Capital Small Finance Bank

CSFB.2024-25/471 **December 23, 2024**

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

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

Scrip Code: 544120, 951995 & 953739

Symbol: CAPITALSFB

Subject: 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 Re-appointment of Mr. Sarvjit Singh Samra (DIN: 00477444) as Managing Director and CEO of the Bank for a period of three years w.e.f. April 24, 2025
2. Re-appointment of Mr. Navin Kumar Maini, Independent Director (DIN: 00419921) as Part-Time Chairman of the Bank w.e.f. April 24, 2025 till January 29, 2027

In compliance with the MCA 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, December 20, 2024 ("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 Link Intime India Private Limited to provide remote e-vong facility to its Members.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, December 24, 2024 and ends at 5.00 p.m. (IST) on Wednesday, January 22, 2025.

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

Request you to please take the same on your records.

Thanking you,

Yours faithfully

For Capital Small Finance Bank Limited

AMIT SHARMA

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.capitalbank.co.in

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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**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and 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.

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. Brij Kishore Sharma of M/s B K Sharma and Associates, Company Secretaries, Jaipur (Membership No. F6206 & CP No. 12636) as the "Scrutinizer", to scrutinize the e-voting process in a fair and transparent manner pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 and they have communicated their 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 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, December 24, 2024, and ends at 05.00 p.m. (IST) on Wednesday, January 22, 2025. 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 Resolution not later than 05:00 p.m. (IST) on Wednesday, January 22, 2025 (the last day to cast vote electronically).

The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. Wednesday, January 22, 2025. Further, resolution 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 on or before Friday, January 24, 2025, and will be displayed on the Bank's website at www.capitalbank.co.in and the website of Link Intime Private Limited at https://instavote.linkintime.co.in. The results will simultaneously be communicated to the Stock Exchanges within stipulated time period as prescribed in this regard.

In compliance of MCA Circulars, the Bank will send Postal Ballot Notice only by e-mail to all its Members, who have registered their e-mail addresses with the Registrar and Share Transfer Agent ("**RTA**") of the Bank or Depository / Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot.

SPECIAL BUSINESS

ITEM NO. 1 : TO APPROVE THE RE-APPOINTMENT OF MR. SARVJIT SINGH SAMRA (DIN: 00477444) AS MANAGING DIRECTOR AND CEO OF THE BANK FOR A PERIOD OF THREE YEARS W.E.F. APRIL 24, 2025

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") and the rules made thereunder, as amended from time to time, read with Schedule V to the Act, Articles of Association of the Bank, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory amendment(s) thereto, modification(s) or re-enactment(s) thereof, for the time being in force), and the rules, guidelines and circulars issued by the Reserve Bank of India ("**RBI**"), from time to time and subject to other requisite approvals as may be required , the approval of members of the Bank, be and is hereby accorded for the re-appointment of Mr. Sarvjit Singh Samra (DIN: 00477444), as the Managing Director & CEO of the Bank, for a period of three (3) years, with effect from April 24, 2025 till April 23, 2028 (both days inclusive), as recommended by the members of Nomination and Remuneration Committee ("**NRC**") and approved by the Board of Directors ("hereinafter referred to as the "**Board**", which expression includes a Committee of the Board), at remuneration package, as approved by Reserve Bank of India, detailed hereunder:

Part-A:	Fixed Pay (including perquisites)	Amount in ₹	Additional details, if applicable
1	**Salary**	84,00,000.00	
1.1	**Basic**		
1.2	Basic arrears		
2	**Dearness allowance**		
3	**Retiral/Superannuation benefits**	**11,23,840.00**	
	(a) Provident Fund	7,20,000.00	12% of Basic Salary with upper cap of ₹60,000 per month
	(b) Gratuity	4,03,840.00	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	0.00	

4	**Leave Fare Concession/ Allowance**	0.00	
5	**Other fixed allowances, if any (please specify) ***	**4,76,160.00**	
(i)	Special Allowance	4,76,160.00	
(ii)	Professional Allowance		
(iii)	Arrears others		
6	**Perquisites:**		
(i)	**Free Furnished House and its maintenance/House Rent Allowance**	42,00,000.00	50% of the Basic Pay
(ii)	**Conveyance Allowance/Free use of bank's car for**		
	(a) Official purposes	0.00	Car with Driver for Official Purpose
	(b) Private purposes	0.00	By compensating the Bank along with suitable amount
(iii)	Driver(s)' salary	0.00	Car with Driver for Official Purpose
(iv)	Club Membership(s)	0.00	
(v)	Reimbursement of medical expenses	0.00	
(vi)	Any other perquisites (please specify)	0.00	Medical and Group Term Insurance as per bank Policy
	Total Fixed Pay (including perquisites)	**1,42,00,000.00**	
Part-B:	**Variable Pay**	**Variable Pay**	
		i. upto 60% of annual fixed pay, subject to approval of the Board and the Reserve Bank of India. ii. The variable pay shall be paid in cash 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 payable to Mr. Sarvjit Singh Samra shall not exceed 5% of the Net Profits as provided under Section 197 read with 198 of the Act and rules made thereunder.

RESOLVED FURTHER THAT the remuneration shall be subject to annual review by Nomination and Remuneration Committee and to such other approvals as may be required.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits, Mr. Sarvjit Singh Samra shall be paid only fixed pay as per Schedule V of the Act and rules made thereunder.

RESOLVED FURTHER THAT the abovementioned variable remuneration shall be payable 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 the Board of the Bank (which term shall include any Committee thereof), 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, Registrar of Companies, with power to alter and vary the terms and conditions of the said re-appointment 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 : RE-APPOINTMENT OF MR. NAVIN KUMAR MAINI, INDEPENDENT DIRECTOR (DIN: 00419921) AS PART-TIME CHAIRMAN OF THE BANK W.E.F. APRIL 24, 2025 TILL JANUARY 29, 2027

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

"**RESOLVED THAT** pursuant to the applicable provisions, if any, 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, RBI Notification RBI/2019-20/204 DoR.Appt.No.58/29.67.001/2019-20 dated March 31, 2020 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 to the extent applicable in this regard, and in consonance with the provisions of the Articles of Association and subject to other requisite approvals as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee ('**NRC**') and 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 re-appoint Mr. Navin Kumar Maini (DIN: 00419921), Non – Executive Independent Director as Part-Time Chairman of the Bank, with effect from April 24, 2025 up to January 29, 2027 (both days inclusive), on existing terms and conditions and on remuneration i.e., Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per annum as earlier approved by RBI, 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.

RESOLVED FURTHER THAT the Board of the Bank (which term shall include any Committee thereof) 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, with power to alter and vary the terms and conditions of the said re-appointment 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."

By Order of the Board
For Capital Small Finance Bank Limited

Sd/-
Amit Sharma
Company Secretary
Membership No: F10888

Place: Jalandhar
Date: December 05, 2024

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 Businesses mentioned in this Notice and additional information 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 Link Intime India Private Limited to provide e-voting facility to Members of the Bank.

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, December 20, 2024 ("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 Registrar and Share Transfer Agent, Link Intime India Private Limited ("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 resolutions 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 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.capitalbank.co.in and can also be downloaded by accessing website of the 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 Ltd. 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 Tuesday, December 24, 2024 [9:00 a.m. (IST)] and ends on Wednesday, January 22, 2025 [5:00 p.m. (IST)]. During this period, Members holding shares as on Friday, December 20, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting after Wednesday, January 22, 2025 [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, December 20, 2024.

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 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 Link Intime by sending an e-mail at rnt.helpdesk@linkintime.co.in. 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 director(s) being re-appointed 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 on or before Friday, January 24, 2025 by the Company Secretary of the Bank. The result of the Postal Ballot will be posted on the Bank's website (www.capitalbank.co.in) and website of 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

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 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".
b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User 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) Proceed with updating the required fields.
c) Post registration, user will be provided with Login ID and password.
d) After successful login, click on "Access to e-voting".
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

II. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.
b) Click on New System Myeasi
c) Login with user id and password

d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

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

METHOD 2 - By directly visiting the e-voting website of CDSL.

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

III. Individual Shareholders holding securities in demat mode with Depository Participant:

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

a) Login to DP website
b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime 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:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID:
   Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

   ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

C. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

a) Visit URL: https://instavote.linkintime.co.in
b) Click on Sign up under "Corporate Body/ Custodian/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) will be sent to Primary contact person's email ID.
f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) Click on "Investor Mapping" tab under the Menu Section
c) Map the Investor with the following details:
    a. 'Investor ID' -
        i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
        ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID*.
    b. 'Investor's Name - Enter full name of the entity.
    c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
    d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
d) Click on Submit button and investor will be mapped now.
e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) Click on 'Votes Entry' tab under the Menu section.
c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
d) Enter '16-digit Demat Account No.' for which you want to cast vote.
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
g) 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).
OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) You will be able to see the notification for e-voting in inbox.
c) Select **'View'** icon for '**Company's Name / Event number '.** E-voting page will appear.
d) Download sample vote file from 'Download Sample Vote File' option.
e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
f) 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).

D. Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

E. Forgot Password:

I. Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

II. Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

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 RE-APPOINTMENT OF MR. SARVJIT SINGH SAMRA (DIN: 00477444) AS MANAGING DIRECTOR AND CEO OF THE BANK FOR A PERIOD OF THREE YEARS W.E.F. APRIL 24, 2025

It is hereby informed that Mr. Sarvjit Singh Samra was re-appointed as Managing Director & CEO for period of three years commencing from April 24, 2022 to April 23, 2025 vide approval of members of the Bank in Extra Ordinary General Meeting held on March 31, 2022 and pursuant to the approval of the Reserve Bank of India (RBI) vide letter dated April 04, 2022. Accordingly, the term of Mr. Sarvjit Singh Samra is going to expire on April 23, 2025.

Considering the performance review of Mr. Sarvjit Singh Samra as Managing Director and CEO 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 October 23, 2024, the Board of the Bank in its meeting held on October 24, 2024 had approved the re-appointment of Mr. Sarvjit Singh Samra as Managing Director and CEO for a period of 3 (three) years with effect from April 24, 2025, subject to approval of Reserve Bank of India, at the remuneration as approved by Reserve Bank of India & detailed in the resolution set out at Item No. 1, subject to annual review by NRC and other necessary approvals.

The Members are requested to note that the approval for re-appointment of Mr. Sarvjit Singh Samra as Managing Director and CEO is yet to be granted by RBI as on the date of this Notice.

The required details in terms of Secretarial Standards on General Meetings & Regulation 36(3) of Listing Regulations is provided in **Annexure A** to the Notice. Further, the details as per Schedule V of the Act is annexed herewith as **Annexure B**.

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

Mr. Sarvjit Singh Samra is not disqualified and debarred from being re-appointed as Managing Director & CEO, 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 Managing Director & CEO of the Bank.

In view of the above, the Board recommend the re-appointment of Mr. Sarvjit Singh Samra as Managing Director and CEO for a period of 3 (three) years with effect from April 24, 2025 on the remuneration as mentioned in the Resolution set out at Item No. 1 of the Notice, which shall be subject to annual review, for the approval of the Members of the Bank by way of special resolution.

None of the Directors, Key Managerial Personnel of the Bank and their relatives except Mr. Sarvjit Singh Samra, Managing Director & CEO 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. 1.

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

ITEM NO. 2 : RE-APPOINTMENT OF MR. NAVIN KUMAR MAINI, INDEPENDENT DIRECTOR (DIN: 00419921) AS PART-TIME CHAIRMAN OF THE BANK W.E.F. APRIL 24, 2025 TILL JANUARY 29, 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.

Pursuant to the provisions of Sections 10B(1A) & 35B of the Banking Regulation Act, 1949, 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. With the approval of RBI, Mr. Navin Kumar Maini, Independent Director was appointed and designated as Part-Time Chairman of the Bank for a period of 3 (three) years w.e.f April 24, 2022 to April 23, 2025. He is presently getting remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakh Only) with the approval of RBI and Members of the Bank, in addition to the sitting fee and reimbursement of expenses related to attending the meetings of Board and Committees thereof.

Mr. Navin Kumar Maini is an Independent Director and Part-time Chairman of the Bank. He holds a Bachelors' degree in law and a Bachelors' degree in Science (honours) from the University of Delhi. Further, he holds a post-graduate diploma in international trade from the Indian Institute of Foreign Trade, a certificate of participation in the NIBM-Stanford Advanced Management Programme presented by the Stanford University Graduate School of Business and a post-graduate diploma in management from the Management Development Institute. He has also completed the executive course on Financial Institutions for Private Enterprise Development, conducted by Harvard Law School and the International Institute for Advanced Studies. He is also a certified associate of the Indian Institute of Bankers.

Mr. Navin Kumar Maini has over four decades of experience in the banking industry. He has previously served as the Deputy Managing Director of SIDBI and have also previously been associated with Industrial Development Bank of India and United Commercial Bank and has served as a director of various entities, including SIDBI Trustee Company Limited, SIDBI Venture Capital Limited, National Credit Guarantee Trustee Company Limited, India SME Asset Reconstruction Company Limited, Bhartiya Samruddhi Finance Limited, Acuite Ratings & Research Limited and Subhlakshmi Finance Private Limited.

Mr. Navin Kumar Maini 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 Part – Time Chairman of the Bank. The Bank has received a declaration from Mr. Navin Kumar Maini, 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. Navin Kumar Maini, the Nomination and Remuneration Committee and the Board are of the view that his continuation as Part Time Chairman would be in best interest of the Bank and recommend his re-appointment as Part – Time Chairman of the Bank with effect from April 24, 2025 till completion of his 2nd tenure as an Independent Director of the Bank i.e., January 29, 2027, to Members of the Bank.

Brief profile of Mr. Navin Kumar Maini 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 C** to this Notice.

The Members are requested to note that the approval of re-appointment of Mr. Navin Kumar Maini as Part Time Chairman is yet to be granted by RBI as on the date of this Notice.

Except Mr. Navin Kumar Maini and his 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.

The Board of Directors vide resolution passed on October 24, 2024 recommends the passing of Special Resolution set out at Item no. 2 of the Notice for approval by the Members of the Bank.

By Order of the Board
For Capital Small Finance Bank Limited

Sd/-
Amit Sharma
Company Secretary
Membership No: F10888

Place: Jalandhar
Date: December 05, 2024

Annexure A

(Pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	**Mr. Sarvjit Singh Samra (DIN: 00477444)**		
Age	60 years 7 months		
Date of first appointment on the Board	31/05/1999		
Qualification	B.A., M.B.A. (Marketing and Finance)		
Brief Resume including experience	Specialization: Banking, Finance, cooperation and Marketing **Mr. Sarvjit Singh Samra** is the Managing Director & Chief Executive Officer of our Bank. He holds a bachelor's degree in arts and a master's degree in business administration from Guru Nanak Dev University. He has over 36 years of experience in the banking and financial industry spread over various roles, including senior positions. He has been associated with our Bank since its inception and has been instrumental in the conversion of our Bank from a local area bank to an SFB. He has previously served as the managing director of various asset financing companies. He has remained Chairman of Capital Local Area Bank Limited from January 14, 2000 to July 20, 2003 and Managing Director of Capital Local Area Bank Limited from July 21, 2003 to April 23, 2016. Mr. Sarvjit Singh Samra took the charge as Managing Director & CEO of the Bank with effect from April 24, 2016 and was reappointed with effect from April 24, 2022 for a period of three years. Mr. Samra has vast experience of more than 37 years in banking and finance sector.		
Nature of his expertise in specific functional areas	Banking, Finance, cooperation and Marketing		
Other Directorships	Nil		
Name of the listed entities from which the person has resigned in the past three years	Nil		
Directorships held in other public companies (excluding foreign and section 8 companies)	Nil		
Membership / Chairmanship of Committees of other Board	Nil		
Terms and conditions of appointment or re-appointment	As specified in Item No. 1		
Details of remuneration sought to be paid	As specified in Item No. 1		
Remuneration last drawn	**Fixed Pay (including perquisites)**	**Amount (in INR per annum)**	**Additional details, if applicable**
	Salary	84,00,000	
	Dearness allowance	-	

	Retiral/Superannuation benefits	11,23,840	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹60,000 per month
	(b) Gratuity	4,03,840	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	-	
	Leave Fare Concession/ Allowance	-	
	Other fixed allowances, if any (please specify)	4,76,160	
	(i) Special Allowance	4,76,160	
	(ii) Professional Allowance	-	
	Perquisites:		
	Free Furnished House and its maintenance/House Rent Allowance	42,00,000	50% of the Basic Pay
	Conveyance Allowance/Free use of bank's car for	-	
	(a) Official purposes	-	Car with Driver for Official Purpose
	(b) Private purposes	-	By compensating the Bank along with suitable amount
	Driver(s)' salary	-	Car with Driver for Official Purpose
	Club Membership(s)	-	
	Reimbursement of medical expenses	-	
	Any other perquisites (please specify)	-	Medical and Group Term Insurance as per bank Policy
	Total Fixed Pay (including perquisites)	**1,42,00,000**	
	Variable Pay (FY 2024 – 25)	i. upto 60 % of the annual fixed pay subject to approval of the Board and the Reserve Bank of India. ii. The variable pay shall be paid by way of cash 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.
Shareholding in the company	41,74,619 equity Shares (9.23%) as on November 29, 2024	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	
The number of Meetings of the Board attended during the financial year 2024-25 till December 05, 2024	Out of the total eight (8) Meetings of the Board held during the Financial Year 2024-2025 till December 05, 2024, he attended all eight (8) meetings.	

Annexure B

STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)
MR. SARVJIT SINGH SAMRA, MANAGING DIRECTOR & CEO

I. GENERAL INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Nature of industry	Banking Industry
2.	Date or expected date of commencement of commercial Production	31/05/1999
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	

(₹ In Crores)

	Year ended March 31, 2024 (Audited)	Year ended March 31, 2023 (Audited)	Year ended March 31, 2022 (Audited)	Year ended March 31, 2021 (Audited)
Deposits	7,477.74	6,560.62	6,046.36	5,221.07
Advances	6,159.80	5,507.27	4,688.70	3,762.99
Total Business	13,637.54	12,067.89	10,735.06	8,984.06
Investments	1,705.71	1,488.58	1,357.06	1,212.25
Total Assets	9,295.28	7,990.77	7,153.92	6,371.24
Gross Revenue	862.40	725.48	632.40	557.30
Net Interest Income	345.15	321.98	255.28	198.61
Net Profit	111.53	93.60	62.57	40.78
Capital Adequacy Ratio	27.39%	18.87%	18.63%	19.80%
Earnings Per Share (₹) (Basic)	30.65	27.35	18.41	12.04
Earnings Per Share (₹) (Diluted)	30.45	27.21	18.22	11.98

5.	Foreign Investments or collaborators, if any	N.A.

II. INFORMATION ABOUT THE APPOINTEE

1.	Background Details	Specialization: Banking, Finance, cooperation and Marketing **Mr. Sarvjit Singh Samra** is the Managing Director & Chief Executive Officer of our Bank. He holds a bachelor's degree in arts and a master's degree in business administration from Guru Nanak Dev University. He has over 36 years of experience in the banking and

		financial industry spread over various roles, including senior positions. He has been associated with our Bank since its inception and has been instrumental in the conversion of our Bank from a local area bank to an SFB. He has previously served as the managing director of various asset financing companies. He has remained Chairman of Capital Local Area Bank Limited from January 14, 2000 to July 20, 2003 and Managing Director of Capital Local Area Bank Limited from July 21, 2003 to April 23, 2016. Mr. Sarvjit Singh Samra took the charge as Managing Director & CEO of the Bank with effect from April 24, 2016 and was reappointed with effect from April 24, 2022 for a period of three years. Mr. Samra has vast experience of more than 37 years in banking and finance sector.
2.	Past remuneration	The details of the remuneration for the FY 2024 – 2025 is as below:

Fixed Pay (including perquisites)	Amount in ₹	Additional details, if applicable
Salary	84,00,000	
Dearness allowance	-	
Retiral/Superannuation benefits	**11,23,840**	
(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹60,000 per month
(b) Gratuity	4,03,840	15 days for each completed year of Service, however the same is not subject to any Upper Limit
(c) Pension	-	
Leave Fare Concession/ Allowance	-	
Other fixed allowances, if any (please specify) *	**4,76,160**	
Special Allowance	4,76,160	
Professional Allowance	-	
Arrears others	-	
Perquisites:		
Free Furnished House and its maintenance/House Rent Allowance	42,00,000	50% of the Basic Pay
Conveyance Allowance/Free use of bank's car for	-	

		(a) Official purposes: - Car with Driver for Official Purpose (b) Private purposes: - By compensating the Bank along with suitable amount Driver(s)' salary: - Car with Driver for Official Purpose Club Membership(s): - Reimbursement of medical expenses: - Any other perquisites (please specify): - Medical and Group Term Insurance as per bank Policy **Total Fixed Pay (including perquisites): 1,42,00,000** **Variable Pay**: i. upto 60% of annual fixed pay, subject to approval of the Board and the Reserve Bank of India. ii. The variable pay shall be paid in cash 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.
3.	Recognition or awards	During his tenure as Managing Director & CEO, the Bank has been accredited and recognised by Great Place to work, Best Organisation for Customer Experience by ET Now, Elets India Brands Awards - Customer Excellence Award, BFSI Best Brands 2024 Awards etc.
4.	Job profile and his suitability	Mr. Sarvjit Singh Samra has been appointed as Managing Director & CEO of the Bank who is responsible for managing the whole and substantially the whole of the affairs of the Bank under the supervision and control of the Board of Directors. He is spearheading, a team of more than 1800 people and is accountable to all stakeholders and public at large with regard to the operations of the Bank and he is instrumental towards incremental growth of the Bank.
5.	Remuneration proposed	Salary, other perquisites and other terms are fully set out in the Resolution set out at **item no. 1** subject to annual review by

		Nomination and Remuneration Committee and to such other approvals as may be required.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Bank and risk involved, the remuneration is in line with the industry practice and remuneration drawn in the industry at similar position/profile.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Certain of offices of the Bank are located on land which is owned by Mr. Sarvjit Singh Samra, together with his relatives and has been obtained on lease by the Bank pursuant to rent agreements. Mr. Shahbaz Singh Samra, son of Mr. Sarvjit Singh Samra, Managing Director & CEO is employed by the Bank. His appointment is purely on merit at par with other employees and on 'Arm's Length basis'. Further Mr. Sarvjit Singh Samra does not have any other Pecuniary relationship directly or indirectly with the Bank, or relationship with the managerial personnel or other director.

III. OTHER INFORMATION

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

IV. DISCLOSURES:

Remuneration package of the Managerial person: Fully described in the Resolution set out at the Item No. 1 of the Notice subject to annual review by Nomination and Remuneration Committee and to such other approvals as may be required.

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

The Financial and operating performance of the company during the three preceding financial years.	Already provided at Sr. No. 4 of Point I i.e. General Information
The relationship between remuneration and performance	An Annual evaluation of the performance of Managing Director is conducted and the remuneration paid to him is in line with his performance.
The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company	The Principle of proportionality followed in the Bank is that Managing Director of the Bank is paid remuneration as approved by the Reserve Bank of India. The remuneration consists of the Fixed pay and variable pay. His variable pay is directly linked to the performance parameters as per the Compensation Policy of the Bank. Non-Executive Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The Non-Executive Directors are paid non-executive director remuneration based upon the qualifications and experience of the individual directors as per the policy of the Bank and subject to the upper limit as may be prescribed by the Reserve Bank of India. Further, the employees of the Bank are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Bank. Employees are also eligible for variable salary which is based upon their performance. The remuneration of the directors and senior management people of the Bank is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Bank, arithmetic principle of proportionality of remuneration within the Bank is difficult to be arrived at.
Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	As per the Compensation Policy of the Bank, remuneration payable to the Managing Director is governed by the provisions of the Companies Act, 2013 subject to the approval of the Reserve Bank of India. Non-Executive Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The Non-Executive Directors are paid non-executive director remuneration based upon the qualifications and

	experience of the individual directors as per the policy of the Bank and subject to the upper limit as may be prescribed by the Reserve Bank of India. The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, and the guidelines of the Reserve Bank of India and remuneration to the employees of the Bank is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.
The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year	Mr. Sarvjit Singh Samra holds 41,74,619 equity Shares (9.23%) of the Bank as on November 29, 2024. **As at the end of preceding financial year, he does not hold any stock option and no share held by him was pledged.**

Annexure C

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED AS PART-TIME CHAIRMAN, 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

<table>
<tr><td>Name</td><td>Mr. Navin Kumar Maini (DIN : 00419921)</td></tr>
<tr><td>Age</td><td>69 Years 10 Months</td></tr>
<tr><td>Date of first appointment on Board</td><td>January 30, 2019</td></tr>
<tr><td>Qualification</td><td>• Bachelors’ degree in law
• Bachelors’ degree in Science (honours)
• Post-graduate diploma in international trade from the Indian Institute of Foreign Trade
• Certified Associate of Indian Institute of Banking and Finance (IIBF)
• PG Diploma in Management from Management Development Institute, Gurgaon</td></tr>
<tr><td>Brief Resume including experience</td><td>Brief profile is provided in the explanatory statement to Item No. 2</td></tr>
<tr><td>Nature of his expertise in specific functional areas</td><td>Banking and Finance</td></tr>
<tr><td>Other Directorship</td><td>As per MBP -1 furnished by Mr. Navin Kumar Maini, he is interested in other entities as under: -
<table>
<tr><th>Names of the Companies /bodies corporate/ firms/ association of Individuals</th><th>Nature of interest</th></tr>
<tr><td>Arthimpact Digital Loans Private Limited</td><td>Member – Advisory Council</td></tr>
<tr><td>Stratgrowth Business Advisers LLP</td><td>Adviser</td></tr>
<tr><td>IVY Cap Ventures Trust Fund I</td><td>Member – Advisory Board</td></tr>
<tr><td>The Borbagh group</td><td>Board of Advisors</td></tr>
<tr><td>PHDCCI</td><td>Special Invitee, Startup Committee</td></tr>
</table></td></tr>
<tr><td>Name of listed entities from which the person has resigned in the past three years</td><td>Urgo Capital Limited (Resigned on 08.02.2022)</td></tr>
<tr><td>Directorships held in other public companies (excluding foreign and section 8 companies)</td><td>Nil</td></tr>
<tr><td>Chairmanship / Membership of Committees in other companies in which position of Director is held</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company</td><td>None</td></tr>
<tr><td>No. of equity shares held in the Company</td><td>Nil</td></tr>
</table>

No. of Board meetings attended during the year (2024-2025 till December 05, 2024)	Out of the total eight (8) Meetings of the Board held during the Financial Year 2024-2025 till December 05, 2024, he attended all eight (8) meetings
Terms and conditions of appointment	As Part Time Chairman from April 24, 2025 to January 29, 2027, subject to the approval of shareholders. He was appointed as Independent Director of the Bank for second term effective from January 30, 2024 to January 29, 2027, not liable to retire by rotation.
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. 2
Remuneration last drawn*	Rs. 15,00,000/- p.a. (Rupees Fifteen Lakh Only) with approval from RBI
Remuneration sought to be paid	As approved by the Board / Board Committee from time to time in sync with the Comprehensive Compensation Policy for Non-Executive Director, subject to the approval of RBI. Currently he is drawing the remuneration of Rs. 15,00,000 p.a. as approved by the RBI in addition to the sitting fee and reimbursement of expenses related to attending the meeting or Board and Committees thereof.
Justification for appointment/re-appointment	During his tenure as Independent Director and Part Time Chairman of the Bank, Mr. Navin Kumar Maini has demonstrated a remarkable performance and his leadership skills has led the Bank on a growth path. The Board is of the opinion that his professional acumen and vast experience in the Banking Industry will be very beneficial for the Bank.

*Excluding Sitting Fee

By Order of the Board
For Capital Small Finance Bank Limited

Sd/-
Amit Sharma
Company Secretary
Membership No: F10888

Place: Jalandhar
Date: December 05, 2024

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

Website: www.capitalbank.co.in
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