs.
10. Only those Shareholders, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting before the AGM and are otherwise not barred from doing so, shall be allowed to vote through e-voting system at the AGM. Once the vote on a resolution is casted by the Member, he / she shall not be allowed to change it subsequently or cast the vote again.
11. All documents referred to in the Notice calling the AGM and the Explanatory Statement shall be available for inspection by the Shareholders.
12. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Bank at www.capitalbank.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
13. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility may kindly write to Company's Registrar & Transfer Agent for nomination form by quoting their folio number.
14. The Company's Registrar & Transfer Agent is MUGF Intime India Private Limited (formerly Link Intime India Private Limited) having its registered address at C-101, 1st Floor 247 Park Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, 400 083, Maharashtra, India.
15. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN and KYC details to their Depository Participants with whom they are maintaining their demat account. Shareholders holding shares in physical form can submit their PAN and KYC details including details of their bank accounts to the Bank at its abovementioned address.
16. Institutional / Corporate shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board or governing body resolution/authorisation etc. authorising their representatives to attend and vote on their behalf at e-mail ID cs@capitalbank.co.in from their registered e-mail ID.
17. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form. Accordingly, the Shareholders are requested to demat their physical holding. However, the Shareholders can continue to make request for transmission of the securities held in physical form.
18. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
19. Pursuant to recent amendment by SEBI, sub-regulation 5 of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been omitted and the listed entities are not required to announce dates of closure of their transfer books for any purpose.
20. Member seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
21. Members holding shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
22. The Register of Directors and Key managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and other documents referred to in the Notice will be available for inspection in electronic mode from the date of circulation of this Notice upto the date of AGM i.e., August 01, 2025. Members seeking to inspect such documents can send an email to cs@capitalbank.co.in.

23. Pursuant to Regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.

24. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING BEFORE AGM ARE AS UNDER:

In compliance with the provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited), on all the resolutions set forth in this Notice. In terms of SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

I. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

(i) Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.

- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

(ii) Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

(iii) Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide 'D' above*

***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

III. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CORPORATE BODY/ CUSTODIAN/MUTUAL FUND"):

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

IV. HELPDESK FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

V. HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at one e-mail ID or contact at toll free no. 1800 22 55 33

VI. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON – INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE HAS FORGOTTEN THE PASSWORD:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other e-voting instructions**25. THE INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

Members are entitled to attend the AGM through VC/ OAVM provided by RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), by following the below mentioned process:

- i. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first-come-first basis.
- ii. Shareholders with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Scrutiniser and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii. Shareholders to attend the Annual General Meeting through InstaMeet shall register their details and attend the AGM as under:
 - a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
 - b) Select the "Company" and 'Event Date' and register with your following details:

A. Demat Account No. or Folio No:

- Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Shareholders holding shares in

CDSL demat account shall provide 16 Digit Beneficiary ID.

- Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

- Enter your 10-digit Permanent Account Number (PAN)
- Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No: Enter your Mobile No.**D. Email ID:** Enter your email Id as recorded with your DP/ Company.

c) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

26. THE INSTRUCTIONS FOR SHAREHOLDERS TO SPEAK DURING THE GENERAL MEETING THROUGH INSTAMEET ARE AS UNDER:

1. Shareholders who would like to speak during the meeting must register their request with the Bank by sending a request mentioning their name, demat account number/folio number, email id, mobile number at cs@capitalbank.co.in between Saturday, July 26, 2025 (9:00 a.m. IST) and Thursday, July 31, 2025 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ ask questions during the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Bank. Preregistered shareholder who has received the confirmation from the Bank will only be allowed to speak at the AGM for a duration upto 3 minutes each. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
7. Please note that the Bank reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of AGM.
8. The members who do not wish to speak during the AGM but have queries may send their queries in advance on or before July 28, 2025 mentioning their name, demat account number/folio number, email id, mobile number by sending e-mail at cs@capitalbank.co.in. The queries will be replied to by the Bank suitably by e-mail.

For smooth experience of viewing the AGM proceedings through MUFU Intime India Private Limited (formerly Link Intime India Private Limited) InstaMEET, shareholders / members who are registered as speakers for the event are requested to download and install Webex application in advance.

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

27. THE INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET ARE AS UNDER:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once

you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/BANK AND FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Bank/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

29. Other Information:

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, July 25, 2025 only shall be entitled to avail the facility of remote e-Voting as well as e-voting at the AGM.
- b. The remote e-voting period commences on Tuesday, July 29, 2025 (from 9:00 a.m. IST) and ends on Thursday, July 31, 2025 (till 5:00 p.m. IST). The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- c. The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- d. The shareholders can opt for only one mode of voting i.e. Remote e-voting or e-voting during the AGM through VC/OAVM.
- e. The Board of Directors have appointed Mr. Bunny Sehgal, Proprietor of B. Sehgal and Associates (Membership No. : F11407 and COP No. : 15161) Practicing Company Secretary as the Scrutiniser to scrutinise the voting at the AGM and remote e-voting process in a fair and transparent manner.
- f. The Scrutiniser shall after the conclusion of voting at the AGM, will submit consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.
- g. The result declared along with the Scrutiniser's Report shall be communicated to the stock exchanges immediately after the results are declared, and will be placed on the Bank's website at www.capitalbank.co.in
- h. The voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or e-voting during the AGM.
- i. Any person, who acquires shares of the Bank and becomes a Member of the Bank after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com. However, if the person is already registered for remote e-voting with MUFG Intime India Private Limited, then existing User ID and password of the said person can be used for casting the vote.
- j. Pursuant to MCA Circulars companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialised form and with the RTA in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Bank shall ensure payment of dividend to such member vide dispatch of dividend warrant on the latest available address.
- k. The record date for the dividend payment is Friday, July 25, 2025. In respect of shares held in electronic form, the dividend will be paid to the Shareholders whose names are furnished by the depositories as beneficial owner as on that date and in case of shares held in physical form, the dividend will be paid to those members whose name shall appear on the Register of Members of the Company as on that date. As mentioned in the preceding note, in case of non-availability or non-updation of bank account details of the shareholders, the Bank shall ensure payment of dividend to such member vide dispatch of dividend warrant on the latest available address.
- l. Pursuant to Finance Act 2020, dividend income is taxable in the hands of the shareholders w.e.f. April 01, 2020 and the bank is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. Shareholders are therefore requested to update their PAN with the DP (if shares are held in electronic form) and the Bank's RTA (if shares are held in physical form).
- m. A resident individual shareholder with PAN and who is not liable to pay income tax were required to submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source via email the duly signed scan copy to cs@capitalbank.co.in on or before July 23, 2025.

Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- n. Further, as per the CBDT guidelines, PAN is required to be linked with the Aadhaar. In case, not linked, PAN will be treated as inoperative and tax will be deducted at a higher rate of 20%.
- o. Non-resident shareholders including Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits and email the duly signed scan copy to cs@capitalbank.co.in on or before July 23, 2025.
- p. Members are requested to address all correspondence, including dividend-related matters, to the Bank. Members wishing to claim dividends that remain unclaimed are requested to correspond with Bank as mentioned above, or with the Company Secretary, at the Bank's registered office at MIDAS Corporate Park, 3rd Floor, 37, G.T Road, Jalandhar-144001, Punjab INDIA. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the Bank's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 4 :

TO APPOINT M/S. DEEPAK ARORA & ASSOCIATES, A FIRM OF PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE BANK FOR THE FIRST TERM OF FIVE (5) CONSECUTIVE YEARS AND TO FIX THEIR REMUNERATION

The members are hereby informed that pursuant to Section 204 of the Companies Act, 2013 (the "Act") and the rules framed there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

Pursuant to regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, states that, based on the recommendation of the Board, a listed entity shall appoint or re-appoint:

- i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

The members are further informed that the Board of Directors at its meeting held on April 29, 2025, based on the recommendation of Audit Committee, approved the appointment of M/s. Deepak Arora & Associates, Practicing Company Secretaries (ICSI Unique Code: P2001RJ080000) (Peer Review Certificate No.: 6655/2025) as the Secretarial Auditors of the Company for the first term of five (5) consecutive years commencing from the FY 2025-2026.

The Bank has received peer Review Certificate along with Consent letter to act as Secretarial Auditor from M/s Deepak Arora & Associates, stating their eligibility and non-disqualification from being appointed as Secretarial Auditors of the Company.

Brief Profile:

M/s Deepak Arora & Associates, a firm of Practicing Company Secretaries, is a partnership firm which was earlier established as a proprietorship firm in the year 2001 and later on it was converted into a partnership firm which is engaged in practice of corporate laws for over 22 years

located in Jaipur, Rajasthan, India and formed by Mr. Deepak Arora. He is Fellow Member of the Institute of Company Secretaries of India, Former Council Member of the Northern India Regional Council (NIRC) of the Institute of Company Secretaries of India (ICSI) and Insolvency Professional. Deepak Arora & Associates is an integrated service firm and a leading Company Secretaries Firm in Jaipur, focused on corporate laws and rendering comprehensive professional services in different areas. It provide a wide spectrum of services on all matters relating to corporate laws to enable organisations to achieve their goals. M/s Deepak Arora & Associates is a progressive, dedicated and proactive firm of Company Secretaries and Legal Advisors. It undertakes legal and secretarial services to assist the clients in Business set up, Corporate Laws, Industrial Laws, Foreign Exchange Laws and Intellectual Property Laws, SEBI Laws, Insolvency and Bankruptcy Law, RBI Act. It has developed a wide network and relationship around the country and has developed a capacity to provide above services at any place and at any time.

The firm holds the 'Peer Review' certificate as issued by 'ICSI'.

Proposed Fee payable to Secretarial Auditors

The Board of Directors has approved the following remuneration for conducting the secretarial audit, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals, for five (05) years effective from FY 26:-

Financial Year	*Remuneration (₹) per annum
2025-26	3,50,000
2026-27	3,85,000
2027-28	4,23,500
2028-29	4,65,850
2029-30	5,12,435

**excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals*

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors or Key Managerial Personnel of the Bank or their respective relatives (as defined in the Companies Act, 2013) are interested or concerned, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the Shareholders by way of an Ordinary Resolution.

ITEM NO. 5

TO APPROVE THE REMUNERATION OF MR. SARVJIT SINGH SAMRA (DIN: 00477444), MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER WITH EFFECT FROM APRIL 01, 2025

The members are hereby informed that based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors, the Shareholders of the Bank, vide Postal Ballot, on January 22, 2025, had approved re-appointment along with remuneration of Mr. Sarvjit Singh Samra (DIN: 00477444) as Managing Director & Chief Executive Officer (MD & CEO) for three Financial Years (w.e.f. April 24, 2025).

The remuneration of Mr. Sarvjit Singh Samra (DIN: 00477444) is subject to the Annual Review of the Board of Directors. Accordingly, based on the outcome of the performance evaluation and compensation policy of the Bank, the Nomination and Remuneration Committee of the Bank (NRC) has recommended the revised remuneration to the Board and the Board in its meeting held on April 29, 2025 had approved the Annual remuneration of Mr. Sarvjit Singh Samra (DIN: 00477444) with effect from April 01, 2025, subject to the approval of the Shareholders and RBI. It is pertinent to mention that the Members, vide special resolution passed through Postal Ballot on January 22, 2025, approved the Fixed Pay of ₹ 1,42,00,000/- (Rupees One Crore Forty Two Lakh only) per annum and now subsequent to performance evaluation done by the NRC and Board, the approval of the Members is hereby sought for the Fixed Pay of ₹ 1,60,00,000/- (Rupees One Crore Sixty Lakh only) per annum w.e.f. April 01, 2025.

In view of the above and as per the applicable provisions of the Companies Act, 2013 ('Act'), approval of Shareholders by way of Special Resolution is sought for the Annual remuneration of Mr. Sarvjit Singh Samra, Managing Director and Chief Executive Officer, with effect from April 01, 2025, as specifically mentioned in the draft resolution set out at the Item No. 5 of the Notice.

The required details in terms of Secretarial Standards on General Meetings is provided in **Annexure I** to the Notice. Further the details as per the Act is annexed herewith as **Annexure II**.

Except Mr. Sarvjit Singh Samra and his relatives, none of the Directors, Key Managerial Personnel of the Bank and their respective relatives (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 5 of the Notice for the approval of Shareholders by way of Special Resolution.

ITEM NO. 6

TO APPROVE THE REMUNERATION OF MR. MUNISH JAIN (DIN: 10132430), WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR WITH EFFECT FROM APRIL 01, 2025

The members are hereby informed that based on the recommendation of the Nomination and Remuneration

Committee (NRC) and the Board of Directors, the Shareholders of the Bank in their Extra-Ordinary General Meeting (EGM) held on September 25, 2023, had approved the appointment along with remuneration of Mr. Munish Jain (DIN: 10132430) as Executive Director for three Financial Years (w.e.f. August 28, 2023).

The remuneration of Mr. Munish Jain (DIN: 10132430) is subject to the Annual Review of the Board of Directors. Accordingly, based on the outcome of the performance evaluation and compensation policy of the Bank, and recommendation of the NRC, the Board in its meeting held on April 29, 2025 had approved the Annual remuneration of Mr. Munish Jain (DIN: 10132430) with effect from April 01, 2025, subject to the approval of the Shareholders and RBI. It is pertinent to mention that the Members, vide special resolution dated August 30, 2024, approved the Fixed Pay of ₹ 1,51,94,692/- (Rupees One Crore Fifty One Lakh Ninety Four Thousand Six Hundred Ninety Two only) per annum w.e.f. April 01, 2024 and now subsequent to performance evaluation done by the NRC and Board, the approval of the Members is hereby sought for the Fixed Pay of ₹ 1,60,00,000/- (Rupees One Crore Sixty Lakh only) per annum w.e.f. April 01, 2025.

In view of the above and as per the applicable provisions of the Companies Act, 2013 ('Act'), approval of Shareholders by way of Special Resolution is sought for the Annual remuneration of Mr. Munish Jain, Executive Director with effect from April 01, 2025, as specifically mentioned in the draft resolution set out at the Item No. 6 of the Notice.

The required details in terms of Secretarial Standards on General Meetings is provided in **Annexure I** to the Notice. Further the details as per the Act is annexed herewith as **Annexure II**.

Except Mr. Munish Jain and his relatives, none of the Directors, Key Managerial Personnel of the Bank and their relatives (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 6 for the approval of Shareholders by way of Special Resolution.

ITEM NO. 7

TO APPROVE PAYMENT OF REMUNERATION TO MR. SHAHBAZ SINGH SAMRA, RELATED PARTY, AND HOLDING THE OFFICE OR PLACE OF PROFIT

The members are hereby informed that Mr. Shahbaz Singh Samra, aged 33 years, a graduate from Loughborough University, UK and Post Graduate in M.Litt. Marketing from University of St. Andrews, UK was appointed on May 17, 2019 as Vice President of the Bank. Mr. Shahbaz Singh Samra has about 6 years' experience in Banking and Financial Services. During his service, he had varied experience in handling various strategic projects for Small

Finance Banks, NBFCs and Asset Management Companies and during his tenure with Bank, he has shown remarkable performance.

Mr. Shahbaz Singh Samra is son of Mr. Sarvjit Singh Samra (DIN: 00477444), Managing Director & CEO of the Bank. Hence, Mr. Shahbaz Singh Samra is a related party u/s 2(76) of the Companies Act, 2013. Being a Related Party Transaction, the payment of his remuneration was approved by the members of the Audit Committee in their meeting held on April 28, 2025 in line with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The provision of Section 188(1)(f) of the Companies Act, 2013 read with Rules 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 provides for the Related Party's appointment to any office or place of profit and requires prior approval of the members for such appointment in case the monthly remuneration to be paid exceeds Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only).

In view of the above and as per the applicable provisions of the Companies Act, 2013, approval of the members by way of Ordinary Resolution is required for the payment of monthly remuneration to Mr. Shahbaz Singh Samra, exceeding ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month. The remuneration of Mr. Shahbaz Singh Samra, w.e.f. April 01, 2025, shall not exceed ₹ 39,84,000/- (Rupees Thirty Nine Lakh Eighty Four Thousand only) per annum, in any year.

It is informed to the members that the existing remuneration of Mr. Shahbaz Singh Samra approved by the members of the Bank vide ordinary resolution dated August 30, 2024 was upto ₹ 36,00,000/- (Rupees Thirty Six Lakh only) per annum. Subsequent to performance evaluation done by the NRC and Board, it is hereby proposed to increase his remuneration upto ₹ 39,84,000/- (Rupees Thirty Nine Lakh Eighty Four Thousand only) per annum, in any year.

The above said increment is in line with the average increment at the same level/grade. The remuneration of Mr. Shahbaz Singh Samra is as per the Compensation Policy of the Bank and the same has been recommended by the Nomination and Remuneration Committee (NRC) & Audit Committee and approved by Board of Directors of the Bank in their respective meetings.

The Board of Directors is of the opinion that the proposed matter as specifically mentioned in the draft resolution set out at the Item No. 7 of the Notice is in ordinary course of business and at arm's length.

1.	Name of the Related Party	Mr. Shahbaz Singh Samra
2.	Name of the Director or Key Managerial Personnel who is related	Mr. Sarvjit Singh Samra, Managing Director and CEO of the Bank
3.	Nature of Relationship	Mr. Shahbaz Singh Samra is the son of Mr. Sarvjit Singh Samra, Managing Director & CEO of the Bank
4.	Nature, Material terms, monetary value and particulars of contract or arrangement	<p>a) Salary includes basic salary, HRA, other allowances and Variable pay amounting to ₹ 39.84 lakh. The same also includes employer contribution to Provident Fund and Bonus, as applicable.</p> <p>b) Other Perquisites - He will be entitled to other perquisites including medical and term insurance premium and Car Perk in accordance with the rules of the Bank.</p> <p>Remuneration to be paid to Mr. Shahbaz Singh Samra will be at par with the employees already employed in the Bank in the same grade & as per the Compensation Policy of the Bank. The same is recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the Bank.</p>
5.	Any other information relevant or important for the members to take a decision on the proposed transaction	-

Except Mr. Shahbaz Singh Samra and his relatives (including Mr. Sarvjit Singh Samra, Managing Director & CEO), none of the Directors or Key Managerial Personnel of the Bank and their respective relatives (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 7 for the approval of Shareholders by way of Ordinary Resolution.

By Order of the Board
For **Capital Small Finance Bank Limited**

Sd/-

Amit Sharma

Company Secretary
FCS 10888

Place: Jalandhar
Date: May 31, 2025

Annexure I to the Item No. 3

Details of Director seeking appointment/re-appointment at 26th Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings ("SS-2") issued by Institute of Company Secretaries of India

Name	Mr. Balbir Singh (DIN: 02284941)
Designation	Non – Executive Director (Nominee of SIDBI on the Board of the Bank)
Age	56 years
Date of first appointment on the Board	March 09, 2022
Qualification	MBA from the Himachal Pradesh University
Brief Resume including experience	Specialisation: Banking and Finance Mr. Balbir Singh is a Non-Executive Director of our Bank and a nominee of SIDBI on the Board of Directors of the Bank. He has over 25 years experience and served as the general manager and regional incharge of the Chandigarh regional office in SIDBI. Currently he is working as CGM.
Nature of his expertise in specific functional areas	Banking and Finance
Other Directorships	1. Himachal Consultancy Organisation Limited 2. Nitcon Limited
Name of the listed entities from which the person has resigned in the past three years	No
Directorships held in other public Companies (excluding foreign & section 8 companies)	1. Himachal Consultancy Organisation Limited 2. Nitcon Limited
Memberships / Chairmanships of committees across companies	-
Terms and conditions of appointment or re-appointment	Nominee Director on behalf of Small Industrial Development Bank of India since March 09, 2022 (liable to retire by rotation).
Details of remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn by such person	NA
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the financial year (2024-25)	Out of the total 11 Meetings of the Board of Directors held during the Financial Year 2024-2025, Mr. Balbir Singh has attended 5 meetings.

Note: A detailed disclosure on the number of meeting held during the Financial Year 2024-25, attendance of the Directors and the remuneration paid is given under Corporate Governance Report which is part of this Report.

Annexure I to the Item No. 5 to 6

(pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India)

Name	Mr. Sarvjit Singh Samra (DIN: 00477444)		
Age	61 years		
Date of first appointment on the Board	31/05/1999		
Qualification	B.A., M.B.A. (Marketing and Finance) from Guru Nanak Dev University		
Brief Resume including experience	<p>Specialisation: Banking, Finance, cooperation and Marketing</p> <p>Mr. Sarvjit Singh Samra is the Managing Director & Chief Executive Officer of our Bank. He has over 37 years of experience in the banking and financial industry spread in various leadership and senior decision making positions. He has been associated with our Bank since its inception and has been instrumental in the conversion of our Bank from a local area bank to a SFB. He has previously served as the managing director of various asset financing companies. He has remained Chairman of Capital Local Area Bank Limited from January 14, 2000 to July 20, 2003 and Managing Director of Capital Local Area Bank Limited from July 21, 2003 to April 23, 2016. Mr. Sarvjit Singh Samra took the charge as Managing Director & CEO of the Bank with effect from April 24, 2016 and was reappointed with effect from April 24, 2022 for a period of three years and thereafter further re-appointed for another period of three years with effect from April 24, 2025. Mr. Samra has vast experience of more than 37 years in banking and finance sector.</p>		
Nature of his expertise in specific functional areas	Banking, Finance, cooperation and Marketing		
Other Directorships	Nil		
Name of the listed entities from which the person has resigned in the past three years	Nil		
Directorships held in other public companies (excluding foreign and section 8 companies)	Nil		
Membership / Chairmanship of Committees of other Board	Nil		
Terms and conditions of appointment or re-appointment	Not applicable as the resolution set out at Item No. 5 of the Notice is only for the revision in the remuneration.		
Details of remuneration sought to be paid	The remuneration as specified in the Item No. 5 of the notice, subject to the approval of Shareholders and RBI, will be paid with effect from April 01, 2025.		
Remuneration last drawn by such person	It is informed that Members, vide special resolution passed through Postal Ballot on January 22, 2025, approved the Fixed Pay of ₹ 1,42,00,000 (Rupees One Crore Forty Two Lakh) per annum.		
	Further, amount paid during the FY'25 is stated as under:		
	Fixed Pay (including perquisites)	Amount (in ₹ per annum) FY 2024-25	Additional details, if applicable
	Salary	83,70,968	
	Dearness allowance	-	
	Retiral/Superannuation benefits	11,22,450	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹ 60,000 per month
(b) Gratuity	4,02,450	15 days for each completed year of Service, however the same is not subject to any Upper Limit	

	(c) Pension	-	
	Leave Fare Concession/ Allowance	-	
	Other fixed allowances, if any (please specify)	5,16,749	
	(i) Special Allowance	5,16,749	
	(ii) Professional Allowance	-	
	(iii) Medical Allowance	-	
	Perquisites:	41,68,065	
	Free Furnished House and its maintenance/House Rent Allowance	41,68,065	~ 50% of the Basic Pay
	Conveyance Allowance/Free use of bank's car for	-	
	(a) Official purposes	-	Car with Driver for Official Purpose
	(b) Private purposes	-	By compensating the Bank along with suitable amount
	Driver(s)' salary	-	Car with Driver for Official Purpose
	Club Membership(s)	-	
	Reimbursement of medical expenses	-	
	Any other perquisites (please specify)	-	Medical and Group Term Insurance as per bank Policy
	Total Fixed Pay (including perquisites)	1,41,78,232	
	Variable Pay		<p>i. upto 60% of the annual fixed pay</p> <p>ii. The variable pay shall be paid by way of cash in terms of the Compensation Policy of the Bank and the RBI guidelines.</p> <p>iii. The variable pay will be subject to the deferral and malus/clawback clauses in terms of the Compensation Policy of the Bank and the RBI guidelines.</p> <p>iv. The variable pay for the FY'25 shall be paid subject to the approval of the Reserve Bank of India.</p>
Shareholding in the Company	41,74,619 Equity Shares (9.23%) as on March 31, 2025		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL		
The number of Meetings of the Board attended during the financial year (2024-25)	Out of the total 11 Meetings of the Board of Directors held during the Financial Year 2024-2025, Mr. Sarvjit Singh Samra attended all 11 meetings.		

Note: A detailed disclosure on the number of meeting held during the Financial Year 2024-25, attendance of the Directors and the remuneration paid is given under Corporate Governance Report which is part of this Report.

Name	Mr. Munish Jain (DIN: 10132430)
Age	49 years
Date of first appointment on the Board	August 28, 2023
Qualification	<ul style="list-style-type: none"> • B. Com (Finance), Guru Nanak Dev University • FCS, Institute of Company Secretaries of India, 1999 • FCA, Institute of Chartered Accountants of India, 1999

Brief Resume including experience	<p>Mr. Munish Jain has over 24 years of experience in banking sector and is presently the Executive Director (Whole Time Director) of Capital Small Finance Bank Limited. He started his journey with the Bank in the year 2000 at the start of setting up of Capital Local Area Bank and has been the core part of the founding team of the Bank.</p> <p>He has been working across various areas including Strategic Formation, Strategic Execution, Differentiated Banking, Capital Raising, Treasury Operation & Fund Management, Budgeting & Business Plan Formulation, System Designing, Accounting Norms & Procedures, Audit & Statutory Requirements, Adherence aiding to Organisational Decision-Making & Planning. During his tenure, he has handled various departments including Treasury and Finance, Business Units, Operations, Human Resource, Business Planning and Forecasting, Compliance, Risk Management, Investor Management and Secretarial unit.</p>		
Nature of his expertise in specific functional areas	Banking, Risk, Accountancy, Finance, Taxation, Audit and Information Technology		
Other Directorships	NIL		
Name of the listed entities from which the person has resigned in the past three years	NIL		
Directorships held in other public companies (excluding foreign and section 8 companies)	NIL		
Membership / Chairmanship of Committees of other Board	NIL		
Terms and conditions of appointment or re-appointment	Not applicable as the resolution set out at Item No. 6 of the Notice is only for the revision in the remuneration		
Details of remuneration sought to be paid	The remuneration as specified in the Item No. 6 of the notice, subject to the approval of Shareholders and RBI, will be paid with effect from April 01, 2025		
Remuneration last drawn by such person	It is informed that the Members, vide special resolution dated August 30, 2024, approved the Fixed Pay of ₹ 1,51,94,692/- (Rupees One Crore Fifty One Lakh Ninety Four Thousand Six Hundred Ninety Two only) per annum w.e.f. April 01, 2024.		
	Further, amount paid during the FY'25 is stated as under:		
	Fixed Pay (including perquisites)	Amount (in ₹ per annum) FY 2024-25	Additional details, if applicable
	Salary	83,87,298	
	Dearness allowance	-	
	Retiral/Superannuation benefits	11,23,235	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹ 60,000 per month
	(b) Gratuity	4,03,235	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	-	
	Leave Fare Concession/ Allowance	-	
	Other fixed allowances, if any (please specify)	4,73,350	
	(i) Special Allowance	-	
(ii) Professional Allowance	4,73,350		
(iii) Medical Allowance	-		

	Perquisites:	41,99,637	
	Free Furnished House and its maintenance/House Rent Allowance	41,99,637	~ 50% of the Basic Pay
	Conveyance Allowance/ Free use of bank's car for	-	
	(a) Official purposes	-	Car with Driver for Official Purpose
	(b) Private purposes	-	By compensating the Bank along with suitable amount
	Driver(s)' salary	-	Car with Driver for Official Purpose
	Club Membership(s)	-	
	Reimbursement of medical expenses	-	
	Any other perquisites (please specify)	-	Medical and Group Term Insurance as per bank Policy
	Total Fixed Pay (including perquisites)	1,41,83,520	
	Annual Variable Pay		<ul style="list-style-type: none"> i. upto 92.5% of annual fixed pay, ii. The variable pay shall be paid in cash/ESOP/ESOS in terms of the Compensation Policy of the Bank and the RBI guidelines. iii. The variable pay will be subject to the deferral and malus/clawback clauses in terms of the Compensation Policy of the Bank and the RBI guidelines. iv. The variable pay for FY'25 shall be paid subject to the approval of Reserve Bank of India.
Shareholding in the Company	2,04,438 Equity Shares (0.45%) as on March 31, 2025		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL		
The number of Meetings of the Board attended during the financial year (2024-25)	Out of the total 11 Meetings of the Board of Directors, Mr. Munish Jain attended all 11 meetings.		

Note: A detailed disclosure on the number of meeting held during the Financial Year 2024-25, attendance of the Directors and the remuneration paid is given under Corporate Governance Report which is part of this Report.

Annexure II to the ITEM NO. 5

STATEMENT OF PARTICULARS
MR. SARVJIT SINGH SAMRA, MANAGING DIRECTOR & CEO

I. GENERAL INFORMATION

Sl. Particulars/Subject No.	Information
1. Nature of industry	Banking Industry
2. Date or expected date of commencement of commercial Production	May 31, 1999
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4. Financial performance based on given indicators	

(₹ In crores)

	Year ended March 31, 2025 (Audited)	Year ended March 31, 2024 (Audited)	Year ended March 31, 2023 (Audited)	Year ended March 31, 2022 (Audited)
Deposits	8,322.60	7,477.74	6,560.62	6,046.36
Advances	7,183.89	6,159.80	5,507.27	4,688.70
Total Business	15,506.49	13,637.54	12,067.89	10,735.06
Investments	1,819.45	1,705.71	1,488.58	1,357.06
Total Assets	10,107.51	9,295.28	7,990.77	7,153.92
Gross Revenue	994.52	862.40	725.48	632.40
Net Interest Income	410.19	345.15	321.98	255.28
Net Profit	131.65	111.53	93.60	62.57
Capital Adequacy Ratio	25.39%	27.39%	18.87%	18.63%
Earnings Per Share (₹) (Basic)	29.18	30.65	27.35	18.41
Earnings Per Share (₹) (Diluted)	29.09	30.45	27.21	18.22
5. Foreign Investments or collaborators, if any				N.A.

II. INFORMATION ABOUT THE APPOINTEE

1.	Background Details	<p>Specialisation: Banking, Finance, cooperation and Marketing</p> <p>Mr. Sarvjit Singh Samra is the Managing Director & Chief Executive Officer of our Bank. He holds a bachelor's degree in arts and a master's degree in business administration from Guru Nanak Dev University. He has over 37 years of experience in the banking and financial industry spread over various roles, including senior positions. He has been associated with our Bank since its inception and has been instrumental in the conversion of our Bank from a local area bank to a SFB. He has previously served as the managing director of various asset financing companies. He has remained Chairman of Capital Local Area Bank Limited from January 14, 2000 to July 20, 2003 and Managing Director of Capital Local Area Bank Limited from July 21, 2003 to April 23, 2016. Mr. Sarvjit Singh Samra took the charge as Managing Director & CEO of the Bank with effect from April 24, 2016 and was reappointed with effect from April 24, 2022 for a period of three years and thereafter again re-appointed for another term of three years w.e.f. April 24, 2025. Mr. Samra has vast experience of more than 37 years in banking and finance sector.</p>
2.	Past remuneration	It is informed that Members, vide special resolution passed through Postal Ballot on January 22, 2025, approved the Fixed Pay of ₹ 1,42,00,000 (Rupees One Crore Forty Two Lakh) per annum.

	Further, the details of the fixed remuneration for the FY'25 is as below:																																																																		
	<table border="1"> <thead> <tr> <th>Fixed Pay (including perquisites)</th> <th>Amount in ₹ FY 2024-25</th> <th>Additional details, if applicable</th> </tr> </thead> <tbody> <tr> <td>Salary</td> <td>83,70,968</td> <td></td> </tr> <tr> <td>Dearness allowance</td> <td>-</td> <td></td> </tr> <tr> <td>Retiral/Superannuation benefits</td> <td>11,22,450</td> <td></td> </tr> <tr> <td>(a) Provident Fund</td> <td>7,20,000</td> <td>12% of Basic Salary with upper cap of ₹ 60,000 per month</td> </tr> <tr> <td>(b) Gratuity</td> <td>4,02,450</td> <td>15 days for each completed year of Service, however the same is not subject to any Upper Limit</td> </tr> <tr> <td>(c) Pension</td> <td>-</td> <td></td> </tr> <tr> <td>Leave Fare Concession/ Allowance</td> <td>-</td> <td></td> </tr> <tr> <td>Other fixed allowances, if any (please specify) *</td> <td>5,16,749</td> <td></td> </tr> <tr> <td>(i) Special Allowance</td> <td>5,16,749</td> <td></td> </tr> <tr> <td>(ii) Professional Allowance</td> <td>-</td> <td></td> </tr> <tr> <td>(iii) Medical Allowance</td> <td>-</td> <td></td> </tr> <tr> <td>Perquisites:</td> <td>41,68,065</td> <td></td> </tr> <tr> <td>Free Furnished House and its maintenance/House Rent Allowance</td> <td>41,68,065</td> <td>~ 50% of the Basic Pay</td> </tr> <tr> <td>Conveyance Allowance/Free use of bank's car for</td> <td>-</td> <td></td> </tr> <tr> <td>(a) Official purposes</td> <td>-</td> <td>Car with Driver for Official Purpose</td> </tr> <tr> <td>(b) Private purposes</td> <td>-</td> <td>By compensating the Bank along with suitable amount</td> </tr> <tr> <td>Driver(s)' salary</td> <td>-</td> <td>Car with Driver for Official Purpose</td> </tr> <tr> <td>Club Membership(s)</td> <td>-</td> <td></td> </tr> <tr> <td>Reimbursement of medical expenses</td> <td>-</td> <td></td> </tr> <tr> <td>Any other perquisites (please specify)</td> <td></td> <td>Medical and Group Term Insurance as per bank Policy</td> </tr> <tr> <td>Total Fixed Pay (including perquisites)</td> <td>1,41,78,232</td> <td></td> </tr> </tbody> </table>	Fixed Pay (including perquisites)	Amount in ₹ FY 2024-25	Additional details, if applicable	Salary	83,70,968		Dearness allowance	-		Retiral/Superannuation benefits	11,22,450		(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹ 60,000 per month	(b) Gratuity	4,02,450	15 days for each completed year of Service, however the same is not subject to any Upper Limit	(c) Pension	-		Leave Fare Concession/ Allowance	-		Other fixed allowances, if any (please specify) *	5,16,749		(i) Special Allowance	5,16,749		(ii) Professional Allowance	-		(iii) Medical Allowance	-		Perquisites:	41,68,065		Free Furnished House and its maintenance/House Rent Allowance	41,68,065	~ 50% of the Basic Pay	Conveyance Allowance/Free use of bank's car for	-		(a) Official purposes	-	Car with Driver for Official Purpose	(b) Private purposes	-	By compensating the Bank along with suitable amount	Driver(s)' salary	-	Car with Driver for Official Purpose	Club Membership(s)	-		Reimbursement of medical expenses	-		Any other perquisites (please specify)		Medical and Group Term Insurance as per bank Policy	Total Fixed Pay (including perquisites)	1,41,78,232	
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3.	Recognition or awards During his tenure as Managing Director & CEO, the Bank has been accredited and recognised by Great Place to work, Best Organisation for Customer Experience by ET Now, Elets India Brands Awards - Customer Excellence Award, BFSI Best Brands 2024 Awards etc.																																																																		

4.	Job profile and his suitability	Mr. Sarvjit Singh Samra has been appointed as Managing Director & CEO of the Bank who is responsible for managing the whole and substantially the whole of the affairs of the Bank under the supervision and control of the Board of Directors. He is spearheading, a team of more than 2,000 people and is accountable to all stakeholders and public at large with regard to the operations of the Bank and he is instrumental towards incremental growth of the Bank.
5.	Remuneration proposed	Salary, other perquisites and other terms are fully set out in the Resolution set out at item no. 5 with effect from April 01, 2025
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the size of the Bank and risk involved, the remuneration is in line with the industry practice and remuneration drawn in the industry at similar position/profile.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	<p>Certain of offices of the Bank are located on land which is owned by Sarvjit Singh Samra, together with his relatives and has been obtained on lease by the Bank pursuant to rent agreements.</p> <p>Mr. Shahbaz Singh Samra, son of Mr. Sarvjit Singh Samra, Managing Director & CEO is employed by the Bank. His appointment is purely on merit at par with other employees and on Arm's Length basis.</p> <p>Further Mr. Sarvjit Singh Samra does not have any other Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director.</p>

III. OTHER INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	The Bank is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Bank may be adversely impacted in future due to uncertain business environment during the period for which remuneration is payable to Mr. Sarvjit Singh Samra.
2.	Steps taken or proposed to be taken for improvement	N.A.
3.	Expected increase in the productivity and profits in measurable terms	N.A.

IV. DISCLOSURES:

Remuneration package of the Managerial person: Detailed description in the Resolution has been set out at the Item No. 5 of the Notice.

Further pursuant to the Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of parameters for consideration of remuneration and specified therein is as mentioned below:

The Financial and operating performance of the Company during the three preceding financial years.	Provided in Sr. No. 4 of Point I i.e. General Information
The relationship between remuneration and performance	An Annual evaluation of the performance of Managing Director is conducted and the remuneration paid to him is in line with his performance.

<p>The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company</p>	<p>The Principle of proportionality followed in the Company is that Managing Director of the Bank is paid remuneration as approved by the Reserve Bank of India. The remuneration consists of the Fixed pay and variable pay. The variable pay is directly linked to the performance parameters as per the Compensation Policy of the Bank.</p> <p>Non-Executive Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The Non-Executive Directors are paid non-executive director remuneration based upon the qualifications and experience of the individual directors as per the policy of the Bank and subject to the upper limit as may be prescribed by the Reserve Bank of India.</p> <p>Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company. Employees are also eligible for variable salary which is based upon their performance. The remuneration of the directors and senior management people of the Company is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Company, arithmetic principle of proportionality of remuneration within the Company is difficult to be arrived at.</p>
<p>Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference</p>	<p>As per the Compensation Policy of the Company, remuneration payable to the Managing Director is governed by the provisions of the Companies Act, 2013, the RBI guidelines and is subject to the approval of the Reserve Bank of India.</p> <p>Non-Executive Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The Non-Executive Directors are paid non-executive director remuneration based upon the qualifications and experience of the individual directors as per the policy of the Bank and subject to the upper limit as may be prescribed by the Reserve Bank of India.</p> <p>The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, and the guidelines of the Reserve Bank of India and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.</p>
<p>The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year</p>	<p>Mr. Sarjit Singh Samra holds 41,74,619 equity Shares (9.23%) of the Bank as on March 31, 2025.</p> <p>As at the end of preceding financial year, he does not hold any stock option and no share held by him was pledged.</p>

Annexure II to the ITEM No. 6

STATEMENT OF PARTICULARS
MR. MUNISH JAIN, EXECUTIVE DIRECTOR

I. GENERAL INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Nature of industry	Banking Industry
2.	Date or expected date of commencement of commercial Production	May 31, 1999
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	

(₹ In crores)

	Year ended March 31, 2025 (Audited)	Year ended March 31, 2024 (Audited)	Year ended March 31, 2023 (Audited)	Year ended March 31, 2022 (Audited)
Deposits	8,322.60	7,477.74	6,560.62	6,046.36
Advances	7,183.89	6,159.80	5,507.27	4,688.70
Total Business	15,506.49	13,637.54	12,067.89	10,735.06
Investments	1,819.45	1,705.71	1,488.58	1,357.06
Total Assets	10,107.51	9,295.28	7,990.77	7,153.92
Gross Revenue	994.52	862.40	725.48	632.40
Net Interest Income	410.19	345.15	321.98	255.28
Net Profit	131.65	111.53	93.60	62.57
Capital Adequacy Ratio	25.39%	27.39%	18.87%	18.63%
Earnings Per Share (₹) (Basic)	29.18	30.65	27.35	18.41
Earnings Per Share (₹) (Diluted)	29.09	30.45	27.21	18.22
5 Foreign Investments or collaborators, if any				N.A.

II. INFORMATION ABOUT THE APPOINTEE

1.	Background Details	<p>Specialisation: Banking, Risk, Accountancy, Finance, Taxation, Audit & Information Technology</p> <p>Mr. Munish Jain has over 24 years of experience in banking sector and was working as Chief Operating Office and Chief Financial Officer of Capital Small Finance Bank Limited. Presently he is working as Executive Director of the Bank. He started his journey with the Bank in the year 2000 at the start of setting up of Capital Local Area Bank and has been the core part of the founding team of the Bank.</p> <p>He has been working across various areas including Strategic Formation, Strategic Execution, Differentiated Banking, Capital Raising, Treasury Operation & Fund Management, Budgeting & Business Plan Formulation, System Designing, Accounting Norms & Procedures, Audit & Statutory Requirements, Adherence aiding to Organisational Decision-Making & Planning. During his tenure, he has handled various departments including Treasury and Finance, Business Units, Operations, Human Resource, Business Planning and Forecasting, Compliance, Risk Management, Investor Management, and Secretarial unit.</p>
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2.	Past remuneration	<p>It is informed that the Members, vide special resolution dated August 30, 2024, approved the Fixed Pay of ₹ 1,51,94,692/- (Rupees One Crore Fifty One Lakh Ninety Four Thousand Six Hundred Ninety Two only) per annum w.e.f. April 01, 2024.</p> <p>Further, the details of the fixed remuneration for the FY'25 is as below:</p>																																																																		
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3.	Recognition or awards	<p>During his tenure as COO and CFO, the Bank has been accredited and recognised by various prestigious institutions like Economic Times – Promising Brand, Great Place to work etc;</p>																																																																		

4.	Job profile and his suitability	Mr. Munish Jain has been associated with the Bank since 2000 and served the Bank at various roles. He was Chief Financial Officer & Chief Operating Officer of the Bank before being appointed as Whole Time Director. Keeping in view his long association with the Bank and vast experience across various areas already described above, he was appointed as Executive Director w.e.f August 28, 2023.
5.	Remuneration proposed	Salary, other perquisites and other terms are fully set out in the Resolution set out at Item no. 6 of the Notice with effect from April 01, 2025.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the size of the Bank and risk involved, the remuneration is in line with the industry practice and remuneration drawn in the industry at similar position/profile.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Apart from his remuneration and Shareholding in the Bank, Mr. Munish Jain does not have any other Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director.

III. OTHER INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	The Bank is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Bank may be adversely impacted in future due to uncertain business environment during the period for which remuneration is payable to Mr. Munish Jain.
2.	Steps taken or proposed to be taken for improvement	N.A.
3.	Expected increase in the productivity and profits in measurable terms	N.A.

IV. DISCLOSURES:

Remuneration package of the Managerial person: Fully described in the Resolution set out at the Item No. 6 of the Notice Further pursuant to the Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of parameters for consideration of remuneration and specified therein is as mentioned below:

The Financial and operating performance of the Company during the three preceding financial years.	Provided in Sr. No. 4 of Point I i.e. General Information
The relationship between remuneration and performance	An Annual evaluation of the performance of Executive Director is conducted and the remuneration paid to him is in line with his performance.
The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company	The Principle of proportionality followed in the Company is that Whole Time Director (Executive Director) of the Bank is paid remuneration as approved by the Reserve Bank of India. The remuneration consists of the Fixed pay and variable pay. The variable pay is directly linked to the performance parameters as per the Compensation Policy of the Bank.

	<p>Non-Executive Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The Non-Executive Directors are paid non-executive director remuneration based upon the qualifications and experience of the individual directors as per the policy of the Bank and subject to the upper limit as may be prescribed by the Reserve Bank of India.</p> <p>Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company. Employees are also eligible for variable salary which is based upon their performance. The remuneration of the directors and senior management people of the Company is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Company, arithmetic principle of proportionality of remuneration within the Company is difficult to be arrived at.</p>
<p>Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference</p>	<p>As per the Compensation Policy of the Company, remuneration payable to the Whole Time Director (Executive Director) is governed by the provisions of the Companies Act, 2013, the RBI guidelines and is subject to the approval of the Reserve Bank of India.</p> <p>Non-Executive Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The Non-Executive Directors are paid non-executive director remuneration based upon the qualifications and experience of the individual directors as per the policy of the Bank and subject to the upper limit as may be prescribed by the Reserve Bank of India.</p> <p>The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, and the guidelines of the Reserve Bank of India and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.</p>
<p>The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year</p>	<p>Mr. Munish Jain holds 2,04,438 equity Shares (0.45%) of the Bank as on March 31, 2025.</p> <p>As at the end of preceding financial, he does not hold any stock option and no share held by him was pledged.</p>

By Order of the Board
For **Capital Small Finance Bank Limited**

Sd/-
Amit Sharma
Company Secretary
FCS 10888

Place: Jalandhar
Date: May 31, 2025