Capital Small Finance Bank

CSFB. No. 2026-27/380 **November 16, 2026**

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 **Symbol: CAPITALSFB**

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice, seeking approval of the members of the Bank, by way of remote e- voting process, for the following matters:

1. To approve the appointment of Mr. Joseph Conrad Agnelo D'souza (DIN: 00010576) as a Non – Executive Independent Director on the Board of the Bank for a period of five year.
2. To approve the appointment of Mrs. Rachna Dikshit (DIN: 08759332), as Part-time Chairman of the Bank for three years w.e.f. January 30, 2027.
3. To approve the re-appointment of Mr. Nageswara Rao Yalamanchili (DIN: 06651230) as a Non-Executive Independent Director for a second term of three consecutive years w.e.f. June 29, 2027.
4. To approve the amendment to CSFB Limited — Employees Stock Option Plan for Material Risk Takers.

In compliance with the MCA Circulars and SEBI circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 13, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories. The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to its Members.
The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, November 17, 2026 and ends at 5.00 p.m. (IST) on Wednesday, December 16, 2026.

The Postal Ballot Notice is also available on the official website of the Company at www.capital.bank.in

Request you to please take the same on your records.

Thanking you,

Yours faithfully

For Capital Small Finance Bank Limited

Amit Sharma

Digitally signed by Amit Sharma
DN: c=IN, o=Personal, postalCode=141010, st=Punjab, serialNumber=714e67af2c56cb3a137a0e626667dd2dc0ee0473e2d5376e0d595999604af844, cn=Amit Sharma
Date: 2026.11.16 16:25:40 +05'30'

Amit Sharma
Company Secretary & Compliance Officer
Membership No. F10888

CAPITAL SMALL FINANCE BANK LIMITED
Registered Office: MIDAS Corporate Park, 3rd Floor, 37, G.T Road,
Jalandhar -144001, Punjab INDIA
Ph.: +91 181 5051111, 5052222; Fax: +91 181 5053333
CIN: L65110PB1999PLC022634
E-mail: cs@capitalbank.co.in | Website: www.capital.bank.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars]

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and any other applicable rules / regulations / guidelines / circulars / notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], the resolutions appended below are proposed for approval of the Members of Capital Small Finance Bank Limited ("**Bank**"), through Postal Ballot via remote e-voting ("**e-voting**").

An Explanatory Statement pursuant to Sections 102(1) and other applicable provisions, if any, of the Act, read with Rules setting out the material facts relating to the resolutions proposed in this Postal Ballot Notice ("**Notice**") is annexed, for your consideration.

The Board of Directors has appointed Mr. Bunny Sehgal, Proprietor of B. Sehgal and Associates (Membership No. : F11407 and COP No. : 15161), Practising Company Secretary as the "Scrutinizer", to scrutinize the postal ballot e-voting process in a fair and transparent manner pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Bank has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Private Limited ("**Registrar and Transfer Agent**" or "**RTA**") as the agency to provide e-voting facility.

The e-voting period commences from 09.00 a.m. (IST) on November 17, 2026 and ends at 05.00 p.m. (IST) on December 16, 2026. Members are requested to peruse the proposed resolutions along with the Explanatory Statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolutions not later than 05:00 p.m. (IST) on December 16, 2026 (the last day to cast vote electronically).

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. December 16, 2026. Further, resolutions passed by the Members through e-voting are deemed to have been passed effectively at a general meeting.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Company Secretary as authorized by the Chairman of the Bank. The results of e-voting will be announced within 48 hours i.e. on or before December 18, 2026, and will be displayed on the Bank's website at www.capital.bank.in and the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at https://instavote.linkintime.co.in. The results along with the Scrutinizer's Report would be intimated to the Stock Exchanges (BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Bank are listed) within stipulated time period as prescribed in this regard.

In compliance of MCA Circulars, the Bank will send Notice only by e-mail to all its Members, who have registered their e-mail addresses with the RTA of the Bank or Depository / Depository Participants. Hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. If your e-mail address is not registered with the Bank / RTA / Depositories, please follow the process provided in the Notes to receive this Notice.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF MR. JOSEPH CONRAD AGNELO D'SOUZA (DIN: 00010576) AS A NON – EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE BANK

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") along with rules made thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949, Reserve Bank of India (Small Finance Banks – Governance) Directions, 2025, relevant circulars issued by Reserve Bank of India ("**RBI**") from time to time [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Bank, pursuant to the recommendation made by the Nomination and Remuneration Committee of the Bank and approval of the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which expression includes a Committee of the Board), Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576), who was appointed as an Additional Director (Category : Non – Executive Independent Director) of the Bank w.e.f. September 28, 2026 in terms of provisions of Section 161 of the Act and in respect of whom a notice as required under Section 160 of the Act has been received and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for the appointment as Independent Director, be and is hereby appointed as a Non – Executive Independent Director of the Bank, to hold office for a period of 5 (five) consecutive years, with effect from September 28, 2026 up to September 27, 2031 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the members of the Bank, be and is hereby accorded for an annual remuneration of ₹ 10,00,000/- (Rupees Ten Lakh only) (in addition to the payment of sitting fees and reimbursement of expenses incurred for attending meetings of the Board and its Committees) to Mr. Joseph Conrad Agnelo D'Souza during his tenure as Non – Executive Independent Director on the Board of the Bank, payable with effect from September 28, 2026.

RESOLVED FURTHER THAT the Board of the Bank, be and is hereby authorized, wherever required including the power to delegate the authority to any Director(s) / Official(s) of the Bank, to sign / execute all such applications, agreements, documents, instruments and writings as deemed necessary, file / submit requisite forms and documents with statutory / regulatory authorities including RBI, Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard and to sign and deliver on behalf of the Bank all deeds, documents, declarations,

undertakings, clarification, submissions and other writings, as applicable to any authority and to do all such other acts and things as may be required in this regard to give effect to this resolution."

ITEM NO. 2: TO APPROVE THE APPOINTMENT OF MRS. RACHNA DIKSHIT (DIN: 08759332), AS PART-TIME CHAIRMAN OF THE BANK FOR THREE YEARS W.E.F. JANUARY 30, 2027

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the "**Act**") read with the relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A, 10B(1A), 35B of the Banking Regulation Act, 1949, Reserve Bank of India (Small Finance Banks – Governance) Directions, 2025, relevant circulars issued by Reserve Bank of India ("**RBI**") from time to time, including any amendments, modifications, variations or re-enactments thereof, and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines, circulars, notifications issued by the Reserve Bank of India ("**RBI**") from time to time and any other applicable laws (including any statutory amendments, modifications, variations or re-enactments thereto for the time being in force) to the extent applicable in this regard and in consonance with the provisions of the Articles of Association and pursuant to 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), the approval of the members of the Bank, be and is hereby accorded to appoint Mrs. Rachna Dikshit (DIN: 08759332), Non – Executive Independent Director as Part-Time Chairman of the Bank, for three years with effect from January 30, 2027 i.e. up to January 29, 2030 (both days inclusive), on existing terms and conditions and on an increased remuneration i.e., ₹ 18,00,000/- (Rupees Eighteen Lakhs Only) per annum (in addition to the sitting fee and reimbursement of expenses related to attending the meetings of Board and Committees thereof, as may be determined by the Board of Directors of the Bank), subject to the approval of RBI.

RESOLVED FURTHER THAT the Board of the Bank, be and is hereby authorized to sign / execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/ regulatory authorities including RBI, BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, with power to alter and vary the terms and conditions of the said appointment 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."

ITEM NO. 3: TO APPROVE THE RE-APPOINTMENT OF MR. NAGESWARA RAO YALAMANCHILI (DIN: 06651230) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE CONSECUTIVE YEARS W.E.F JUNE 29, 2027

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("**Act**") along with the rules made thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), provisions of Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949, the guidelines /circulars issued by the Reserve Bank of India (the "**RBI**") in this regard, from time to time, and any other applicable Laws, Rules and Acts (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and in consonance of the provisions of the Articles of Association of the Bank and pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Bank (hereinafter referred to as the "**Board",** which expression includes a Committee of the Board), Mr. Nageswara Rao Yalamanchili (DIN: 06651230), whose initial term as Non-Executive

Independent Director of the Bank is expiring on June 28, 2027 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for reappointment as an Independent Director and in respect of whom the Bank has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as an Non-Executive Independent Director of the Bank to hold office for a second term of three consecutive years with effect from June 29, 2027 to June 28, 2030 (both days inclusive) and who shall not be liable to retire by rotation during the said period in accordance with the provisions of the Act and shall be paid sitting fees and remuneration (as already approved).

RESOLVED FURTHER THAT the Board of the Bank, be and is hereby authorized, wherever required including the power to delegate the authority to any Director(s) / Official(s) of the Bank, to sign / execute all such applications, agreements, documents, instruments and writings as deemed necessary, file / submit requisite forms and documents with statutory / regulatory authorities including RBI, Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, with power to alter and vary the terms and conditions of the said re-appointment and settle all questions, difficulties or doubts that may arise in this regard and to sign and deliver on behalf of the Bank all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as applicable to any authority and to do all such other acts and things as may be required in this regard to give effect to this resolution."

ITEM NO. 4: TO APPROVE THE AMENDMENT TO CSFB LIMITED — EMPLOYEES STOCK OPTION PLAN FOR MATERIAL RISK TAKERS

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

"**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder including Companies (Share Capital and Debentures) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum of Association and Articles of Association of the Bank and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution), the consent of the Members of the Bank, be and is hereby accorded to increase in Employee Stock Option Pool from 1,00,000 (One Lakh) to 1,80,000 (One Lakh Eighty Thousand) Stock Options by allocation of additional 80,000 Stock Options, with each such option conferring a right to apply for 1 (one) share of the Bank, in accordance with the terms and conditions of the CSFB Limited - Employee Stock Option Plan for Material Risk Takers ('ESOP Plan for MRT' or 'the Plan' or 'the Scheme').

RESOLVED FURTHER THAT all the other terms and conditions of the ESOP Plan for MRT, except as set out in the explanatory statement, shall remain unchanged.

RESOLVED FURTHER THAT the draft amendments to the ESOP Plan for MRT are not prejudicial to the interests of the current option grantees of the Bank.

RESOLVED FURTHER THAT the Bank shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the number of ESOPs that may be granted to any MRT, in any financial year and in aggregate under ESOP Plan for MRT shall be less than 1% of the issued Equity Share capital (excluding outstanding warrants and conversions) of the Bank.

RESOLVED FURTHER THAT the equity shares shall be allotted in accordance with the ESOP Plan for MRT, in a manner permissible under the SBEB & SE Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to take necessary steps for listing of Equity Shares to be allotted under ESOP Plan for MRT on BSE Limited and National Stock Exchange of India Limited as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (SBEB & SE) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the ESOP Plan for MRT be administered by the Nomination and Remuneration Committee of the Bank, which is hereby empowered to determine in its absolute discretion the terms governing the said ESOP Plan for MRT including any variation thereof in accordance with Companies Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations including but not limited to determination of number of Employee Stock Options, time of grant, vesting criteria, vesting schedule, framing other relevant and appropriate procedure for grant, vesting etc. of the Employee Stock Options, etc., subject however to the overall superintendence and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Bank to make and carry out any modifications, changes, variations, alterations or revisions in the MRT Plan or to suspend, withdraw or revive the MRT Plan, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of bringing into effect this resolution and generally for giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and to settle any question or difficulty that may arise in this regard in the best interest of the Bank."

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

Sd/-
Amit Sharma
Company Secretary
Membership No: F10888

Place: Jalandhar
Date: October 29, 2026

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.capital.bank.in

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolution in respect of the Special Business set out is annexed herewith.

2. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of the Listing Regulations, the Bank has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) to provide e-voting facility to Members of the Bank.

3. The Board of Directors has appointed Mr. Bunny Sehgal, Proprietor of B. Sehgal and Associates (Membership No. : F11407 and COP No. : 15161), Practising Company Secretary as the "Scrutinizer", to scrutinize the postal ballot e-voting process in a fair and transparent manner.

4. The Postal Ballot Notice is being sent by e-mail to all the Members of the Bank, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, November 13, 2026 ("Cut-off Date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Bank's RTA. It is however, clarified that all the persons who are Members of the Bank as on the Cutoff Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this Notice. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre- paid business reply envelopes are not being sent to Members for this Postal Ballot.

5. Dispatch of the Notice shall be deemed to be completed on the day on which Bank or MUFG Intime India Private Limited (formerly Link Intime India Private Limited) sends out the Postal Ballot Notice by e-mail to the Members of the Bank.

6. Postal Ballot Notice is also available on the website of the Bank i.e. www.capital.bank.in and can also be downloaded by accessing website of the MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at https://instavote.linkintime.co.in and at the relevant sections of the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Punjabi daily newspaper circulating in Jalandhar, Punjab (in vernacular language i.e. Punjabi).

8. The remote e-voting period commences from November 17, 2026 [9:00 a.m. (IST)] and ends on December 16, 2026 [5:00 p.m. (IST)]. During this period, Members holding shares as on November 13, 2026, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited (formerly Link Intime India Private Limited) for voting after December 16, 2026 [5:00 p.m. (IST)]. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank subject to the provisions of the Banking Regulation Act, 1949, as on the Cut-off Date i.e. November 13, 2026.

9. All relevant documents, if any, referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to cs@capitalbank.co.in mentioning their Name, Client ID and DP ID.

10. Members are advised to update their mobile number and email id correctly in their demat accounts to access remote e-voting facility. Members whose e-mail ids are not registered with the depositories are requested to

register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. Members who hold shares in physical form are requested to provide their email addresses to MUFG Intime India Private Limited (formerly Link Intime India Private Limited) by sending an e-mail at investor.helpdesk@in.mpms.mufg.com. These Members may also cast their vote by following the e-voting process given in this Notice.

11. Brief profile and other additional information of the proposed appointees pursuant to Regulation 36(3) of the Listing Regulations and relevant provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

12. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Notice.

13. The Scrutinizer will submit his report to the Company Secretary as authorized by the Chairman of the Bank after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced within 48 hours i.e. on or before December 18, 2026 by the Company Secretary of the Bank. The result of the Postal Ballot will be posted on the Bank's website (www.capital.bank.in) and website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (https://instavote.linkintime.co.in) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

E-Voting Instructions

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

The login method for shareholders holding securities in demat mode/ physical mode is given below:

A. 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 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
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 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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) Post 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.

B. Login method for Individual shareholders holding securities in physical form/ 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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
      (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. 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.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. 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 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   5. 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).
   6. Enter Image Verification (CAPTCHA) Code.
   7. Click "Submit" (You have now registered on InstaVote).

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

C. Guidelines for Institutional shareholders ("Custodian/Corporate Body/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 organization 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:

    1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
    2) 'Investor's Name - Enter Investor's Name as updated with DP.
    3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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.".
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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) 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.
   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

D. HELPDESK:

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.

Individual Shareholders holding securities in demat mode:

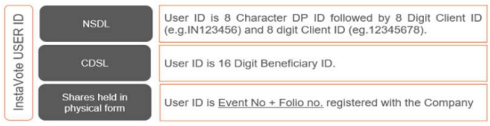
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

E. Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual 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.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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
- Further Click on **"forgot password?"**
- Enter User ID, Organization 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.

General Instructions - Shareholders

- 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”.

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

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF MR. JOSEPH CONRAD AGNELO D'SOUZA (DIN: 00010576) AS A NON – EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE BANK

It is hereby informed to the Members that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank at its meeting held on September 28, 2026, approved the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as an Additional Director (Category : Non–Executive Independent Director) of the Bank, with effect from September 28, 2026, to hold office upto the date of next General Meeting or three months from the date of appointment, whichever is earlier, in order to fill the vacancy going to arise in the coming period due to completion of tenure of some of the independent directors.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the Member is being sought for the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as Non-Executive Independent Director to hold office for a period of 5 (five) consecutive years, with effect from September 28, 2026 up to September 27, 2031 (both days inclusive), not liable to retire by rotation.

The Board of Directors, after due consideration of the recommendation of the Nomination and Remuneration Committee and upon undertaking a "fit and proper" assessment in accordance with the Guidelines issued by the Reserve Bank of India ("RBI"), expressed its satisfaction with the eligibility and suitability of Mr. Joseph Conrad Agnelo D'Souza.

Mr. Joseph Conrad Agnelo D'Souza holds a Master's Degree in Commerce, a Master's Degree in Business Administration, a Diploma in Financial Management and is a Senior Executive Programme ("SEP") graduate of the London Business School. He has over four decades of experience in banking and financial services. He had a leadership role at HDFC Limited in the areas of Strategy, Treasury, Operations, Investor Relations and New Initiatives. Mr. Joseph Conrad Agnelo D'Souza was Member of Executive Management and Chief Investor Relations Officer at HDFC Limited and was earlier its Treasurer. His responsibilities during a 39+ year tenure at HDFC included strategy, treasury corporate planning and budgeting, investor relations and corporate finance. He has worked on assignments for multilateral agencies in financial services in Asia, Africa and Eastern Europe. He has also helped set up mortgage companies in Bangladesh, Sri Lanka, Egypt, Maldives and Tanzania.

Currently, he is serving as Independent Director in other companies including Chalet Hotels Limited, Motilal Oswal Financial Services Limited, Bharat Bijlee Limited, Prism Johnson Limited, Camlin Fine Sciences Limited, Asianet Satellite Communications Limited, Niwas Housing Finance Limited, Samini Ceramics Limited, Juhu Beach Resorts Limited and Avendus Finance Private Limited.

Whilst considering the appointment of Mr. Joseph Conrad Agnelo D'Souza, the Committee and the Board reviewed and confirmed that:

- He has consented to act as an Independent Director
- He is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI;
- The Bank has received a declaration from Mr. Joseph Conrad Agnelo D'Souza that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations;
- He is not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as an independent director of the Bank. In the opinion of the Board, he fulfils the conditions relating to her appointment as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and the guidelines issued by the RBI, in this regard, from time to time;
- He is not debarred from holding the office of director by virtue of any order by SEBI or any other authority; and
- He has the requisite qualifications skills, experience and expertise in functional areas viz. Finance, Marketing, Strategy and Leadership through qualification or diverse experience, which are beneficial to the Bank.
- Mr. Joseph Conrad Agnelo D'Souza is in compliance with the requirements mandated under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to enrolling his name in the online databank of independent directors and qualifying the online proficiency self-assessment test for independent directors.

During his tenure as Independent Director of the Bank, he shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

As an Independent Director of the Bank, he will be entitled to sitting fees for attending the meetings of the Board and the Committees of the Board and to the fixed remuneration, in terms of the RBI circulars issued from time to time. However, he will not be entitled for stock options/units of the Bank.

In terms of the approval of the Board, Mr. Joseph Conrad Agnelo D'Souza shall be entitled to receive an annual remuneration of ₹ 10,00,000/- (Rupees Ten Lakh only), in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board and/or its Committees, during his tenure as a Director of the Bank with effect from September 28,2026.

Further, a notice under Section 160(1) of the Act has been received from Mr. Joseph Conrad Agnelo D'Souza proposing his candidature for appointment as an Independent Director of the Bank.

The brief profile and other requisite details of Mr. Joseph Conrad Agnelo D'Souza, as mandated under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 ("SS-2"), are annexed hereto as **Annexure – A** to this Notice.

The Board of Directors is of the opinion that the extensive knowledge, expertise and experience of Mr. Joseph Conrad Agnelo D'Souza will be of significant value to the Bank and accordingly recommends the resolution set out at Item No. 1 of this Notice for the approval of the Members, by way of an Ordinary Resolution, through Postal Ballot.

Except Mr. Joseph Conrad Agnelo D'Souza and his relatives, none of the other Directors, Key Managerial Personnel of the Bank and their relatives (as defined in the Act) are directly or indirectly, concerned or interested (financially or otherwise) in the resolution set out at Item No. 1 of the Notice.

ITEM NO. 2: TO APPROVE THE APPOINTMENT OF MRS. RACHNA DIKSHIT (DIN: 08759332), AS PART-TIME CHAIRMAN OF THE BANK FOR THREE YEARS W.E.F. JANUARY 30, 2027

It is informed to the Members that as per Section 149(10) of the Companies Act, 2013 ("Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he / she is eligible for re-appointment for an additional term of up to five consecutive years, on passing of a special resolution by the company. However, in case of banking companies, which are governed under Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

It is further informed to the Members that Mr. Navin Kumar Maini (DIN: 00419921) was appointed as an Independent Director of the Bank for a term of 5 (five) consecutive years from January 30, 2019 to January 29, 2024 and re-appointed as Independent Director for second term of 3 (three) consecutive years w.e.f. January 30, 2024 to January 29, 2027 and accordingly his 2nd term as Independent Director shall complete on January 29, 2027 (both days inclusive). Further, he cease to be the Chairman of the Bank on the even date.

Considering that his term expiry on January 29, 2027, the Board of Directors of the Bank (the "Board") at its meeting held on September 28, 2026, based on the recommendation of the Nomination and Remuneration Committee (the "Committee") approved the appointment of Mrs. Rachna Dikshit (DIN: 08759332) as Part Time Chairman of the Bank for three years with effect from January 30, 2027 i.e. up to January 29, 2030 (both days inclusive), on existing terms and conditions and on increased remuneration of ₹ 18,00,000/- (Rs. Eighteen Lakhs only) per annum (in addition to the sitting fee and reimbursement of expenses related to attending the meetings of Board and Committees thereof, as may be determined by the Board of Directors of the Bank), subject to the approval of the members of the Bank and the Reserve Bank of India (the "RBI"), as set out in item no. 2 of this notice.

Whilst considering the appointment of Mrs. Rachna Dikshit (DIN : 08759332) (Independent Director) as the Part time Chairman, the Committee and the Board reviewed and confirmed that:

- Pursuant to the provisions of Sections 10B(1A) & 35B of the Banking Regulation Act, 1949 and Reserve Bank of India (Small Finance Banks – Governance) Directions, 2025, appointment of Chairman on part time basis shall be made with the previous approval of the RBI and be subject to such conditions as the RBI may specify while giving such approval.

Mrs. Rachna Dikshit holds a bachelor's degree in arts from the Lucknow University and master's degree in arts from the University of Allahabad. She is also a certified associate of the Indian Institute of Bankers.

She was previously the Chief General Manager at Reserve Bank of India. She has worked with Reserve Bank of India from year 1986 to 2019 on various roles including the following:

1. Regional Director, Punjab, Haryana and UT Chandigarh
2. General Manager, Financial Inclusion & Development Department, Chandigarh and New Delhi
3. General Manager, Department of Banking Regulation, Mumbai Central Office

She was assigned with the following special assignments during her tenure:

- Part of the Kapur Committee constituted by the Governor RBI to study Credit Flow to SSIs in 1998. Various recommendations of this Committee have been implemented by RBI/Government/SIDBI/Banks.
- Presented at the 10th Central Banking Seminar (2002) in Seoul on Cross Border Capital Flows.
- During a year-long sabbatical while posted at RBI Jaipur, my study of SHGs in the state of Rajasthan suggested modifications to the current schemes in place. The report was submitted to RBI Central Office in 2004.
- Part of the World Bank Committee on Credit Reporting during 2012-2013 which dealt with implementation of worldwide Standards to address challenges and explore new areas of cooperation in the credit reporting space.

She currently serves as Director on other various entities including Propshare Investment Manager Private Limited, India Shelters Finance Corporation Limited, India SME Asset Reconstruction Company Limited, Arthimpact Digital Loans Private Limited, Miracle Foundation India and Physicswallah Limited.

She is having expertise in Banking, Finance, HR and Admin, which would be beneficial for the Bank.

Mrs. Rachna Dikshit is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Part – Time Chairman of the Bank. The Bank has received a declaration from Mrs. Rachna Dikshit that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. The Board of Directors and Nomination and Remuneration Committee had expressed satisfaction over the Fit and Proper Status of the appointee as per the Guidelines issued by the Reserve Bank of India. The Board of Directors were of the opinion that she is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent from the Management of the Bank. Having regard to the professional acumen and vast experience of Mrs. Rachna Dikshit, the Nomination and Remuneration Committee and the Board are of the view that her appointment as Part Time Chairman would be in best interest of the Bank and recommend her appointment as Part – Time Chairman of the Bank for three years with effect from January 30, 2027 i.e. till January 29, 2030, to Members of the Bank.

Brief profile of Mrs. Rachna Dikshit and other details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) is given as **Annexure A** to this Notice.

The Members are requested to note that the approval of appointment of Mrs. Rachna Dikshit as Part Time Chairman is yet to be granted by RBI as on the date of this Notice.
The Board of Directors recommends the passing of Ordinary Resolution set out at Item no. 2 of the Notice for approval by the Members of the Bank.

Except Mrs. Rachna Dikshit and her relatives, none of the other Directors & Key Managerial Personnel of the Bank & their relatives are in any way concerned or interested (financially or otherwise), in the resolution set out at Item No. 2 of the Notice.

ITEM NO. 3: TO APPROVE THE RE-APPOINTMENT OF MR. NAGESWARA RAO YALAMANCHILI (DIN: 06651230) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE CONSECUTIVE YEARS W.E.F JUNE 29, 2027

It is hereby informed that the Members of the Bank in the Annual General Meeting held on August 05, 2022 had appointed Mr. Nageswara Rao Yalamanchili as Independent Director for a period of five years with effect from June 29, 2022 to June 28, 2027. The first term as Independent Director of Mr. Nageswara Rao Yalamanchili will complete on June 28, 2027. In terms of the provisions of Companies Act, 2013 ('Act'), consent of the Members by way of Special Resolution is required for re-appointment of Independent director for the second consecutive term.

After evaluation of the performance of Mr. Nageswara Rao Yalamanchili during his tenure as an Independent Director, the Board at its meeting held on October 29, 2026, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, recommended his re-appointment for a second term of three consecutive years from June 29, 2027 to June 28, 2030 (both days inclusive).

Brief Profile of Mr. Nageswara Rao Yalamanchili is as under:

Mr. Nageswara Rao Yalamanchili is an Independent Director of the Bank.

Mr. Nageswara Rao Yalamanchili is a seasoned banker with over 36 years of Managerial/ Executive/ Board level experience. He holds bachelor degree in commerce. He is Certified Associate Institute of Bankers (CAIIB) and has done Certificate Course in Computer Applications.

He has previously served as Executive Director in Vijaya Bank, Syndicate Bank and Bank of Maharashtra. He was also associated as Director in Vishweshwariah Grameena Bank.

He started his career with Vijaya Bank as a Probationary Officer. During his tenure he served at various levels and headed various departments. The notable position held are stated as under:

- 1985-2009 –worked on various positions including retail branch banking, branch head level, covering rural, semi-urban, urban and metro centers spanning over various states at different scales.
- 2009 – 2012- DGM & GM at Vijaya Bank and handled departments including Information & Technology, Risk Management, Card Division, Alternative Delivery Channels and other allied divisions.
- 2013-2015- Chief Compliance Officer of Vijaya Bank.
- 2016-2019 - served on the Board of Vijaya Bank as Executive Director and headed department of Risk Management, Information Technology, Credit - Retail & MSME, Treasury and other allied & allocated departments.
- 2019-2020 - served on the Board of Syndicate Bank as Executive Director and headed Digital department for digital adoption and digital marketing & partnership, Risk Management and other allied & allocated departments.
- 2020-2021 - served on the Board of Bank of Maharashtra as Executive Director and headed Information Technology department along with other departments.

Currently he is working as Independent Director in the various other companies including Imfast Finfotech Private Limited, I25 Outreach Private Limited, Ramaiah Capital Private Limited, CRMF Trustee Private Limited, Canara Bank Securities Limited and Maximus ARC Limited.

He is having expertise in Banking, Information Technology, Risk Management and HR, which would be beneficial for the Bank.

Mr. Nageswara Rao Yalamanchili is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Bank has received a declaration from Mr. Rao that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. The Board of Directors and Nomination and Remuneration Committee, had expressed satisfaction over the Fit and Proper Status of the appointee as per the Guidelines issued by the Reserve Bank of India. The Board of Directors were of the opinion that he is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent from the Management of the Bank. Having regard to the professional acumen and vast experience of Mr. Nageswara Rao Yalamanchili, the NRC and the Board are of the view that his continued association would be in best interest of the Bank. Further, the re-appointment of Mr. Nageswara Rao Yalamanchili is in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949, in respect of having requisite experience/expertise as required under the Act. The required details in terms of Secretarial Standard on General Meetings is provided in **Annexure A** to the Notice.

It is hereby informed that Mr. Nageswara Rao Yalamanchili is entitled to receive an annual remuneration of ₹ 10,00,000/- (Rupees Ten Lakh only), in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board and/or its Committees, during his tenure as a Director of the Bank.

Whilst considering the re – appointment of Mr. Nageswara Rao Yalamanchili (DIN: 06651230) as a Non – Executive Independent Director, the NRC and the Board reviewed and confirmed that:

- He is a fit and proper person to be re - appointed as a Director of the Bank.
- He is not disqualified from being re - appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions relating to his re - appointment as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, the SEBI Listing Regulations, in this regard from time to time
- He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority; and
- He has the requisite qualification, skills, experience and expertise in functional areas.

The Board of Directors, therefore, recommends the reappointment of Mr. Nageswara Rao Yalamanchili as an Independent Director of the Bank, for a period of three years from June 29, 2027 to June 28, 2030 (i.e. till the completion of eight (8) years in the Bank as permissible under Banking Regulation Act, 1949), not liable to retire by rotation, as set forth in **Item No. 3** of this Notice. The Board recommends Resolution set out at **Item No. 3** for the approval of Members to be passed as Special Resolution.

None of the directors, key managerial personnel of the Bank and their relatives (as defined in the Act) are concerned or interested (financially or otherwise) in the proposed resolution, except Mr. Nageswara Rao Yalamanchili and his relatives.

ITEM NO. 4: TO APPROVE THE AMENDMENT TO CSFB LIMITED — EMPLOYEES STOCK OPTION PLAN FOR MATERIAL RISK TAKERS

It is hereby informed that in order to pay the variable portion of the remuneration in alignment with the Compensation policy of the Bank to the Material Risk Takers **("MRT's")** and to create a sense of ownership and participation amongst them, the CSFB Limited – Employee Stock Option Plan for Material Risk Takers ***('ESOP Plan***

for MRT' or 'the Plan' or 'the Scheme') was approved by the Nomination and Remuneration Committee and Board of Directors of the Bank at their meeting held on May 13, 2020 and May 16, 2020 respectively and the same approved by the Members of the Bank in their meeting held on July 13, 2020 via Postal ballot notice dated on June 01, 2020 **("Postal Ballot")** and further amended by the Members of the Bank in the Extra Ordinary General Meeting **("EGM")** dated October 22, 2021, to align it with SEBI (SBEB & SE) Regulations, 2021, in preparation for the Initial Public Offering **("IPO")** of the Shares of the Bank.

In accordance with Regulation 12(1) of SEBI (SBEB & SE) Regulation 2021, no company shall make any fresh grant of employee stock option which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its Initial Public Offering **("IPO")** and prior to the listing of its Equity Shares unless (i) such pre-IPO Plan is in conformity with the SEBI (SBEB & SE) Regulations, 2021 and (ii) such pre-IPO Plan is ratified by the Members subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI (SBEB & SE) Regulations, the ratification under clause (ii) was done by way of the special resolution passed by the Members in Annual General Meeting held on August 30, 2024.

It is further informed that the existing pool is almost utilized and is recommended to increase the pool to cover the future deferred variable pay grant to the MRTs, consequently the ESOP Plan for MRT is required to be amended by increasing in Employee Stock Option Pool from 1,00,000 (One Lakh) to 1,80,000 (One Lakh Eighty Thousand) Stock Options by allocation of additional 80,000 Stock Options.

The Nomination and Remuneration Committee in its meeting held on October 28, 2026 recommended the increase in Employee Stock Option Pool from 1,00,000 (One Lakh) to 1,80,000 (One Lakh Eighty Thousand) Stock Options by allocation of additional 80,000 Stock Options and the same was approved by Board of Directors in their meeting held on October 29, 2026, subject to approval of Members.

A statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 ("Act") read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 ("Rules") as amended from time to time are as under:

Sr. No.	Particulars	ESOP Plan for MRTs
1	Variation of terms of the ESOP Plan for MRT	It is proposed to increase the Employee Stock Option pool from 1,00,000 (One Lakh) to 1,80,000 (One Lakh Eighty Thousand) Stock Options by allocation of additional 80,000 Stock Options, with each such option conferring a right to apply for 1 (one) share of the Bank, in accordance with the terms and conditions of the CSFB Limited - Employee Stock Option Plan for Material Risk Takers.
2	Rationale of the variation of the ESOP Plan for MRT	(a) The amendments are proposed to increase the size of the Employee Stock Option pool under the ESOP Plan for MRT. (b) The proposed amendments are not detrimental/ prejudicial to the interest of the Employee Stock Option holders.
3	Details of the employees who are beneficiaries of such variation	The beneficiaries of such variation are all the current and future Employee Stock Option holders i.e. Material Risk Takers under the ESOP Plan for MRT.

Pursuant to Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ("SEBI SBEB & SE Regulations") the following are, inter-alia, the broad terms and conditions of the Scheme:

a) Brief Description of the Plan:

The Plan shall be called the CSFB Limited - Employee Stock Option Plan for Material Risk Takers ***('ESOP Plan for MRTs' or 'the Plan' or 'the Scheme').***

The Grants under the Plan shall be made as per the Compensation Policy of Employees including Managing Director & Chief Executive Officer, Whole Time Directors & Material Risk Takers' ('Compensation Policy') of the Bank.

The Objectives of the Plan includes the following:

- **a.** To pay variable portion of the remuneration in consonance with the 'Compensation Policy of Employees including Managing Director & Chief Executive Officer, Whole Time Directors & Material Risk Takers' ('Compensation Policy') as approved by the Board from time to time;
- **b.** To motivate MRTs with incentives, inspire loyalty and reward opportunities.
- **c.** To create a sense of ownership and participation amongst MRTs.
- **d.** To achieve sustained growth of the Bank and the creation of Shareholder value by aligning the interests of the MRTs with the long-term interests of the Bank.

b) The total number of Stock Options to be granted under the Plan:

The total number of Employee Stock Options available for grant to the MRTs of the Bank in aggregate was 1,00,000 (One lakh) Options under ESOP Plan for MRT, in one or more tranches.

It is proposed to increase the Employee Stock Option pool from 1,00,000 (One Lakh) to 1,80,000 (One Lakh Eighty Thousand) Stock Options by allocation of additional 80,000 Stock Options.

Further, 55,010 options are granted till date of Notice, which is pending for allotment.

c) Identification of classes of Employees entitled to participate in the Plan:

Following class/classes of persons are entitled to participate in the plan as MRTs:

- **a.** Permanent employees of the Bank designated as Material Risk Takers,

- **b.** Whole time directors of the Bank; and

Following class/ class of employees are not eligible:

- **a.** An Employee or director who is promoter or belongs to promoter group.

- **b.** A Director who either himself or through his relatives or through any Body corporate directly or indirectly holds directly or indirectly holds more than 10% of the outstanding Equity Shares of the Bank, and

c. Independent Director within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

If any MRT is barred by statute or regulation from grant of Share-linked Instruments (as defined in Compensation Policy), he shall not be eligible for ESOP under the Plan.

d) Requirement of Vesting and period of Vesting:

Options Granted shall vest in accordance with the terms of each grant under the ESOP for MRT's. The Board of Directors of the Bank *(which term shall be deemed to include the Nomination and Remuneration Committee)* may at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest subject to the minimum vesting period of 1 year. Such minimum period of 1 year shall not be applicable in case of death or permanent disability.

e) Maximum period within which the Options shall be vested:

Options granted under ESOP Plan for MRT would vest in accordance with the terms of each grant, in consonance with the ESOP plan for MRT and Compensation Policy of the Bank.

f) Exercise Price or Pricing Formula:

Exercise Price will be determined by the Nomination & Remuneration Committee at the time of Grant of Options in accordance with the Reserve Bank of India's guidelines, as applicable from time to time. Such exercise price shall be in compliance with the accounting standards specified under the SEBI (SBEB & SE) Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time. Such Exercise price shall not be less than face value of the equity shares.

g) Exercise period and process of Exercise:

Exercise Period shall be as decided by Nomination and Remuneration Committee from the date of Vesting of the Options.

The vested options shall be allowed for exercise on and from the date of vesting. The vested Option shall be exercisable by MRTs by a written application to the Bank expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Board from time to time. The options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of the Employees to the Plan:

The Nomination & Remuneration Committee, based on the Compensation Policy and various criteria (which shall be decided from time to time) shall determine the MRTs in the beginning of each year for a Grant under the Plan and the terms and conditions thereof.

Any new addition to the MRTs during the year either by way of new recruitment or change of role will be assessed by the NRC in the subsequent meetings.

If any MRT is barred by statue or regulation from grant of Share-linked Instruments (as defined in Compensation Policy), he shall not be eligible for ESOP under the Plan.

i) The Maximum number of Options to be granted per Employee and in aggregate:

The Nomination and Remuneration Committee shall decide the number of shares to be offered as Options to each MRT as per the guidelines laid down in the Compensation Policy of the Bank and balance options available for grant under the ESOP Pool of the Plan.

The number of Options that may be granted to any MRT of the Bank under the Plan, in any financial year and in aggregate under the ESOP Plan for MRT shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Bank.

j) The Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefits that will be provided to each MRT under the Scheme will be the difference between the market value of Bank's share on the recognized stock exchanges as on the Date of Exercise of Options and the Exercise Price paid by the MRTs.

k) Whether the Plan(s) is to be implemented and administered directly by the Company or through a Trust:

The Plan shall be implemented through direct route by extending the benefits to the MRTs by way of fresh allotment.

The Plan shall be administered by the Nomination and Remuneration Committee of the Bank.

l) Whether the Plan involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Plan involves the new issue of Equity Shares by the Bank.

m) The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Plan has been implemented through direct route.

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Plan:

Not applicable, since the Plan has been implemented through direct route.

o) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15.

The Bank shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time or as may be prescribed by regulatory authorities from time to time.

p) The method which the Company shall use to value its Options:

The Bank shall use the fair value of the option which shall be determined as per the Black-Scholes model and as per the ESOP plan for MRTs in consonance with the Compensation Policy of the Bank framed in accordance with the RBI "Guidelines on Compensation of Whole Time Directors/Chief Executive Officer/Material Risk Takers and Control Function Staff'.

q) A Statement with regard to Disclosure in Director's Report:

As the Bank is adopting the fair value method, presently there is no requirement for disclosure in the director's report. However, if in future, the Bank opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Bank shall also be disclosed in the Directors' report.

r) Period of lock-in:

Nomination and Remuneration Committee has the powers to determine the lock-in period for the Shares issued, pursuant to Exercise of Option.

s) Terms & conditions for buyback, if any, of specified securities:

The Nomination and Remuneration Committee has the powers to determine the procedure for buy-back of specified securities issued under SEBI SBEB & SE Regulations, if to be undertaken at any time by the Bank, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Bank as per its last financial statements; and (iii) limits upon quantum of specified securities that the Bank may buy-back in a financial year.

The Plan and other documents referred to in the aforesaid resolution are available for inspection at the registered office.

The Board of Directors of the Bank at their meeting held on October 29, 2026 reviewed and recommended the above proposal for the consideration and approval of the Shareholders of the Bank by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Bank and any relatives are concerned or interested (financially or otherwise) in the proposed resolution except to the extent of the options that may be granted under the CSFB Limited - Employee Stock Option Plan for Material Risk Takers *('ESOP Plan for MRTs' or 'the Plan' or 'the Scheme').*

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

Sd/-
Amit Sharma
Company Secretary
Membership No: F10888

Place: Jalandhar
Date: October 29, 2026

Annexure A

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Resolution No.	**1**	**2**	**3**
Name	**Mr. Joseph Conrad Agnelo D'Souza**	**Mrs. Rachna Dikshit**	**Mr. Nageswara Rao Yalamanchili**
Director Identification Number (DIN)	**00010576**	**08759332**	**06651230**
Age	66 years 9 months	67 years	65 years 3 months
Nationality	Indian	Indian	Indian
Qualification	M.Com, MBA, DFM, SEP (London Business School)	MA, CAIIB	B. Com, Certified Associate Institute of Bankers (CAIIB), Certificate Course in Computer Applications
Date of first appointment on the Board	Appointed as an Additional Director (Category : Independent Director) with effect from September 28, 2026	Appointed as an Independent Director for the first term of five years with effect from June 26, 2023	Appointed as an Independent Director for the first term of five years with effect from June 29, 2022
Brief Resume including experience	Brief Profile is provided in explanatory statement to Item No. 1	Brief Profile is provided in explanatory statement to Item No. 2	Brief Profile is provided in explanatory statement to Item No. 3
Nature of his expertise in specific functional areas	Finance, Marketing, Strategy and Leadership	Banking, Finance, HR and Admin	Banking, Information Technology, Risk Management and HR
Other Directorships	1. Chalet Hotels Limited 2. Motilal Oswal Financial Services Limited 3. Bharat Bijlee Limited 4. Prism Johnson Limited 5. Camlin Fine Sciences Limited 6. Asianet Satellite Communications Limited	1. Propshare Investment Manager Private Limited 2. India Shelters Finance Corporation Limited 3. India SME Asset Reconstruction Company Limited 4. Arthimpact Digital Loans Private Limited 5. Miracle Foundation India	1. Imfast Finfotech Private Limited 2. I25 Outreach Private Limited 3. Ramaiah Capital Private Limited 4. CRMF Trustee Private Limited 5. Canara Bank Securities Limited 6. Maximus ARC Limited

	7. Niwas Housing Finance Limited 8. Samini Ceramics Limited 9. Juhu Beach Resorts Limited 10. Avendus Finance Private Limited	6. Physicswallah Limited	
Name of the listed entities from which the person has resigned in the past three years	-	CAPITAL INDIA FINANCE LIMITED having w.e.f. 08/08/2023	-
Directorships held in other public companies (excluding foreign and section 8 companies)	1. Chalet Hotels Limited 2. Motilal Oswal Financial Services Limited 3. Bharat Bijlee Limited 4. Prism Johnson Limited 5. Camlin Fine Sciences Limited 6. Asianet Satellite Communications Limited 7. Niwas Housing Finance Limited 8. Samini Ceramics Limited 9. Juhu Beach Resorts Limited	1. India Shelters Finance Corporation Limited 2. India SME Asset Reconstruction Company Limited 3. Miracle Foundation India 4. Physicswallah Limited	1. Canara Bank Securities Limited 2. Maximus ARC Limited
Membership / Chairmanship of Committees of other Board	**1. CHALET HOTELS LIMITED** • Audit Committee – Chairman • Compensation, & Remuneration	**India Shelter Finance Corporation Ltd.** Corporate Social Responsibility Committee – Member Audit Committee – Chairperson	**Nil**

	Committee – Member • Risk Committee – Member **2. CAMLIN FINE SCIENCES LIMITED** • Audit Committee – Member • Nomination & Remuneration Committee – Chairman **3. ASIANET SATELLITE COMMUNICATIONS LIMITED** • Audit Committee – Chairman **4. JUHU BEACH RESORTS LIMITED** • Audit Committee – Member • Nomination & Remuneration Committee – Member • Corporate Social Responsibility Committee – Member **5. PRISM JOHNSON LIMITED**	Nomination & Remuneration Committee – Chairperson Internal Committee for Redressal of Sexual Harassment Complaints – Chairperson **Physicswallah Limited** Nomination & Remuneration Committee – Chairperson Risk Management Committee – Chairperson Corporate Social Responsibility Committee – Chairperson **India SME Asset Reconstruction Company Ltd** Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee - Chairperson **Propshare Investment Manager Pvt Ltd** Nomination & Remuneration Committee – Chairperson	

	• Audit Committee- Chairman • Nomination & Remuneration Committee – Chairman • Risk Committee – Member **6. BHARAT BIJLEE LIMITED** • Audit Committee – Chairman • Nomination & Remuneration Committee – Member • Stakeholders Relationship Committee – Member **7. AVENDUS FINANCE PRIVATE LIMITED** • Audit Committee – Member • Asset Liability Committee - Member • IT Strategy Committee – Chairman • Nomination and Remuneration Committee – Chairman	Audit Committee - Member	

	8. NIWAS HOUSING FINANCE LIMITED • Audit Committee – Member • Asset Liability Committee – Member • Corporate Social Responsibility and Sustainability Committee – Chairman • Board Executive Committee - Member **9. SAMINI CERAMICS LIMITED** • Audit Committee – Chairman • Nomination and Remuneration Committee – Member **10. MOTILAL OSWAL FINANCIAL SERVICES LIMITED** • Audit Committee – Member • Business Responsibility and Sustainability		

	Committee – Chairman		
Terms and conditions of appointment or re-appointment	Proposed to be appointed as an Independent Director, not liable to retire by rotation, to hold office for the first term of five (5) years w.e.f. September 28, 2026 to September 27, 2031 (both days inclusive) at an annual remuneration of ₹ 10,00,000/- (Rupees Ten Lakh only), in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board and/or its Committees.	Proposed to be appointed as Chairman for a term of three (3) years w.e.f. January 30, 2027 to January 29, 2030 on an increased remuneration of ₹ 18,00,000/- (Rupees Eighteen lakhs only) per annum, in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board and/or its Committee subject to approval of Members and RBI	Proposed to be re-appointed as an Independent Director, not liable to retire by rotation, to hold office for the second term of three (3) years w.e.f. June 29, 2027 to June 28, 2030 (both days inclusive) at an annual remuneration of ₹ 10,00,000/- (Rupees Ten Lakh only), in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board and/or its Committees.
Remuneration last drawn	NA	₹ 10,00,000/- per annum*	₹ 10,00,000/- per annum*
Remuneration sought to be paid	₹ 10,00,000/- per annum*	₹ 18,00,000/- per annum*	₹ 10,00,000/- per annum*
Shareholding in the Bank	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	None	None	None
In case of independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Please refer Explanatory Statement for Item No. 1	Please refer Explanatory Statement for Item No. 2	Please refer Explanatory Statement for Item No. 3
The number of Meetings of the Board attended during the year till date (upto October 29, 2026 in FY 2026-27)	Post his appointment on the Board of Directors as Additional Director w.e.f. September 28, 2026, Mr. Joseph Conrad Agnelo D'Souza was eligible to attend 1 meeting and he attended the same meeting.	Out of the total 5 Meetings of the Board of Directors, Mrs. Rachna Dikshit attended 4 meetings.	Out of the total 5 Meetings of the Board of Directors, Mr. Nageswara Rao Yalamanchili attended all 5 meetings.

Justification for appointment / re-appointment	The appointment has been proposed after considering the specialized knowledge and practical experience of Mr. Joseph Conrad Agnelo D'Souza in the field of Finance, Marketing, Strategy and Leadership as required by Section 10A (2) (a) of the Banking Regulation Act, 1949 and relevant circulars issued by the RBI from time to time, the Board is of the opinion that his appointment would be very beneficial for the Bank	During her tenure as Independent Director, Mrs. Rachna Dikshit has demonstrated a remarkable performance and keeping in view her leadership skills, she was proposed to be the Part Time Chairman of the Bank. The Board is of the opinion that her professional acumen and vast experience in the Banking Industry will be very beneficial for the Bank.	The Board is of the opinion that performance of Mr. Nageswara Rao Yalamanchili was excellent during his tenure and his specialization in the field of Banking, Information Technology, Risk Management and HR brings necessary diversity on the Board of Bank. Accordingly, his continued association as Independent Director will serve the best interest of the Bank.

**Excluding sitting fee for attending Board and Committee Meetings*

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

Sd/-
Amit Sharma
Company Secretary
Membership No: F10888

Place: Jalandhar
Date: October 29, 2026

Registered Office:
MIDAS Corporate Park 3rd Floor 37 G.T. Road, Jalandhar, Punjab, India, 144001

Website: www.capital.bank.in
Email: cs@capitalbank.co.in
Ph.: +91 181 5051111, 5052222;
Fax: +91 181 5053333