



**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
PAYTM PAYMENTS BANK LIMITED**

NOTICE is hereby given that the extraordinary general meeting of the Members of Paytm Payments Bank Limited (“**Bank**”) will be held on Wednesday, March 29, 2023 at 4.00 p.m. at its registered office situated at 136, 1st Floor, Devika Tower, Nehru Place, New Delhi – 110019 to transact the following businesses:

SPECIAL BUSINESS

1. REGULARIZATION OF APPOINTMENT OF MR. SURINDER CHAWLA AS MD & CEO 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 Section 196, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, and the approval from Reserve Bank of India (RBI) vide its letter no. DoR.GOV.No.S6319/29.92.002/2022-23 dated January 05, 2023 consent of the members be and is hereby accorded to appoint Mr. Surinder Chawla (DIN: 10039951) as Managing Director & Chief Executive Officer (MD & CEO) of the Bank for a period of 3 years commencing from February 03, 2023.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory modifications or re-enactment(s) thereof, for the time being in force) and the directions received from the Reserve Bank of India (RBI) the members of the Bank be and is hereby approve the remuneration payable to Mr. Surinder Chawla as Managing Director and CEO of the Bank in the following manner; - :

Particulars	Compensation (Rs.)
(1)	(2)
PART-A: Fixed Pay (including perquisites):	
1. Salary	2,49,78,400
2. Dearness allowance	
3. Retiral/Superannuation benefits:	
(a) Provident Fund	21600
(b) Gratuity	
(c) Pension	

Particulars	Compensation (Rs.)
(d) 4. Leave Fare Concession/ Allowance 5. Other fixed allowances, if any (please specify)* <i>*Consolidated allowance, if any, to be given with details of heads it subsumes.</i> 6.Perquisites: (i) Free Furnished House and its maintenance/House Rent Allowance (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)	
Total Fixed pay (including perquisites)	2,50,00,000
Particulars	Proposed (Rs.)
(1)	(2)
PART-B:	
Variable Pay:	2,50,00,000
1. Cash component <ul style="list-style-type: none"> • Upfront payment (with 50%) • Deferred payment (with 50%) 	62,50,000 62,50,000
Total cash component	1,25,00,000
Vesting period (in years)	3
Deferral arrangement – upfront 50% <ul style="list-style-type: none"> (i) First Year-16.66% (ii) Second Year- 16.66% (iii) Third Year16.66% 	20,83,333 20,83,333 20,83,334
2. Non-cash Components (Share-linked instruments):	1,25,00,000
(i) ESOP/ESOS (a) Number of share/ share-linked instruments (b) Monetary value (c) Deferral (with %)	PPBL CSAR units to be granted will be computed based on PPBL share price through Black Scholes model 1,25,00,000 100% deferral over a period of 4 years

Particulars	Compensation (Rs.)
(d) Vesting schedule details	Vesting schedule as below: Year 1 - 20% Year 2 - 20% Year 3 - 20% Year 4 - 40%
(ii).....(Any other share-linked instruments) (a) Number of share/ share-linked instruments (b) Monetary value (c) Deferral (with %) (d) Vesting schedule details	Nil
(iii)Any other non-cash component (please specify) and mention its monetary value, deferral, vesting schedule, etc.	Nil
Total monetary value of non-cash component(s)	1,25,00,000
Total monetary value of Variable Pay (Cash and non-cash components)	2,50,00,000
% of Cash Component in Total Variable Pay	50%
% of Non-cash component in Total Variable Pay	50%
% of Variable Pay to Fixed Pay and % of Variable Pay in Total Compensation (for the same FY/Performance Period)	100% and 50%
Total Compensation (Fixed Pay + Variable Pay)	5,00,00,000

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of MD & CEO, the Bank shall pay the above remuneration and perquisites including modification therein during the tenure as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions (including remuneration), which the Central Government or Reserve Bank of India may direct from time to time.

RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the Bank, be and are hereby severally authorized to do all such act, deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to the office of Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs or any other statutory authorities, if any.”

2. **COMPENSATION TO MR. DEEPENDRA SINGH RATHORE, DURING HIS TENURE AS INTERIM CEO 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 Section 197, 203 read with Schedule V and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modifications or re-enactment(s) thereof, for the time being in force) the members of the Bank be and is hereby approve the compensation not exceeding Rs.1.75 Cr (including fixed pay, variable pay (cash component) in the form of long term incentive plan (LTIP) and variable pay (non cash component) in the form of share linked instruments, paid or to be paid to Mr. Deependra Singh Rathore during his tenure as interim CEO of the Bank..

RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the Bank, be and are hereby severally authorized to do all such act, deeds, matters and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to the office of Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs or any other statutory authorities, if any.”

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



**Sachin Jain
Company Secretary
Membership No. A17112**

**Place: Noida
Date: March 29, 2023
Regd Off: 136, 1st Floor, Devika Tower
Nehru Place, New Delhi - 110019
CIN- U65999DL2016PLC304713**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE BANK. PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE BANK, PROVIDED THAT NOT LESS THAN THREE DAYS` NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE BANK.
4. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Bank, unless a copy of the resolution appointing him/her a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the bank before the time fixed for the commencement of the meeting.
5. Members are requested to notify the changes of address if any, to the Bank quoting their respective DP ID/folio nos.
6. We request and encourage our members to register/update their email-id for e-communication. The Members may register their e-mail id by sending an email to secretarial@paytmbank.com with a subject "Registration of email id."
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto and forms part of this Notice.
8. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
9. Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the EGM.
10. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s. 189 of the Companies Act, 2013, will be available for inspection by the Members at the EGM.
11. All documents referred to in the notice and explanatory statement shall be open for inspection at the corporate office of the company at A-6, VJ Business Tower, Sector 125, Noida- 201303 on all working days (except Saturday, Sunday and any public holiday), between 11.00 a.m. and 5.00 p.m. upto the date of the Meeting. The

Bank has intimated the Registrar of Companies to keep books of account at a place other than the registered office of the Bank.

12. In the current situation of COVID-19 pandemic, health and safety of the shareholders of the Bank is of utmost importance, hence, the Bank shall follow social distancing norms issued by the Ministry of Health and Family Welfare, Government of India, in true letter and spirit. The venue of the meeting shall be fully sanitized and temperature of all those present in the premises including the attendees shall be checked at the entrance. Further, Face-masks and Sanitizer shall be available at the entrance and everyone shall be required to wear the mask at all times, within the premises.

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

The following explanatory statement pursuant to section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO.1:

Pursuant to applicable provision of Companies Act 2013 and Reserve Bank of India approval vide letter no. DoR.GOV.No.S6319/29.92.002/2022-23 dated January 05, 2023, the Board of Directors at their meeting held on January 16, 2023, subject to the approval of the shareholders, had appointed Mr. Surinder Chawla as an Additional Director in the capacity of Managing Director & Chief Executive Officer (MD & CEO) of the Bank for a period of 3 years commencing from the date of fulfilment of terms and conditions under the RBI approval letter dated January 05, 2023 or allotment of Director Identification Number (DIN) by the Ministry of Corporate Affairs, whichever is later.

Pursuant to the terms and conditions of the appointment, Mr. Surinder Chawla, fulfilled the aforesaid condition and allotted a valid DIN by the Ministry of Corporate Affairs on February 02, 2023. Thus, his appointment is effective from February 03, 2023

The present proposal is to seek the Shareholders' approval for the appointment and payment of remuneration to Mr. Surinder Chawla as the Managing Director & CEO in terms of the applicable provisions of the Companies Act, 2013

The appointment and payment of remuneration to Mr. Surinder Chawla has already been approved by the Nomination & Remuneration Committee in its meeting held on January 16, 2023 and subsequently by the Board of Directors in its Board Meeting held on even date. Therefore, it is proposed to seek approval of the shareholders of the Bank for payment remuneration to Mr. Surinder Chawla and regularization of appointment of Mr. Surinder Chawla as MD & CEO of the Bank.

Following is the disclosure as required under clause 1.2.5 of the Secretarial Standard:

Name of the Director	Mr. Surinder Chawla
Director's Identification Number (DIN)	10039951
Age (in years)	53 years
Qualification	Chartered Accountancy
Remuneration sought to be paid	As per resolution proposed
Terms and Conditions of appointment(s)	It is proposed to appoint Mr. Surinder Chawla as Managing Director & CEO for a period of 3 years, commencing from February 03, 2023.
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	NA

Date of first appointment on the Board of Directors of the Company	<p>February 03, 2023</p> <p>The Board of Director at its meeting held on January 16, 2023 had approved the appointment of Mr. Surinder Chawla as MD & CEO of the Bank for a period of 3 years commencing from the date of fulfilment of terms and conditions under the RBI approval letter dated January 05, 2023 or allotment of Director Identification Number (DIN) by the Ministry of Corporate Affairs, whichever is later. However, pursuant to terms and conditions of his appointment, his effective date of appointment is February 03, 2023.</p>
Shareholding in the Company (as on the date of EGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during the financial year	one
Brief details and nature of expertise in specific functional area	<p>Mr. Surinder Chawla is a merit lister (all India rank 16) Chartered Accountant having cleared his exams in May 1993. He has about 28 years of Retail Banking experience in banks like Standard Chartered, ABN Amro, HDFC Bank and the last 9 plus years have been in RBL Bank. During the course of his career, he had the chance to work in areas of retail liabilities, retail assets, setting up direct sales, Banacassurance channels, building other direct channels and distribution thru branches. He has been instrumental in starting and building businesses across the organisations he has worked for. His stint with RBL Bank started in May 2013 and he has built their Retail liabilities business along with Digital. He also had the chance to be involved in ensuring operational controls, compliance and adequate customer service levels in his areas of operation. As a senior leader of RBL Bank, he had been involved in various committees involving IT, Compliance, Customer</p>

	<p>Service, Talent Management etc. He also had the opportunity to work and live in the 4 Big Metros of the country and thereby understand cultural diversity and varied perspectives. Prior to this, he had spent 12 plus years with HDFC Bank. He was involved in setting retail assets business in North and then Branch Banking at East, South and North for the Bank. In his last stint for 2.5 years in HDFC Bank, he was heading their Retail Liabilities Product Management for the Bank.</p> <p>So he has varied experience across geographies, across business and distribution to product management, across assets and liabilities to fee businesses and digital.</p>
List of Directorships held in other companies, as on date of his appointment	NIL
Membership/Chairmanship of Committees of Board of Directors of other companies, as on date of his appointment	NIL

Except, Mr. Surinder Chawla, to whom the resolution relates, none of the directors, manager, key managerial personnel of the Bank or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at item no. 1.

The Board recommends the special resolution set forth at item no. 1 of the notice for approval by the members.

ITEM NO. 2:

Pursuant to applicable provision of Companies Act 2013 and subject to approval of the Reserve Bank of India (the RBI). The Board of Directors of Bank, in its meeting held on September 12, 2022 had approved the appointment of Mr. Deependra Singh Rathore as an interim CEO of the Bank,

RBI, vide its letter dated October 06, 2022, also approved his appointment for a period of 3 months from the date of approval from RBI, or till the appointment of regular MD & CEO of the Bank, whichever is earlier.

As the candidature of regular MD & CEO of the Bank is under finalisation, the Bank filed an application with the Reserve Bank of India for extension of tenure of Mr. Deependra Singh Rathore as an interim CEO of the Bank. RBI vide its letter dated January 05, 2023 approved the extension of appointment of Mr. Deependra Singh Rathore as an interim CEO of the Bank for one month i.e. upto February 05, 2023 or till new MD & CEO of the Bank takes charge, whichever is earlier. As the new MD & CEO of the Bank, Mr. Surinder Chawla took charge on February 03, 2023, Mr. Deependra Singh Rathore ceased to be interim CEO of the Bank w.e.f. February 02, 2023.

The compensation of Mr. Deependra Singh Rathore has been approved by the Board of Directors in its Board Meeting held on March 29, 2023 and it is proposed to seek approval of the shareholders of the Bank for payment of compensation not exceeding Rs.1.75 Cr (including fixed pay, variable pay (cash component) in the form of long term incentive plan (LTIP) and variable pay (non cash component) in the form of share linked instruments, paid or to be paid to Mr. Deependra Singh Rathore during his tenure as interim CEO of the Bank.

Pursuant to the provisions of Companies Act, 2013, compensation paid to Mr. Deependra Singh Rathore during his tenure as interim CEO of the Bank required to be approved by the shareholders of the Bank. However, the Bank has not paid any additional remuneration to him for providing his services in additional capacity as interim CEO of the Bank.

None of the directors, manager, key managerial personnel of the Bank or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at item no. 2.

The Board recommends the Special resolution set forth out at Item no. 2 of the Notice for approval by the Members.

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



**Sachin Jain
Company Secretary
Membership No. A17112**

Place: Noida

Date: March 29, 2023

**Regd Off: 136, 1st Floor, Devika Tower
Nehru Place, New Delhi – 110019
CIN- U65999DL2016PLC304713**

FORM NO. MGT.11
Proxy form
*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of
the Companies (Management and Administration) Rules, 2014]*

CIN: U65999DL2016PLC304713

Name of the Bank: Paytm Payments Bank Limited

Registered office: 136, First Floor, Devika Tower, Nehru Place, New Delhi – 110019

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of shares of the above named Bank, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank, to be held on Wednesday, March 29, 2023 at 4.00 P.M. at registered office of the Bank and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Special Business: -

1. APPOINTMENT OF MR. SURINDER CHAWLA AS MD & CEO OF THE BANK

Signed this day of 20 ...

Signature of shareholder

Signature of Proxy holder(s)

2. COMPENSATION TO MR. DEEPENDRA SINGH RATHORE, DURING HIS TENURE AS INTERIM CEO OF THE BANK.

Signed this day of 20 ...

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

PAYTM PAYMENTS BANK LIMITED

Registered Office: 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019

ATTENDANCE SLIP

Please complete this attendance slips and hand it over at the entrance of the hall.

Full name of the Shareholder in Block Letters:

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Folio No/DP ID :

No. of Shares held:

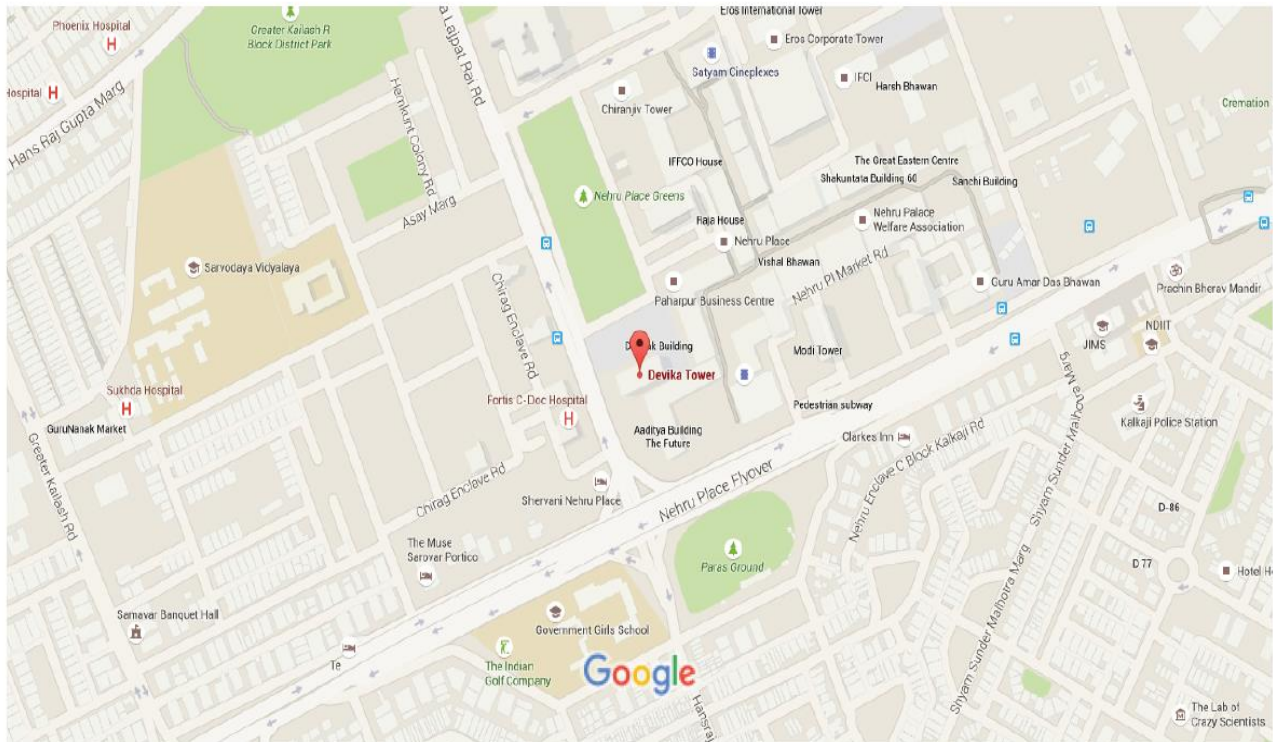
I hereby record my presence at the Extraordinary General Meeting of the bank, held on Wednesday, March 29, 2023 at 4.00 P.M. at the registered office of the Bank situated at 136, First Floor, Devika Tower, Nehru Place, New Delhi – 110019.

Signature of the Shareholder· _____

Note: Only Shareholders of the bank or their Proxies will be allowed to attend the Meeting.

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Route Map of the Location of the Meeting



Address: Paytm Payments Bank Limited
1st Floor, Devika Tower, Nehru Place, New Delhi
Landmark: Devika Tower, Nehru Place