

**CAPITAL SMALL FINANCE BANK LIMITED**

Regd. Office

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**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") OF 'CAPITAL SMALL FINANCE BANK LIMITED' ("Company") WILL BE HELD ON TUESDAY, JUNE 18, 2019 AT 04:00 P.M. AT WHITE DIAMOND RESORT, 66 FT. ROAD, JALANDHAR CITY, PUNJAB TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. **ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS AND EXECUTION OF TRANSACTION DOCUMENTS IN RESPECT THEREOF**

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) ("Act") and in accordance with any other applicable laws, regulations, including the Foreign Exchange Management Act, 1999, Depositories Act, 1996, to the extent applicable to unlisted dematerialized securities, the Memorandum of Association and the Articles of Association of the Company, and in accordance with the provisions of any rules/regulations/guidelines/circulars issued/framed by or under the Central Government or the Reserve Bank of India or the Securities and Exchange Board of India, in this regard and such conditions and modifications as may be prescribed or imposed by any of the regulatory authority or institution while granting any approval, permission and sanction which would be agreed by the board of directors of the Company (hereinafter referred to as "**Board**") which term shall include any duly authorized committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the consent and approval of the members of the Company ("**Members**") be and are hereby accorded to create, preferentially issue, offer and allot on a private placement basis, upto 16,98,307 equity shares of the Company of Face Value Rs. 10/- each at a premium of Rs. 242/-, i.e., total subscription price of Rs. 252/- per share ("**Equity Shares**"), aggregating to Rs. 42,79,73,364/- (Rupees Forty Two Crore Seventy Nine Lakh Seventy Three Thousand Three Hundred Sixty Four Only) and as per the terms and conditions placed before the Members and duly initialed by the Chairman for the purpose of identification, to the following persons (hereinafter referred to as "**Financial Investors**"):

S. No.	Name of Financial Investor	No of Shares to be allotted	Face Value of Equity Share (In Rs.)	Premium Equity Share (In Rs.)	Consideration (Amount in Rs.)
1	AMICUS Capital Private Equity I LLP	13,49,318	10	242	34,00,28,136/-
2	AMICUS Capital Partners India Fund I	1,56,617	10	242	3,94,67,484/-
3	Pi Venture	111,535	10	242	2,81,06,820/-
4	Small Industries Development Bank Of India	80,837	10	242	2,03,70,924/-
<b>Total</b>		<b>16,98,307</b>			<b>42,79,73,364/-</b>

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Financial Investors be recorded for the issue of invitation to subscribe to the Equity Shares.



**RESOLVED FURTHER THAT** a private placement offer letter (in Form PAS-4) together with an application form be issued to the Financial Investors inviting the Financial Investors to subscribe to the Equity Shares, as per the draft tabled at the meeting and duly initialed by the Chairman for the purpose of identification, and consent of the Company is hereby accorded to the issuance of the same to the Financial Investors.

**RESOLVED FURTHER THAT** the draft record of private placement in Form PAS-5 placed before the Members be recorded.

**RESOLVED FURTHER THAT** the monies received by the Company from the Financial Investors as towards application for subscribing to the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Capital Small Finance Bank Limited, Jalandhar Branch and shall be utilized by the Company in accordance with Section 42 of the Act.

**RESOLVED FURTHER THAT** the Board and the Directors of the Company be and are hereby severally authorized and empowered to draft, negotiate, decide, finalize and execute any agreement to be entered into in connection with the issuance and allotment of shares to the Financial Investors including entering into (i) Share Subscription Agreement ("SSA") setting out the terms and conditions of the issuance and allotment of the Equity Shares to the Financial Investors, (ii) Shareholders Agreement ("SHA") setting out the rights and privileges of the Financial Investors including the right of Amicus Capital Private Equity I LLP and Amicus Capital Partners India Fund I to nominate and appoint director(s) on the Board, and/or (iii) a Deed of Adherence ("Deed") (which has the effect of including Amicus Capital Private Equity I LLP and Amicus Capital Partners India Fund I as parties to the existing shareholders agreement), and/or to subsequently, further negotiate, decide, alter, novate, vary, revise, supplement, modify, extend, execute, restate and deliver the agreements in connection with the allotment of shares to the Financial Investors including the SSA, SHA and/or the Deed, from time to time, in the name of, and on behalf of, the Company, and to do all or any of the acts, deeds, matters or things as the Board or any of the Directors may deem expedient, appropriate, advisable or necessary in connection with the above, and to give effect to the transactions contemplated under the agreements including the SSA, SHA and the Deed, in the name of, and on behalf of, the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to these Resolutions and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares of the Company and to negotiate, finalize, execute and amend any other agreement(s) or document(s) and writings, including without limitation the right of a Financial Investor to nominate and appoint director(s) on the Board, relating to the issuance of Equity Shares as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and any such agreements and documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by these Resolutions on it, to any committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid Resolutions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications to the foregoing preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required."

By Order of the Board  
For Capital Small Finance Bank Limited

Sd/-  
Amit Sharma  
Company Secretary  
M. No.: ACS A38217

Place: Jalandhar  
Date: 24-5-2019



#### NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.**
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send to the Registered Office of the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting on their behalf.
5. Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. In case of Joint Holder(s) attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All relevant documents for this resolution are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Extra Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Pursuant to Rule 9A of The Companies (Prospectus and Allotment of Securities) Rules, 2014 as inserted by the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated 10.09.2018, securities of Unlisted Public Companies can be issued or transferred only in dematerialized form, with effect from October 02, 2018. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd having registered office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083, the contact details for which are: Vinayak Bendal - +91-22-49186000, for assistance in this regard.
9. Notice of the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice will also be available on the Company's website <https://www.capitalbank.co.in/investor-disclosures.html> and on the website of CDSL [www.evotingindia.com/](http://www.evotingindia.com/)
10. Route-map to the venue of the Meeting is provided at the end of the Notice.
11. Voting through Electronic means:
  - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-voting services on the resolution set forth in this Notice.
  - ii. The Board of Directors have appointed **Mr. Mahesh Bhardwaj (Membership No. ACS 38766)** and or in his **absence Mr. Anuj Makol (Membership No. ACS 40319)**, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the EGM and remote e-voting process in a fair and transparent manner.
  - iii. The company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically. The instructions for e-voting are mentioned below.
  - iv. The e-voting period commences on Saturday, June 15, 2019 (9:00 a.m. IST) and ends on Monday, June 17, 2019 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, June 12, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.
  - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company 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 voting at the EGM through electronic voting system or poll paper.

- vi. Any person, who acquires shares of the Company and becomes a Member of the Company 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same.
- viii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.capitalbank.co.in](http://www.capitalbank.co.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The results shall also be displayed on the notice board at the Registered Office of the Company.
- ix. The details of the process and manner for remote e-voting are explained herein below:
- xi. The details of the process and manner for remote e-voting are explained herein below:
  - I. Remote e-voting facility will be available on the website [www.evotingindia.com](http://www.evotingindia.com) from 9:00 a.m. on June 15, 2019 till 05:00 p.m. on June 17, 2019, after which the facility will be disabled by CDSL.
  - II. Instructions for e-voting are given below
    - a) All the shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
    - b) Click on "Shareholders / Members" tab
    - c) Now enter your User ID
      - For CDSL: 16 digits beneficiary ID
      - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - Members holding shares in physical form should enter folio number registered with the Bank.
    - d) Next, enter the characters as displayed and click on "LOGIN"

Existing Users	New Users
Members who have logged in for an earlier instance of e-voting on the above mentioned website should use their existing login and password. If the members have forgotten their password, they can click on "Forgot Password" to retrieve their password	<p>(i) Enter PAN (in case PAN is updated) or sequence no. which is printed / provided on Attendance Slip / email</p> <p>AND</p> <p>(ii) Dividend Bank Account details OR Date of Birth (in dd/mm/yyyy format) as present in the records of R&amp;T agent. In case</p> <p>(ii) is not recorded with the depository or with the R&amp;T agent, members are requested to enter the member ID / folio number in the Dividend Bank account details field</p>

- e) Next, click on SUBMIT tab.
- f) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in Demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and members are requested to take utmost care in keeping their password confidential

- g) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
  - h) Click on the EVSN of "Capital Small Finance Bank Limited" on which you choose to vote. On the voting page, you will see "RESOLUTIONS FILE LINK" against which details of each resolution can be viewed. Select the option YES or NO as desired against each resolution and click on SUBMIT.
  - i) A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once your "OK" has been submitted, you will not be allowed to modify your vote.
  - j) Members can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- x. In case of any query or grievance with regard to the e-voting process, the shareholders may contact Mr. Rakesh Dalvi at his email ID [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) Or phone number **1800225533**.
  - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) voting through electronic means are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [csanujmakol@gmail.com](mailto:csanujmakol@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In case you forgot password click on "Forgot User Details/Password?" or "Physical User Reset Password" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.

#### Annexure to the Notice

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

##### **Item No. 1**

Capital Small Finance Bank Limited ("**the Company**") is a public limited banking company limited by shares, incorporated under the Companies Act, 1956. The Company started banking operations as a Capital Local Area Bank on January 14, 2000 in pursuance to the License No. RPCD (CHG) No.1/99-2000 dated January 01, 2000 granted under Section 22(1) of the Banking Regulation Act, 1949 by the Reserve Bank of India to carry on banking business. The area of operation of Capital Local Area Bank was confined to three districts of Jalandhar, Kapurthala and Hoshiarpur of State of Punjab at the start of operations which was extended to two more districts of Ludhiana and Amritsar vide RBI permission dated January 22, 2013.

The Reserve Bank of India issued guidelines for Licensing of "Small Finance Banks" in the private sector on November 27, 2014, in furtherance of which "in principle" approval was granted to the Company to convert 'Capital Local Area Bank Limited' into 'Small Finance Bank' under Section 22 of the Banking Regulation Act, 1949 vide RBI's Letter No. DBR.PSBD.NBC(SFB-CLAB).No.4913/16.13.216/2015-16 dated October 7, 2015. After compliance of the terms and conditions of "in principle" approval, the Company was granted final Small Finance Bank ("**SFB**") license vide License No. MUM: 116 dated March 04, 2016 and the Company started its operations as a small finance bank on April 24, 2016.

With the grant of SFB license, the geographical limitations have been removed and the Company has planned to expand its operations exponentially. For meeting the expansion as well as working capital requirements of the Company, the Company needs more capital funds to meet the regulatory requirement of maintaining capital adequacy of 15% and leverage the debt capital. The board of directors of the Company ("**Board**") has recommended introducing additional equity to meet the said objectives. The Board has proposed to increase the capital base by way of preferential allotment of up to [16,98,307 Equity Shares of Rs. 10/- (Rupees Ten) each at a premium of Rs. 242/- (Rupees Two hundred Forty Two only) per Equity Share (total



Issue Price Rs. 252/- (Rupees Two Hundred Fifty Two only) per Equity Share) aggregating to Rs. 42,79,73,364/- (Rupees Forty Two Crore Seventy Nine Lakh, Seventy Three Thousand Three Hundred Sixty Four Only)] on a private placement basis, by way of a preferential allotment, to (i) Amicus Capital Private Equity I LLP, Amicus Capital Partners India Fund I, Small Industries Development Bank Of India and Pi Ventures LLP, all of whom are Financial Investors, through the issue of a Private Placement Offer cum Application Letter and in terms of definitive agreements executed and to be executed between the Company and the above-mentioned persons.

Accordingly, the Company proposes to issue, offer and allot upto 16,98,307 equity shares of the Company, having Face Value Rs. 10/- (Rupees Ten) each at a price of Rs. 252/- (Rupees Two Hundred and Fifty Two) (including a premium of Rs. 242/- (Rupees Two Hundred and Forty Two) per equity share aggregating to Rs. 42,79,73,364/- (Rupees Forty Two Crore Seventy Nine Lakh Seventy Three Thousand Three Hundred and Sixty Four Only).

The Board has approved the issue and offer of the aforesaid equity shares of the Company at its meeting held on May 17, 2019.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 62 of the Act read with the rules made there under, to issue equity shares as preferential allotment on private placement basis.

In case the offer is declined, or no response is received from any of the prospective Financial Investors, the above offer shall expire with respect to such Financial Investor. Any further offer shall require the revised approval of the members.

The funds raised from this fresh equity issuance shall be deployed by the Company for expansion, working capital requirement as well as strengthening the capital base.

#### **Instrument and Numbers**

It is proposed to issue up to [16,98,307 equity shares having Face Value Rs. 10/- (Rupees Ten) each at a price of Rs. 252/- (Rupees Two Hundred and Fifty Two) (including a premium of Rs. 242/- (Rupees Two Hundred and Forty Two) per equity share aggregating to Rs. 42,79,73,364/- (Rupees Forty Two Crore Seventy Nine Lakh Seventy Three Thousand Three Hundred Sixty Four Only).

#### **Relevant Date with reference to which the Price has been arrived at**

The "Relevant Date" of determining the issue price of the proposed equity shares by the Board at Rs. 252/- (Rupees Two Hundred and Fifty Two) per share is May 17, 2019.

#### **Price and Price Band at/within which the allotment is proposed**

The allotment is proposed to be made at a price of Rs. 10/- (Rupees Ten) per share for cash at a Premium of Rs. 242/- (Rupees Two Hundred and Forty Two) per share total aggregating to Rs. 252/- (Rupees Two Hundred and Fifty Two) per share.

#### **Basis on which the Price has been arrived at along with the report of Registered Valuer**

The Price of the Equity Shares have been determined on the basis of Internationally accepted methodology as determined by Registered Valuer M/s Sandeep Kumar Agrawal (IBBI/ RV/06/2019/10705) by way of the valuation report.

#### **Entering into Transaction Documents with the New Investors**

It is proposed that the Company will execute transaction documents with the Financial Investors to agree upon and record the terms and conditions of their investment into the Company and to include them as parties to the existing shareholders agreement. In this behalf, the Company proposes to authorize any member of the Board of Directors to draft, negotiate, finalize, decide, alter, novate, vary, revise, supplement, modify, extend, restate and/or execute a (i) SSA (setting out the terms and conditions of the issuance and allotment of the Equity Shares to the Financial Investors), (ii) SHA (setting out the rights and privileges of the Financial Investors including the right of Amicus Capital Private Equity I LLP and Amicus Capital Partners India Fund I to nominate and appoint director(s) on the Board), and (ii) a Deed (which has the effect of including Amicus Capital Private Equity I LLP and Amicus Capital Partners India Fund I as parties to the existing shareholders agreement), and carry out all other necessary actions to give effect to the transactions contemplated in terms of the SSA, SHA and the Deed.

#### **Class and Classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the below mentioned Financial Investors under the Non-Promoter Category:



S. No.	Name of Financial Investor	No of Shares to be allotted	Face Value of Equity Share (In Rs.)	Premium Equity Share (In Rs.)	Class of Financial Investor
1	Amicus Capital Private Equity I LLP	13,49,318	10	242	Category II Alternative Investment Fund ("AIF") registered with the Securities & Exchange Board of India ("SEBI")
2	Amicus Capital Partners India Fund I	1,56,617	10	242	Category II AIF registered with SEBI
3	Pi Venture	1,11,535	10	242	Private Domestic Entity
4	Small Industries Development Bank of India	80,837	10	242	Institutional Investor
<b>Total</b>		<b>16,98,307</b>	-	-	-

**Identity and Particulars of Allottees:**

Name	Occupation	Address
PI Ventures LLP	Private Domestic Entity	102, 10 <sup>th</sup> Floor, Maker Chambers III, Nariman Point, Mumbai - 400021
Amicus Capital Private Equity I LLP	Category II AIF registered with SEBI	4th Floor, Rocklines House, 9/1 Museum Road, Bengaluru - 560 001, India
Amicus Capital Partners India Fund I	Category II AIF registered with SEBI	IL&FS Financial Centre, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Small Industries Development Bank of India	Institutional Investor	Small Industries Development Bank Of India, MSME Development Centre, C-11, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

**Intention of promoters, directors or key managerial personnel to subscribe to the offer**

None of the Promoters, Directors or Key Managerial Personnel is subscribing to the said offer.

**Proposed time within which allotment shall be completed**

The equity shares shall be issued after the approval of members but within a period of 60 days from the receipt of Share Application Money.

**Names of the proposed allottees and percentage of Post Preferential capital that may be held by them - As detailed below**

**Change in control, if any, in the company that would occur consequent to the preferential offer:** There will be no change in control or management consequent to the said offer.

**Pre & Post issue Shareholding of Allottees:** The Company has offered to issue the said shares to SIDBI in accordance with the Existing SHA. The shareholding pattern of the Company for the purpose of this allotment shall depend on the exercise of the pre-emptive right by SIDBI. The Pre & Post issue Shareholding of the Company has therefore been provided assuming the two scenarios: one where SIDBI exercises its pre-emptive right, and another where it does not exercise its pre-emptive right:

**A. Should SIDBI exercise its pre-emptive right to maintain its current shareholding:**

Name of the Proposed Allottee	Pre issue Shareholding Pattern		Post issue Shareholding Pattern	
	No of Equity Shares	Percentage	No of Equity Shares	Percentage
PI Ventures LLP	13,94,400	4.90%	1,505,935	4.99%
Amicus Capital Private Equity I LLP	Nil	Nil	13,49,318	4.47%
Amicus Capital Partners India Fund I	Nil	Nil	1,56,617	0.52%
Small Industries Development Bank of India	13,49,650	4.74%	1,430,487	4.74%



Pre issue and Post issue shareholding pattern of the issuer Company: The Pre issue and Post issue shareholding pattern of the issuer Company is as follows:

Category	Pre issue Shareholding Pattern		Post issue Shareholding Pattern	
	No of Equity Shares	Percentage	No of Equity Shares	Percentage
<b>Promoters' holding:</b>				
Indian:				
Individual	82,77,873	29.06%	82,77,873	27.43%
Bodies Corporate	-	0.00%	-	0.00%
<b>Sub Total</b>	<b>82,77,873</b>	<b>29.06%</b>	<b>82,77,873</b>	<b>27.43%</b>
Foreign Promoters	-	0.00%	-	0.00%
<b>Sub Total B(i)</b>	<b>82,77,873</b>	<b>29.06%</b>	<b>82,77,873</b>	<b>27.43%</b>
<b>Non-Promoters holding:</b>				
Institutional Investors	40,66,450	14.28%	56,53,222	18.73%
<b>Non-Institution:</b>				
Private Corporate Bodies	14,50,675	5.09%	15,62,210	5.18%
Directors and relatives	51,400	0.18%	51,400	0.17%
Others (including NRI)	1,46,34,345	51.38%	1,46,34,345	48.49%
- Resident	57,01,740	20.02%	57,01,740	18.89%
- Non-resident	89,32,605	31.36%	89,32,605	29.60%
<b>Total</b>	<b>28,480,743</b>	<b>100.00%</b>	<b>30,179,050</b>	<b>100.00%</b>

B. Should SIDBI not exercise its pre-emptive right to maintain its current shareholding:

Name of the Proposed Allotee	Pre issue Shareholding Pattern		Post issue Shareholding Pattern	
	No of Equity Shares	Percentage	No of Equity Shares	Percentage
PI Ventures LLP	13,94,400	4.90%	1,501,454	4.99%
Amicus Capital Private Equity I LLP	Nil	Nil	13,45,303	4.47%
Amicus Capital Partners India Fund I	Nil	Nil	1,56,151	0.52%
Small Industries Development Bank of India	13,49,650	4.74%	13,49,650	4.49%

Pre issue and Post issue shareholding pattern of the issuer Company: the Pre issue and Post issue shareholding pattern of the issuer Company is as follows:

Category	Pre issue Shareholding Pattern		Post issue Shareholding Pattern	
	No of Equity Shares	Percentage	No of Equity Shares	Percentage
<b>Promoters' holding:</b>				
Indian:				
Individual	82,77,873	29.06%	82,77,873	27.51%
Bodies Corporate	-	0.00%	-	0.00%
<b>Sub Total</b>	<b>82,77,873</b>	<b>29.06%</b>	<b>82,77,873</b>	<b>27.51%</b>
Foreign Promoters	-	0.00%	-	0.00%
<b>Sub Total B(i)</b>	<b>82,77,873</b>	<b>29.06%</b>	<b>82,77,873</b>	<b>27.51%</b>
<b>Non-Promoters holding:</b>				
Institutional Investors	40,66,450	14.28%	55,67,904	18.50%
<b>Non-Institution:</b>				
Private Corporate Bodies	14,50,675	5.09%	15,57,729	5.18%
Directors and relatives	51,400	0.18%	51,400	0.17%
Others (including NRI)	1,46,34,345	51.38%	1,46,34,345	48.64%
- Resident	57,01,740	20.02%	57,01,740	18.95%
- Non-resident	89,32,605	31.36%	89,32,605	29.69%
<b>Total</b>	<b>28,480,743</b>	<b>100.00%</b>	<b>30,089,251</b>	<b>100.00%</b>



No of persons to whom Allotment on preferential basis have already been made during the year, in terms of securities as well as price

Allotment Date	No. of Securities	Kind of Securities	Price	Aggregate amount of securities	No. of persons.
NIL					

By Order of the Board  
For Capital Small Finance Bank Limited

Place: Jalandhar  
Date: 24-5-2019

Sd/-  
Amit Sharma  
Company Secretary  
M. No.: ACSA38217



# Capital Small Finance Bank

## CAPITAL SMALL FINANCE BANK LIMITED

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

### ENTERANCE PASS / NOTING OF EMAIL AND CONTACT NOS (To be presented at the entrance)

**EXTRAORDINARY GENERAL MEETING ON JUNE 18, 2019 AT 4:00 P.M.**  
at White Diamond Resort, 66 Ft. Road, Jalandhar. Punjab

#### SERIAL NO

1 Name of Sole / First Member :  
and registered address

2. Name of the Joint Member(s) :  
(if any)

3. Registered Folio No. / :  
DPID \_ Client ID No.\*  
(\*Applicable to Members holding  
shares in dematerialised form)

4. Beneficiary Date and Type :

I/We hereby record our attendance at the Extraordinary General Meeting of the Bank held on June 18, 2019. I/We also request you to take note of my / our following details for sending future documents / intimations by electronic mode.

Email address :- ..... Contact Nos .....

Signature of the Shareholder(s) .....

(only shareholders/proxies are allowed to attend the meeting)

### ELECTRONIC VOTING PARTICULARS

EVSN	User ID	E - Voting Sequence Number (If PAN not updated)	Cut off date for voting	Voting Period and time

Please read the instructions printed under the "Instruction for Remote Electronic Voting (Remote E-voting)" in the Notice sent / attached herewith.



# Capital Small Finance Bank

## CAPITAL SMALL FINANCE BANK LIMITED

Regd. Office: Midas Corporate Park, 3<sup>rd</sup> Floor, 37, G.T Road, Jalandhar -144001, Punjab INDIA  
[CIN No.: U65110PB1999PLC022634] [email : compliance@capitalbank.co.in]  
[website : www.capitalbank.co.in] [Tel.No. +91 181 505 1111, 505 2222]

### EXTRAORDINARY GENERAL MEETING ON JUNE 18, 2019 AT 4:00 P.M. at White Diamond Resort, 66 Ft. Road, Jalandhar, Punjab

#### PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies Management and Administration (Rules, 2014)

Name of the member(s)	:	As mentioned overleaf
Registered address	:	As mentioned overleaf
E-mail Id	:	
Registered Folio No. / DPID and Client ID No.	:	As mentioned overleaf

I/We, being the shareholder(s) of Capital Small Finance Bank Limited, hereby appoint :

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ and whose

Signature(s) are appended below as my/our proxy to attend and vote for me/us and on my behalf at the Extraordinary General Meeting of the Bank, to be held on Tuesday, June 18, 2019 at 4:00 pm at White Diamond Resort, 66 Ft. Road, Jalandhar and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
<b>SPECIAL BUSINESS</b>	
1.	Issuance of equity shares by way of preferential issue on private placement basis and execution of transaction documents in respect thereof

Affix  
Revenue  
Stamp  
Re. 1/-

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder(s) .....

Signature of Proxy .....

#### Notes

1. This form of Proxy in order to be effective should be duly completed and deposited at the R&T agents of the Bank or at the Registered office, of the Bank, not less than 48 hours before the commencement of the meeting.
2. For the resolution, explanatory statement and notes please refer to the Notice sent / attached herewith.



## DETAIL OF SHAREHOLDER

Folio No.	
Name of the member	
Name of joint holders, if any	
Address/ Registered address (in case of body corporate)	
E-mail Id	
Unique Identification No (Aadhar Number)	
Status	
PAN No.	
CIN/ Registration No.	
Father's/ Mother's/ Spouses name	
Occupation	
Nationality	
Bank Account Number	
IFSC CODE	
<b>In case of Minor Shareholder</b>	
Date of birth of minor	
Name of Guardian	
<b>Nomination</b>	
Name of Nominee	
Relation	
Instruction for sending notices etc. (Physical Mode/ E-Mail)	

Route Map

