

CSFB No. 2026-27/116

May 28, 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: Notice convening the 27th Annual General Meeting**

Dear Sir/Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Notice of the 27th Annual General Meeting (AGM) of the Company, the same is available on the website of the Company i.e. [www.capital.bank.in](http://www.capital.bank.in).

The Schedule of 27th AGM of the Company is as under: -

Event	Date	Time (IST)
Cut-off date to determine eligible members for voting on AGM Resolution(s)	Thursday, June 18, 2026	NA
Commencement of E-Voting	Monday, June 22, 2026	09:00 AM
End of E-voting	Wednesday, June 24, 2026	05:00 PM
Annual General Meeting	Thursday, June 25, 2026	04:00 PM

This is for your information and record.

Thanking You,


Yours faithfully,

For **Capital Small Finance Bank Limited**

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

Encl: as above

**Capital Small Finance Bank Limited**

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



# Capital Small Finance Bank

CAPITAL SMALL FINANCE BANK LIMITED

CIN: L65110PB1999PLC022634

Regd. 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 | Website: www.capital.bank.in

## NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ("27<sup>TH</sup>") ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CAPITAL SMALL FINANCE BANK LIMITED ("BANK" OR "COMPANY") IS SCHEDULED TO BE HELD ON THURSDAY, JUNE 25, 2026 AT 04:00 P.M. INDIAN STANDARD TIME ("IST") BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE BANK SITUATED AT MIDAS CORPORATE PARK, 3RD FLOOR, 37, G.T ROAD, JALANDHAR -144001, PUNJAB, INDIA SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE BANK FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE SCHEDULES AND ANNEXURES THERETO, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

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

"RESOLVED THAT the Audited Financial Statements of the Bank comprising of Balance Sheet for the financial year ended March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended March 31, 2026 together with the schedules and annexures thereto and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES OF THE BANK FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

"RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 read with the rules made thereunder (including any modifications or

re-enactment thereof for time being in force), a final dividend amounting to ₹5/- (Rupees Five only) per equity share of the Bank that is 50% on face value of ₹10/- each fully paid-up equity share, be and is hereby declared for the financial year ended March 31, 2026, as recommended by the Board of Directors.

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

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

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

4. TO APPOINT AND FIX REMUNERATION OF STATUTORY AUDITORS OF THE BANK

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

"RESOLVED THAT pursuant to the provisions of Section(s) 139, 141, 142, 143 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, and other relevant rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Banking Regulation Act, 1949 read with Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by Reserve Bank of India ("RBI") and other applicable rules, circulars and guidelines issued by RBI, if any, (including any

statutory modifications or re-enactments thereof for the time being in force), consent of the Members of the Bank be and is hereby accorded for the appointment of M/s G S A & Associates LLP (FRN 000257N/N500339), Chartered Accountants who have confirmed their eligibility and gave consent to act as Statutory Auditors of the Bank, as the Statutory Auditors of the Bank for a continuous period of three (3) consecutive years to hold the office from the conclusion of 27<sup>th</sup> Annual General Meeting ("AGM") of the Bank until the conclusion of 30<sup>th</sup> AGM of the Bank, subject to approval of RBI to be obtained by the Bank every year, on such remuneration as may be mutually agreed upon between the Board of Directors of the Bank and the Auditors, basis the recommendation of the Audit Committee of the Bank, not exceeding ₹75,00,000/- (Rupees Seventy-Five lakhs Only) for FY27, ₹82,00,000/- (Rupees Eighty Two lakhs Only) for FY28 and ₹88,00,000/- (Rupees Eighty Eight lakhs Only) for FY29 respectively, plus applicable taxes, reimbursement of travelling, out of pocket expenses and fee for additional certification(s) as may be required, payable yearly in one or more instalments to conduct the audit for the three financial years starting from FY27, with power to the Board (including the Audit Committee or any other person(s) authorised by the Board or the Audit Committee in this regard), to alter, vary the terms and conditions of appointment, etc., as may be necessary/required on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of the Bank (including the Audit Committee or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not

limited to determination of roles and responsibilities / scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

## **SPECIAL BUSINESS**

### **5. TO APPROVE THE REMUNERATION OF MR. SARVJIT SINGH SAMRA (DIN: 00477444), MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER WITH EFFECT FROM APRIL 01, 2026**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("BR Act") and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time, and any other applicable Laws, Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), and in accordance with the Compensation Policy of the Bank and subject to all other requisite approvals, permissions, sanctions, such conditions as may be prescribed by RBI or any other statutory authority/Regulator, based on the recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Bank (hereinafter referred to as the 'Board' which expression includes a Committee of the Board), consent of the Members be and is hereby accorded for the below mentioned annual remuneration of Mr. Sarvjit Singh Samra (DIN:00477444), Managing Director and Chief Executive Officer of the Bank with effect from April 01, 2026, subject to the approval of the RBI:



Part-A:	(Fixed Pay (including perquisites))	Amount (₹) (P.A.)	Additional details, if applicable
1	Salary	1,05,43,800	
2	Dearness allowance	-	
3	Retiral/Superannuation benefits	12,26,912	
	(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹60,000 per month
	(b) Gratuity	5,06,912	15 days for each completed year of Service, however the same is not subject to any Upper Limit
	(c) Pension	-	
4	Leave Fare Concession/ Allowance	-	
5	Other fixed allowances, if any (please specify)*	10,37,388	
(i)	Special Allowance	-	
(ii)	Professional Allowance	10,37,388	
(iii)	Medical Allowance	-	
6	Perquisites:		
(i)	Free Furnished House and its maintenance/ House Rent Allowance	52,71,900	50% of the Basic Pay
(ii)	Conveyance Allowance/Free use of bank's car for	-	
	(a) Official purposes	-	Car with Driver for Official Purpose
	(b) Private purposes	-	By compensating the Bank along with suitable amount
(iii)	Driver(s)' salary	-	Car with Driver for Official Purpose
(iv)	Club Membership(s)	-	
(v)	Reimbursement of medical expenses	-	
(vi)	Any other perquisites (please specify)	-	Medical and Group Term Insurance as per Bank Policy, LTC as per Bank Policy
	<b>Total Fixed Pay (including perquisites)</b>	<b>1,80,80,000</b>	
Part- B:	Variable Pay		<ul style="list-style-type: none"> <li>i. upto 60% of annual fixed pay, subject to performance evaluation, approval of the Board and Reserve Bank of India.</li> <li>ii. The variable pay shall be paid in cash in terms of the Compensation Policy of the Bank and the RBI guidelines.</li> <li>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.</li> </ul>

**RESOLVED FURTHER THAT** the remuneration of Mr. Sarvjit Singh Samra shall be subject to annual review by the Nomination and Remuneration Committee and the 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 circulars 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. Sarvjit Singh Samra 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 in any fiscal year, remuneration as approved by Nomination and Remuneration Committee, the Board of Directors and the Reserve Bank of India, shall be the minimum remuneration payable to Mr. Sarvjit Singh Samra.

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

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

**6. TO APPROVE THE REMUNERATION OF MR. MUNISH JAIN (DIN: 10132430), WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR WITH EFFECT FROM APRIL 01, 2026**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (“BR Act”) and the rules, guidelines and circulars issued by the RBI, from time to time, and any other applicable Laws, Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and in accordance with the Compensation Policy of the Bank and subject to all other requisite approvals, permissions, sanctions, such conditions as may be prescribed by RBI or any other statutory authority/Regulator, based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Bank (hereinafter referred to as the ‘Board’ which expression includes a Committee of the Board), consent of the Members be and is hereby accorded for the below mentioned annual remuneration of Mr. Munish Jain (DIN : 10132430), Whole Time Director designated as Executive Director of the Bank with effect from April 01, 2026, subject to the approval of the RBI:

<b>Part-A: (Fixed Pay (including perquisites))</b>	<b>Amount (₹) (P.A.)</b>	<b>Additional details, if applicable</b>
<b>1 Salary</b>	<b>1,01,48,400</b>	
<b>2 Dearness allowance</b>	-	
<b>3 Retiral/Superannuation benefits</b>	<b>12,07,904</b>	
(a) Provident Fund	7,20,000	12% of Basic Salary with upper cap of ₹60,000 per month
(b) Gratuity	4,87,904	15 days for each completed year of Service, however the same is not subject to any Upper Limit
(c) Pension	-	
<b>4 Leave Fare Concession/Allowance</b>	-	
<b>5 Other fixed allowances, if any (please specify)*</b>	<b>9,71,496</b>	
(i) Special Allowance	-	
(ii) Professional Allowance	9,71,496	
(iii) Medical Allowance	-	
<b>6 Perquisites:</b>		
(i) <b>Free Furnished House and its maintenance/ House Rent Allowance</b>	<b>50,74,200</b>	50% of the Basic Pay
(ii) Conveyance Allowance/Free use of bank's car for	-	
(a) Official purposes	-	Car with Driver for Official Purpose
(b) Private purposes	-	By compensating the Bank along with suitable amount
(iii) Driver(s)' salary	-	Car with Driver for Official Purpose
(iv) Club Membership(s)	-	
(v) Reimbursement of medical expenses	-	
(vi) Any other perquisites (please specify)	-	Medical and Group Term Insurance as per Bank Policy, LTC as per Bank Policy
<b>Total Fixed Pay (including perquisites)</b>	<b>1,74,02,000</b>	



<b>Part- B: Variable Pay</b>	<ul style="list-style-type: none"> <li>i. upto 105% of annual fixed pay, subject to performance evaluation, approval of the Board and Reserve Bank of India.</li> <li>ii. The variable pay shall be paid in cash/ESOP/ESOS in terms of the Compensation Policy of the Bank and the RBI guidelines.</li> <li>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.</li> </ul>
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**RESOLVED FURTHER THAT** the remuneration of Mr. Munish Jain shall be subject to annual review by the Nomination and Remuneration Committee and the 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 circulars 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 in any fiscal year, remuneration as approved by Nomination and Remuneration Committee, the Board of Directors and the Reserve Bank of India, shall be the minimum remuneration payable to Mr. Munish Jain.

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

## 7. TO APPROVE REMUNERATION OF NON-EXECUTIVE DIRECTORS

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

**“RESOLVED THAT** pursuant to Regulation 17(6) and other applicable provision(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision(s), if any, of the Companies Act, 2013, applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India, from time to time, and any other applicable Laws, Rules and Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Compensation Policy of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Bank, be and is hereby accorded to increase the remuneration of Mr. Navin Kumar Maini, Non-Executive Independent Director and Part time Chairman of the Bank, to ₹18,00,000/- (Rupees Eighteen Lakhs Only) per annum w.e.f. April 01, 2026, in addition to payment of sitting fees and reimbursement of expenses for attending the Board and Committee meetings, during his term as Non - Executive Independent Director and Part Time Chairman, subject to the approval of the Reserve Bank of India.

**RESOLVED FURTHER THAT** the approval of the Members of the Bank, be and is hereby accorded to increase the remuneration of Non-Executive Directors except Part Time Chairman and Nominee Director to ₹10,00,000/- (Rupees Ten Lakhs Only) per annum each w.e.f. April 01, 2026, in addition to payment of sitting fees and reimbursement of expenses for attending the Board and Committee meetings, during their term as Non-Executive Directors.

**RESOLVED FURTHER THAT** in case of absence or inadequacy of profits, the above said remuneration

shall be paid to all the Non-Executive Directors, which shall be deemed to be the minimum remuneration pursuant to section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorised to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolution.”

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

Sd/-

**Amit Sharma**

**Company Secretary**

**Membership No. FCS10888**

**Place: Jalandhar**

**Date: April 29, 2026**

**Registered Office:**

MIDAS Corporate Park

3<sup>rd</sup> 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

**Important Notes:**

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special businesses is annexed herewith and forms part of the notice. The Board of Directors of the Bank at its meeting held on April 29, 2026 considered that the special business under Item No. 5, 6 & 7 being considered unavoidable, be transacted at the Annual General Meeting (“AGM”) of the Bank. Pursuant to the Ministry of Corporate Affairs (“MCA”), General Circulars Nos. 14/2020 dated April 08, 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 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” (collectively referred to as “MCA Circulars”) and pursuant to the circulars issued in this regard by the Securities Exchange Board of India (“SEBI Circulars”) have extended the above exemptions prescribing the procedures and manner of conducting the AGM through video conferencing (“VC”) or other audio visual means (“OAVM”). The

physical attendance of the Shareholders at the AGM Venue is not required and in compliance of the above MCA circulars and SEBI Circulars, the forthcoming AGM of the Bank will be held through VC or OAVM. The deemed venue for the AGM shall be the Registered Office of the Bank.

2. The information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with Secretarial Standard 2 issued by ICSI, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and forms part of the Notice.
3. In terms of the MCA circulars as mentioned above, the physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and MCA Circulars, the Bank is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with MUFG Intime India Private Limited (formerly Link Intime India Private Limited) for facilitating voting through electronic means, being the authorised agency for conducting e-voting. The facility of casting votes by a Shareholder using remote e-voting as well as the e-voting system during the AGM will be provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited).
6. The Shareholders can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,



Auditors, Scrutiniser, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

7. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The Notice is being sent electronically to all the Shareholders of the Bank, whose name appear as on May 22, 2026 on the Register of Members/ List of Beneficial Owners, as received from CDSL /National Securities Depository Limited (“NSDL”) (“Depositories”) and who have registered their e-mail addresses with the Bank and/or with the Depositories. It is however, clarified that all the persons who are Shareholders of the Bank as on Cut-off date i.e. June 18, 2026 (including those members who may not have received this Notice due to non- registration of their e-mail IDs with the Bank or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
9. In view of the “Green Initiatives in Corporate Governance” introduced by MCA & in terms of the MCA Circulars and applicable SEBI Circulars, the Bank will send the Annual report and AGM Notice in electronic form only. The hard copy of Annual Report and AGM Notice along with annexures will not be sent to the members in accordance with the requirements specified under the MCA Circulars. Members who are holding shares of the Bank in physical mode are required to register their email addresses, to enable the Bank to send all notices/reports/documents/intimations and other correspondences etc., through emails in the electronic mode. Members holding shares in dematerialised form, who have not registered their email addresses with Depository Participant(s) are requested to register/update their email addresses with their Depository Participant(s). A letter providing a web-link for accessing the Annual report and AGM Notice will be sent to those members who have not registered their e-mail IDs.
10. Only those Shareholders, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting before the AGM and are otherwise not barred from doing so, shall be allowed to vote through e-voting system at the AGM. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
11. All documents referred to in the Notice calling the AGM and the Explanatory Statement shall be available for inspection by the Shareholders.
12. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Bank at [www.capital.bank.in](http://www.capital.bank.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
13. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility may kindly write to Bank’s Registrar & Transfer Agent for nomination form by quoting their folio number.
14. The Bank’s Registrar & Transfer Agent is MUFG Intime India Private Limited (formerly Link Intime India Private Limited) having its registered address at C-101, 1st Floor 247 Park Lal Bahadur Shastri Marg Vikhroli (West) Mumbai, 400 083, Maharashtra, India.
15. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN and KYC details to their Depository Participants with whom they are maintaining their demat account. Shareholders holding shares in physical form can submit their PAN and KYC details including details of their bank accounts to the Bank at its abovementioned address.
16. Institutional/Corporate shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to email certified copy of the Board or governing body resolution/authorisation etc. authorising their representatives to attend and vote on their behalf 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 Bank at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in) from their registered e-mail ID.
17. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form. Accordingly, the Shareholders are requested to demat their physical holding. However, the Shareholders can continue to make request for transmission of the securities held in physical form.

18. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
19. Pursuant to amendment by SEBI, sub-regulation 5 of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been omitted and the listed entities are not required to announce dates of closure of their transfer books for any purpose.
20. Member seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
21. Members holding shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Bank. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
22. The Register of Directors and Key managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode from the date of circulation of this Notice upto the date of AGM i.e., June 25, 2026. Members seeking to inspect such documents can send an email to [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in).
23. Pursuant to Regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Bank is providing VC/OAVM facility to its members to attend the AGM.
24. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING BEFORE AGM ARE AS UNDER:**

In 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.*

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

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

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

**Shareholders registered for IDeAS facility:**

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

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".



- c) Enter the last 4 digits of your bank account/ generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d)

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



### METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsd.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 redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

#### METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### METHOD 2 - CDSL Easi/ Easiest facility:

#### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on "Login" and select "My Easi New (Token)".

- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### Shareholders not registered for Easi/ Easiest facility:

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

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

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

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

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

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

#### STEP 1: LOGIN / SIGNUP on InstaVote

#### Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

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

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

**Shareholders not registered for INSTAVOTE facility:**

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

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

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 (e.g. 12345678).
	NSDL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company.

3. DOB/DOI: Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
  - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
  - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character

(!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

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

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 scrutiniser at registered email address 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 Bank at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in).

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

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.



- D. A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](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 scrutiniser 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 Bank at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in).

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

Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request

at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending 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

**VI. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON – INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE HAS FORGOTTEN THE 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 (e.g. 12345678).

NSDL

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, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

**VII. 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”.

**Other e-voting instructions**

**25. THE INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.*

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.



b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No./Folio No./PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the Company.
- Shareholders shall select check box - PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

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

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

1. Shareholders who would like to speak during the meeting must register their request with the Bank by sending a request mentioning their name, demat account number/folio number, email id, mobile number at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in) or [amit1.sharma@capitalbank.co.in](mailto:amit1.sharma@capitalbank.co.in) between Thursday, June 18, 2026 (9:00 a.m. IST) and Wednesday, June 24, 2026 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Bank. Preregistered shareholder who has received the confirmation from the Bank will only be allowed to speak at the AGM for a duration upto 3 minutes each. The Bank reserves the right

to restrict the number of speakers depending on the availability of time for the AGM.

3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
7. Please note that the Bank reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of AGM.
8. The members who do not wish to speak during the AGM but have queries may send their queries in advance on or before Thursday, June 18, 2026 mentioning their name, demat account number/ folio number, email id, mobile number by sending e-mail at [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in). The queries will be replied to by the Bank suitably by e-mail.

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

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

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

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile

number/ registered email Id) received during registration for InstaMEET

- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

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

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

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

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

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

**Helpdesk:**

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

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

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

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

**29. Other Information:**

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. Thursday, June 18, 2026 only shall be entitled to avail the facility of remote e-Voting as well as e-voting at the AGM.
- b. The remote e-voting period commences on Monday, June 22, 2026 (from 9:00 a.m. IST) and ends on Wednesday, June 24, 2026 (till 5:00 p.m. IST). The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- c. The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- d. The shareholders can opt for only one mode of voting i.e. Remote e-voting or e-voting during the AGM through VC/OAVM.
- e. The Board of Directors have appointed Mr. Bunny Sehgal, Proprietor of B. Sehgal and Associates (Membership No. F11407 and COP No. 15161), Practicing Company Secretary as the Scrutiniser to scrutinise the voting at the AGM and remote e-voting process in a fair and transparent manner.



- f. The Scrutiniser shall after the conclusion of voting at the AGM, will submit consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting.
- g. The result declared along with the Scrutiniser's Report shall be communicated to the stock exchanges immediately after the results are declared, and will be placed on the Bank's website at [www.capital.bank.in](http://www.capital.bank.in).
- h. The voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the Cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or e-voting during the AGM.
- i. Any person, who acquires shares of the Bank and becomes a Member of the Bank after dispatch of the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com). However, if the person is already registered for remote e-voting with MUFG Intime India Private Limited, then existing User ID and password of the said person can be used for casting the vote.
- j. Pursuant to MCA Circulars, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialised form and with the RTA in respect of shares held in physical form. Please note that the Bank will no longer issue physical dividend warrants or cheques as a fallback. For members who have not updated their bank account details, the dividend will be withheld and paid electronically only upon the successful updation of KYC and bank mandates. To ensure timely receipt, members are requested to update their bank account details and KYC with their Depository Participants (DPs) (for demat holdings) or the Bank's RTA, MUFG Intime India Private Limited (for physical holdings).
- k. The record date for the dividend payment is June 18, 2026. In respect of shares held in electronic form, the dividend will be paid to the Shareholders whose names are furnished by the depositories as beneficial owner as on that date and in case of shares held in physical form, the dividend will be paid to those members whose name shall appear on the Register of Members of the Bank as on that date.
- l. Dividend income is taxable in the hands of the shareholders and the Bank is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025 and the amendments thereof.
- m. Shareholders are requested to update their PAN with the DP (if shares are held in electronic form) or the Bank's RTA (if shares are held in physical form), as the case may be. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- n. A resident individual shareholder with PAN and who is not liable to pay income tax, to avail the benefit of non-deduction of tax at source, is required to submit a duly signed declaration in Form No. 121 (erstwhile 15G/ 15H), via email to [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in) maximum by June 15, 2026.
- o. Further, as per the CBDT guidelines, PAN is required to be linked with the Aadhaar. In case, not linked, PAN will be treated as inoperative and tax will be deducted at a higher rate of 20%.
- p. Non-resident shareholders including Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate and any other document which may be required to avail the tax treaty benefits. To avail, duly signed documents shall be emailed to [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in) on or before June 15, 2026.
- q. Please note that the lower or no TDS deduction shall be subject to submission of valid documents and the Bank reserves the right to review and approve the same.
- r. Members are requested to address all correspondence, including dividend-related matters, to the Bank. Members wishing to claim dividends that remain unclaimed are requested to correspond with Bank as mentioned above,

or with the Company Secretary, at the Bank's registered office at MIDAS Corporate Park, 3rd Floor, 37, G.T Road, Jalandhar-144001, Punjab INDIA. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the Bank's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Companies Act, 2013 read with applicable IEPF rules.

#### **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO. 4:**

#### **TO APPOINT AND FIX REMUNERATION OF STATUTORY AUDITORS OF THE BANK**

It is hereby informed that the Reserve Bank of India ("RBI") vide its Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines").

#### **In terms of the RBI Guidelines:**

- Statutory Auditors may be appointed for a continuous period of up to three (3) years, subject to the audit firm satisfying the prescribed eligibility norms on an annual basis; and
- Prior approval of RBI is required for appointment/re-appointment of Statutory Auditors each year during their tenure.

The Members of the Bank at the 25<sup>th</sup> Annual General Meeting held on August 30, 2024 had re-appointed M/s S C V & Co. LLP, Chartered Accountants (Firm Registration No.: 000235N/N500089) as the Statutory Auditors of the Bank to hold office for a period of two (02) financial years starting from FY25 in line with the approvals received from the RBI.

The Board of Directors at their meeting held on April 29, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s. G S A & Associates LLP (FRN 000257N/N500339), Chartered Accountants, as the Statutory Auditors of the Bank for a period of three (3) years to hold the office from the conclusion of 27<sup>th</sup> AGM until the conclusion of 30<sup>th</sup> AGM of the Bank, subject to the approval of the RBI to be obtained by the Bank on an annual basis.

It may be noted that the RBI vide its letter dated April 16, 2026 approved the appointment of M/s G S A

& Associates LLP (FRN 000257N/N500339), Chartered Accountants as the Statutory Auditors of the Bank for the FY27.

As per the requirement of the Companies Act, 2013, the proposed Statutory Auditors have conveyed their consent to act as Statutory Auditors of the Bank and confirmed that the appointment, if made would be within the limits specified under Section 141(3) (g) of the Act and they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 139 and 141 of the Companies Act, 2013 the provisions of the Companies (Audit and Auditors) Rules, 2014 and complies with all eligibility norms prescribed by RBI.

#### **Brief Profile of Statutory Auditor:**

M/s G S A & Associates LLP is a leading audit and consultancy firm with the mission of providing world-class financial solutions. The firm is empanelled with C&AG, RBI & IBA. The Senior most Partner of the firm Dr CA Amarjit Chopra has been Ex- President ICAI and has been on the board of 2 Public Sector banks. Currently he is on the board of SBI Mutual Funds Trustees in addition to various companies. The firm has exposure in Financial & banking sector, Insurance sector, Energy and Power sector, Infrastructure sector, Hospitality Sector, Oil & Gas Sector, IT & Communication Sector, Media & other Service sectors, Automobiles & Auto Sector, FMCG Sector, Textile Sector, Real Estate Sector, Agricultural sector, Mining Sector and Aviation sector. The Firm has a valid Peer Review certificate.

#### **Proposed Fee payable to Statutory Auditors:**

The appointment of M/s G S A & Associates LLP (FRN 000257N/N500339), Chartered Accountants was proposed on such remuneration as may be mutually agreed upon between the Board of Directors of the Bank and the Auditors, basis the recommendation of the Audit Committee of the Bank, not exceeding ₹75,00,000/- (Rupees Seventy Five Lakhs Only) for FY27, ₹82,00,000/- (Rupees Eighty Two Lakhs Only) for FY28 and ₹88,00,000/- (Rupees Eighty Eight Lakhs Only) for FY29 respectively, plus applicable taxes, reimbursement of travelling, out of pocket expenses and fee for additional certification(s) as may be required, payable yearly in one or more instalments to conduct the audit for the three financial years starting from FY27, with power to the Board (including the Audit Committee or any other person(s) authorised by the Board or the Audit Committee in this regard) to alter, vary the terms and conditions of appointment, etc., as may be necessary/ required on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory



Auditors.

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

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

#### ITEM NO. 5

**TO APPROVE THE REMUNERATION OF MR. SARVJIT SINGH SAMRA (DIN: 00477444), MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER WITH EFFECT FROM APRIL 01, 2026**

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

The remuneration of Mr. Sarvjit Singh Samra (DIN: 00477444) is subject to the Annual Review of the Nomination and Remuneration Committee and the Board of Directors. Accordingly, based on the outcome of the performance evaluation and compensation policy of the Bank, NRC has recommended the revised remuneration to the Board and the Board in its meeting held on April 29, 2026 had approved the Annual remuneration of Mr. Sarvjit Singh Samra (DIN: 00477444) with effect from April 01, 2026, subject to the approval of the Shareholders and RBI.

It is pertinent to mention that the Members vide resolution passed on August 01, 2025 approved the Fixed Pay of ₹1,60,00,000/- (Rs. One Crore Sixty Lakhs only) per annum with variable pay upto 60% of the Fixed Pay and now subsequent to performance evaluation done by Nomination and Remuneration Committee and the Board, the approval of the Members is hereby sought for the Fixed pay of ₹1,80,80,000 (Rs. One Crore Eighty Lakhs Eighty Thousand only) per annum w.e.f. April 01, 2026 with variable pay upto 60% of the Fixed Pay. It is pertinent to mention that the percentage increase is in line with the average increment for the staff members other than WTDs.

In view of the above and as per the applicable provisions of the Companies Act, 2013, approval of Shareholders by way of Ordinary Resolution is sought for the Annual remuneration of Mr. Sarvjit Singh Samra, MD & CEO with effect from April 01, 2026, as specifically mentioned in the draft resolution set out at the Item No. 5 of the Notice.

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

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

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

#### ITEM NO. 6

**TO APPROVE THE REMUNERATION OF MR. MUNISH JAIN (DIN: 10132430), WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR WITH EFFECT FROM APRIL 01, 2026**

The Members are hereby informed that based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors, the Shareholders of the Bank, vide Postal Ballot passed on March 25, 2026 had approved the re-appointment of Mr. Munish Jain, (DIN: 10132430) as Whole Time Director designated as Executive Director for further three years w.e.f. August 28, 2026 and the approval of RBI is awaited in the same regard.

The remuneration of Mr. Munish Jain, (DIN: 10132430) is subject to the Annual Review of Nomination and Remuneration Committee and the Board of Directors. Accordingly, based on the outcome of the performance evaluation and compensation policy of the Bank, NRC has recommended the revised remuneration to the Board and the Board in its meeting held on April 29, 2026 had approved the Annual remuneration of Mr. Munish Jain (DIN: 10132430) with effect from April 01, 2026, subject to the approval of the Shareholders and RBI.

It is pertinent to mention that the Members vide resolution passed through Postal Ballot on March 25, 2026, approved the Fixed Pay of ₹1,54,00,000/- (Rupees One Crore Fifty Four Lakhs only) per annum w.e.f. April 01, 2025 with variable pay upto 105% of Fixed Pay and now subsequent to performance evaluation done by the Nomination and Remuneration Committee and Board, the approval of the Members is hereby sought for the Fixed Pay of ₹1,74,02,000/- (Rupees One Crore Seventy Four Lakhs Two Thousand only) per annum w.e.f. April 01, 2026 with variable pay upto 105% of Fixed Pay. It is pertinent to mention that the percentage increase is in line with the average increment for the staff members other than WTDs.

In view of the above and as per the applicable provisions of the Companies Act, 2013, approval of Shareholders by way of Ordinary Resolution is sought for the Annual remuneration of Mr. Munish Jain, Whole Time Director

designated as Executive Director with effect from April 01, 2026, as specifically mentioned in the draft resolution set out at the Item No. 6 of the Notice.

The required details in terms of Secretarial Standards on General Meetings are provided in **Annexure I** 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 Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution.**

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

**ITEM NO. 7**

**TO APPROVE REMUNERATION OF NON-EXECUTIVE DIRECTORS**

It is hereby informed that the Non-Executive Directors of the Bank devote good time & efforts to ensure meaningful deliberations at the Board/ Committee meetings of the Bank and contributed to the Bank's growth over the years. Further, the role and responsibilities of Non – Executive Directors are also increased with enhanced Corporate Governance requirements coupled with the growing operations of the Bank.

It is further informed that as per the requirement of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), any remuneration paid to non-executive directors, including independent directors requires approval of shareholders in general meeting.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the Bank is hereby seeking the approval of the Shareholders for increase in remuneration of non-executive directors w.e.f. April 01, 2026 as stated hereunder & in the resolution set out at Item No. 7:

<b>Non Executive Director</b>	<b>Existing Remuneration</b>	<b>Proposed Remuneration</b>
Non-Executive Independent Director and Part Time Chairman of the Bank	₹15,00,000/- (Rs. Fifteen Lakhs Only) per annum	*₹18,00,000/- (Rs. Eighteen Lakhs Only) per annum
Non-Executive Director(s) except Part Time Chairman and Nominee Director	₹9,00,000/- (Rs. Nine Lakhs Only) per annum each	₹10,00,000/- (Rs. Ten Lakhs Only) per annum each

\*subject to approval of Reserve Bank of India

It is further informed that the proposed remuneration is in line with Reserve Bank of India (Small Finance Banks - Governance) Directions, 2025 vide RBI/DOR/2025-26/180 DOR.HGG.GOV.No.99/29.67.001/2025-26 dated November 28, 2025.

The above-stated remuneration is in addition to payment of sitting fees and reimbursement of expenses for attending the Board and Committee meetings.

**Except for the non-executive director(s) and their relatives to the extent of their remuneration, none of the other directors and key managerial personnel of the Bank and their respective relatives (as defined in the Companies Act, 2013) are concerned or interested (financially or otherwise) in the proposed resolution.**

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

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

Sd/-

**Amit Sharma**

**Company Secretary**

**Membership No. FCS10888**

**Place: Jalandhar**

**Date: April 29, 2026**



## ANNEXURE I TO THE ITEM NO. 3

Details of Director seeking appointment/re-appointment at 27<sup>th</sup> Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings ("SS-2") issued by Institute of Company Secretaries of India

<b>Name</b>	<b>Mr. Balbir Singh (DIN: 02284941)</b>		
<b>Designation</b>	Non – Executive Director (Nominee of SIDBI on the Board of the Bank)		
<b>Age</b>	57 years		
<b>Nationality</b>	Indian		
<b>Date of first appointment on the Board</b>	March 09, 2022		
<b>Qualification</b>	MBA from the Himachal Pradesh University		
<b>Brief Resume including experience</b>	<p><b>Specialisation:</b> Banking and Finance</p> <p>Mr. Balbir Singh is a Non-Executive Director and a nominee of SIDBI on the Board of Directors of the Bank. He has over 26 years' experience and served as the general manager and regional incharge of the Chandigarh regional office in SIDBI. Currently he is working as CGM.</p>		
<b>Nature of his expertise in specific functional areas</b>	Banking and Finance		
<b>Other Directorships</b>	1. SIDBI SWAVALAMBAN FOUNDATION		
<b>Name of the listed entities from which the person has resigned in the past three years</b>	No		
<b>Directorships held in other public Companies (excluding foreign &amp; section 8 companies)</b>	Nil		
<b>Memberships / Chairmanships of committees across companies</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position (chairman/member)</b>
	Nil	Nil	Nil
<b>Terms and conditions of appointment or re-appointment</b>	Nominee Director on behalf of Small Industrial Development Bank of India since March 09, 2022 (liable to retire by rotation).		
<b>Details of remuneration sought to be paid</b>	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.		
<b>Remuneration last drawn by such person</b>	NA		
<b>Shareholding in the Company</b>	NIL		
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL		
<b>Number of Meetings of the Board attended during the financial year (2025-26)</b>	Out of the total 08 Meetings of the Board of Directors held during the Financial Year 2025-26, Mr. Balbir Singh has attended 02 meetings.		

Note: A detailed disclosure on the number of meetings held during the Financial Year 2025-26, attendance of the Directors and the remuneration paid is given under Corporate Governance Report which is part of this Annual Report.

## ANNEXURE I TO THE ITEM NO. 5 TO 6

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

<b>Name</b>	<b>Mr. Sarvjit Singh Samra (DIN: 00477444)</b>
<b>Age</b>	62 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	May 31, 1999
<b>Qualification</b>	B.A., M.B.A. (Marketing and Finance) from Guru Nanak Dev University
<b>Brief Resume including experience</b>	<p><b>Specialisation:</b> Banking, Finance, Cooperation and Marketing</p> <p><b>Mr. Sarvjit Singh Samra</b> is the Managing Director &amp; Chief Executive Officer of our Bank. He has over 38 years of experience in the banking and financial industry spread in various leadership and senior decision making positions. He has been associated with our Bank since its inception and has been instrumental in the conversion of our Bank from a local area bank to a SFB. He has previously served as the managing director of various asset financing companies. He has remained Chairman of Capital Local Area Bank Limited from January 14, 2000 to July 20, 2003 and Managing Director of Capital Local Area Bank Limited from July 21, 2003 to April 23, 2016. Mr. Sarvjit Singh Samra took the charge as Managing Director &amp; CEO of the Bank with effect from April 24, 2016 and was reappointed with effect from April 24, 2022 for a period of three years and thereafter further re-appointed for another period of three years with effect from April 24, 2025. Mr. Samra has vast experience of more than 38 years in banking and finance sector.</p>
<b>Nature of his expertise in specific functional areas</b>	Banking, Finance, Cooperation and Marketing
<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 and 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>	Not applicable as the resolution set out at Item No. 5 of the Notice is only for the revision in the remuneration.
<b>Details of remuneration sought to be paid</b>	The remuneration as specified in the Item No. 5 of the Notice, subject to the approval of Shareholders and RBI, will be paid with effect from April 01, 2026.



<b>Remuneration last drawn by such person</b>	<p>It is informed that Members, vide resolution passed on August 01, 2025, approved the Fixed Pay of ₹1,60,00,000/- (Rupees One Crore Sixty Lakhs only) per annum.</p> <p>Further, amount paid during the FY26 is stated as under:</p>	
	<b>Fixed Pay (including perquisites)</b>	<b>Amount (in INR per annum)</b>
	Salary	96,00,000
	Dearness allowance	Nil
	Retiral/Superannuation benefits	11,81,538
	(a) Provident Fund	7,20,000
	(b) Gratuity	4,61,538
	(c) Pension	-
	Leave Fare Concession/ Allowance	-
	Other fixed allowances, if any (please specify)	4,18,462
	(i) Special Allowance	-
	(ii) Professional Allowance	4,18,462
	(iii) Medical Allowance	-
	<b>Perquisites:</b>	
	(i) Free Furnished House and its maintenance/House Rent Allowance	48,00,000
	(ii) Conveyance Allowance/Free use of bank's car for	-
	(a) Official purposes	-
	(b) Private purposes	-
	(iii) Driver(s)' salary	-
	(iv) Club Membership(s)	-
	(v) Reimbursement of medical expenses	-
	(vi) Any other perquisites (please specify)	-
	<b>Total Fixed Pay (including perquisites)</b>	<b>1,60,00,000</b>
	Variable Pay	<ul style="list-style-type: none"> <li>i. upto 60% of the annual fixed pay</li> <li>ii. The variable pay shall be paid by way of cash in terms of the Compensation Policy of the Bank and the RBI guidelines.</li> <li>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.</li> <li>iv. The variable pay for the FY26 shall be paid subject to the approval of the Reserve Bank of India.</li> </ul>
<b>Shareholding in the Company</b>	41,96,619 Equity Shares (9.24%) as on March 31, 2026	
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL	
<b>The number of Meetings of the Board attended during the financial year (2025-26)</b>	Out of the total 08 Meetings of the Board of Directors held during the Financial Year 2025-26, Mr. Sarjit Singh Samra attended all 08 meetings.	

Note: A detailed disclosure on the number of meetings held during the Financial Year 2025-26, attendance of the Directors and the remuneration paid is given under Corporate Governance Report which is part of this Annual Report.

<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, 1999</li> <li>• FCA, Institute of Chartered Accountants of India, 1999</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 and 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>	Not applicable as the resolution set out at Item No. 6 of the Notice is only for the revision in the remuneration
<b>Details of remuneration sought to be paid</b>	The remuneration as specified in the Item No. 6 of the Notice, subject to the approval of Shareholders and RBI, will be paid with effect from April 01, 2026



<b>Remuneration last drawn by such person</b>	It is informed that the Members vide resolution passed through Postal Ballot on March 25, 2026, approved the Fixed Pay of ₹1,54,00,000/- (Rupees One Crore Fifty-Four Lakh only) per annum w.e.f. April 01, 2025.	
	Further, amount paid during the FY26 is stated as under:	
	<b>Fixed Pay (including perquisites)</b>	<b>Amount (in INR per annum)</b>
	Salary	92,40,000
	Dearness allowance	-
	Retiral/Superannuation benefits	11,64,231
	(a) Provident Fund	7,20,000
	(b) Gratuity	4,44,231
	(c) Pension	-
	Leave Fare Concession/ Allowance	-
	Other fixed allowances, if any (please specify)	3,75,769
	(i) Special Allowance	-
	(ii) Professional Allowance	3,75,769
	(iii) Medical Allowance	-
	Perquisites:	
	(i) Free Furnished House and its maintenance/House Rent Allowance	46,20,000
	(ii) Conveyance Allowance/Free use of bank's car for	
	(a) Official purposes	-
	(b) Private purposes	-
	(iii) Driver(s)' salary	-
	(iv) Club Membership(s)	-
	(v) Reimbursement of medical expenses	-
	(vi) Any other perquisites (please specify)	-
	<b>Total Fixed Pay (including perquisites)</b>	<b>1,54,00,000</b>
	Annual Variable Pay	i. upto 105% 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 FY26 shall be paid subject to the approval of Reserve Bank of India.
<b>Shareholding in the Company</b>	1,85,299 Equity Shares (0.41%) as on March 31, 2026	

**CAPITAL SMALL FINANCE BANK LIMITED**

<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL
<b>The number of Meetings of the Board attended during the financial year (2025-26)</b>	Out of the total 08 Meetings of the Board of Directors, Mr. Munish Jain attended all 08 meetings.

Note: A detailed disclosure on the number of meeting held during the Financial Year 2025-26, attendance of the Directors and the remuneration paid is given under Corporate Governance Report which is part of this Annual Report.

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

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

Sd/-  
**Amit Sharma  
Company Secretary  
Membership No. FCS10888**

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

Website: [www.capital.bank.in](http://www.capital.bank.in)  
E-mail: [cs@capitalbank.co.in](mailto:cs@capitalbank.co.in)  
Ph.: +91 181 5051111, 5052222;  
Fax: +91 181 5053333