



## NOTICE

Notice is hereby given that the 2nd **ANNUAL GENERAL MEETING** of the members of the Bandhan Bank Limited (herein after referred to as 'the Bank') will be held on Monday, June 20, 2016 at 11:30 A.M. at the Registered Office at DN - 32, Sector V, Salt Lake City, Kolkata - 700 091 to transact the following businesses:-

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited annual financial statements of the Bank for the financial year ended on March 31, 2016 and the Report of Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Chandra Shekhar Ghosh (DIN: 00342477), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Banking Regulation Act, 1949, the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants, 22 Camac Street, Block-C, 3rd Floor, Kolkata-16 (ICAI Firm Registration Number - 101049W), vide resolution passed by the members at the first annual general meeting of the Bank held on June 29, 2015 be and is hereby ratified from the conclusion of this annual general meeting till the conclusion of next annual general meeting at a remuneration of ₹ 60 lac inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of out of pocket expenses in connection with the audit of accounts of the Bank."



## SPECIAL BUSINESS:

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

**“RESOLVED THAT** in supersession to the resolutions passed by the members on July 19, 2015 and pursuant to Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and Rules made thereunder and in accordance with Section 35B of The Banking Regulation Act 1949 (including any statutory modifications or re-enactments thereof for the time being in force) and other relevant provisions (if any) and the Rules made thereunder which require the approval of the Reserve Bank of India (RBI) and in accordance with Circular No.07/2014 dated April 1, 2014 issued by Ministry of Corporate Affairs, Government of India and in accordance with the communications dated March 10, 2016; October 26, 2015 and August 21, 2015 and in accordance with the necessary consents of the Audit Committee, the Nomination & Remuneration Committee, the meeting of Independent Directors and the Board, the approval of members of the Bank be and is hereby accorded for the following remuneration payable to Mr. Chandra Shekhar Ghosh, Managing Director & CEO, with effect from August 23, 2015 which shall be reviewed annually:

<b>Component</b>	<b>₹ in crore per annum</b>
Basic Pay (A)	1.38
House Rent Allowance (B)	0.12
<b>Annual Fixed Cash (A+B)</b>	<b>1.50</b>
<b>Performance based variable remuneration</b>	- Up to a maximum of 35% of the Annual Fixed Pay, for the performance in the financial year 2015-16. The actual quantum of variable pay, within the ceiling of 35% of fixed pay, will be



	<p>determined on the basis of evaluation of performance of the MD&amp;CEO for the financial year 2015-16.</p> <ul style="list-style-type: none"><li>- 50% of the variable pay will be paid in 2016-17 and the balance in two equal instalments of 25% each, in 2017-18 and 2018-19.</li><li>- The variable pay will be subject to malus and clawback arrangements.</li></ul>
<b>Perquisites &amp; Retirals</b> : as per details approved by the Board at its meeting held on April 13, 2016, provided below.	
Housing (If arranged by Employee)	Reimbursement of expenditure on Gas, Water, Electricity and Full furnishing
LTC	As per Bank Policy
Medical Reimbursement & Mediclaim	<ul style="list-style-type: none"><li>• Group Mediclaim Hospitalization Policy with a coverage of ₹ 5 lac for self and family to be obtained by the Bank.</li><li>• Reimbursement of actual hospitalization expenses on self and family in excess of ₹ 5 lac.</li><li>• All other medical expenses for self and family on actuals</li></ul>
Club Fees	Admission and Annual membership fee subject to a maximum of 2 clubs including life membership fee. Should be a corporate member wherever he is nominated, so that all expenses (barring his personal expenses) for maintaining the membership are paid by the Bank
Conveyance	Reimbursement of entire conveyance expenses including driver salary, maintenance charges, fuel and insurance charges for 2 (two) Cars. The ex-showroom cost of the second car not to exceed ₹ 15 lac.



Telephone	Reimbursement of charges towards one residential telephone connection
Mobile Phone	Reimbursement of entire expenses of two mobile phones, on actuals
Books and Periodical	Reimbursement of cost of all books and periodicals
Entertainment and Travelling expenses	Reimbursement of actual entertainment and travelling expenses incurred in connection with Bank's business
Life Insurance	Group Term Life with sum assured of ₹ 1 crore to be obtained by the Bank
Travel	By Air, in Business Class
PF & Gratuity benefits	As per statutory norms

**RESOLVED FURTHER THAT** the Board be and he is hereby authorized to do all such acts, deeds, matters and things as may be required in connection with the above and to give effect to the above resolution as they may consider necessary, expedient or desirable.”

**Place** : Kolkata

**Date** : May 11, 2016

By Order of the Board

for **Bandhan Bank Limited**

Sd/-

**Indranil Banerjee**  
Company Secretary



**Note:-**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE BANK. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights. A member holding more than ten percent of the total share capital of the Bank and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank at its registered office addressed to the Company Secretary a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
4. The Notice is being sent to all the Members (shareholders), whose names appeared in the Register of Members as on May 11, 2016.
5. The Register of Members and the Share Transfer Books of the Bank will remain closed on June 19, 2016 (record date).



6. All the documents referred to the notice shall be available for inspection by the members at the Registered Office of the Bank between 9.00 a.m. and 6.00 p.m. on all working days upto the date of the annual general meeting.
  
7. Route map of the venue of the meeting (including prominent landmark) is also annexed hereto and forms a part of this notice and marked as **Annexure A**.
  
8. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
  
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.



## ATTENDANCE SLIP

**Please fill attendance slip and hand it over at the entrance of the meeting hall**

Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of shares	

Name and address of the Shareholder :

I hereby record my presence at the Annual General Meeting of the Bank held on June 20, 2016 at 11:30 A.M. at DN-32, Sector V, Salt Lake, Sector V, Kolkata – 700091.

\_\_\_\_\_  
Signature of Shareholder / Proxy

\*Applicable for investors holding shares in electronic form.

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**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: U67190WB2014PLC204622

Name of the Bank: Bandhan Bank Limited

Registered Office: DN-32, Sector - V, Salt Lake City, Kolkata 700 091, West Bengal

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 Annual General Meeting of the Bank, to be held on Monday, June 20, 2016 at 11:30 A.M. at DN-32, Sector - V, Salt Lake City, Kolkata 700 091, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix ₹ 1 Rev Stamp
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1. To Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Mr. Chandra Shekhar Ghosh, who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification of the appointment of Auditors and fixing their remuneration.
4. To consider and approve the remuneration payable to Mr. Chandra Shekhar Ghosh, Managing Director & CEO of the Bank

**Notes:**

1. 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.
2. A Proxy need not be a member of the Bank.

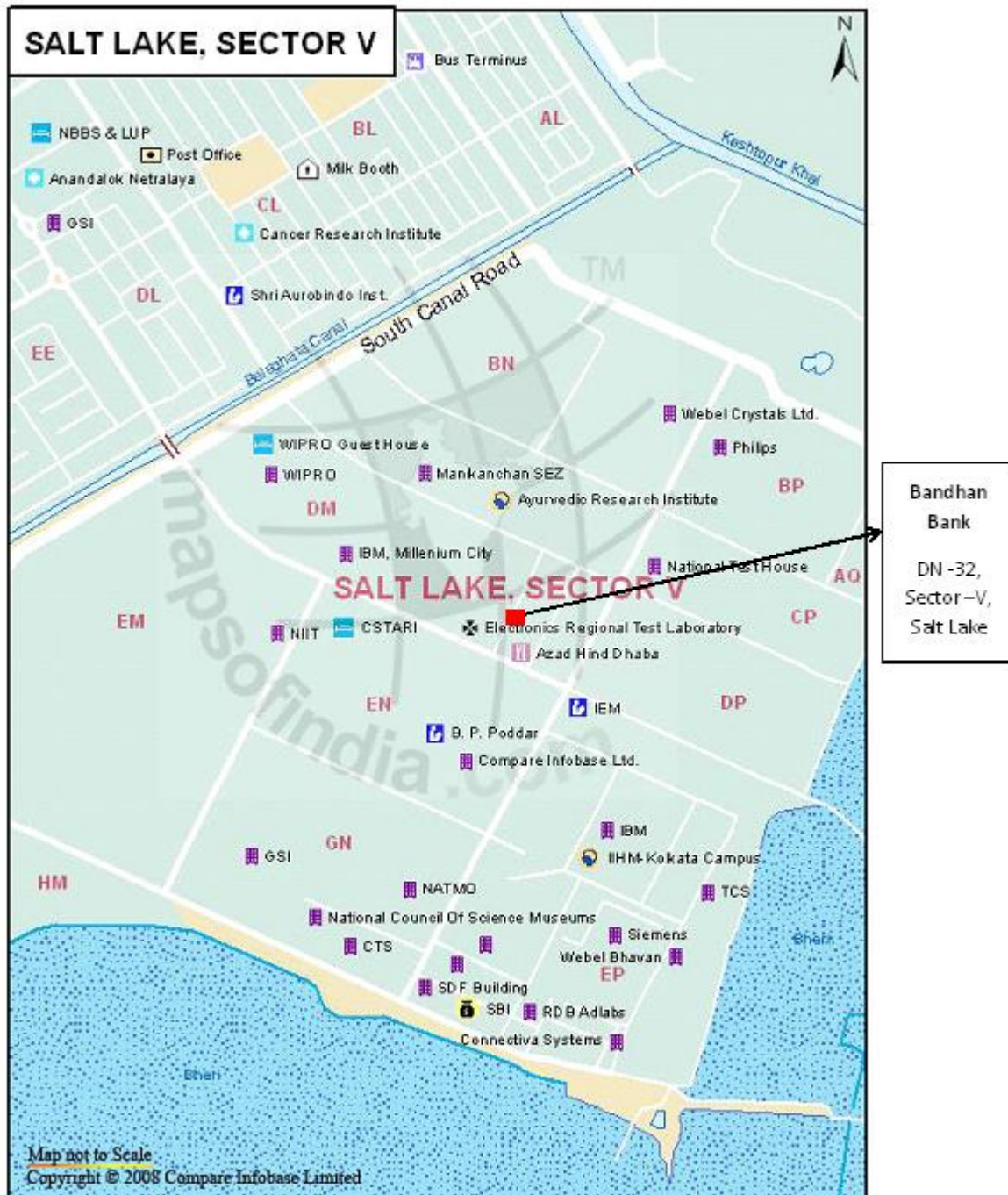


3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. A member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
6. A proxy form which does not state the name of the proxy shall not be considered valid.
7. Undated proxy shall not be considered valid.
8. If a Bank receives multiple proxies for the same holdings of a Member, the proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
9. A Proxy can vote in the ballot process and cannot vote on show of hands.
10. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



Annexure A

Route Map to the Venue of the AGM





## ANNEXURE TO THE NOTICE

### STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No. 5:

Taking into consideration the duties and responsibilities of the Managing Director & CEO, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, Audit Committee, the Board at its meeting held on April 13, 2016 has approved the remuneration of Mr. Chandra Shekhar Ghosh, Managing Director & CEO, subject to approval of the shareholders on terms and conditions given hereunder:-

Component	₹ in crore per annum
Basic Pay (A)	1.38
House Rent Allowance (B)	0.12
<b>Annual Fixed Cash (A+B)</b>	<b>1.50</b>
<b>Performance based variable remuneration</b>	<ul style="list-style-type: none"><li>- Up to a maximum of 35% of the Annual Fixed Pay, for the performance in the financial year 2015-16. The actual quantum of variable pay, within the ceiling of 35% of fixed pay, will be determined on the basis of evaluation of performance of the MD&amp;CEO for the financial year 2015-16.</li><li>- 50% of the variable pay will be paid in 2016-17 and the balance in two equal instalments of 25% each, in 2017-18 and 2018-19.</li><li>- The variable pay will be subject to malus and clawback arrangements.</li></ul>
<b>Perquisites &amp; Retirals</b> : as per details approved by the Board at its meeting held on April 13, 2016,	



provided below.	
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	Bank's business
Life Insurance	Group Term Life with sum assured of ₹ 1 crore to be obtained by the Bank
Travel	By Air, in Business Class
PF & Gratuity benefits	As per statutory norms

As the terms the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, and the RBI Regulations, Central Government approval is not required for this re-appointment.

Save and except Mr. Chandra Shekhar Ghosh, none of the other Directors of the Bank/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no. 3 of the Notice.

All the documents referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Bank between 9.00 a.m. and 6.00 p.m. on all working days upto the date of the Annual General Meeting.

The Board recommends Resolution as set out in Item No.3 of the Notice for approval by the Members.

**Place** : Kolkata

**Date** : May 11, 2016

By order of the Board  
*for* **Bandhan Bank Limited**

**Sd/-**  
**Indranil Banerjee**  
**Company Secretary**