

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting of the Members of NSDL Payments Bank Limited will be held on Monday, August 26, 2024, at 11.30 AM IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The venue shall be deemed to be Registered Office of the Bank i.e., 401, 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400013.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited financial statements for the year ended March 31, 2024, together with the reports of the Board of Directors and auditors thereon.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Bank for the Financial Year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

- 2. To consider and approve the appointment of Ms. Padmaja Chunduru (DIN: 08058663) who retires by rotation and being eligible, offers herself for re-appointment.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



Registered & Corporate Office Address:

NSDL Payments Bank Limited
4th Floor, Tower 3, One International Centre, Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013.
CIN: U65900MH2016PLC284869



“RESOLVED THAT Ms. Padmaja Chunduru (DIN: 08058663), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Bank.”

3. To appoint M/s K Gopal Rao & Co Chartered Accountants (FRN: 000956S) as Statutory Auditors of the Bank.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with relevant Rules and pursuant to Section 30 of the Banking Regulation Act, 1949 and the Guidelines issued by the Reserve Bank of India (RBI) including any amendments, variations, statutory modification or re-enactment thereof and as approved by RBI, M/s K Gopal Rao & Co Chartered Accountants, (FRN: 000956S) be and is hereby appointed as the Statutory Auditors of the Bank to hold office from the conclusion of this Eighth Annual General Meeting (for FY 2023-24) till the conclusion of the Eleventh Annual General Meeting (FY 2026-27) of the Bank, and for such remuneration and expenses thereafter as may be mutually agreed between the Bank and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of 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 any Director or Company Secretary of the Bank be and are hereby severally authorised to do all such acts, deeds, and things as may be required to



give effect of this resolutions, including filling of necessary e-forms with the Registrar of Companies and such other regulatory authorities.”

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Sitaram Pothukuchi (DIN:00311538) as Independent Director of the Bank.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Sitaram Pothukuchi (DIN:00311538), who was, pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Bank, appointed as an Additional Independent Director of the Bank with effect from October 25, 2023 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Bank for a period of 3 years with effect from October 25, 2023.

RESOLVED FURTHER THAT Mr. Sitaram Pothukuchi as per the provisions of section 197(5) of the Companies Act, 2013 shall receive remuneration by way of fee for attending the meetings of the Board or Committee thereof and for any other purpose as may be decided by the Board, provided the amount of such fees shall not exceed the amount as may be prescribed under relevant rules of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”



5. To approve re-appointment of Mr. Patric Barla (DIN: 09268800) as an Independent Director of the Bank

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable rules, if any and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India and basis the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Bank, Mr. Patric Barla (DIN: 09268800) in respect of whom the Bank has received a notice in writing u/s 160(1) from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Bank, not liable to retire by rotation, for the second term effective from August 07, 2024 for a period of three years.

RESOLVED FURTHER THAT Mr. Patric Barla as per the provisions of section 197(5) of the Companies Act, 2013 shall receive remuneration by way of fee for attending the meetings of the Board or Committee thereof and for any other purpose as may be decided by the Board, provided the amount of such fees shall not exceed the amount as may be prescribed under relevant rules of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary of the Bank be and is hereby authorised to do all such acts, deeds, and things as may be required to give effect of this resolutions, including filling of necessary e-forms with the Registrar of Companies, RBI and such other regulatory authorities."



6. To approve the compensation of Mr. Abhijit M. Kamalapurkar (DIN: 08849177), MD & CEO for the Financial Year 2024-2025.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to relevant provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) to the extent applicable and applicable clauses of the Articles of Association of the Bank, and subject to approval by RBI, the members hereby approve the remuneration of Rs. 2,44,00,000 with fixed pay of Rs. 1,22,00,000 and target variable pay of Rs. 1,22,00,000 apportioned as cash variable pay of Rs. 48,80,000 and non-cash variable pay of Rs. 73,20,000 in the proportion of 40:60 as part of the remuneration of Mr. Abhijit Madhukar Kamalapurkar [DIN: 08849177], Managing Director & CEO of the Bank, with effect from April 1, 2024, for FY 24-25 subject to approval of the Reserve Bank of India (RBI) on the terms and conditions as mentioned below:

1. Salary and allowances will be as per Annexure I & I a.
2. The Company will be entitled to deduct from the payment due to you, applicable taxes and statutory levies and any dues payable by him to the Company.
3. Staff Rules and Regulations and Code of Ethics framed by the Company from time to time will be applicable to him.
4. If any statement, declaration, or information given by him is at any time found to be false or untrue or if any material particular is suppressed, his services are liable to be terminated forthwith without any notice or compensation in lieu thereof.
5. The notice period will be three months from either side.
6. His services are liable to be terminated forthwith without any notice or compensation or in the alternative, he shall be liable to disciplinary action and



imposition of penalty in accordance with the Company Staff Rules if after he report for duty the Company receives information that he had, prior to joining the company's services, committed any act of misconduct which, in the opinion of the Company renders him unfit to serve in the Company.

7. Compensation of MD&CEO shall be as per the Remuneration and Compensation Policy of the Bank, read with the applicable provisions of the Banking Regulation Act, RBI Circular no. DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019, and such other any amendments therein or any circulars/ guidelines as may be notified by RBI from time to time.
8. Target variable pay as Performance Linked Incentive (PLI), as may be determined by the Nomination and Remuneration Committee/Board, not below 50% and not exceeding 150% of the fixed pay. The PLI (cash) shall be paid on deferred basis (as applicable) and PLI (non-cash) would be paid on deferred basis as per the ESOP policy of the bank and shall be subject to malus and claw back arrangements.

The MD & CEO shall be entitled to a Fixed CTC of Rs. 1,22,00,000/- per annum. The detailed break-up of salary components is as follows:

1. Basic Pay: The MD & CEO shall be entitled to a Basic pay of Rs. 3,00,664/- per month.
2. House Rent Allowance: 50% of the Basic Pay per month. No housing accommodation will be provided by the Company.
3. Bouquet of benefits: This allowance of Rs. 4,33,832/- (approx.) will be paid per month and will be fully taxable.
4. A Conveyance Allowance with driver salary or re-imburement of expenses subject to a ceiling of Rs. 6,60,000/- per annum.
5. Annual Performance Linked Incentive (PLI) as may be determined by the Nomination & Remuneration Committee/Board.



6. Annual increments to be decided by the Nomination & Remuneration Committee/Board.
7. Medical benefits of Rs. 15,000/- every year covering self, spouse and dependent children.
8. Leave Travel Allowance of one month's basic pay on reimbursement basis for each year of service.
9. Group Medclaim, Group Personal Accident and Term Life Insurance cover will be as per the company's Insurance policy.
10. The company's contributions to Provident Fund would be made at the rate of 12% of basic pay.
11. Gratuity is payable as per the Payment of Gratuity Act and as per rules of the company.
12. Leave Encashment will be reimbursed as per the Staff Rules of the Company.
13. Telephone and internet facility at the residence.
14. The MD & CEO shall also be entitled to such other benefits as are made available by the Company to members of the staff from time to time.

Annexure I a

Particulars	Amount
Salary Component	Yearly
Basic (30% of Fixed CTC without gratuity)	36,07,962
BoB	
HRA (50 % of Basic)	18,03,981
Medical	15,000
LTA (1 month Basic)	3,00,664
Conveyance Allowance	6,60,000
Bouquet of Benefits	52,05,978
Employer Provident Fund	4,32,955
Fixed CTC	1,20,26,540



Gratuity	1,73,460
Total Fixed CTC	1,22,00,000
Target Variable Pay (cash)	48,80,000
Target Variable Pay (non-cash)	73,20,000
Total Target Variable pay	1,22,00,000
Total CTC	2,44,00,000

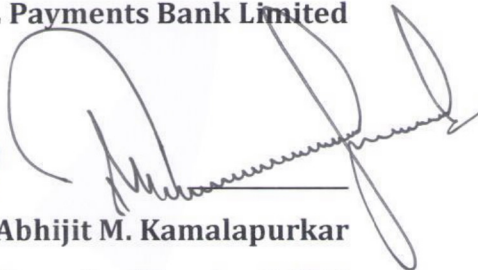
RESOLVED FURTHER THAT any Director or the Company Secretary or the Compliance Officer or the Chief Financial Officer of the Company be and are hereby severally authorised to take such steps and do all acts, deeds and things as may be necessary, proper, expedient, or incidental for the purpose of giving effect to the aforesaid resolution.”

Place: Mumbai

Registered Office:

401, 4th Floor, Tower 3, One International
Center, Senapati Bapat Marg, Prabhadevi
Mumbai 400013.

**By Order of the Board of Directors
For NSDL Payments Bank Limited**



Abhijit M. Kamalapurkar
Managing Director & CEO

DIN: 08849177

Date: August 01, 2024

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") permitting convening the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with the MCA circulars and provisions of the Companies Act, 2013 ("the Act"), the AGM of the Bank is being held through VC/OAVM.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Bank located at 401, 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi Mumbai 400013, which shall be deemed venue of the AGM.
3. Members are requested (Institutional/Corporate Shareholders) to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at secretarial@nsdlbank.co.in

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

4. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, the dispatch of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached



- therewith), including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
5. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to secretarial@nsdlbank.co.in
6. The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company <http://www.nsdlbank.com>

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

7. Members will be able to attend the 8th AGM through VC/OAVM Facility. For this purpose, please use the Microsoft Teams Link shared in the email to join the said meeting.
8. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
9. Members who need assistance with the use of technology for joining the AGM through VC/OAVM can contact the Company Secretary at the below mentioned email id:

Email id: secretarial@nsdlbank.co.in

10. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

12. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, email id, mobile number at secretarial@nsdlbank.co.in Questions / queries received by the Company till 11.00 a.m. on August 24, 2024, shall only be considered and responded during the AGM.

13. Members who would like to express their views or ask questions during the AGM may raise their hands as per the functionality available on the Microsoft Teams application, however the Company reserves the right to restrict the number of questions and number speakers, as appropriate for smooth conduct of the AGM.

GENERAL INFORMATION:

14. The voting rights shall be as per the number of equity shares held by the Member(s) as on AGM date, being the cut-off date.
15. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon request.



16. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividends. The Bank cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

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

ITEM NO. 4

The Bank pursuant to Section 10(A)(2) of the Banking regulation Act, 1949 is required to appoint not less than 51% of the total number of members of the Board of Directors as persons not having any substantial interest in any entity.

In view of the above, the Board of Directors vide approval by circular, on October 25, 2023, upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Sitaram Pothukuchi (DIN:00311538) as an Additional Director (Independent Category) of the Bank with effect from October 25, 2023, in terms of the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sitaram Pothukuchi will hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director of the Bank. The Bank has, in terms of Section 160 of the Act, received, in writing, a notice proposing the candidature of Mr. Sitaram Pothukuchi for the office of Director.

Mr. Sitaram Pothukuchi was CFO of IDBI Bank. Prior to this, he was the Chief Compliance Officer, Executive Director (Strategic Investments, Audit), and Executive Director (Risk



Management, Strategic Investments) of IDBI Bank. He has also served as a Nominee Director, on the Board of TGV Saarc Limited, Sunflag Iron and Steel Co Ltd, and Swarna Tollway Private Limited. He is a rank holder of ICAI graduate, batch of 1982-1985. He is a multi-skilled personality. Some of his major skills are banking, treasury, financial accounting, regulatory compliance, strategic planning, financial reporting, business strategy, program management, research, public speaking, and project management.

Your Board of Directors, therefore, recommends the passing of the ordinary resolution as set out in Item no.4 of the accompanying Notice.

Except Mr. Sitaram Pothukuchi, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out in Item No.4. The Members are requested to consider and approve the same.

ITEM NO. 5

The Board had appointed Mr. Patric Barla as a Director of the Bank w.e.f. August 07, 2021, for a period of three years. Mr. Patric Barla has contributed immensely during the deliberations at the meetings of the Board and the Committees held during his current tenure. He brings to the Board his rich experience and insights into the matters of banking, treasury and risk management. The Bank continues to benefit immensely from his leadership and guidance. Mr. Patric Barla was appointed as an Independent Director and holds office as an Independent Director up to August 06, 2024. The Bank has received an application for the nomination of in terms of section 160 (1) for appointment of Mr. Patric Barla as an Independent Director on the Board of the Bank. Hence, it is proposed to re-appoint him as a Director on the Board of the Bank for the second term of 3 years effective from August 07, 2024. The Board at its meeting held on July 23, 2024, has approved the re-appointment of Mr. Patric Barla as Additional Director (Independent Category), based on the recommendation of the Nomination and Remuneration Committee of the Bank.



In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Banking Regulations Act, 1949 for such an appointment. The Board of the Bank is of the opinion that Mr. Patric Barla is a person of integrity and has relevant experience and expertise to be re-appointed as an Independent Director of the Bank. Accordingly, based on the skills, experience, knowledge and performance evaluation of Mr. Patric Barla, the Board recommends the resolution in relation to the re-appointment of an Independent Director, for the approval by the shareholders of the Bank.

The appointment of Mr. Patric Barla is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 ('BR Act'), in particular, on account of his having the requisite experience/expertise in the area of Banking, Treasury Management, Accountancy and Finance as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

Except Mr. Patric Barla, being an appointee, none of the Directors and Key Managerial Personnel of the Bank and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 5.

ITEM NO. 6

The Board at its meeting held on June 19, 2024, based on the recommendation of Nomination and Remuneration Committee of the Bank, approved the remuneration of MD & CEO for the Financial Year 2024-2025, subject to approval by members and RBI. The Bank proposes a remuneration of Rs. 2,44,00,000 with fixed pay of Rs. 1,22,00,000 and target variable pay of Rs. 1,22,00,000 apportioned as cash variable pay of Rs. 48,80,000 and non-cash variable pay of Rs. 73,20,000 as part of the remuneration to Mr. Abhijit Madhukar Kamalapurkar [DIN: 08849177], Managing Director & CEO of the Bank, with effect from April 1, 2024, for FY 24-25.



The Bank vide letter NPBL/CS/24-25/06 dated June 28, 2024, made an application to RBI seeking its approval for revision in the remuneration to MD & CEO for the FY 2024-2025. The aforesaid application made by the Bank is pending with RBI for its approval.

Financial Performance:

1. Transaction Banking

AePS and Micro – ATM

The cash-out business of the bank has increased by 43%, with a throughput of Rs 86,113 crore. The typical ticket amount in this business is circa Rs 2,800-Rs 3,000 in cash withdrawal every month. AePS cash withdrawal business is part of overall 20%+ of the ecosystem (across all acquiring Banks), and Bank continued to be the top 3 acquiring banks in this industry in the previous year as well. The Bank conducts this business through its merchants and agents via corporate business correspondents or via our direct channel across PAN India, and the Bank is operating in more than 19,500 PIN codes, covering a 97%+ footprint across India.

There was a strong headwind during Q2 FY24, which added additional pressure on costs. To add a brief context, NPCI introduced a new security protocol, 2FA (2 Factor Authentication), as a security measure to make the Aadhaar-enabled payment system more secure. In accordance with the same, when the Bank added this security layer to corporate business correspondence (CBC) and merchants, it initially impacted volumes since it took a few weeks to fully implement this feature (at the merchant's end).

Inspite of the headwinds on cost the business reported robust top line of Rs 328 crs (43% of total gross revenue) and a net contribution of Rs 10.76 crs, drop by 5% due to impact of incremental 2FA cost since payments bank were not able to pass on this cost to its CBC partners & agents.



Remittance

The Bank has recorded a robust 49% increase in domestic money remittance, which usually uses the IMPS technology to move funds from urban areas to rural areas (on the back of labour migration). The previous year's total volume stood at Rs 24,454 crore. Bank's 30% of total revenue, or Rs 212 crore, comes from the remittance segment, which increased 49% year over year.

Despite strong gross revenue growth, the two segments' net revenue grew only by 11%, lower compared since, this is on the back of the impact of 2FA costs, and competitive margin pressures led to a squeeze in net contribution. On a net revenue basis, both businesses (Cash out and Remittance) form 39%+ of overall revenue across all segments.

Prepaid Issuance (PPI)

Prepaid revenue accounts for 20% of total gross income, or Rs 141 crores, and accounts for 29% of total contribution on a net revenue basis. The prepaid business is stable and continues to generate over Rs 6,900 crore volumes each year.

Cash Management Business

This business commenced in the previous year and scaled up recording a robust growth in volumes to Rs 5,500 crs +. The collection business solutions are provided to NBFC and e-commerce through SPICE (corporate BC), Bank's Cash Management solution serves our partners to threat associated with managing physical cash and further mitigates risk of cash in transit, thereby reducing collection cost. The top line generated through this business stood at Rs 12 crs with an overall gross revenue of 2 % and its growth.

2. Account Opening

Deposit mobilization forms the core part of the strategy and in the last 12 months the Bank has laid down the foundation and tie ups with several partners to drive CASA within the Bank. From January 2024 onwards the deposit started picking up from monthly run rate to 40,000, in February 2024 59,000 and in 86,000 by end of March 2024.

The Deposit partnership is planned in such a manner so that diversity in account opening is captured through these acquisitions, reduce concentration risk, and there is more penetration across tier cities and pockets.

During the year, the Bank grew its gross revenue by 32.7% to 7,187 crs, and expenses grew by 36.2%. Rs 698 crore, closing the PBT at Rs 1.71 crore, lower than the previous year due to the impact of 2FA costs and increasing margin pressure, leading to pressure on profitability as compared with the previous year.

In view of the direction by the Board and based on the recommendation of the Nomination and Remuneration Committee, a resolution seeking the Members' approval for the remuneration of Mr. Kamalapurkar effective April 1, 2024, on the following terms and conditions, subject to approval of the RBI, is being placed before the members for their approval.

1. Salary and allowances will be as per Annexure I & I a.
2. The Company will be entitled to deduct from the payment due to you, applicable taxes and statutory levies and any dues payable by him to the Company.
3. Staff Rules and Regulations and Code of Ethics framed by the Company from time to time will be applicable to him.
4. If any statement, declaration, or information given by him is at any time found to be false or untrue or if any material particular is suppressed, his services are liable to be terminated forthwith without any notice or compensation in lieu thereof.
5. The notice period will be three months from either side.



6. His services are liable to be terminated forthwith without any notice or compensation or in the alternative, he shall be liable to disciplinary action and imposition of penalty in accordance with the Company Staff Rules if after he report for duty the Company receives information that he had, prior to joining the company's services, committed any act of misconduct which, in the opinion of the Company renders him unfit to serve in the Company.
7. Compensation of MD&CEO shall be as per the Remuneration and Compensation Policy of the Bank, read with the applicable provisions of the Banking Regulation Act, RBI Circular no. DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019, and such other any amendments therein or any circulars/ guidelines as may be notified by RBI from time to time.
8. Target variable pay as Performance Linked Incentive (PLI), as may be determined by the Nomination and Remuneration Committee/Board, not below 50% and not exceeding 150% of the fixed pay. The PLI (cash) shall be paid on deferred basis (as applicable) and PLI (non-cash) would be paid on deferred basis as per the ESOP policy of the bank and shall be subject to malus and claw back arrangements.

Annexure 1

The MD & CEO shall be entitled to a Fixed CTC of Rs. 1,33,14,300/- per annum. The detailed break-up of salary components is as follows:

1. Basic Pay: The MD & CEO shall be entitled to a Basic pay of Rs. 3,28,125/- /- per month.
2. House Rent Allowance: 50% of the Basic Pay per month. No housing accommodation will be provided by the Company.
3. Supplementary allowance: This allowance of Rs. 4,78,594/- (approx) will be paid per month and will be fully taxable.



4. A Company car with driver salary or re-imbursement of expenses subject to a ceiling of Rs. 6,60,000/- per annum.
5. Annual Performance Linked Incentive (PLI) as may be determined by the Nomination & Remuneration Committee/Board.
6. Annual increments to be decided by the Nomination & Remuneration Committee/Board.
7. Medical benefits of Rs. 15,000/- every year covering self, spouse and dependent children.
8. Leave Travel Allowance of one month's basic pay on reimbursement basis for each year of service.
9. Group Medclaim, Group Personal Accident and Term Life Insurance cover will be as per the company's Insurance policy.
10. Company's contributions to Provident Fund would be made at the rate of 12% of basic pay.
11. Gratuity is payable as per the Payment of Gratuity Act and as per rules of the company.
12. Leave Encashment will be reimbursed as per Staff Rules of the Company.
13. Telephone and internet facility at the residence.
14. The MD & CEO shall also be entitled to such other benefits as are made available by the Company to members of the staff from time to time.

Annexure 1a

Particulars	Amount
Salary Component	Yearly
Basic (30% of Fixed CTC without gratuity)	36,07,962
BoB	
HRA (50 % of Basic)	18,03,981
Medical	15,000
LTA (1 month Basic)	3,00,664



Conveyance Allowance	6,60,000
Bouquet of Benefits	52,05,978
Employer Provident Fund	4,32,955
Fixed CTC	1,20,26,540
Gratuity	1,73,460
Total Fixed CTC	1,22,00,000
Target Variable Pay (cash)	48,80,000
Target Variable Pay (non-cash)	73,20,000
Total Target Variable pay	1,22,00,000
Total CTC	2,44,00,000

Your Board of Directors, therefore, recommends the passing of the special resolution as set out in Item no. 6 of the accompanying Notice.

Except Mr. Abhijit M. Kamalapurkar, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution set out in Item No.6. The Members are requested to consider and approve the same.



Other Disclosure relating to Directors seeking appointment/re-appointments pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Name of Director	Ms. Padmaja Chunduru	Mr. Sitaram Pothukuchi	Mr. Patric Barla
Category	Non - Executive Director	Independent Director	Independent Director
DIN	08058663	00311538	09268800
Date of Birth	02-08-1961	17-03-1963	06-01-1958
Qualifications	M.Com, CAIIB	B.Com & CA	MA in Economics
Experience	Ms. Padmaja Chunduru is currently the MD & CEO of NSDL and has been responsible for setting and achieving the overall strategic agenda of Indian Bank, focused on delivering growth and enhancing value. During her tenure, she executed the merger of two equal sized banks -	Mr. Sitaram Pothukuchi was the CFO of IDBI Bank. Prior to this, he was the Chief Compliance Officer, Executive Director (Strategic Investments, Audit), and Executive Director (Risk Management, Strategic Investments) of the company. As a Nominee Director, he was previously associated with	Mr. Patric Barla was professional central banker with working knowledge / experiences for over 31 years in various offices / departments of RBI in different capacities, thereby acquiring good expertise / skills in the areas of Regulation and Supervision of banks/FIs/NBFCs, Inspection Follow-



Name of Director	Ms. Padmaja Chunduru	Mr. Sitaram Pothukuchi	Mr. Patric Barla
	Allahabad Bank with Indian Bank - with critical differences in organizational culture, operations, and IT stack. This included managing organizational and cultural change, driving operational efficiencies, as well as managing the Board and key stakeholders.	TGV Saarc Limited, Sunflag Iron and Steel Co Ltd, and Swarna Tollway Private Limited. He is a multi-skilled personality. Some of his major skills are banking, treasury, financial accounting, regulatory compliance, strategic planning, financial reporting, business strategy, program management, research, public speaking, and project management.	up & Compliance, Financial Inclusion and development, Consumer Education & Protection, Currency Management, Banking Ombudsman Scheme, Customer Services & Grievance Redressal Mechanism, Government Banking, etc.
Terms & Conditions of appointment or reappointment	Appointment is as per Banking Regulation Act 1949; Companies Act, 2013 and	Appointment is as per Banking Regulation Act 1949; Companies Act, 2013 and	Re-appointment is as per Banking Regulation Act 1949; Companies Act, 2013 and



Name of Director	Ms. Padmaja Chunduru	Mr. Sitaram Pothukuchi	Mr. Patric Barla
	guidelines as may be specified by RBI.	guidelines as may be specified by RBI.	guidelines as may be specified by RBI.
Remuneration Details	NIL	Sitting Fees	Sitting Fees
Date of first appointment on the Board	September 25, 2021	October 25, 2023,	August 07, 2021,
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Number of Board meetings attended during the year 2023-24	5/5	2/2	5/5
List of another Directorship held	National Securities Depository Limited (NSDL) NSDL Database Management Limited (NDML)	NA	ASA International India Microfinance Limited
Chairman/Member of the Committees of Board of other Companies	Member Committee (NSDL) Corporate Social	NIL	Audit Committee (ASA International India Microfinance Limited)



Name of Director	Ms. Padmaja Chunduru	Mr. Sitaram Pothukuchi	Mr. Patric Barla
	<p>Responsibility Committee (NSDL)</p> <p>Stakeholder Relationship Committee (NSDL)</p> <p>IPO Committee (NSDL)</p> <p>Nomination and Remuneration Committee (NDML)</p> <p>Audit Committee (NDML)</p> <p>Corporate Social Responsibility Committee (NDML)</p>		<p>Risk Management Committee (ASA International India Microfinance Limited)</p> <p>Nomination and Remuneration Committee (ASA International India Microfinance Limited)</p>
Chairman/Member of the Committees of Board of the Company	<p>IT Strategy Committee (Member)</p> <p>Nomination and</p>	<p>Audit Committee (Chairman)</p>	<p>Audit Committee (Member)</p> <p>Risk Management Committee</p>



Name of Director	Ms. Padmaja Chunduru	Mr. Sitaram Pothukuchi	Mr. Patric Barla
	Remuneration Committee (Member)		(Member) Customer Service Committee (Member) Nomination and Remuneration Committee (Member)

