

CSFB.2025-26/527

February 23, 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, 951995 &amp; 953739

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 Company, by way of remote e- voting process, for the following matters:

1. To approve the revision in the remuneration of Mr. Munish Jain (DIN: 10132430), Whole Time Director designated as Executive Director with effect from April 01, 2025.
2. To approve re-appointment of Mr. Munish Jain (DIN: 10132430) as Whole – Time Director designated as Executive Director for a term of 3 years with effect from August 28, 2026.
3. To approve payment of remuneration to Mr. Shahbaz Singh Samra, Related Party, and holding the office or place of profit.

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, February 20, 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, February 24, 2026 and ends at 5.00 p.m. (IST) on Wednesday, March 25, 2026.

The Postal Ballot Notice is also available on the official website of the Company at [www.capital.bank.in](http://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**  
**Company Secretary & Compliance Officer**  
**Membership No. F10888**

**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.capital.bank.in  
 www.facebook.com/capitalbankindia | CIN : L65110PB1999PLC022634

# Capital Small Finance Bank

## CAPITAL SMALL FINANCE BANK LIMITED

CIN: L65110PB1999PLC022634

Registered Office: MIDAS Corporate Park, 3<sup>rd</sup> Floor, 37, G.T Road,  
Jalandhar -144001, Punjab INDIA

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

E-mail: [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in) | Website: [www.capital.bank.in](http://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 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 Tuesday, February 24, 2026 and ends at 05:00 p.m. (IST) on Wednesday, March 25, 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 Wednesday, March 25, 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. Wednesday, March 25, 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 Friday, March 27, 2026, and will be displayed on the Bank's website at [www.capital.bank.in](http://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 securities 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 REVISION IN 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 an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the letter bearing No. DoR.GOV.No.3556/29.44.004/2025-26 dated August 05, 2025 issued by Reserve Bank of India and in continuation to earlier Shareholder's resolution dated August 01, 2025 and in terms of the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions 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 in accordance with the approval(s) granted by RBI and based on the recommendation 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 following revision in remuneration of Mr. Munish Jain (DIN: 10132430), Whole Time Director designated as Executive Director of the Bank, with effect from April 01, 2025:

<b>Part-A:</b>	<b>Fixed Pay (including perquisites)</b>	<b>Amount in ₹ per annum</b>	<b>Additional details, if applicable</b>
<b>1</b>	<b>Salary</b>	92,40,000	
<b>2</b>	<b>Dearness allowance</b>	-	
<b>3</b>	<b>Retiral/Superannuation benefits</b>	<b>11,64,231</b>	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹60,000 per month
	(b) Gratuity	4,44,231	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	-	
<b>4</b>	<b>Leave Fare Concession/ Allowance</b>	-	

<b>5</b>	<b>Other fixed allowances, if any (please specify) *</b>	<b>3,75,769</b>	
(i)	Special Allowance	-	
(ii)	Professional Allowance	3,75,769	
(iii)	Medical Allowance	-	
<b>6</b>	<b>Perquisites:</b>		
(i)	<b>Free Furnished House and its maintenance/House Rent Allowance</b>	46,20,000	50% of the Basic Pay
(ii)	<b>Conveyance Allowance/Free use of bank's car for</b>		
	(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
	<b>Total Fixed Pay (including perquisites)</b>	<b>1,54,00,000</b>	
<b>Part-B:</b>	<b>Variable Pay</b>	i. upto 105% of annual fixed pay, subject to performance evaluation and subsequent 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 the Mr. Munish Jain shall be subject to annual review by the Nomination and Remuneration Committee and Board of Directors 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 abovementioned variable remuneration shall be payable to Mr. Munish Jain subject to performance review, Malus and Claw back clause as per the Compensation Policy of the Bank and guidelines / instructions 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.”

## **ITEM NO. 2**

### **TO APPROVE RE-APPOINTMENT OF MR. MUNISH JAIN (DIN: 10132430) AS WHOLE – TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR WITH EFFECT FROM AUGUST 28, 2026**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (“Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 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 Acts (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and subject to other requisite approvals as may be required and subject to such conditions as may be prescribed by any statutory authority while granting such approvals and in consonance with the provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Bank (“hereinafter referred to as the “Board”, which expression includes a Committee of the Board), approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Munish Jain (DIN : 10132430), as the Whole – time Director designated as Executive Director of the Bank in respect of whom the Board has received the recommendation from Nomination and Remuneration Committee regarding his re-appointment, for a period of three (3) years, with effect from August 28, 2026, not be subject to retirement by rotation during his tenure as Executive Director, on the prevailing terms and conditions and on remuneration as approved by members of the Bank from time to time, subject to approval of RBI.

**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.”

## **ITEM NO. 3**

### **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, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), [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 approval of 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, subject to maximum remuneration not exceeding ₹ 60,50,000/- (Rupees Sixty Lakhs Fifty Thousand only) per annum (inclusive of variable pay, benefits, perquisites, allowances and facilities applicable to employees in the same grade ), effective from April 01, 2026 in any financial year, which ceiling is not expected to be reached earlier than April 01, 2029 with authority to Board of Directors (which term shall deem to include any Committee of the Board authorized in this behalf) to decide the amount of remuneration payable to Mr. Shahbaz Singh Samra, from time to time, within the above limit approved by the members of the Bank, with the condition that such revision in the remuneration would be gradual and dependent on his performance, benchmarking with others within the same grade and other matters, on an annual basis.

**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 of Directors  
For Capital Small Finance Bank Limited**

**Place:** Jalandhar  
**Date:** January 29, 2026

**Sd/-  
Amit Sharma  
Company Secretary  
Membership No: F10888**

**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 resolutions 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, February 20, 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](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://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 Tuesday, February 24, 2026 [9:00 a.m. (IST)] and ends on Wednesday, March 25, 2026 [5:00 p.m. (IST)]. During this period, Members holding shares as on Friday, February 20, 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 Wednesday, March 25, 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. Friday, February 20, 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](mailto: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 [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.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 appointee 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 "Remote 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 Friday, March 27, 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](http://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.

## Remote 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:**

**Login method for Individual shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode with NSDL

### **METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsd.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.nsd.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.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.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.



### **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.

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](https://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).

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.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

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”.

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 <u>Event No + Folio no.</u> registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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.
    - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
    - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
    - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

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 <u>Event No + Folio no.</u> registered with the Company

(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).  
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 [sehgal@bsaadvisory.in](mailto:sehgal@bsaadvisory.in) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in).

#### **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](mailto: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 [sehgal@bsaadvisory.in](mailto:sehgal@bsaadvisory.in) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in).

#### **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](mailto: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.

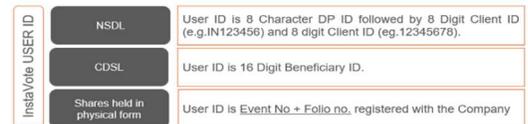
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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”.



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

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".

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

It is hereby informed that the Members of the Bank, at their 26<sup>th</sup> Annual General Meeting held on **August 01, 2025**, had approved the remuneration of Mr. Munish Jain, Executive Director comprising of a fixed pay of **₹16,000,000** per annum and variable pay of up to **92.5% of fixed pay**, in terms of the applicable provisions of the Act and other applicable provisions.

Subsequently, the Reserve Bank of India (RBI), while reviewing the compensation structure, advised the Bank to align the remuneration of Whole Time Directors/Chief Executive Officers with the provisions contained in Para 2.1.2(b) of the Annex to the "Guidelines on Compensation of Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function staff" dated **November 04, 2019**.

It is further informed to the Members that in order to ensure full compliance with the above RBI Guidelines, the Nomination and Remuneration Committee and the Board of Directors of the Bank have considered and recommended a **revised remuneration structure**, as set out below, for approval of the Members through Postal Ballot:

Particulars	Approved at AGM (August 1, 2025)	Proposed (for approval)
Fixed Pay	₹16,000,000	₹15,400,000
Variable Pay (as % of fixed)	Up to 92.5%	Up to 105%

It may be noted that:

- The revised structure is intended to strike a further balance between fixed and variable components of remuneration, ensuring that a higher proportion of compensation remains linked to performance and risk outcomes, consistent with the principle of effective alignment of compensation with prudent risk-taking as envisaged by the RBI Guidelines.
- Fixed pay has been reduced from the earlier approved amount of ₹16,000,000 to ₹15,400,000.
- Variable pay has been increased from up to 92.5% of fixed pay to up to 105% of fixed pay, thereby increasing the proportion of variable component vis-à-vis fixed pay in line with RBI's directions.

It is informed to the members that Reserve Bank of India, vide its letter bearing No. DoR.GOV.No.S5481/29.44.004/2024-2025 dated October 10, 2025, approved the fixed remuneration of Mr. Munish Jain, Executive Director, to Rs. 1.54 crores per annum, w.e.f. April 01, 2025. Further, the target variable pay of Mr. Munish Jain, Executive Director, has been taken note of by Reserve Bank of India and advised the Bank to submit its proposal for payment of variable pay for the FY'26 once the performance assessment of WTDs for the year is undertaken.

Accordingly, the approval of the Members is sought for revision of the remuneration of Mr. Munish Jain, Executive Director as stated above.

The required details in terms of Secretarial Standards on General Meetings are provided in **Annexure 1** to the Notice.

**Except Mr. Munish Jain and his relatives, none of the 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.**

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 1 of the Notice.

## **ITEM NO. 2**

### **TO APPROVE RE-APPOINTMENT OF MR. MUNISH JAIN (DIN: 10132430) AS WHOLE – TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR WITH EFFECT FROM AUGUST 28, 2026**

It is hereby informed that Mr. Munish Jain was appointed as Whole – time Director (designated as Executive Director) for period of three years commencing from August 28, 2023, in order to support the Managing Director & CEO of the Bank and who was made responsible for driving certain business and key areas. Further, the continuous oversight of senior leadership team is required to accelerate the growth and to support the Managing Director & CEO in achieving the consistent growth in the years to come.

Mr. Munish Jain has over 25 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. 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.

It is further informed to the members that under the guidance of Mr. Munish Jain, the Bank has witnessed the conversion into Small Finance Bank. Further, during his term the Bank got its equity shares listed on February 14, 2024 on both the stock exchanges i.e. BSE and NSE.

Considering the performance review of Mr. Munish Jain as Whole time Director (designated as Executive Director) of the Bank and the growth of the Bank during his tenure, the Nomination and Remuneration Committee ('NRC') as well as Board of Directors (hereinafter referred to as the 'Board', which expression includes a Committee of the Board) are of the opinion that his continuous association with the Bank will be very beneficial for its sustainable growth. Accordingly, on recommendation of NRC vide meeting held on January 27, 2026, the Board of the Bank in its meeting held on January 29, 2026 had approved the re-appointment of Mr. Munish Jain as Whole – time Director (designated as Executive Director) for a period of 3 (three) years with effect from August 28, 2026, on the prevailing terms and conditions and on remuneration as approved by members of the Bank from time to time, subject to approval of Reserve Bank of India.

Considering the past of association of Mr. Munish Jain with the Bank, his vast and diverse knowledge, experience and professional acumen, the Board and NRC are of the opinion that the continuation of Mr. Munish Jain as Whole Time Director (designated as Executive Director) is deserving and will provide a strong competitive edge to the Bank over its competitors.

Further the above re-appointment has been recommended looking at

- (1) the growth trajectory required at this level,
- (2) succession planning tool for unforeseen circumstances,
- (3) the higher oversight requirement by the Senior Management Team and
- (4) keeping in view the contribution made by Mr. Munish Jain towards the Bank.

Further, a notice under Section 160(1) of the Act has been received from Mr. Munish Jain proposing his candidature for re-appointment as a Whole – time Director (designated as Executive Director) of the Bank and Nomination and Remuneration Committee recommended the same to the Board of Directors.

The Members are requested to note that the approval for re-appointment of Mr. Munish Jain as Whole – time Director (designated as Executive Director) is subject to the approval of the RBI.

The required details in terms of Secretarial Standards on General Meetings & Regulation 36(3) of Listing Regulations is provided in **Annexure 1** to the Notice.

The Board of Directors and Nomination and Remuneration Committee, had expressed satisfaction over the Fit and Proper Status of Mr. Munish Jain as per the Guidelines issued by the Reserve Bank of India.

Mr. Munish Jain is not disqualified and debarred from being re-appointed as Whole time Director (designated as Executive Director), in terms of Sections 164 & 196 of the Act or by order of SEBI or any other such authority and he has given his consent to act as Whole time Director (Executive Director) of the Bank.

In view of the above, the Board recommend the re-appointment of Mr. Munish Jain as Whole time Director (designated as Executive Director), not liable to retire by rotation, for a period of 3 (three) years with effect from August 28, 2026 on the prevailing terms and conditions and on remuneration as approved from time to time, subject to approval of Reserve Bank of India, for the approval of the Members of the Bank by way of ordinary resolution.

**None of the Directors, Key Managerial Personnel of the Bank and their relatives except Mr. Munish Jain, Executive Director of the Bank and/or his relatives, are directly or indirectly, concerned or interested (financially or otherwise) in the resolution set out at Item No. 2.**

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 2 of the Notice.

### **ITEM NO. 3**

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

It is informed to the members that Mr. Shahbaz Singh Samra is the son of Mr. Sarvjit Singh Samra, Managing Director & CEO of the Bank. He is a seasoned banking and financial services professional with over a decade of diverse experience spanning strategy consulting, financial services and branch-led banking operations, with exposure to both Indian and international markets.

Mr. Shahbaz Singh Samra completed his schooling under the CBSE curriculum from Mayo College, Ajmer (April 2001 – March 2010). He holds a Bachelor's degree in Management Science (B.Sc.) from Loughborough University,

United Kingdom (October 2010 – June 2014). As part of his academic programme, he gained one year of international industry exposure as a Management Trainee with a UK-based organization JT Dove Ltd. (Newcastle Upon Tyne, UK) (August 2012 – July 2013). During this tenure, he worked on financial data analysis to provide actionable insights for clients, enhancing decision-making processes and analysed branch level expenses & revenues to increase profitability. He also holds a Master of Letters (M Litt.) in Marketing from the University of St. Andrews, United Kingdom (September 2014 – August 2015).

After completing his Master's degree, Mr. Shahbaz Singh Samra worked with KPMG-India, Mumbai Office for a period of approximately three years (December 2015 – October 2018) as an Analyst in the Strategy – Financial Services practice. During his tenure, he was involved in various high-impact assignments, including setting up a Non-Banking Financial Company for an international bank, developing customized product strategies for a Small Finance Bank, conducting market assessments for a Payments Bank and designing claims management processes for a health insurance company. He also co-authored a thought leadership report focused on health insurance solutions for the MSME sector.

Mr. Shahbaz Singh Samra joined Capital Small Finance Bank Limited on 22nd May, 2019, as Vice President. He has been associated with the Bank for over six years and has held multiple leadership roles of increasing responsibility during his tenure.

From May 2019 to February 2021, as Cluster Head, he led a 19-branch cluster and from March 2021 to September 2022 and as Senior Cluster Head, he led a 23-branch cluster across Jalandhar District, overseeing operations, business growth and team management. This experience enabled him to develop deep expertise in retail banking, credit delivery and customer-focused operations, firmly grounded in strong on-the-ground execution.

Currently, he serves as Senior Vice President – Alternate Distribution Unit and he has been leading the Alternate Distribution vertical for over three years. In this role, he has been instrumental in establishing strategic partnerships with Non-Banking Financial Companies (NBFCs), driving collaborative initiatives and expanding the Bank's distribution and product reach.

In addition to his professional accomplishments, Mr. Shahbaz Singh Samra has demonstrated leadership and resilience beyond the workplace. He has participated in national-level sports competitions, undertaken endurance challenges across countries, and successfully raised funds for medical research through a high-altitude mountain expedition.

Given his strong academic foundation, hands-on leadership experience in banking operations, strategic exposure in financial services consulting and proven capability in driving partnerships and growth, the Board is of the view that Mr. Shahbaz Singh Samra brings valuable expertise and perspective to the organization.

Pursuant to Section 188(1)(f) of the Companies Act, 2013 ("Act") read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of a related party to any office or place of profit requires prior approval of the members where the monthly remuneration payable exceeds ₹2,50,000 (Rupees Two Lakh Fifty Thousand only). Mr. Shahbaz Singh Samra, being related to Mr. Sarvjit Singh Samra, Managing Director and CEO of the Bank, qualifies as a related party within the meaning of Section 2(76) of the Act. As the remuneration payable to Mr. Shahbaz Singh Samra exceeds the statutory threshold, approval of the members is required.

At the 26th Annual General Meeting of the Bank, the members had approved payment of remuneration up to ₹39,84,000 (Rupees Thirty-Nine Lakh Eighty-Four Thousand only) per annum with effect from April 01, 2025, based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit

Committee and approval of the Board of Directors. The present proposal seeks approval for an enhanced overall ceiling to accommodate future performance-linked revisions in line with the Bank's Compensation Policy.

The remuneration structure of Mr. Shahbaz Singh Samra comprises fixed pay, variable pay and standard employee benefits and perquisites applicable to employees in the same grade. The determination and periodic revision of remuneration are governed by the Bank's Compensation Policy and are based on objective parameters including role responsibilities, individual performance, internal parity, grade-wise benchmarks and organizational performance.

The percentage increment granted/proposed to Mr. Shahbaz Singh Samra are aligned with the average increment awarded to employees in the same grade with a comparable performance rating, demonstrating consistency with internal compensation practices. The growth rate considered for Mr. Shahbaz Singh Samra is ~15% (spread over 2027 to 2029) against 13.46% awarded to other comparable peers. The Board noted that the proposed remuneration framework is comparable with similarly placed employees, is performance-linked, and is structured to maintain arm's-length standards consistent with ordinary employment practices of the Bank. The proposal does not confer any undue benefit by virtue of related party status and is intended solely to align compensation with role, responsibilities and established policy benchmarks. Accordingly, the transaction is considered fair, reasonable and in the best interests of the Bank.

The approval of the members is sought to authorize payment of remuneration up to an overall ceiling of ₹60,50,000 (Rupees Sixty Lakhs Fifty Thousand only) per annum w.e.f. April 01, 2026, inclusive of variable pay, benefits, perquisites, allowances and facilities applicable to employees in the same grade. This represents a maximum cap and not a guaranteed payout. Actual remuneration will continue to be determined annually based on performance evaluation and internal compensation frameworks and is not expected to reach the proposed ceiling before April 01, 2029. The revision, if any, will be gradual and subject to approval by the NRC and the Board (or its authorized committee), ensuring continued adherence to the Compensation Policy and principles of fairness, transparency and internal parity.

The required disclosure under rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 is presented as under:

<b>1.</b>	<b>Name of the Related Party</b>	Mr. Shahbaz Singh Samra
<b>2.</b>	<b>Name of the Director or Key Managerial Personnel who is related</b>	Mr. Sarvjit Singh Samra, Managing Director and CEO of the Bank.
<b>3.</b>	<b>Nature of Relationship</b>	Mr. Shahbaz Singh Samra is the son of Mr. Sarvjit Singh Samra, Managing Director & CEO of the Bank.
<b>4.</b>	<b>Nature, Material terms, monetary value and particulars of contract or arrangement</b>	Employment remuneration comprising salary, allowances, variable pay, employer contributions and standard employee perquisites; total remuneration capped at ₹60,50,000 (Rupees Sixty Lakhs Fifty Thousand only) per annum; revisions governed by the Compensation Policy and performance evaluation framework
<b>5.</b>	<b>Any other information relevant or important for the members to take a decision on the proposed transaction</b>	The proposed revision in the remuneration payable to Mr. Shahbaz Singh Samra, a Related Party and who is holding an office or place of profit under Section 188 of the Act, is commensurate with his experience, qualifications and remuneration payable to other employees of his grade in the Bank.

Based on the recommendations of the NRC and the Audit Committee, which reviewed the proposal from a governance, arm's-length and fairness perspective, the Board of Directors approved the transaction, subject to the approval of the members, in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Except Mr. Sarvjit Singh Samra, Managing Director & CEO, none of the Directors, Key Managerial Personnel of the Bank or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.**

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 3 of the Notice.

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

**Place:** Jalandhar  
**Date:** January 29, 2026

**Sd/-  
Amit Sharma  
Company Secretary  
Membership No: F10888**

## Annexure 1

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

<b>Name</b>	<b>Mr. Munish Jain (DIN: 10132430)</b>
<b>Age</b>	50 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	August 28, 2023
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• B. Com (Finance), Guru Nanak Dev University</li> <li>• FCS, Institute of Company Secretaries of India</li> <li>• FCA, Institute of Chartered Accountants of India</li> </ul>
<b>Brief Resume including experience</b>	<p>Mr. Munish Jain has over 25 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 &amp; Fund Management, Budgeting &amp; Business Plan Formulation, System Designing, Accounting Norms &amp; Procedures, Audit &amp; Statutory Requirements, Adherence aiding to Organisational Decision-Making &amp; 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>
<b>Nature of his expertise in specific functional areas</b>	Banking, Risk, Accountancy, Finance, Taxation and Audit
<b>Other Directorships</b>	NIL
<b>Name of the listed entities from which the person has resigned in the past three years</b>	NIL
<b>Directorships held in other public Companies (excluding foreign &amp; section 8 companies)</b>	NIL
<b>Membership / Chairmanship of Committees of other Board</b>	NIL
<b>Terms and conditions of appointment or re-appointment</b>	Re-appointment for a term of 3 years w.e.f. August 28, 2026 as Whole time Director (designated as Executive Director) of the Bank on the prevailing terms and conditions and on remuneration as approved by RBI and members of the Bank from time to time, as stated in Item No. 2.
<b>Details of remuneration sought to be paid</b>	As disclosed in Item No. 1

**Remuneration last drawn by such person**

It is informed that the Members, vide special resolution dated August 30, 2024, approved the Fixed Pay of Rs. 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:

<b>Fixed Pay (including perquisites)</b>	<b>Amount (in ₹ per annum) FY 2024-25</b>	<b>Additional details, if applicable</b>
<b>Salary</b>	<b>83,87,298</b>	
<b>Dearness allowance</b>	-	
<b>Retiral/Superannuation benefits</b>	<b>11,23,235</b>	
<b>(a) Provident Fund</b>	7,20,000	12% of Basic Salary with upper cap of ₹60,000 per month
<b>(b) Gratuity</b>	4,03,235	15 days for each completed year of Service, however the same is not subject to any Upper Limit
<b>(c) Pension</b>	-	
<b>Leave Fare Concession/ Allowance</b>	-	
<b>Other fixed allowances, if any (please specify)</b>	<b>4,73,350</b>	
<b>(i) Special Allowance</b>	-	
<b>(ii) Professional Allowance</b>	4,73,350	
<b>(iii) Medical Allowance</b>	-	
<b>Perquisites</b>	<b>41,99,637</b>	
<b>Free Furnished House and its maintenance/House Rent Allowance</b>	41,99,637	~50% of Basic Pay
<b>Conveyance Allowance/Free use of bank's car for</b>	-	
<b>(a) Official purposes</b>	-	Car with Driver for Official Purpose
<b>(b) Private purposes</b>	-	By compensating the Bank along with suitable amount
<b>Driver(s)' salary</b>	-	Car with Driver for Official Purpose
<b>Club Membership(s)</b>	-	
<b>Reimbursement of medical expenses</b>	-	
<b>Any other perquisites (please specify)</b>	-	Medical and Group Term Insurance as per bank Policy

	<b>Total Fixed Pay (including perquisites)</b>	<b>1,41,83,520</b>	
	<b>Annual Variable Pay</b>	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 was paid as per approval of the Reserve Bank of India.	
Shareholding in the Bank	1,85,299 equity Shares (0.41%) as on January 29, 2026		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	NIL		
<b>The number of Meetings of the Board attended during the financial year (upto January 29, 2026 in FY 2025-26)</b>	Out of the total 7 Meetings of the Board of Directors till January 29, 2026 in FY'26, Mr. Munish Jain attended all 7 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:** January 29, 2026

**Registered Office:**

MIDAS Corporate Park 3rd Floor 37 G.T.  
Jalandhar, Punjab, India, 144001

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**Email:** [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in)

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