

Bandhan Bank Limited

CIN: L67190WB2014PLC204622

Registered Office: DN 32, Sector V, Salt Lake, Kolkata – 700091; Website: www.bandhanbank.com

Phone: 91-33-6609 0909; Email: investors@bandhanbank.com

NOTICE

Notice is hereby given that the Eighth **ANNUAL GENERAL MEETING** (the '**Meeting**'/'**AGM**') of the Members of Bandhan Bank Limited (hereinafter referred to as '**the Bank**') will be held on **Wednesday, August 10, 2022 at 11:00 A.M.** Indian Standard Time ('**IST**') through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') to transact the following business:

ORDINARY BUSINESS:

1. Consideration and adoption of the Audited Financial Statement of the Bank for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon

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

"**RESOLVED THAT** pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made thereunder, Section 29 and other applicable provisions, if any, 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 ('**RBI**') in this regard, from time to time, the Audited Financial Statement of Bandhan Bank Limited (the '**Bank**') for the financial year ended March 31, 2022, including the Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow for the financial year ended March 31, 2022 and the report of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before the Meeting, be and are hereby considered and adopted."

2. Appointment of Dr. Holger Dirk Michaelis (DIN: 07205838), who retires by rotation as a Director and being eligible, offered himself for re-appointment

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and 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, from time to time, Dr. Holger Dirk Michaelis (DIN: 07205838), Nominee Director of Caladium Investment Pte. Ltd., who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of Bandhan Bank Limited, liable to retire by rotation."

3. Appointment of M/s. Singhi & Co., Chartered Accountants, as Joint Statutory Auditors of the Bank and fixation of the remuneration of Joint Statutory Auditors

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made

thereunder, Section 30 and other applicable provisions of the Banking Regulation Act, 1949, read with the 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBS and NBFCs (including HFCs)' dated April 27, 2021 issued by Reserve Bank of India ('**RBI**') ('**RBI Guidelines**'), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], provisions of the Articles of Association of Bandhan Bank Limited (the '**Bank**') and the approval of RBI, M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as Joint Statutory Auditors of the Bank for a period of three consecutive years, to hold office from the conclusion of the 8th Annual General Meeting ('**AGM**') until the conclusion of the 11th AGM of the Bank to be held in 2025, subject to the fulfilment of the eligibility norms each year as per the RBI Guidelines and approval of RBI on an annual basis during this tenure, for the purpose of audit of the Bank's accounts, with the power to the Board/Audit Committee 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 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 pursuant to the applicable laws and regulations including the relevant guidelines and circulars issued by RBI, from time to time, including RBI Guidelines, M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), who were already appointed as Joint Statutory Auditors of the Bank at the 7th AGM of the Bank held on August 06, 2021 to hold office till the conclusion of 10th AGM to be held in 2024 in terms of RBI Guidelines, along with M/s. Singhi & Co., Chartered Accountants, shall act as Joint Statutory Auditors of the Bank until the conclusion of the 10th AGM, at an overall audit fees of ₹ 1,17,00,000 (Rupees One Crore Seventeen Lakhs Only) per annum, as may be allocated by the Bank between the Joint Statutory Auditors, and as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, and additionally certification fees, out of pocket expenses, outlays and taxes as applicable, with the power to the Board/ Audit Committee to alter and vary the terms of remuneration during the current tenure of Joint Statutory Auditors, etc.;

RESOLVED FURTHER THAT the Board of Directors of the Bank [including duly constituted Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard], be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said appointment and remuneration, as it may in its absolute discretion deem fit, including but not limited to the determination of the scope of work, roles and responsibilities of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contracts or documents in this regard, and seeking approval of RBI or any other regulatory / statutory authorities, as may be required, to give effect to this resolution, without being required to seek any further consent or approval of the Members of the Bank.”

SPECIAL BUSINESS:

4. Appointment of Ms. Divya Krishnan (DIN: 09276201) as a Non-Executive Non-Independent Director (Nominee of BFHL)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] the rules, circulars and guidelines issued by the Reserve Bank of India (‘**RBI**’) in this regard, from time to time, the provisions of the Articles of Association of Bandhan Bank Limited (the ‘**Bank**’) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Ms. Divya Krishnan (DIN: 09276201), who was appointed as an Additional Non-Executive Non-Independent Director [Nominee of Bandhan Financial Holdings Limited (‘**BFHL**’ or ‘**NOFHC**’), promoter of the Bank], effective May 11, 2022, pursuant to the provisions of Section 161 of the Act to hold office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a Member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director [Nominee of Bandhan Financial Holdings Limited (BFHL), Promoter of the Bank] on the Board of the Bank, effective May 11, 2022, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said appointment, as it may in its absolute

discretion deem fit, and to execute all such agreements, documents, instruments, writings, etc., as may be required, file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution.”

5. Appointment of Mr. Philip Mathew (DIN: 09638394) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] the rules, circulars and guidelines issued by the Reserve Bank of India (‘**RBI**’) in this regard, from time to time, the provisions of the Articles of Association of Bandhan Bank Limited (the ‘**Bank**’) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Philip Mathew (DIN: 09638394), who was appointed as an Additional Director (Independent), effective June 15, 2022, pursuant to the provisions of Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Bank, not liable to retire by rotation, for a period of three years, effective June 15, 2022 up to June 14, 2025;

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said appointment, as it may in its absolute discretion deem fit, and to execute all such agreements, documents, instruments, writings, etc., as may be required, file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution.”

6. Appointment of Dr. Aparajita Mitra (DIN: 09484337) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the provisions of the Articles of Association of Bandhan Bank Limited (the 'Bank') and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Dr. Aparajita Mitra (DIN: 09484337), who was appointed as an Additional Director (Independent), effective July 13, 2022, pursuant to the provisions of Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Bank, not liable to retire by rotation, for a period of three years, effective July 13, 2022 up to July 12, 2025;

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said appointment, as it may in its absolute discretion deem fit, and to execute all such agreements, documents, instruments, writings, etc., as may be required, file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution."

7. Re-appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the provisions of the Articles of Association of Bandhan Bank Limited (the 'Bank') and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913), who was appointed as an Independent Director and who holds office as an Independent Director up to May 07, 2023, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being

eligible, be and is hereby re-appointed as an Independent Director of the Bank, not liable to retire by rotation, to hold office for the second term of five years, that is, up to May 07, 2028;

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said re-appointment, as it may in its absolute discretion deem fit, and to execute all such agreements, documents, instruments, writings, etc., as may be required, file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution."

8. Re-appointment of Mr. Vijay Nautamlal Bhatt (DIN: 00751001) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the provisions of the Articles of Association of Bandhan Bank Limited (the 'Bank') and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Vijay Nautamlal Bhatt (DIN: 00751001), who was appointed as an Independent Director and who holds office as an Independent Director up to May 07, 2023, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Bank, not liable to retire by rotation, to hold office for the second term of five years, that is, up to May 07, 2028;

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said re-appointment, as it may in its absolute discretion deem fit, and to execute all such agreements, documents, instruments, writings, etc., as may be required, file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution."

9. Approval for fixed remuneration for Non-Executive Directors except Part-time Non-Executive Chairperson

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Circular on ‘Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board’ dated April 26, 2021 issued by Reserve Bank of India (‘**RBI**’), as may be amended from time to time and any other relevant RBI guidelines in relation to compensation to Non-Executive Directors, consent of the Members of Bandhan Bank Limited (the ‘**Bank**’) be and is hereby accorded to pay compensation to Non-Executive Directors (‘**NEDs**’) of the Bank, other than the Part-time Non-Executive Chairperson, in the form of fixed remuneration of upto ₹ 12,00,000 (Rupees Twelve Lakhs Only) per annum to each NED, which is commensurate with the individual director’s responsibilities and demands on time, with effect from April 01, 2022 for a period of three years, subject to review by the Board from time to time, or any other or different limits as may be applicable under law / relevant RBI guidelines, from time to time, in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the Board and Committee meetings;

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the payment of fixed remuneration to NEDs, as it may in its absolute discretion deem fit, and to sign, deliver and execute all such agreements, documents, instruments, writings, etc., as may be required, and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution and also to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

10. Remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949 (the ‘**BR Act**’), Guidelines on ‘Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function

staff’ dated November 04, 2019 (‘**RBI Guidelines**’) and other applicable circulars issued by the Reserve Bank of India (‘**RBI**’) in this regard, from time to time, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], provisions of the Articles of Association of Bandhan Bank Limited (the ‘**Bank**’) and subject to approval of the RBI from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Bank, be and is hereby accorded for the remuneration payable to Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank, with effect from April 01, 2021, on the following terms and conditions:

A. Fixed Pay and Perquisites (per annum)

Sr. No.	Particulars	Amount in ₹
1	Basic Pay	1,80,00,000
2	House Rent Allowance	68,00,000
3	Retirals (Provident Fund and Gratuity)	30,25,800
4	Perquisites (perquisites value includes insurance, club membership, medical expenses, uses of cars, phones related expenses, books and periodicals, entertainment and traveling expenses, leave travel allowance, etc.)	22,00,000
Total Fixed Pay and Perquisites		3,00,25,800

B. Variable Pay (cash and non-cash components) for Financial Year 2021-22

Sr. No.	Particulars	Amount in ₹
1	Cash Component	Nil
2	Non-cash component (Black Scholes value of Employee Stock Options)	3,25,58,400
Total Variable Pay		3,25,58,400

- The stock options will be vested over a period of 4 years pro-rated as per the Bank’s ESOP Plan Series I. Vesting will be subject to achievement of a minimum performance rating of “4” in the year of vesting failing which the Options to be vested in that year of vesting will be cancelled.
- The representative set of situations provided in the Bank’s Compensation Policy for invocation of malus and clawback clauses shall be applicable on the entire variable pay.

RESOLVED FURTHER THAT the Board of Directors of the Bank (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said remuneration, as it may in its absolute discretion deem fit, and to execute all such agreements, documents, instruments, writings, etc., as may be required,

file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, as may be required to give effect to this resolution and also to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

11. Approval of material related party transactions with promoter entities for banking transactions

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR’**) and other applicable laws *[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force]*, the ‘Policy on dealing with Related Party Transactions’ and Memorandum and Articles of Association of Bandhan Bank Limited (the **‘Bank’**), and pursuant to the approval and recommendations of the Audit Committee and the Board of Directors of the Bank, Members of the Bank do hereby approve and accord approval to the Board of Directors of the Bank *(hereinafter referred to as ‘Board’, which term shall be deemed to include Audit Committee empowered by this resolution)*, for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with each of the promoter entities, i.e., Bandhan Financial Holdings Limited (**‘BFHL’**), Bandhan Financial Services Limited (**‘BFSL’**), Financial Inclusion Trust (**‘FIT’**) and North East Financial Inclusion Trust (**‘NEFIT’**), being Related Party(ies) within the meaning of Regulation 2(1)(zb) of the SEBI LODR, during the financial year ending on March 31, 2023 and upto the date of the 9th Annual General Meeting of the Bank to be held in 2023, with respect to deposits *(in any form and by whatever name called)*, including current account deposits from promoter entities, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of

earlier arrangements / transactions or otherwise including the payment of interest or levy of charges for any services provided by the Bank, from time to time, notwithstanding the fact that the maximum balance at any day during the financial year 2022-23 and for the next financial year (until the holding of 9th Annual General Meeting of the Bank), may exceed or have exceeded ₹ 1,000 crore or 10 per cent. of the annual consolidated turnover of the Bank for the relevant financial year, whichever is lower, as prescribed under SEBI LODR or any other materiality threshold, as may be applicable from time to time, for each such Party, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank;

RESOLVED FURTHER THAT the Members of the Bank do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc., and do all such acts, deeds, matters and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Members of the Bank, do hereby also accord approval to the Board of Directors of the Bank, to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, in accordance with applicable laws, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Indranil Banerjee

Company Secretary

FCS No. : 9917

Place: Kolkata

Date: July 13, 2022

Note: -

1. In view of the continuing impact of the COVID-19 pandemic and to ensure social distancing, the Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 02/2022 dated May 05, 2022 read together with General Circulars Nos. 20/2020, 14/2020 and 17/2020 dated May 05, 2020, April 08, 2020 and April 13, 2020, respectively (hereinafter collectively referred to as **MCA Circulars**) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as **AGM related Circulars**) permitted holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2022, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and AGM related Circulars, the 8th AGM of Bandhan Bank Limited (the 'Bank') will be held through VC/OAVM. The deemed venue for the AGM shall be the Head Office of the Bank at 14th Floor, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata 700 091.
3. Since the AGM will be held through VC/OAVM, the Route Map for the AGM venue is not annexed to this Notice.
4. Further, since the AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPEG Format) of its Board or governing body Resolution/Authorisation, etc., authorising its representative on its behalf to vote through remote e-voting or attend the AGM through VC/OAVM and cast vote through Instapoll during the AGM, to the Scrutinizer by email through its registered email address at hansrajaria@gmail.com with a copy marked to evoting@kfinetech.com or to the Bank at its Head Office addressed to the Company Secretary.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under the provisions of Section 103 of the Act read with the AGM related Circulars.
7. The Bank has appointed KFin Technologies Limited ('KFin'), Registrars and Share Transfer Agents ('KFin' or 'RTA'), to provide VC facility for the AGM and the attendant enablers for conducting the AGM. KFin has also been appointed as service provider to provide the electronic voting facility for the AGM.
8. The relevant explanatory statement pursuant to Section 102 of the Act and Regulation 36 of the SEBI LODR, setting out all material facts relating to ordinary / special businesses from Item Nos. 3 to 11 of this Notice is annexed herewith and the same should be taken as part of this Notice.
9. Brief profile and other information about the Directors proposed to be appointed / re-appointed, as required under Regulation 36(3) of the SEBI LODR and Secretarial Standard on General Meetings ('SS-2') are forming part of the explanatory statement to this Notice.
10. All relevant documents referred to in this Notice requiring the approval of the Members at the Meeting, Statutory Registers and the certificate from the Secretarial Auditor of the Bank certifying that the Bank's Employees Stock Option Scheme is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable and in accordance with the resolutions passed by the Members of the Bank, will be available electronically for inspection without any fee by the Members. Members seeking to inspect such documents can send an email to investors@bandhanbank.com, mentioning their name, Folio No. / DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN Card attached to the email.
11. Members seeking any information with regard to the financial statement or any matter to be placed at the AGM, are requested to write to the Bank on or before **Friday, August 05, 2022** through email at investors@bandhanbank.com with their name, Folio No. / DP ID and Client ID. The same will be replied by the Bank suitably.
12. In terms of the provisions of the Act, the Register of Members and Share Transfer Books of the Bank shall remain closed from **Thursday, August 04, 2022** to **Wednesday, August 10, 2022** (both days inclusive).
13. **Despatch of AGM Notice and Annual Report:**
 - a. In compliance with the aforesaid AGM related Circulars, Notice of the 8th AGM and the Annual Report for the financial year ended March 31, 2022 ('Annual Report') are being sent only through electronic mode to those Members whose email addresses are available with the Bank/ RTA/Depository Participant(s) ('DP').
 - b. Members may note that the Notice and Annual Report will also be available on the Bank's website at <https://www.bandhanbank.com/annual-reports>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Service Provider, i.e., KFin at <https://evoting.kfinetech.com/public/Downloads.aspx>.
 - c. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant DPs. Members holding shares in physical mode and who have not yet updated their KYC including e-mail address, bank details, etc., are requested to update the same by submitting duly filled in Form ISR-1 with relevant documents to the RTA or the Bank. Similarly, for updation of signature, Form ISR-2, for nomination, Form No. SH 13, for change

in nomination, Form No. SH 14 and for opt out of nomination, Form ISR-3 along with Form No. SH 14 duly filled in all respect with relevant documents shall be submitted to the RTA or the Bank. Details of the same is also available on the website of the Bank under 'Corporate Governance' section. The communication details of RTA are as under:

KFin Technologies Limited,
(Unit: **Bandhan Bank Limited**),
Selenium Tower B, Plot Nos. 31 and 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad- 500 032, Telengana
E-mail: evoting@kfintech.com
Website: www.kfintech.com
Toll-free number: 1800 309 4001

- d. For obtaining login credentials for E-Voting on the resolutions proposed in the Notice and also to receive the Notice and the Annual Report, Members can temporarily update their email address and mobile number with KFin, by following the below steps:

- (i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/>
- (ii) Select the company name: **Bandhan Bank Limited**.
- (iii) Enter DP ID and Client ID (in case shares are held in dematerialised mode) / Folio No. (in case shares are held in physical form) and Permanent Account Number ('PAN').
- (iv) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- (v) Enter the email address and mobile number.
- (vi) System will check the authenticity of the DP ID and Client ID/Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
- (vii) Enter the OTPs received by SMS and Email to complete the validation process. OTPs will be valid for 5 minutes only.
- (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- (ix) System will confirm the email address for the limited purpose of serving the Notice of the 8th AGM, Annual Report for FY 2021-22 and the e-voting instructions along with the User ID and Password.
- (x) In case of any queries, Members are requested to send an email to evoting@kfintech.com or contact KFin at toll-free number: 1800 309 4001.

14. Instructions for Members for attending the AGM through VC/OAVM:

- a. The Bank is pleased to provide a two-way facility of VC/ OAVM and live webcast of the proceedings of the AGM on **Wednesday, August 10, 2022** from **11.00 a.m. ('IST')** onwards to the Members holding shares either in physical or demat mode, as on the cut-off date, i.e., **Wednesday, August 03, 2022** at the web link - <https://emeetings.kfintech.com>. The Members can access the same by using their e-voting login credentials. Members are requested to follow the steps as mentioned below:
 - (i) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com/>.
 - (ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii) After logging in, click on the '**Video Conference**' option.
 - (iv) Then click on the camera icon appearing against AGM event of '**Bandhan Bank Limited**'.
- b. Members who do not have a User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the **E-voting instructions**.
- c. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in.
- d. The Speaker Registration will be available from **Friday, August 05, 2022** to **Saturday, August 06, 2022**, for those Members holding shares either in physical or demat mode, as on the cut-off date, i.e., **Wednesday, August 03, 2022**. Only those Members who are registered will be allowed to express their views or ask questions during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.
- e. The facility to join the AGM shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM on a first-come, first-served basis.
- f. Members are requested to use internet service with a good connectivity, for seamless participation at the AGM. Therefore, it is recommended to use a stable Wi-Fi or LAN connection for a better experience.
- g. 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 at the AGM, provided the votes are not already cast by remote e-voting by the first holder.

- h. Pursuant to the provisions of the AGM related Circulars, at least 1,000 Members are allowed to register and attend the AGM through VC / OAVM on a first-come, first-served basis. However, the said restriction is not applicable to large Shareholders (Members holding 2 per cent. or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
- i. Members, who need assistance before or during the AGM, can contact KFin at evoting@kfintech.com or call on toll-free number 1800-309-4001. Please quote your name, DP ID and Client ID / Folio no. and E-voting Event Number **6739** in all your communications.

15. Members of the Bank under the category of Institutional Investors are encouraged to attend and vote at the AGM.

16. Procedure for Remote e-Voting and e-Voting at the AGM:

- a. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Bank is providing the facility to the Members holding shares in physical or dematerialised form as on the cut-off date, being **Wednesday, August 03, 2022**, to exercise their rights to vote on the resolutions proposed to be passed at the AGM by electronic means ('e-voting'). Members may cast their vote remotely on the resolutions proposed to be passed at the AGM, using an electronic voting system on the dates mentioned hereinbelow ('Remote e-voting').
- b. E-voting facility will also be made available at the AGM ('InstaPoll') and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through **InstaPoll**.
- c. The Bank has engaged the Services of KFin, RTA of the Bank, for providing e-voting facilities.
- d. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to equity shares held by them in the Bank as on **Wednesday, August 03, 2022** (cut-off date fixed for this purpose), subject to the provisions of the Banking Regulation Act, 1949.
- e. The Board of Directors has appointed CS Hansraj Jaria, Practising Company Secretary, (FCS No. F7703/CP No. 19394), failing him, Mr. Rakesh Agrawal, Practising Company Secretary, (FCS No. 8792 / CP No. 9014), who have communicated their willingness to be appointed, to act as the Scrutinizer, to scrutinize the voting process in a fair and transparent manner.
- f. The remote e-voting period commences on **Saturday, August 06, 2022 (9.00 a.m. IST)** and ends on **Tuesday, August 09, 2022 (5.00 p.m. IST)**. During this period, Members of the Bank, holding shares either in physical or dematerialised form, as on the cut-off date, i.e., **Wednesday, August 03, 2022** may cast their votes

electronically through remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. A person, who is not a Member as on the cut-off date, should treat this Notice for information purposes only.

- g. A Member can opt for only a single mode of voting, i.e., remote e-voting or voting at the Meeting (**InstaPoll**). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

17. Detailed instructions for availing e-voting facility are as follows:

(A) Remote E-voting through KFin website:

In case a Member receives an email from KFin [for Members whose email IDs are registered with the Bank/Depository Participant(s)], the following procedure shall be followed:

- i. Launch the internet browser by typing <https://evoting.kfintech.com>;
- ii. Enter the login credentials (i.e. User ID and password). In case of a physical folio, User ID will be EVEN (E-Voting Event Number) **6739** followed by folio number. In case of a Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password to cast your vote;
- iii. After entering these details appropriately, click on '**LOG IN**';
- iv. You will now reach the "Password Change" menu wherein you would be required to mandatorily change your password and create a new password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case(a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on the first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. Once the password is changed, you need to log in again with the new credentials.
- vi. On successful login, the system will prompt you to select the '**EVENT**' i.e., '**Bandhan Bank Limited**'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "**FOR/AGAINST**" or alternatively, you may partially enter any number in "**FOR**" and partially "**AGAINST**" but the total number in "**FOR/AGAINST**" taken together shall not exceed your total shareholding

- as mentioned therein. You may also choose the option **ABSTAIN**. If the Member does not indicate either **“FOR”** or **“AGAINST”** it will be treated as **“ABSTAIN”** and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as **“ABSTAINED”**.
- x. You may then cast your vote by selecting an appropriate option and click on **“SUBMIT”**.
- xi. A confirmation box will be displayed. Click **“OK”** to confirm else **“CANCEL”** to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can log in any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at hansrajjaria@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format **“Bandhan Bank Limited – 8th AGM – EVENT No. 6739”**.

(B) Remote E-voting through demat accounts/ websites of Depositories/ DP:

As per the SEBI Circular dated December 09, 2020 on e-Voting Facility provided by Listed Entities, all ‘individual shareholders holding shares of the Bank in demat mode’ can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / DP. The procedure to login and access remote e-voting, as devised by the Depositories / DP(s), is given below:

Procedure to login through websites of Depositories - National Securities Depository Limited (“NSDL”)

For those Members who have already registered for the IDeAS e-Services facility of NSDL

- Click on the e-Services link: <https://eservices.nsd.com>.
- Click on the button ‘Beneficial Owner’ available for login under ‘IDeAS’ section.
- Enter your User ID and Password for accessing IDeAS.
- On successful authentication, click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.
- Click on the ‘Active E-voting Cycles’ option under E-voting.
- Click on the e-Voting link available against **‘Bandhan Bank Limited’** or select e-Voting service provider ‘KFin’ and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

For those Members who have not registered for the IDeAS e-Services facility of NSDL

- To register, click on the e-Services link: <https://eservices.nsd.com>.
- Select option ‘Register Online for IDeAS’ available on the left hand side of the page.
- Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
- After successful registration, please follow steps given as above to cast your vote.

For directly accessing the e-Voting module of NSDL by the Members

- Click on the link: <https://www.evoting.nsd.com/>.
- Click on the button ‘Login’ available under ‘Shareholder/Member’ section.
- On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- On successful authentication, you will enter the e-voting module of NSDL. Click on the ‘Active E-voting Cycles / VC or OAVMs’ option under E-voting.
- Click on the e-Voting link available against **‘Bandhan Bank Limited’** or select e-Voting service provider ‘KFin’ and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

Contact details in case of any technical issue on NSDL Website: Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free nos.: 1800 1020 990 / 1800 22 44 30.

Procedure to login through websites of Depositories - Central Depository Services (India) Limited ("CDSL")

For those Members who have already registered for the Easi / Easiest facility of CDSL

- Click on any of the links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com.
- Click on the **New System Myeasi / Login to My Easi option under Quick Login**
- Enter your User ID and Password for accessing Easi / Easiest.
- Click on the e-Voting link available against '**Bandhan Bank Limited**' or select e-Voting service provider 'KFin' and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

For those Members who have not registered for the Easi/Easiest facility of CDSL

- To register, click on the link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
- After successful registration, please follow steps given as above to cast your vote.

For directly accessing the e-Voting module of CDSL by the Members

- Click on the links: www.cdslindia.com / <https://www.evotingindia.com>.
- Provide Demat Account Number and PAN.
- The system will authenticate the user by sending OTP on registered Mobile Number & E-mail as recorded in the Demat Account.
- On successful authentication, you will enter the e-voting module of CDSL.
- Click on the e-Voting link available against '**Bandhan Bank Limited**' or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

Contact details in case of any technical issue on CDSL Website: Members facing any technical issue during log in can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

Procedure to login through their demat accounts / Website of DP:

Individual shareholders holding shares of the Bank in Demat mode can access e-Voting facility provided by the Bank using login credentials of their demat accounts (online accounts) through their demat accounts / websites of DPs registered with NSDL/CDSL. An option for 'e-Voting' will be available once you have successfully logged in through their respective logins. Click on the option 'e-Voting' and you will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against **Bandhan Bank Limited** or select e-Voting service provider 'KFin' and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

(C) E-voting at the AGM ('InstaPoll'):

- The Bank has opted to provide the same electronic voting system at the AGM ('InstaPoll'), as being used for remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the AGM and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- The Bank will make necessary arrangements in this regard during the AGM. Facility to cast vote through InstaPoll will be made available on the VC screen and will be activated once the InstaPoll is announced at the AGM.

iii. Members who have already cast their votes through remote e-voting are eligible to attend the AGM; however, those Members are not entitled to cast their vote again during the AGM though InstaPoll. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the cut-off date being **Wednesday, August 03, 2022**, subject to the provisions of the Banking Regulation Act, 1949, as amended.

iv. The cut-off date is for determining the eligibility to vote by remote e-voting or at the Meeting. Only 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 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information only.

(D) In case a person has become a Member of the Bank after sending of AGM Notice but on or before the cut-off date for E-voting, i.e., **Wednesday, August 03, 2022**, he/she may obtain the User ID and Password in the manner as mentioned below:

- If the mobile number of the Member is registered against Folio No./ DP ID and Client ID, the Member may send SMS: **MYEPWD** <space>E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- (ii) If the email address or mobile number of the Member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password “and enter Folio No. or DP ID and Client ID and PAN to generate a password.
 - (iii) Member may call KFin’s toll-free number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m.).
 - (iv) Member may send an e-mail request to evoting@kfintech.com. However, KFin shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- (E)** In case of a member whose e-mail address is not registered / updated with the Bank / KFin / DPs, may please follow the steps explained at note no. 17(D) above to generate login credentials.
- (F)** In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or contact Mr. S V Raju, Deputy Vice President or Mr. Vijayananda Banerjee, Deputy Vice President (Unit: **Bandhan Bank Limited**) of KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 and 32, Financial District, Nanakramguda, Serlingampally Mandal, Hyderabad - 500032, Telangana or at evoting@kfintech.com or call KFin’s toll-free No. 1800-309-4001 for any further clarification(s) or write to the Company Secretary of the Bank at registered office or at investors@bandhanbank.com.

Voting and results related matters:

- 18.** Since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the AGM.
- 19.** The Scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes cast at the AGM (InstaPoll) and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same, not later than 2 days of the conclusion of the AGM, to the Chairman or the Managing Director & CEO or the Company Secretary, who shall countersign the same. The result of e-voting shall be declared forth upon receipt of the Scrutinizer’s Report.
- 20.** The result declared along with the Scrutiniser’s Report shall be placed on the Bank’s website at <https://www.bandhanbank.com/annual-reports> and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx> immediately after the declaration of the result and shall also be submitted to BSE Limited and National Stock Exchange of India Limited. The e-voting results will also be displayed at the Registered Office and Head Office of the Bank.
- 21.** Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e., **Wednesday, August 10, 2022.**

Shareholders related matters:

- 22.** In terms of the provisions of the SEBI LODR, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Further, SEBI vide its circular dated January 25, 2022 has also advised listed companies and Registrar & Transfer Agents to issue shares in dematerialised form while processing service requests for transmission, transposition, issue of duplicate certificates, renewal, splitting, consolidation of share certificate, etc. In view of the above 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 shareholdings into dematerialized form. Members can contact the Bank’s RTA, KFin for assistance in this regard.
- 23.** Members are requested to note that, our RTA has launched a new mobile app KPRISM and website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFin. Check request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store (<https://play.google.com/store/apps/details?id=com.karvy.kprismv3>)
- 24.** Members holding shares in physical mode are:
- (a) requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (‘PAN’), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, 9 digits MICR code, 11 digits IFSC code, etc., to KFin along with duly filled in Form ISR-1 with relevant documents. In case of the Members holding shares in demat mode, these documents / information may be submitted to their respective DPs with whom they are maintaining their demat accounts.
 - (b) requested to register their nomination by submitting Form No. SH-13 and can change in nomination details by submitting Form No. SH 14 to KFin at the address and details given above at point no. 13, in case not yet done. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.
 - (c) required to submit their PAN and bank account details to the Bank/RTA, if not yet registered with the Bank/RTA, as mandated by SEBI by submitting duly filled in Form ISR-1 to KFin along with self-attested copy of PAN card, bank details (bank account number, bank and branch name, address of the bank, 11 digits IFSC Code, 9 digits MICR No.) and cancelled cheque leaf reflecting active core bank account number. Members holding shares in demat mode are requested to submit their PAN and bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining their demat accounts.

25. Folio in which any one of the document/details, i.e., PAN, KYC details and Nomination are not available, as mandated by SEBI, will be frozen by April 01, 2023. Frozen folios shall not be eligible for any payment including dividend, interest or redemption payment in physical mode. Such payments shall be made only through electronic mode, upon complying with the requirements of furnishing all the cited document/details. Further, Securities in the frozen folios shall be referred by the RTA/Bank to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
26. Members, who wish to claim their unclaimed dividends, are requested to correspond with the RTA or the Company Secretary of the Bank, at the Bank's Head Office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act and rules made thereunder, be transferred to the Investor Education and Protection Fund ('**IEPF**'). Further, pursuant to the provisions of Section 124(6) of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('**the IEPF Rules**'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. The details of unpaid dividend and the unclaimed shares transferred to the IEPF Authority during FY 2021-22 and the process for claiming these are provided in the Report on Corporate Governance forming part of the Annual Report.
27. As per Rule 5 of IEPF Rules, information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125(2) of the Act, nature of the amount, the amount to which each person is entitled, the due date for transfer to IEPF, etc., is provided by the Bank on its website at the link <https://www.bandhanbank.com/corporate-governance#rctabfour>. The concerned Members are requested to verify the details of their unclaimed dividend, if any, from the website and

lodge their claim with KFin before the unclaimed dividends are transferred to the IEPF. The Bank has also sent a communication to all the Members, whose dividends have remained un-encashed, with a request to send the requisite documents to the Bank/Kfin for claiming such un-encashed dividends and the newspaper notice was also issued in this regard in an English national daily and in Bengali and Gujarati language newspapers.

28. Members may reach out to the Bank or KFin for any grievance / query relating to the conducting of the AGM, at the address given below:

Bandhan Bank Limited

Regd. Office:

DN-32, Sector V, Salt Lake, Kolkata- 700 091

Head Office:

12th to 14th Floor, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata 700 091

Tel No.: 91 33 6609 0909

Website: www.bandhanbank.com

Email ID: investors@bandhanbank.com

Contact Person:

Mr. Indranil Banerjee, Company Secretary

KFin Technologies Limited

(Unit: **Bandhan Bank Limited**)

Selenium Tower B, Plot Nos. 31 and 32,

Financial District, Nanakramguda,

Serilingampally Mandal, Hyderabad – 500 032, Telangana

Toll-Free no.: 1800-309-4001

Email ID. einward.ris@kfintech.com

Contact Person:

Mr. Ramdas, Manager (Corporate Registry)

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

Indranil Banerjee

Company Secretary

FCS No.: 9917

Place: Kolkata

Date: July 13, 2022

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Statement with respect to items under Ordinary / Special Business covered in the Notice of Meeting are given below:

Item No. 3:

In terms of the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI') ('RBI Guidelines'), for entities with asset size of ₹15,000 crore and above as at the end of the previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms [Partnership firms/Limited Liability Partnerships (LLPs)]. Further, in order to protect the independence of the auditors/audit firms, entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Furthermore, Commercial Banks (excluding RRBs) will be required to take prior approval of RBI for appointment/re-appointment of SCAs/SAs, on an annual basis.

In view of the above RBI Guidelines, the Bank has adopted a Policy for Appointment of Statutory Auditors of the Bank ('Policy'). Accordingly, in terms of the RBI Guidelines and the Policy of the Bank, the Bank is required to have two Statutory Auditors to act as the Joint Statutory Auditors.

M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), were appointed as the Joint Statutory Auditors of the Bank in the 7th AGM for a period of three years, to hold office from the conclusion of the 7th AGM until the conclusion of the 10th AGM of the Bank to be held in 2024. Further, Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration Number 117365W) were appointed as the Statutory Auditors of the Bank in the 5th AGM and would hold office as Joint Statutory Auditors of the Bank until the conclusion of the 8th AGM. Therefore, the Bank is required to appoint one more audit firm to act as the Joint Statutory Auditor of the Bank along with M. M. Nissim & Co. LLP, in place of retiring auditors. Accordingly, on the basis of recommendation of the Audit Committee of the Board ('ACB') and considering their profile, experience and specialisation in the audit of banking and financial service sector, the Board of Directors has recommended the appointment of M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), as Joint Statutory Auditors of the Bank, for a period of three years to hold office from the conclusion of the 8th AGM until the conclusion of the 11th AGM of the Bank, for the approval of the shareholders at the ensuing AGM, subject to approval of RBI on an annual basis. As per the requirement of the Companies Act, 2013 (the 'Act'), M/s. Singhi & Co., Chartered Accountants, have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and rules made thereunder. Further, the Bank has also received an eligibility certificate from M/s. Singhi & Co., Chartered Accountants in Form-B as prescribed under the aforesaid RBI Guidelines. They have also been subject to peer review by ICAI.

M/s. Singhi & Co., founded by the Late R.C. Singhi, a Chartered Accountant from the United Kingdom, is the Indian member of

Moore Global Network Limited, which is one of the world's leading networks of independently owned and managed accounting and business advisory firms, committed to provide exceptional client service. For the last eight decades, Singhi & Co. has been consistently providing high quality services in the fields of Assurance, Risk Consulting & Internal Audit, Corporate Finance, Tax, Outsourcing and Management Consulting. The firm has also set up strong service verticals in the areas of Valuation, Insolvency and Bankruptcy Code, Forensics and Cross Border Advisory.

M/s. Singhi & Co., Chartered Accountants and M M Nissim & Co. LLP, shall act as Joint Statutory Auditors of the Bank until the conclusion of the 10th AGM respectively, at an audit fee of ₹1,17,00,000 (Rupees One Crore and Seventeen Lakh Only) per annum, as may be allocated by the Bank between the Joint Statutory Auditors, and as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, and additionally Certification Fees, out of pocket expenses, outlays and taxes as applicable. The Board/ACB shall have the power to alter and vary the terms and conditions of appointment and remuneration, including allocation of overall audit fees between the Joint Statutory Auditors depending upon their respective scope of work and/or 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 between the Bank and the said Joint Statutory Auditors. The remuneration paid to the Joint Statutory Auditors will be disclosed in the Report on Corporate Governance as well as the Annual Financial Statement of the Bank.

Approval of RBI has already been received for appointment of M M Nissim & Co. LLP, Chartered Accountants (FRN 107122W/W100672) and M/s Singhi & Co, Chartered Accountants (FRN 302049E) as the Joint Statutory Auditors of the Bank for the year 2022-23 for their second year and first year, respectively.

Since the appointment of M/s. Singhi & Co., Chartered Accountants as the Joint Statutory Auditors is proposed, in place of retiring auditors Deloitte Haskins & Sells as per the provisions of the RBI Guidelines, and the existing Statutory Auditors, M. M. Nissim & Co. LLP, shall act as the Joint Statutory Auditors with them, no special notice is required under Section 140(4) of the Act for moving resolution no. 3 of this notice.

Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out at Item No. 3 of this Notice.

None of the Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4:

In terms of the provisions of Article 117(a) of the Articles of Association ('AoA') of the Bank, Bandhan Financial Holdings Limited, being the Non-Operating Financial Holding Company ('NOFHC' / 'Promoter') nominated Ms. Divya Krishnan (DIN: 09276201) as Nominee of NOFHC on the Board of the Bank by

withdrawing the name of Mr. Ranodeb Roy (DIN: 00328764). The Board of Directors (the '**Board**') at its meeting held on May 11, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee ('**NRC**'), approved the appointment of Ms. Divya Krishnan (DIN: 09276201) as an Additional Non-Executive Non-Independent Director [Nominee of Bandhan Financial Holdings Limited ('**BFHL**' or '**NOFHC**'), promoter of the Bank] on the Board of the Bank, effective May 11, 2022, in place of Mr. Ranodeb Roy (DIN: 00328764), Non-Executive Non-Independent Director of the Bank. Pursuant to the provisions of Section 161 of the Act and Regulation 17(1C) of the SEBI LODR, Ms. Krishnan would hold office as an Additional Director of the Bank, upto the date of the ensuing AGM of the Bank or upto three months from the date of her appointment, whichever is earlier, and is eligible for appointment. In terms of Section 160(1) of the Act, the Bank has received a notice in writing from a Member proposing the candidature of Ms. Divya Krishnan for the office of Director of the Bank. Ms. Krishnan has furnished consent/declarations for appointment as required under the Act and the Rules made thereunder including the declaration that she is not disqualified from being appointed as a Director.

The NRC has assessed and determined that Ms. Divya Krishnan is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the RBI and that she fulfils the conditions specified in the Act and the relevant Rules made thereunder, the SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Ms. Krishnan is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended her appointment to the Board.

The Board of Directors of the Bank, had recommended the appointment of Ms. Divya Krishnan (DIN: 09276201) as a Non-

Executive Non-Independent Director [Nominee of BFHL] on the Board of the Bank, liable to retire by rotation, with effect from May 11, 2022, to the Members of the Bank at this Annual General Meeting.

Ms. Krishnan's appointment is in compliance with the provisions of Section 10A of the BR Act, in particular, on account of her having the requisite experience/expertise in the area of finance and investment banking as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from her rich experience.

Brief profile of Ms. Krishnan and relevant details in terms of Regulation 36(3) of SEBI LODR and the Secretarial Standard on General Meetings ('**SS-2**') are provided as under:

Ms. Divya Krishnan is a finance and investment banking professional and currently a visiting faculty at Ashoka University. Ms. Krishnan was formerly Chief Investment Officer ('**CIO**') and Head of Investment at SBI Mutual Fund. Prior to becoming CIO, Ms. Krishnan worked as a fund manager at SBI Funds. Post her voluntary exit from SBI in 2001, Ms. Krishnan has served as a consultant to a number of leading non-profits and NGOs. She worked closely with non-profit institutions, catalyzing growth through impactful programs. She has been an invitee as Scholar-in-Residence by a leading private University in the US, guiding students to effectively support developmental initiatives in India.

Ms. Krishnan was a member of the Working Group on Disabilities to develop the 12th Five Year Plan for the local state government. She has also served as a volunteer teacher for slum children in Mumbai and for primary school children in Hong Kong and in Trivandrum. Ms. Krishnan, did her MBA at IIM Ahmedabad, and was awarded a prestigious industry scholarship for outstanding scholastic achievement during her time there. Ms. Krishnan is an alumna of Shri Ram College of Commerce, Delhi and La Martiniere School, Kolkata.

Age	54 Years
Qualification	MBA from IIM, Ahmedabad
Date of Appointment on Board	May 11, 2022
Nature of her expertise in specific functional areas	Finance and Investment Banking
Other Directorship	Listed Companies: Nil Unlisted Companies: Bandhan Financial Holdings Limited
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship / Membership of Committees in other companies	Bandhan Financial Holdings Limited: Corporate Social Responsibility Committee- Chairperson Audit Committee- Member
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Ms. Krishnan does not hold any equity shares in the Bank, neither she holds any equity shares of the Bank as a beneficial owner
No. of board meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Appointment as a Non-Executive Non-Independent Director [Nominee of BFHL], liable to retire by rotation, effective May 11, 2022. Ms. Krishnan will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, from the date of her appointment, on proportionate basis.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends the appointment of Ms. Divya Krishnan (DIN: 09276201) as a Non-Executive Non-Independent Director [Nominee of BFHL] on the Board of the Bank, effective May 11, 2022, liable to retire by rotation, by way of an ordinary resolution, as set out at Item No. 4 of this Notice.

Save and except Ms. Krishnan and her relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5:

The Board of Directors (the '**Board**') of the Bank at its meeting held on June 15, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee ('**NRC**'), approved the appointment of Mr. Philip Mathew (DIN: 09638394) as an Additional Director (Independent) of the Bank effective June 15, 2022. Pursuant to the provisions of Section 161 of the Act and Regulation 17(1C) of the SEBI LODR, Mr. Mathew can hold office as an Additional Director of the Bank, upto the date of the ensuing AGM of the Bank or upto three months from the date of his appointment, whichever is earlier, and is eligible for appointment. In terms of Section 160(1) of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Philip Mathew for the office of Director of the Bank. Mr. Mathew has furnished consent/declarations for appointment as required under the Act and the Rules made thereunder including the declaration that he is not disqualified from being appointed as a Director.

The NRC has assessed and determined that Mr. Mathew is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the RBI and that he fulfils the conditions specified in the Act and the relevant Rules made thereunder, the SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Mr. Mathew is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended his appointment to the Board.

The Bank has received the declaration from Mr. Mathew to the effect that he fulfils all criteria of independence stipulated in the Act and the SEBI LODR and inclusion of his name in the independent director's databank. In the opinion of the Board, Mr.

Mathew is independent of the management of the Bank and fulfils the conditions specified in Section 149(6) of the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR for his appointment as an Independent Director. Further, the Board is also of the opinion that Mr. Mathew is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Mr. Mathew's appointment 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 human resources and banking as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

Brief profile of Mr. Mathew and relevant details in terms of Regulation 36(3) of SEBI LODR and the SS-2 are provided as under:

Mr. Philip Mathew, a HR practitioner, has almost 30 years of work experience. He left HDFC Bank as the Chief People Officer in 2018 after his association of around 16 years. During his tenure at HDFC Bank, he was involved in various HR related initiatives, such as, successful transition to a cloud-based enterprise-wide HR application, amongst the first to adopt the new governance and risk management standards set by Compensation Guidelines by RBI, implementation of HR metrics, recognition as 'Best Employer' in the BT Survey in 2016, etc., and with regard to training and development, online learning, revisiting instructional design and systematic measurement of training effectiveness of designated programmes.

His experience as a HR practitioner spans across organisations involved in manufacturing and financial services. His career journey has been through the entire landscape of HR with significant depth. He was Plant HR In-charge at Rallis India Ltd and Marico Industries Ltd, Project Lead for roll-out of new PMS at ANZ Grindlays Bank, a brief corporate stint at Colgate-Palmolive before becoming Head HR at Sharekhan.com and thereafter, moved to HDFC Bank in 2002, where he started as AVP- HR Operations and grew to become the Chief People Officer for HDFC Bank. Currently, he is associated with development of HR related solutions.

Mr. Mathew is M.A (PM & IR) from the Tata Institute of Social Sciences and B.Sc. (Statistics) from the Loyola College.

Age	59 years
Qualification	B.Sc., MA (PM & IR)
Date of Appointment on Board	June 15, 2022
Nature of expertise in specific functional areas	Human Resources and Banking
Other Directorship	None
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship / Membership of Committees in other companies	Not Applicable
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Philip Mathew does not hold any equity shares in the Bank, neither he holds any equity shares of the Bank as a beneficial owner.

No. of board meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Appointment as an Independent Director, not liable to retire by rotation, for a period of three years effective June 15, 2022. Mr. Philip Mathew will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, from the date of his appointment till the end of his proposed tenure, on proportionate basis.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends the appointment of Mr. Philip Mathew (DIN: 09638394) as an Independent Director of the Bank, for a period of three years, effective June 15, 2022, not liable to retire by rotation, by way of a special resolution, as set out at Item No. 5 of this Notice.

Save and except Mr. Mathew and his relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Item No. 6:

The Board of Directors (the '**Board**') of the Bank at its meeting held on July 13, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee ('**NRC**'), approved the appointment of Dr. Aparajita Mitra (DIN: 09484337) as an Additional Director (Independent) of the Bank effective July 13, 2022. Pursuant to the provisions of Section 161 of the Act and Regulation 17(1C) of the SEBI LODR, Dr. Mitra can hold office as an Additional Director of the Bank, upto the date of the ensuing AGM of the Bank or upto three months from the date of her appointment, whichever is earlier, and is eligible for appointment. In terms of Section 160(1) of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Dr. Aparajita Mitra for the office of Director of the Bank. Dr. Mitra has furnished consent/declarations for appointment as required under the Act and the Rules made thereunder including the declaration that she is not disqualified from being appointed as a Director.

The NRC has assessed and determined that Dr. Mitra is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the RBI and that she fulfils the conditions specified in the Act and the relevant Rules made thereunder, the SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Dr. Mitra is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended her appointment to the Board.

The Bank has received the declaration from Dr. Mitra to the effect that she fulfils all criteria of independence stipulated in the Act and the SEBI LODR and inclusion of her name in the independent director's databank. In the opinion of the Board, Dr. Mitra is independent of the management of the Bank and fulfils the conditions specified in Section 149(6) of the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR for her appointment as an Independent Director. Further, the Board is also of the opinion that Dr. Mitra is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Dr. Mitra's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 ('**BR Act**'), in particular, on account of her having the requisite experience/expertise in the area of agriculture and rural economy as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from her rich experience.

Brief profile of Dr. Mitra and relevant details in terms of Regulation 36(3) of SEBI LODR and the SS-2 are provided as under:

Dr. Aparajita Mitra, a Doctorate in Agriculture (Dept. of Plant Molecular and Cellular Biology, Bose Institute), has extensive experience and expertise of more than three decades in the field of agricultural sciences. She has done extensive research and published articles in the field of commercial micropropagation of Horticulture/tree and medicinal species, DNA extraction and sequencing, DNA fingerprinting (plants), gel electrophoresis, protein and isozyme analysis, etc. Dr. Mitra is a recipient of the CSIR Fellowship and the 'Women Scientist Award' from the Department of Science and Technology, Government of India, 2005 for the project "Identification of Disease Resistant Genetic Markers in Bamboo Spp."

She has also guided various postgraduate students from well-known universities on their projects in the domain of Plant Tissue culture part. She has been associated with various organizations, such as:

- Director on the Board of Uncarbon Private Limited (since February 2022)
- Director and Editor of Artifact, Arts Acre Foundation (since 2021)
- Member, Advisory Board of the DBT Sponsored Post Graduation Diploma- "Quality Assurance Testing of Tissue Culture raised Plant", a DBT (GoI) supported Skill Development Program, Certified by "Life Science Sector: Skill Development Council" at Rama Krishna Mission Vivekananda Centenary College, Rahora, Kolkata.
- Visiting faculty in the Institute of Agricultural Sciences, University of Calcutta (since 2014).
- Tissue Culture Consultant in Pallishree Limited, a Department of Biotechnology ('**DBT**') certified commercial lab, since its inception (since 2011) and R&D-Head, since 2021
- Laboratory and Organic farming consultant in Maple Orgtech Private Limited and Tega Industries Private Limited (since 2016).
- Research officer in The Agri-Horticultural Society of India (2002-2004 and 2008-2020)
- As DST Women Scientist in the Bose Research Institute (2005-2007)

Dr. Mitra is a Ph.D. in Agriculture, M. Tech., (Applied Botany, Dept. of Agricultural Engineering, IIT Kgp) and B.Sc in Botany (Hons), Chemistry and Zoology. She has also done hands on training in cell cloning from National Bureau of Fish Genetic Resources, Lucknow.

Age	63 years
Qualification	Ph.D. in Agriculture, M. Tech.
Date of Appointment on Board	July 13, 2022
Nature of expertise in specific functional areas	Agriculture and Rural Economy
Other Directorship	Listed Companies: Nil Unlisted Companies: Uncarbon Private Limited
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship / Membership of Committees in other companies	None
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Dr. Aparajita Mitra does not hold any equity shares in the Bank, neither she holds any equity shares of the Bank as a beneficial owner.
No. of board meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Appointment as an Independent Director, not liable to retire by rotation, for a period of three years effective July 13, 2022. Dr. Aparajita Mitra will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, from the date of her appointment till the end of her proposed tenure, on proportionate basis.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends the appointment of Dr. Aparajita Mitra (DIN: 09484337) as an Independent Director of the Bank, for a period of three years, effective July 13, 2022, not liable to retire by rotation, by way of a special resolution, as set out at Item No. 6 of this Notice.

Save and except Dr. Mitra and her relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

Item No. 7:

Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) was appointed as an Independent Director of the Bank effective May 08, 2020 for a period of three years. Mr. Tendulkar 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 in the matters of accountancy, finance, information technology and law. The Bank continues to benefit immensely from his leadership and guidance.

In terms of Section 160(1) of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Tendulkar for the office of Director. Mr. Tendulkar has furnished consent/declarations for re-appointment as required under the Act and the Rules made thereunder including the declaration that he is not disqualified from being appointed as a Director. The NRC has assessed and determined that Mr. Tendulkar is a fit and proper person to be re-appointed as an Independent Director, as per the norms prescribed by the RBI, and that he fulfils

the conditions specified in the Act and the relevant Rules made thereunder, SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Mr. Tendulkar is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended his re-appointment to the Board.

The Bank has received the declaration from Mr. Tendulkar to the effect that he fulfils all criteria of independence stipulated in the Act and the SEBI LODR. In the opinion of the Board, Mr. Tendulkar is independent of the management of the Bank and fulfils the conditions specified in Section 149(6) of the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR for his re-appointment as an Independent Director. Further, the Board of the Bank is of the opinion that Mr. Tendulkar 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. Tendulkar, the Board recommends his re-appointment as an Independent Director of the Bank.

Mr. Tendulkar's re-appointment is in compliance with the provisions of Section 10A of the BR Act, in particular, on account of his having the requisite experience/expertise in the area of accountancy, finance, information technology and law as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

Brief profile of Mr. Tendulkar and relevant details in terms of Regulation 36(3) of SEBI LODR and the SS-2 are provided as under:

Mr. Tendulkar is a qualified Chartered Accountant and Company Secretary. He has 41 years of experience in Finance, General Management & Operations in IT, Telecom, Manufacturing industries with American & European based multinational organizations with ability to resolve successfully multi-dimensional, dynamic & challenging issues of companies. He has been an Executive Director of Hewlett Packard Enterprise India Limited for almost 14

years. He was also associated with many IT Companies including Tata Telecom, AT & T, USA, Digital Global Soft, etc. Currently, he is an Independent Director on the Boards of Centrum Capital Limited and Siemens Gamesa Renewable Power Private Limited.

Mr. Tendulkar is the recipient of CFO 100 Roll of Honor in 2012 and 2016 award from 9.9 Media, Best CFO of HP worldwide, CNBC TV 18 CFO awards and many more.

Age	64 Years
Qualification	Chartered Accountant and Company Secretary
Date of Appointment on Board	May 08, 2020
Nature of his expertise in specific functional areas	Accountancy, Finance, Information Technology and Law
Other Directorship	Listed Companies: 1. Centrum Capital Limited Unlisted Companies: 1. Siemens Gamesa Renewable Power Private Limited
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship / Membership of Committees in other companies	Chairmanship: 1. Audit Committee, Siemens Gamesa Renewable Power Private Limited 2. Compliance Committee, Siemens Gamesa Renewable Power Private Limited Membership: 1. Audit Committee, Centrum Capital Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Tendulkar does not hold any equity shares in the Bank, neither he holds any equity shares of the Bank as a beneficial owner.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	Re-appointment as Independent Director, not liable to retire by rotation, for a period of five years effective May 08, 2023. Mr. Tendulkar will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his proposed tenure, on proportionate basis.
Remuneration last drawn	₹21,60,000 (sitting fees for attending Board and Board Committees meetings)

Your Board of Directors, therefore, recommends the re-appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director of the Bank, for the second term of five years effective May 08, 2023, not liable to retire by rotation, by way of a special resolution, as set out at Item No. 7 of this Notice.

Save and except Mr. Tendulkar and his relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Item No. 8:

Mr. Vijay Nautamlal Bhatt (DIN: 00751001) was appointed as an Independent Director of the Bank effective May 08, 2020 for a period of three years. Mr. Bhatt 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 in the matters of audit, accountancy, assurance, finance and law. The Bank continues to benefit immensely from his leadership and guidance.

In terms of Section 160(1) of the Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Bhatt for the office of Director. Mr. Bhatt has furnished consent/declarations for re-appointment as required under the Act and the Rules made thereunder including the declaration that he is not disqualified from being appointed as a Director. The NRC has assessed and determined that Mr. Bhatt is a fit and proper person to be re-appointed as an Independent Director, as per the norms prescribed by the RBI, and that he fulfils the conditions specified in the Act and the relevant Rules made thereunder, SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Mr. Bhatt is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended his re-appointment to the Board.

The Bank has received the declaration from Mr. Bhatt to the effect that he fulfils all criteria of independence stipulated in the Act and the SEBI LODR. In the opinion of the Board, Mr. Bhatt is independent of the management of the Bank and fulfils the

conditions specified in Section 149(6) of the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR for his re-appointment as an Independent Director. Further, the Board of the Bank is of the opinion that Mr. Bhatt 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. Bhatt, the Board recommends his re-appointment as an Independent Director of the Bank.

Mr. Bhatt's appointment is in compliance with the provisions of Section 10A of the BR Act, in particular, on account of his having the requisite experience/expertise in the area of audit, accountancy, assurance, finance and law as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

Brief profile of Mr. Bhatt and relevant details in terms of Regulation 36(3) of SEBI LODR and the SS-2 are provided as under:

Mr. Bhatt is a qualified Chartered Accountant and Bachelors in Law (Gen.). He has over 35 years of experience in large, medium and small Indian and Multinational businesses. Being in the audit profession, he has a good understanding of the business environment, business risks, controls, accounting and financial reporting issues relevant to businesses operating in India. He was with KPMG for over 10 years (Senior Independent Director), with E&Y for 2 years and with R S M & CO., Chartered Accountants for 19 years and few months with Lovelock Lewis. He was associated as a member of various committees of the Institute of Chartered Accountants of India like: Accounting Standard Board, Audit Standard Board, Information Technology Committee, Financial Reporting Review Group, Professional Development Committee of WIRC, Peer Review Committee (extended group) of ICAI and served as a member of Accounting Standard Committee of the Indian Merchants Chamber. Currently, he is on the Board of Qontrac Prints Private Limited and JK Files & Engineering Limited.

Age	63 Years
Qualification	Chartered Accountant, LLB (Gen)
Date of Appointment on Board	May 08, 2020
Nature of his expertise in specific functional areas	Audit, Accountancy, Assurance, Finance and Law
Other Directorship	Listed Companies: Nil Unlisted Companies: 1. JK Files & Engineering Limited 2. Qontrac Prints Private Limited
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship / Membership of Committees in other companies	Chairmanship: 1. Audit Committee, JK Files & Engineering Limited Membership: 1. Risk Management Committee, JK Files & Engineering Limited 2. Stakeholders' Relationship Committee, JK Files & Engineering Limited 3. Corporate Social Responsibility Committee, JK Files & Engineering Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Bhatt does not hold any equity shares in the Bank, neither he holds any equity shares of the Bank as a beneficial owner.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	Re-appointment as Independent Director, not liable to retire by rotation, for a period of five years effective May 08, 2023. Mr. Bhatt will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his proposed tenure, on proportionate basis.
Remuneration last drawn	₹24,45,000 (sitting fees for attending Board and Board Committees meetings)

Your Board of Directors, therefore, recommends the re-appointment of Mr. Vijay Nautamlal Bhatt (DIN: 00751001) as an Independent Director of the Bank, for the second term of five years effective May 08, 2023, not liable to retire by rotation, by way of a special resolution, as set out in Item No. 8 of this Notice.

Save and except Mr. Bhatt and his relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice.

Item No. 9:

In terms of the RBI Guidelines dated April 26, 2021 on 'Corporate Governance in Banks- Appointment of Directors and Constitution of Committees of the Board' ('**RBI Guidelines**'), in addition to sitting fees and expenses related to attending meetings of the Board and its committees as per extant statutory norms/ practices, the Bank may provide for payment of compensation to non-executive directors in the form of a fixed remuneration commensurate with an individual director's responsibilities and demands on time and

which are considered sufficient to attract qualified competent individuals, however, such fixed remuneration for a Non-Executive Director including independent directors, other than the Chair of the board, shall not exceed ₹ 20,00,000 per annum.

Pursuant to the RBI Guidelines, and considering the amount of time and effort devoted by the non-executive directors (**NEDs**), providing professional expertise in their respective fields of specialization while discharging their duties as a member of the Board and the critical roles that they are playing in the effective functioning of the Board Committees, and considering the nature and complexity of the banking business, the Nomination and Remuneration Committee and the Board of Directors have recommended payment of compensation in the form of fixed remuneration of upto ₹ 12,00,000 per annum per NED, other than the Part-time Non-Executive Chairperson with effect from April 01, 2022 onwards for a period of three years.

In terms of the provisions of Regulation 17(6) of the SEBI LODR, the Board shall recommend all fees or compensation, if any, paid to NEDs, including independent directors and shall require approval of shareholders in general meeting. Further, in terms of Section 197 of the Act, except with the approval of the shareholders in general meeting by a special resolution, any remuneration payable to directors who are neither managing directors nor whole-time directors shall not in aggregate exceed one per cent of the net profits of the company, if there is a managing or whole time director or manager.

Accordingly, subject to the aforesaid, the approval of the Members of the Bank is hereby sought for payment of fixed remuneration of upto ₹ 12,00,000 per annum per NED, other than the Part-time Non-Executive Chairperson, with effect from April 01, 2022, for a period of three years, subject to review by the Board from time to time, or any other or different limits as may be applicable under law / relevant RBI guidelines, from time to time, in addition to payment of sitting fees and reimbursement of out of pocket expenses for attending the Board and Committee meetings. The fixed remuneration will be paid at such frequency as may be decided by the Board, which should be proportionate to the tenure of the NEDs during a financial year.

As per the Secretarial Standard on General Meetings, the required details of the NEDs who are entitled for fixed remuneration are annexed to this Notice, except for NEDs whose details are already captured in the explanatory statement to the Notice.

Your Board of Directors, therefore, recommends the fixed remuneration of NEDs except Part-time Non-Executive Chairperson, by way of an ordinary resolution, as set out at Item No. 9 of this Notice.

Save and except the NEDs and their relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice.

Item No. 10:

Re-appointment of Mr. Chandra Shekhar Ghosh, Managing Director & CEO of the Bank (**'MD&CEO'**), for a period of three years, effective July 10, 2021 has been approved by RBI, and the Members of the Bank at the 7th AGM held on

August 06, 2021. While seeking the approval of Members for re-appointment of the MD&CEO, it was informed that the proposal for the compensation of the MD & CEO for the FY 2021-22 will be placed before the Members, after the approval of RBI is received for the compensation of the MD & CEO for FY 2020-21. The remuneration of the MD&CEO for FY 2020-21, as approved by the Members at the 7th AGM, was subsequently approved by the RBI.

Accordingly, resolution at Item No. 10 of this Notice seeks the approval of the Members for the remuneration of the MD&CEO for FY 2021-22, on the following terms and conditions:

A. Fixed Pay and Perquisites (per annum)

Sr. No.	Particulars	Amount in ₹
1	Basic Pay	1,80,00,000
2	House Rent Allowance	68,00,000
3	Retirals (Provident Fund and Gratuity)	30,25,800
4	Perquisites (perquisites value includes insurance, club membership, medical expenses, uses of cars, phones related expenses, books and periodicals, entertainment and traveling expenses, leave travel allowance, etc.)	22,00,000
Total Fixed Pay and Perquisites		3,00,25,800

B. Variable Pay (cash and non-cash components) for Financial Year 2021-22

Sr. No.	Particulars	Amount in ₹
1	Cash Component	Nil
2	Non-cash component (Black Scholes value of Employee Stock Options)	3,25,58,400
Total Variable Pay		3,25,58,400

- The stock options will be vested over a period of 4 years proposed as per the Bank's ESOP Plan Series I. Vesting will be subject to achievement of a minimum performance rating of "4" in the year of vesting failing which the Options to be vested in that year of vesting will be cancelled.
- The representative set of situations provided in the Bank's Compensation Policy for invocation of malus and clawback clauses shall be applicable on the entire variable pay.

Pursuant to approval of RBI, no increase in the fixed pay of the MD & CEO for FY 2021-22 has been proposed. Further, considering the Bank's performance on the financial metrics and on the basis of the recommendation of the NRC, the Board recommended that variable pay of MD & CEO for FY 2021-22 would include only non-cash component, which is subject to prior-approval of RBI. The proposed revision in the remuneration of the MD & CEO is in line with the Compensation Policy of the Bank and for overall performance assessment of the MD & CEO, Balanced Score Card (**'BSC'**) is used. Further details are provided in the Report on Corporate Governance and financial statements forming part of Annual Report for FY 2021-22.

The required details of the MD & CEO as per Secretarial Standard on General Meetings are annexed to this Notice.

Your Board of Directors, therefore, recommends the remuneration of Mr. Chandra Shekhar Ghosh, Managing Director & CEO of the Bank for FY 2021-22, by way of an ordinary resolution, as set forth at Item No. 10 of this Notice.

Save and except Mr. Ghosh and his relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice.

Item No. 11:

As per the provisions of Section 188 of the Companies Act, 2013 (“**Act**”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, in terms of the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm’s length basis and in the ordinary course of business.

As per Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI LODR, effective April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity and any person or entity forming a part of the promoter or promoter group of the listed entity will be considered as ‘related party transactions’ (“**RPT**”), and as ‘material related party transactions’, if the transaction to be entered into individually or

taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10 per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Bank, during the ordinary course of its banking business, enters into certain transactions with its related parties (“**RPs**”), which would include the current account (“**CA**”) / saving account (“**SA**”) transactions, fixed deposits, payment of interest, banking charges for various services and facilities or any other banking services. Although the fixed deposit transactions are exempt from the RPTs under SEBI LODR, there are possibilities that the CA transactions of the promoter entities with the Bank might exceed ₹1,000 crore during a financial year. Therefore, it is required to seek the prior approval of the shareholders of the Bank for CA transactions. In addition to the CA transactions, the Bank may charge to the promoter entities for the normal banking services provided by the Bank to them.

Further, SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, clarified that the Member’s approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. Hence, it is also proposed to seek approval of the Members for the below mentioned transactions at this AGM in order to have the resolution valid till next AGM.

In view of the above, approval of the Members is sought for the following:

Sl. No.	Description	Details
1.	Name of the related party(ies) and relationship	Promoter Entities of Bandhan Bank Limited: a. Bandhan Financial Holdings Limited (“ BFHL ”); b. Bandhan Financial Services Limited (“ BFSL ”); c. Financial Inclusion Trust (“ FIT ”); and d. North East Financial Inclusion Trust (“ NEFIT ”)
2.	Name of the director or key managerial personnel who is related, if any	Ms. Divya Krishnan (Nominee of BFHL) is on the Board of the Bank as well as BFHL.
3.	Nature of concern or interest of the related party (financial/otherwise)	Financial
4.	Nature and particulars of the transactions	Current Account Deposits / Transactions
5.	Monetary value of transactions	With regard to Current Account Deposits / Transactions, the value of the transaction is not determinable, since once a Current Account is opened, a bank cannot legally stop amounts coming into the customer’s account and it is entirely up to the discretion of the customer how much amount it seeks to place into the deposit.
6.	Material Terms	The terms would be as per the policy of the Bank or as may be prescribed by RBI from time to time. However, no interest is paid by banks on current account balance maintained by a customer. The Bank levies normal bank charges from the current account customers for various services. Further, the Bank also pays interest on the term deposits, if any, made by the promoter entities with the Bank, on the terms as applicable to other unrelated parties.
7.	Tenure of the transaction(s)	Tenure shall depend on the discretion of the customer
8.	Justification for why the transaction is in the interest of the Bank	These transactions are done in furtherance of the banking business of the Bank with its customers, which may include Related Parties of the Bank.

Sl. No.	Description	Details
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the Bank or its subsidiary	Not Applicable
10.	Valuation or other external report	Not applicable for the said transaction
11.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT	Not applicable, as the amounts cannot be determined

The maximum balance at any day, during FY 2022-23 and for the next financial year (until the holding of 9th Annual General Meeting of the Bank), between the Bank on one side and promoter entities, as mentioned above, individually on the other side, may exceed the threshold of 'material related party transactions' under the SEBI LODR, i.e., ₹1,000 crore or 10 per cent. of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, for each such Party. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Bank.

Based on the information on the transactions as provided above, the Audit Committee has approved entering into the said transactions and the Board of the Bank has recommended for the approval of the Members, the resolution set out at Item No. 11 of this Notice, by way of an ordinary resolution.

The Members may please note that in terms of provisions of the SEBI LODR, no related party shall vote to approve the Ordinary Resolution at Item No. 11 of this Notice.

Bandhan Financial Holdings Limited ('**BFHL**'), promoter of the Bank holds 64,41,15,857 shares in the Bank representing 39.99 per cent. of the paid-up voting equity capital of the Bank. Other than BFHL, no other promoter entities is holding any equity shares of the Bank.

Your Board of Directors, therefore, recommends the passing of the ordinary resolution as set out at Item No. 11 of this Notice.

Except Ms. Divya Krishnan (being a common director on the Board of the Bank and BFHL), none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of this Notice.

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

Indranil Banerjee
Company Secretary
FCS No.: 9917

Place: Kolkata
Date: July 13, 2022

ANNEXURE TO ITEM NOS. 9 TO 10 OF THE NOTICE

[Pursuant to Regulation 36(3) of the SEBI LODR and Secretarial Standard on General Meetings]

Dr. Holger Dirk Michaelis (DIN: 07205838):

Dr. Holger Dirk Michaelis	Nominee Director (Caladium Investment Pte. Ltd. – Equity Investor)
Age	52 Years
Qualification	An economist and holds a doctorate degree in Economics from WHU Koblenz, Germany and Business Administration (Finance) from UT Austin, USA
Date of Appointment on Board	February 12, 2016
Brief Resume including Experience	Dr. Michaelis is currently a Senior Vice President of GIC Private Equity & Infrastructure (PE&I) Singapore office, overseeing GIC's direct investments into financial sector companies globally. He has extensive experience in private equity and as a strategic adviser to financial services companies. Previously, he was a Partner and the Managing Director at the Boston Consulting Group where he worked in Germany and China. He advised clients in corporate and investment banking, transaction banking, retail banking, insurance and asset management on topics of strategic relevance including corporate and business line strategies, organisation, operations, IT and risk management.
Nature of his expertise in specific functional areas	Risk Management, Finance and Economics
Other Directorship	None
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	Not Applicable
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank <i>(including shareholding as a beneficial owner)</i>	Dr. Holger does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	Re-appointment as Nominee Director, liable to retire by rotation. Dr. Holger will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022.
Remuneration last drawn	₹12,60,000 <i>(sitting fees for attending Board meetings)</i>

Mr. Chandra Shekhar Ghosh (DIN: 00342477):

Mr. Chandra Shekhar Ghosh	Managing Director & Chief Executive Officer
Age	61 years
Qualification	M. Sc. in Statistics. Attended the HBS-ACCION programme on Strategic Leadership at Harvard Business School in April 2006. Completed a Certification Programme in IT & Cyber Security conducted by Institute for Development and Research in Banking Technology (IDRBT), established by RBI
Date of Appointment on Board	December 23, 2014 and as the MD & CEO effective July 10, 2015
Brief Resume including Experience	<p>Mr. Ghosh has been one of the foremost proponents of microfinance in India. He has more than 30 years of experience in the microfinance and development spaces. He founded Bandhan in 2001 as a not-for-profit enterprise that stood for financial inclusion and women empowerment through sustainable livelihood creation. He was on the forefront of its transformation into an NBFC-MFI and finally a universal bank in August 2015. Under his leadership, the Bank has successfully completed its Initial Public Offering (IPO), merger of GRUH Finance Limited and within six years of its operation, the balance sheet size of the Bank has crossed a landmark of ₹1 lakh crore. The Total Liabilities (including capital and reserves) of the Bank stood at ₹1,38,866.54 crore and the Total Advances (Net) at ₹93,974.92 crore whereas banking outlets increased to 5,639 as on March 31, 2022. As on March 31, 2022, the employee strength of the Bank reached 60,211 employees whereas the Bank had 2.63 crore customers. Under his guidance, the Bank has been consistently growing with focus on financial inclusion and prudent governance. In order to support the consistent growth of the Bank during the difficult times of COVID-19 pandemic, necessary steps have been taken to maintain the quality of assets with growth in books. Although, this financial year was difficult year for the Bank, it ended on a good note registering best ever quarterly results for the Bank.</p> <p>Mr. Ghosh is the former President of Bengal Chamber of Commerce & Industry (BCC&I) and the former Chairman of CII, Eastern Region. He is also a member of the Managing Committee of Indian Banks' Association (IBA) and a member of the Corporate Governance Council, CII. He co-chairs the Financial Inclusion Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). Further, he is a member of the Committee on Micro, Small and Medium Enterprises (MSME) sector, Government of West Bengal, along with being a member of the College Advisory Committee (CAC) in CAB, Pune. He has also been a distinguished invitee on the Council of Management, AIMA. Mr. Ghosh was elected as the 'Senior Ashoka Fellow' in 2007 by Ashoka Foundation (social entrepreneurship award).</p>
Nature of his expertise in specific functional areas	Financial Services (Micro Finance Sector), Medium & Small-Scale Industry, Banking, Finance and Business Management
Other Directorship	None
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	Not Applicable
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Ghosh holds 16,24,436 equity shares in the Bank (not holding any equity shares of the Bank as a beneficial owner).
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	Remuneration as proposed in item no. 10 of this Notice
Remuneration last drawn	Remuneration details provided in the Report on Corporate Governance forming part of Annual Report for FY 2021-22.

Dr. A. S. Ramasastrri (DIN: 06916673):

Dr. A. S. Ramasastrri	Independent Director
Age	65 Years
Qualification	M.Sc. (Statistics), Ph.D. in finance and attended Advanced Management Programmes at the University of Oxford and Kellogg School of Management.
Date of Appointment on Board	August 08, 2018
Brief Resume including Experience	Dr. Ramasastrri is widely known for his commendable domain knowledge in Banking technologies such as cybersecurity, analytics, Cloud computing, and payment systems, in addition to his other areas of expertise. He was the Director of the Institute for Development and Research in Banking Technology ('IDRBT') from 2014-2020. Prior to joining the IDRBT, he was the Chief General Manager-in-charge of the Department of Information Technology at RBI. In the RBI, he had spearheaded many important projects, including the implementation of the Next Generation RTGS, adoption of XBRL and ISO 20022, and preparation of the IT Vision of RBI from 2011-17. He has authored two books titled 'Quantitative Methods for Valuation of Assets' and 'Quantitative Methods for Banking and Finance'. He had also guided the Bank of Mauritius, Bank of Malaysia and Bank of Uganda on the implementation of Data Warehouse, XBRL, etc., and delivered talks on standards and technology for data reporting at the International Monetary Fund and Bank of International Settlements.
Nature of his expertise in specific functional areas	Information Technology, Payment & Settlement Systems, Finance and Banking
Other Directorship	Listed Company: Nil Unlisted Company: Telangana Industrial Health Clinic Limited
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	Nil
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Dr. Ramasastrri does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Dr. Ramasastrri is eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his tenure, on proportionate basis.
Remuneration last drawn	₹23,55,000 (sitting fees for attending Board and Committee meetings)

Mr. Ranodeb Roy (DIN: 00328764):

Mr. Ranodeb Roy	Non-Executive Non-Independent Director (up to May 11, 2022)
Age	54 Years
Qualification	MBA from IIM, Ahmedabad with a Major in Finance and Marketing and received Bachelor of Technology in Computer Science & Engineering from IIT, Kanpur
Date of Appointment on Board	July 26, 2016
Brief Resume including Experience	He has significant experience in the banking and finance sector. He is the founder of RV Capital Management Private Limited and is currently the Chief Executive Officer of its asset management company. He started his career with Bank of America 1992 in Mumbai. He has worked at Merrill Lynch and at Morgan Stanley as a Managing Director in the fixed income division. Currently, he is also on the Board of Bandhan Financial Holdings Limited.

Nature of his expertise in specific functional areas	Banking and Finance
Other Directorship	Listed Companies: Nil Unlisted Companies: Bandhan Financial Holdings Limited
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	None
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank <i>(including shareholding as a beneficial owner)</i>	Mr. Roy does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	Being a Non-Executive Non-Independent Director up to May 11, 2022, Mr. Roy was paid sitting fees and reimbursed expenses for attending the Board and Committee meetings and he will be eligible for fixed remuneration as may be approved by the Board and Members, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his tenure on May 11, 2022, on proportionate basis.
Remuneration last drawn	₹24,45,000 <i>(sitting fees for attending Board and Committee meetings)</i>

Mr. Santanu Mukherjee (DIN: 07716452):

Mr. Santanu Mukherjee	Independent Director
Age	65 Years
Qualification	B. Sc. (Honours) and CAIIB
Date of Appointment on Board	January 07, 2019
Brief Resume including Experience	Mr. Mukherjee is the former Managing Director of the erstwhile State Bank of Hyderabad, an associate bank of the country's largest lender - State Bank of India. He has four decades of experience in the fields of banking, treasury, finance, risk management, etc. in various capacities. From 2013 to mid of 2014, he was acting as Chief General Manager of State Bank of Bikaner and Jaipur. He has also worked as a Chief Executive Officer of State Bank of India, Paris from 2004 to 2008. He joined as a probationary officer and carried out important domestic and overseas assignments in the SBI Group.
Nature of his expertise in specific functional areas	Banking, Finance, Treasury and Risk Management
Other Directorship	Listed Companies: 1. Suven Life Sciences Limited 2. Sumedha Fiscal Services Limited 3. Rainbow Children's Medicare Limited Unlisted Companies: 1. Muthoot Housing Finance Company Limited 2. Fairmoney Financial Services Private Limited 3. Fairmoney Technology Private Limited 4. Rainbow Speciality Hospitals Private Limited
Listed entities from which the person has resigned in the past three years	1. Donear Industries Limited 2. Vishnu Chemicals Limited

Chairmanship / Membership of Committees in other companies	<p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Audit Committee, Suven Life Sciences Limited 2. Nomination and Remuneration Committee, Suven Life Sciences Limited 3. Audit Committee, Rainbow Children's Medicare Limited 4. Risk Management Committee, Rainbow Children's Medicare Limited 5. Audit Committee, Rainbow Speciality Hospitals Private Limited <p>Membership:</p> <ol style="list-style-type: none"> 1. Risk Management Committee, Suven Life Sciences Limited 2. Audit Committee, Sumedha Fiscal Services Limited 3. Nomination and Remuneration Committee, Sumedha Fiscal Services Limited 4. Compensation Committee, Sumedha Fiscal Services Limited 5. Audit Committee, Muthoot Housing Finance Company Limited 6. Nomination and Remuneration Committee, Muthoot Housing Finance Company Limited 7. Nomination and Remuneration Committee, Rainbow Children's Medicare Limited 8. Corporate Social Responsibility Committee, Rainbow Children's Medicare Limited 9. Nomination and Remuneration Committee, Rainbow Speciality Hospitals Private Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Mukherjee does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Mukherjee is eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his tenure, on proportionate basis.
Remuneration last drawn	₹34,80,000 (sitting fees for attending Board and Committee meetings)

Mr. Snehomoy Bhattacharya (DIN: 02422012):

Mr. Snehomoy Bhattacharya	Independent Director (up to July 08, 2022)
Age	69 Years
Qualification	B. Sc. (Honours) and ICWA
Date of Appointment on Board	July 09, 2015
Brief Resume including Experience	<p>Mr. Bhattacharya has 36 years of experience in the banking industry. He served as a Director on the Board of Axis Private Equity Limited. Subsequently, he was an adviser to Axis Bank on Leadership Development and Talent Management.</p> <p>He started his career with State Bank of Bikaner and Jaipur as Probationary Officer and reached the level of Chief Manager, International Banking. Thereafter, he moved to Axis Bank as Asst. General Manager and held various positions including that of the Executive Director (Corporate Affairs), where he oversaw the functioning of the human resources, compliance, internal audit, legal, corporate communications and corporate infrastructure departments. He was also the Head of Human Resources, and the Chairman of the Audit Committee of Executives at Axis Bank.</p> <p>Mr. Bhattacharya is a Science graduate from the University of Calcutta and is a qualified Cost Accountant from The Institute of Cost and Works Accountants of India.</p>
Nature of his expertise in specific functional areas	Banking, Human Resource and Law
Other Directorship	<p>Listed Companies: Nil</p> <p>Unlisted Companies: Nil</p>
Listed entities from which the person has resigned in the past three years	None

Chairmanship / Membership of Committees in other companies	Not Applicable
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Bhattacharya does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	08/14
Terms and conditions of appointment or re-appointment including remuneration	Being an Independent Director up to July 08, 2022, Mr. Bhattacharya was paid sitting fees and reimbursed expenses for attending the Board and Committee meetings, as applicable, and he will be eligible for fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his tenure on July 08, 2022, on proportionate basis.
Remuneration last drawn	₹14,40,000 (sitting fees for attending Board and Committee meetings)

Mr. Subrata Dutta Gupta (DIN: 08767943):

Mr. Subrata Dutta Gupta	Independent Director
Age	68 Years
Qualification	M.A. (Economics)
Date of Appointment on Board	March 19, 2021
Brief Resume including Experience	<p>Mr. Gupta has a rich experience of more than 35 years in Asset-based Financing, with 20 years dedicated to the Mortgage industry in India and 11 years to Development Finance. His domain expertise has been in investment and advisory services related to the mortgage industry, covering areas like strategic planning, business plan, underwriting and policy formulation. He has an extensive experience in mentoring the workforce at startups in the Housing Finance sector, grooming and upskilling them on lending to the informal and low income borrowers, including developing business plans and data analytics platforms.</p> <p>Mr. Gupta worked at the International Financial Corporation ('IFC'), World Bank Group for more than a decade from 2005 to 2019 and retired as the Principal Financial Officer of IFC. During his stint at IFC, he worked in South Asia, South East Asia, and Central Asia. He has also been associated with BHW Birla Home Finance as the Managing Director.</p>
Nature of his expertise in specific functional areas	Economics, Housing and Mortgage finance
Other Directorship	Listed Companies: Nil Unlisted Companies: Joyville Shapoorji Housing Private Limited
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	None
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner)	Mr. Dutta Gupta does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Dutta Gupta is eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his tenure, on proportionate basis.
Remuneration last drawn	₹26,55,000 (sitting fees for attending Board and Committee meetings)

Mr. Suhail Chander (DIN: 06941577):

Mr. Suhail Chander	Independent Director
Age	63 Years
Qualification	B.A. (Hons.) Economics, Chartered Accountant
Date of Appointment on Board	March 19, 2021
Brief Resume including Experience	<p>Mr. Chander is a veteran Banker. He has 38 years of rich experience in Banking Operations, Trade Finance, Retail and Wholesale Banking. His extensive experience covers the entire gamut from retail, microfinance, small and medium enterprise, mid-sized corporates, large corporates and Investment Banking.</p> <p>Mr. Chander started his professional journey in banking as a trainee at Grindlays Bank in 1983. He then held various senior positions at ABNAMRO Bank NV in India, Indonesia and Singapore. Thereafter, Mr. Chander joined IndusInd Bank's core management team and retired in March 2020 from there as the Head of Corporate and Institutional Banking.</p>
Nature of his expertise in specific functional areas	Banking, Risk Management, Accountancy and Finance
Other Directorship	<p>Listed Companies: Nil</p> <p>Unlisted Companies: Canara Robeco Asset Management Company Limited</p>
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	<p>Canara Robeco Asset Management Company Limited:</p> <p>Audit Committee- Member</p> <p>Nomination and Remuneration Committee – Member</p>
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank <i>(including shareholding as a beneficial owner)</i>	Mr. Chander does not hold any equity shares in the Bank, neither he holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Chander is eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of his tenure, on proportionate basis.
Remuneration last drawn	₹32,25,000 <i>(sitting fees for attending Board and Committee meetings)</i>

Ms. T.S. Raji Gain (DIN: 07256149):

Ms. T.S. Raji Gain	Independent Director
Age	60 Years
Qualification	M. Sc. Agricultural Physics
Date of Appointment on Board	August 06, 2015
Brief Resume including Experience	<p>Ms. Gain has recently retired as the Chief General Manager and state in-charge at MP Regional Office of NABARD. She had also held the position of Executive Director at Bankers Institute of Rural Development (BIRD). She has over 34 years' experience in the field of agricultural and rural development. She has worked in various capacities in NABARD where she was involved in capacity building and conducted programmes on organisational and institutional development, microfinance, self-help groups, gender and participatory management. She has been a Faculty Member at the BIRD, Lucknow and Technical Advisor at UP Diversified Agriculture support Program, a World Bank Project.</p> <p>She is a postgraduate in Agricultural Physics from Indian Agricultural Research Institute, New Delhi and holds Certificates on Land Use Management and Climate Finance from World Bank Institute.</p>
Nature of her expertise in specific functional areas	Agriculture and Rural Economy
Other Directorship	Listed Companies: Nil Unlisted Companies: Nil
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	Not Applicable
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank <i>(including shareholding as a beneficial owner)</i>	Ms. Gain does not hold any equity shares in the Bank, neither she holds any equity shares as a beneficial owner of the Bank.
No. of board meetings attended during the year	14/14
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Ms. Gain is eligible for sitting fees and reimbursed expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, since April 01, 2022 till the end of her tenure, on proportionate basis.
Remuneration last drawn	₹16,20,000 <i>(sitting fees for attending Board and Committee meetings)</i>