

Bandhan Bank Limited

CIN: L67190WB2014PLC204622

Registered Office: DN 32, Sector V, Salt Lake, Kolkata – 700091; **Phone:** 91-33-6609 0909;

Head Office: Floors 12-14, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata – 700091;

Website: www.bandhanbank.com; **Email:** investors@bandhanbank.com

NOTICE

Notice is hereby given that the Ninth **ANNUAL GENERAL MEETING** (the '**Meeting**' / '**AGM**') of the Members of Bandhan Bank Limited ('the **Bank**') will be held on **Friday, August 18, 2023 at 11:00 A.M.** Indian Standard Time ('**IST**') through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') to transact the following business(es):

ORDINARY BUSINESS:

1. Consideration and adoption of the Audited Annual Financial Statement of the Bank for the financial year ended March 31, 2023 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 Annual Financial Statement of Bandhan Bank Limited (the '**Bank**') for the financial year ended March 31, 2023, including the Balance Sheet as on that date, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended March 31, 2023 and the Reports of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted."

2. Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2023

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, applicable provisions of the Banking Regulation Act, 1949 and Circular No. DBOD.NO.BP. BC.88/ 21.02.067/2004-05 dated May 04, 2005 and other applicable circulars and guidelines issued by the Reserve Bank of India in this regard, from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], a dividend at the rate of ₹ 1.50 (Rupees One and fifty paise) per equity share having face value of ₹10 (ten) each fully paid-up (i.e. 15%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of Bandhan Bank Limited for the financial year ended March 31, 2023."

3. Appointment of Ms. Divya Krishnan (DIN: 09276201), who retires by rotation as a Director and being eligible, offers herself 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, if any, of the Companies Act, 2013, 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 in this regard, from time to time, the provisions of the Articles of Association and 'Policy on Appointment and Fit & Proper Criteria for Directors' of Bandhan Bank Limited (the '**Bank**'), Ms. Divya Krishnan (DIN: 09276201), Non-Executive Non-Independent Director (Nominee of Bandhan Financial Holdings Limited), who retires by rotation at this Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Bank, liable to retire by rotation."

4. Approval for increase in remuneration of the 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 Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, applicable provisions of the Banking Regulation Act, 1949, '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**'), the applicable provisions of the Securities and Exchange Board of India (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 recommendations of the Audit Committee and the Board of Directors of the Bank, approval of the Members of the Bank, be and is hereby accorded for payment of overall audit fees of ₹ 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) per annum to M M Nissim & Co LLP, Chartered Accountants (ICAI Firm Registration No.: 107122W/W100672) and M/s. Singhi

& Co., Chartered Accountants (ICAI Firm Registration No.: 302049E), Joint Statutory Auditors of the Bank, for the financial year 2023-24 and onwards for their remaining tenure, as may be allocated by the Bank between the Joint Statutory Auditors and as may be mutually agreed by them, depending upon their respective scope of work, in addition to 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;

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 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 any contracts or documents, in this regard, to give effect to this Resolution, without being required to seek any further consent or approval of the Members of the Bank.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Suhail Chander (DIN: 06941577) 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 Securities and Exchange Board of India (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 and ‘Policy on Appointment and Fit & Proper Criteria for Directors’ 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. Suhail Chander (DIN: 06941577), who was appointed as an Independent Director and who holds office as an Independent Director up to March 18, 2024, 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, from March 19, 2024 up to March 18, 2029;

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.”

6. Re-appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) 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 Securities and Exchange Board of India (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 (the ‘**RBI**’) in this regard, from time to time, the provisions of the Articles of Association and ‘Policy on Appointment and Fit & Proper Criteria for Directors’ 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. Subrata Dutta Gupta (DIN: 08767943), who was appointed as an Independent Director and who holds office as an Independent Director up to March 18, 2024, 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, from March 19, 2024 up to March 18, 2029;

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.”

7. 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 other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with relevant rules made thereunder, Section 35B and other applicable provisions, if any, 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 (the ‘**RBI Guidelines**’) and other applicable circulars issued by the Reserve Bank of India (the ‘**RBI**’) in this regard, from time to time, the applicable provisions of the Securities and Exchange Board of India (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 and Compensation Policy 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 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, 2022, on the following terms and conditions:

A. Fixed Pay and Perquisites (per annum)

Particulars	Amount in ₹
Basic	1,80,00,000
House Rent Allowance	68,00,000
Retirals (Provident Fund and Gratuity)	30,25,800
Perquisites	22,00,000
Total Fixed Pay and Perquisites	3,00,25,800

Perquisites include insurance, club membership, usage of cars, phones related expenses, books and periodicals, entertainment and travelling expenses, leave travel allowance, etc. Medical reimbursements on an actual basis and other benefits as per policy of the Bank.

B. Variable Pay (cash and non-cash components) for Financial Year 2022-23

Particulars	Amount in ₹
Cash Component	1,44,00,000
Non-cash component (Black Scholes value of Employee Stock Options to be granted)	3,60,00,000
Total Variable Pay	5,04,00,000

- 50% of the Cash Component of the variable pay will be payable upfront and the balance in equal installments over 3 years.
- 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.”

8. Approval of material related party transactions with promoter / promoter group 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) and other applicable provisions, if any, 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 the Board, from time to time, to exercise its powers conferred 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**’) and Promoter Group entity i.e. Bandhan AMC Limited, being Related Party(ies) within the meaning of Regulation 2(1)(zb) of the SEBI LODR, during the financial year ending on March 31, 2024 and upto the date of the 10th Annual General Meeting of the Bank to be held in 2024, with respect to deposits (in

any form and by whatever name called), including current/saving account deposits from promoter / promoter group entities, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier contracts / arrangements / transactions or otherwise, payment of interest or levy of charges for any services provided by the Bank, from time to time, provided that the aggregate value of all these transactions with each entity shall not exceed ₹ 10,000 crore per annum and 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, matters 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, 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 required to give effect to this Resolution.”

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

Indranil Banerjee
Company Secretary
FCS No.: 9917

Place: Kolkata
Date: May 26, 2023

Note: -

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 05, 2020 read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 ('SEBI Circulars') (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') on or before September 30, 2023, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (the '**Act**'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**') and AGM related circulars, the 9th 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 required to be 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. 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.
6. 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@kfintech.com and investors@bandhanbank.com or to the Bank at its Head Office addressed to the Company Secretary.
7. The Bank has appointed KFin Technologies Limited ('**KFintech**'), Registrars and Share Transfer Agents ('**KFintech**' or '**RTA**'), to provide VC facility for the AGM and the attendant enablers for conducting the AGM. KFintech 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. 4 to 8 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 **Sunday, August 13, 2023** through email at investors@bandhanbank.com with their name, Folio No. / DP ID and Client ID. The same will be addressed suitably by the Bank.
12. In terms of the provisions of Section 91 of the Act read with Rule 10 of Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI LODR, the Register of Members and Share Transfer Books of the Bank shall remain closed from **Saturday, August 12, 2023 to Friday, August 18, 2023** (both days inclusive) for the purpose of the AGM and dividend.
13. **Despatch of AGM Notice and Annual Report:**
 - a. In compliance with the aforesaid AGM related Circulars, Notice of the 9th AGM along with the Annual Report for the financial year ended March 31, 2023, ('**Annual Report**') are being sent only through electronic mode to all those members of the Bank, who have registered their e-mail addresses with the Bank/ the Bank's RTA [in respect of shares held in physical form] / Depositories Participants ('**DP**') [in respect of shares held in dematerialized form]. Physical copy of the same may be provided to the Members on request.
 - 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., KFintech at <https://evoting.kfintech.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 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. Details of the same are 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 Building, Tower B, Plot Nos. 31 and 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi,
Telangana, India- 500 032
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com
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 **Friday, August 18, 2023** 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., **Friday, August 11, 2023** 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:
- Launch internet browser (chrome/firefox) by typing the URL: <https://emeetings.kfintech.com/>.
 - Enter the login credentials (i.e., User ID and password for e-voting).
 - After logging in, click on the '**Video Conference**' option.
 - Then click on the camera icon appearing against AGM event of '**Bandhan Bank Limited**'.
- b. Members who do not have 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 on **Saturday, August 12, 2023** and **Sunday, August 13, 2023**, for those Members, holding shares either in physical or demat mode, as on the cut-off date, i.e., **Friday, August 11, 2023**. 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 during 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% 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 KFinTech 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 **7416** in all your communications.

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

16. Procedure for Remote e-voting and e-voting during 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 **Friday, August 11, 2023**, 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 during the AGM ('**InstaPoll**') and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote during the AGM through **InstaPoll**.

- c. The Bank has engaged the Services of Kfintech, 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 **Friday, August 11, 2023** (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. 7703/CP No. 19394), failing him, CS 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 **Tuesday, August 15, 2023 (9.00 a.m. IST)** and ends on **Thursday, August 17, 2023 (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., **Friday, August 11, 2023** may cast their votes electronically through remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote(s) on resolution(s) 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 during the Meeting (**InstaPoll**). In case a Member casts vote(s) through remote e-voting, he/she shall not be allowed to vote again during the AGM.

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

(A) Remote e-voting through Kfintech website:

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

- i. Go to the URL: <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) 7416** 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 Kfintech 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 "**ABSTAIN**".
- 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.
- 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 hansrajaria@gmail.com with a copy marked to evoting@kfintech.com and investors@bandhanbank.com. The scanned image of the above mentioned documents should be in the naming format "**Bandhan Bank Limited – 9th AGM – EVENT No. 7416**".

(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.nsdl.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 ‘KFintech’ and you will be re-directed to the e-Voting page of KFintech 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.nsdl.com>.
- Select option ‘Register Online for IDeAS’ available on the left hand side of the page or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 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.nsdl.com/>.
- Click on the button ‘Login’ available under ‘Shareholder/Member’ section.
- On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., 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 ‘KFintech’ and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Contact details in case of any technical issue on NSDL Website: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 4886 7000 and 022- 2499 7000.

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 the link: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- Click on the **Login to My Easi** option under **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 ‘KFintech’ and you will be re-directed to the e-Voting page of KFintech 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/myeasinew/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>.
- Go to Shareholder/ Members tab
- 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 “KFintech” and you will be re-directed to the e-Voting page of KFintech 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 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. 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 'KFintech' and you will be re-directed to the e-Voting page of KFintech 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 during the AGM ('InstaPoll'):

- i. The Bank has opted to provide the same electronic voting system during 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 during 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.
- ii. 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 voting equity share capital of the Bank as on the cut-off date being **Friday, August 11, 2023**, 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 during 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 during the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes 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., **Friday, August 11, 2023**, he/she may obtain the User ID and Password in the manner as mentioned below:

- (i) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: **MYEPWD** <space>E-Voting Event Number + Folio No. or DP ID and 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 KFintech'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, KFintech 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 / KFintech / 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. Bhaskar Roy, Deputy Vice President (Unit: **Bandhan Bank Limited**) of KFin Technologies Limited, Selenium Building, Tower B, Plot Nos. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032 or at evoting@kfintech.com or call KFintech'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.

18. Dividend Related Information:

- a. The Board of Directors has recommended a dividend of ₹ 1.50 (Rupees One and fifty paise) per equity share having a face value of ₹ 10 each (i.e. 15%) from the profits of the Bank for the financial year ended March 31, 2023, for the approval of Members.
- b. The record date for the purpose of dividend is fixed on **Friday, August 11, 2023**. The dividend, if approved by the members in the ensuing AGM will be paid within 30 days of the date of its declaration, electronically or in physical form, to the Members whose names appear in the Bank's Register of Members/Beneficial Owners as on the Record Date.

- c. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants, demand drafts, etc. will be despatched to the registered address of the shareholders who have not updated their bank account details.
- d. Shareholders are requested to register/ update their complete bank details:
- if shares are held in demat mode: with the DPs with whom they maintain their demat accounts, by submitting forms and documents as may be required by the DPs; and
 - if shares are held in physical mode: required to submit their bank account details, as mandated by SEBI, by submitting duly filled in Form ISR-1 to KFinTech along with self-attested copy of PAN card, bank details (bank account number, bank and branch name, 11 digits IFSC Code), cancelled cheque leaf reflecting active core bank account number or copy of Passbook.
- e. Pursuant to the provisions of Income-tax Act, 1961 ('IT Act'), dividends paid or distributed by the Bank shall be taxable in the hands of the shareholders and the Bank shall be required to deduct tax at source ('TDS') at the prescribed rates from the dividend to be paid to Members, subject to the approval of dividend by the shareholders in the ensuing AGM. No tax will be deducted on payment of dividend to the resident individual shareholders, if the total dividend paid does not exceed ₹5,000, during a financial year. The rate of TDS would vary depending on the residential status of the shareholder and documents registered with the Bank.

A. RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at source for resident individual shareholders

Sr. No.	Particulars	TDS/withholding Tax Rate	Documents required (if any)
1	Valid PAN updated in the Bank's Register of Members	10%	No document required, if dividend does not exceed ₹5,000/-, no TDS/ withholding tax will be deducted. Also, please refer to note (C)(v) below
2	No PAN/Valid PAN not updated in the Bank's Register of Members	20%	TDS/ Withholding tax will be deducted, if PAN of the shareholder is not registered with the Bank/ KFinTech/ Depository Participant. All the shareholders are requested to update, on or before Friday, August 11, 2023 , their PAN with their Depository Participant (if shares are held in electronic form) or with the Bank / KFinTech (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer to note (C)(v) below.
3	Availability of lower/nil tax deduction certificate issued by the Income Tax Department u/s 197 of the IT Act.	Rate specified in the certificate	Lower tax deduction certificate obtained from the Income Tax Authority to be submitted on or before Friday, August 11, 2023 .

In terms of the provisions of Section 206AB of the IT Act, a person will be treated as a 'specified person' who has not furnished the return of income for the FY 2021-22 within time limit prescribed under Section 139(1) of the IT Act and the aggregate of TDS was ₹ 50,000/- or more in the said financial year, then TDS will be deducted at higher rate @ 20%.

As per the IT Act 1961, it is mandatory to link Aadhar Number with PAN in case of individual resident shareholders by June 30, 2023. The tax payers who fail to link Aadhar Number with their PAN by June 30, 2023 in those cases PAN would become inoperative w.e.f. July 1, 2023 and higher TDS rate would be applicable, i.e., 20% instead of 10%.

- A.2** No TDS on dividend payment to resident shareholders, if the Shareholders submit and register following documents as mentioned in column no. 4 of the below table with the Bank / KFinTech/ Depository Participant on or before **Friday, August 11, 2023**:

Sr. No. (2)	Particulars	TDS/ Withholding Tax Rate (3)	Documents required (if any)/ Remarks (4)
1	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the IT Act does not apply as per the Second proviso to Section 194 such as LIC, GIC, etc.	NIL	Documentary evidence for exemption u/s 194 of the IT Act.

Sr. No. (2)	Particulars	TDS/ Withholding Tax Rate (3)	Documents required (if any)/ Remarks (4)
3	Shareholder covered u/s 196 of IT Act such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of IT Act
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under Section 197A (1F) of IT Act
5	1. Recognised provident funds 2. Approved superannuation fund 3. Approved gratuity fund	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by the Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	NIL	No TDS/ withholding tax as per section 197A (1E) of IT Act
7	Any resident shareholder exempted from TDS deduction as per the provisions of the IT Act or by any other law or notification	NIL	Necessary documentary evidence substantiating exemption from deduction of TDS

B. NON-RESIDENT SHAREHOLDERS:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before **Friday, August 11, 2023**, the following document(s), as mentioned in column no. 4 of the below table, to the Bank / KFinTech. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No. (1)	Particulars (2)	TDS/Withholding Tax Rate (3)	Documents required (if any) (4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)/ Other Non- Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	<p>FPI registration certificate in case of FIIs/ FPIs To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> Tax Residency certificate issued by revenue authority of the country of residence of shareholder for the year in which dividend is received Self-attested copy of the PAN card, if any, allotted by the Indian income-tax authorities. Form 10F filled & duly signed Self-declaration from the shareholder primarily covering the following: <ul style="list-style-type: none"> - Shareholder is eligible to claim the benefit of respective tax treaty; - Shareholder receiving the dividend income is the beneficial owner of such income; - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India; - Shareholder complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); - Shareholder does not have a place of effective management in India. <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)</p>
2	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority
3	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act, 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction

C. Important Points to Note:

- (i) The Bank will issue a soft copy of the TDS certificate to its Members through email registered with the Bank / KFinTech post payment of the dividend. Members will be able to view the TDS Credit from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/> (refer to Form 26AS).
- (ii) The aforesaid documents such as Form 15G/15H, documents under Sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate, etc. can be uploaded on the link <https://ris.kfintech.com/form15> on or before **Friday, August 11, 2023** to enable the Bank to determine the appropriate TDS/ withholding tax rate applicably. Any communication on the tax determination/ deduction received post **Friday, August 11, 2023 shall not be considered**. Formats of Form 15G / Form 15H can be downloaded from the link <https://ris.kfintech.com/form15>.
- (iii) As per NSDL Circular NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before the **Friday, August 11, 2023**.
- (iv) Application of TDS rate is subject to necessary verification by the Bank of the Members' details as available in Register of Members as on the Record Date, and other documents available with the Bank / KFinTech.
- (v) In case TDS is deducted at a higher rate in absence of requisite documents, an option is still available with the Members to file the return of income and claim an appropriate refund.
- (vi) No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹5,000/-.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Bank / KFinTech (if shares are held in physical form) against all their folio holdings on or before **Friday, August 11, 2023**.

- (vii) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Bank and also, provide the Bank with

all information / documents and co-operation in any appellate proceedings.

- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Voting and results related matters:

19. 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.
20. The Scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes cast during 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.
21. 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 KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx> immediately after the declaration of the result and shall also be simultaneously 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.
22. 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., **Friday, August 18, 2023**.

Shareholders related matters:

23. 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, KFinTech for assistance in this regard.
24. Members are requested to note that, in order to facilitate the Members to access portfolio services rendered by RTA and to check requests viz. annual reports, change of address, change / update Bank mandate and download standard forms, RTA has launched a new mobile app KPRISM and website

<https://kprism.kfintech.com/> for Members. Members may download the mobile app to access such services. The android mobile application can be downloaded from Play Store (<https://play.google.com/store/apps/details?id=com.karvy.kprismv3>)

25. As an ongoing endeavour to enhance Investor experience and leverage new technology, RTA is continuously developing new applications; list of such applications developed for the members are as follows:

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms. URL: <https://ris.kfintech.com/clientservices/isc>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. URL: <https://ris.kfintech.com/clientservices/isc>

KYC Status : Members may access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios. URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services. URL: <https://kprism.kfintech.com/signin.aspx>

WhatsApp: Modern technology has made it easier to communicate with members across multiple levels. In order to facilitate the members, KFintech has now a dedicated WhatsApp number that can be used for a bouquet of services. WhatsApp Number : (91) 910 009 4099

26. Members holding shares in physical mode are 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 KFintech 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.
 - register their nomination by submitting Form No. SH-13, change in nomination details, if any, by submitting Form No. SH 14, declaration to opt out nomination by submitting Form No. ISR-3 and for

cancellation of nomination by submitting Form No. SH -14 along with Form No. ISR -3, with necessary documents duly executed, to KFintech 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.

27. Folio in which any one of the document/details, i.e., PAN, KYC details, Nomination, Contact Details (Mobile number and email ID), Bank Account details and Specimen Signature are not available till September 30, 2023, as mandated by the SEBI, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
28. 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 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 2022-23 and the process for claiming these are provided in the Report on Corporate Governance forming part of the Annual Report for FY 2022-23.
29. As per Rule 5 of the 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/unclaimed-dividend>. The concerned Members are requested to verify the details of their unclaimed dividend, if any, from the website and lodge their claim with KFintech 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/KFintech 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 Gujarat language newspapers.

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

Bandhan Bank Limited

Registered Office:

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

Head Office:

Floors 12-14, Adventz Infinity@5,

BN 5, Sector V, Salt Lake City, Kolkata 700 091

Tel No.: 91 33 6609 0909

Website: www.bandhanbank.com

Email: investors@bandhanbank.com

Contact Person:

Mr. Indranil Banerjee, Company Secretary

KFin Technologies Limited

(Unit: **Bandhan Bank Limited**)

Selenium Building, Tower B, Plot Nos. 31 and 32,

Financial District, Nanakramguda,

Serilingampally, Hyderabad, Rangareddi,

Telangana, India- 500 032

Toll-Free no.: 1800-309-4001

Email: einward.ris@kfintech.com

Contact Person:

Mr. Ramdas, Manager (Corporate Registry)

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

Place: Kolkata

Date: May 26, 2023

Indranil Banerjee

Company Secretary

FCS No.: 9917

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 the AGM are given below:

Item No. 4:

M. M. Nissim & Co LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), were appointed as the Joint Statutory Auditors of the Bank at the 7th Annual General Meeting ('AGM') for a period of three years, to hold office until the conclusion of the 10th AGM of the Bank to be held in 2024 whereas M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), were appointed as Joint Statutory Auditors of the Bank at the 8th AGM to hold office 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 other applicable laws and regulations and approval of RBI on an annual basis. Further, at the 8th AGM of the Bank held on August 10, 2022, the Members approved overall audit fees of ₹ 1,17,00,000 (Rupees One Crore Seventeen Lakhs Only) per annum, to the Joint Statutory Auditors, in addition to Certification Fees, out-of-pocket expenses, outlays and taxes as applicable, as may be allocated by the Bank between the Joint Statutory Auditors, depending upon their respective scope of work.

The Bank has undertaken a technology transformation journey with an overall objective to leverage cutting edge technology as a differentiator in this rapidly changing competitive financial services landscape. This technological transformation may lead to increase in the efforts for the audit which would require additional resources and cost on the part of Auditors. Therefore, the Audit Committee of the Board ('ACB') and the Board of Directors of the Bank have recommended to increase the overall audit fees to be paid to the Joint Statutory Auditors, from current ₹ 1,17,00,000 (Rupees One Crore Seventeen Lakhs Only) to ₹ 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) to M M Nissim & Co LLP and M/s. Singhi & Co., Joint Statutory Auditors of the Bank, for the financial year 2023-24 and onwards for their remaining tenure, as may be allocated by the Bank between the Joint Statutory Auditors and as may be mutually agreed by them, depending upon their respective scope of work. Additionally, the Joint Statutory Auditors would be paid 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 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 Audited Financial Statements of the Bank.

Approval of RBI has already been received for appointments 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 2023 for their third year and second year, respectively.

Your Board of Directors, therefore, recommends passing of the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel of the Bank nor 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:

Mr. Suhail Chander (DIN: 06941577) was appointed as an Independent Director of the Bank effective from March 19, 2021 for a period of three years. Currently, he is the Chairman of Nomination and Remuneration Committee (the 'NRC') and Special Committee for Monitoring High Value Frauds, and Member of Audit Committee of the Board and Committee of Directors. Mr. Chander 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 in the banking industry and insights in Banking Operations, Trade Finance, Retail and Wholesale Banking, Strategy, Risk Management, Finance and Accountancy. The Bank continues to benefit immensely from his leadership and guidance.

In terms of Section 160(1) of the Companies Act, 2013 (the 'Act'), the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Chander for the office of Director. Mr. Chander 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. Chander is a fit and proper person to be re-appointed as an Independent Director, as per the norms prescribed by the Reserve Bank of India (the 'RBI'), and that he fulfils the conditions specified in the Act and the relevant rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR') and other rules, guidelines and circulars issued by the RBI in this regard, from time to time. Further, Mr. Chander is not debarred from holding the office of director by virtue of any order by the SEBI or any other authority. Accordingly, the NRC recommended his re-appointment to the Board.

The Bank has received the declaration from Mr. Chander 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. Chander 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. Chander is a person of integrity and has relevant experience & expertise to be re-appointed as an Independent Director of the Bank. Accordingly, based on the skills, experience, knowledge and performance evaluation of Mr. Chander, the Board recommends his re-appointment as an Independent Director of the Bank.

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

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

Mr. Chander, a Chartered Accountant, is a veteran Banker. He has 37 years of rich experience in Banking Operations, Trade Finance, Retail and Wholesale Banking. His extensive experience covers the entire gamut from retail, small and medium enterprise, mid-sized corporates to large corporates. Risk Management has been

an integral part of his job function. He was also heading the Risk Function for a number of years during his posting in Indonesia.

Mr. Chander started his professional journey in banking as a trainee at ANZ Grindlays Bank in 1983 and since then has worked in foreign banks in India and abroad, and a private sector bank in India. He retired as the Head of Corporate and Institutional Banking at IndusInd Bank in March 2020 where he was responsible directly for the Corporate and Institutional Banking Business, including strategy, business, risk, hiring & compliance. He was also intimately involved with the overall management of the IndusInd Bank and its growth.

Currently he is a member of the Board of Canara Robeco Asset Management Company Limited.

Age	64 Years
Qualification	B.A. (Hons.) Economics, Chartered Accountant
Date of his first appointment on Board	March 19, 2021
Nature of his expertise in specific functional areas	Banking, Risk Management, Finance and Accountancy
Other Directorship	Canara Robeco Asset Management Company Limited (Unlisted Company)
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	<p>Chairmanship: None</p> <p>Membership:</p> <ol style="list-style-type: none"> 1. Audit Committee, Canara Robeco Asset Management Company Limited 2. Nomination and Remuneration Committee, Canara Robeco Asset Management Company Limited 3. Risk Management Committee, Canara Robeco Asset Management Company Limited
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 does he hold any equity shares of the Bank as a beneficial owner.
No. of board meetings attended during the year	15/15
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 March 19, 2024. Mr. Chander 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, till the end of his proposed tenure, on proportionate basis.
Remuneration last drawn	₹ 53,85,000 (including sitting fees for attending Board and Board Committees meetings, and fixed remuneration pursuant to the RBI Circular dated April 26, 2021, as approved by members)

Your Board of Directors, therefore, recommends the re-appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director of the Bank, for the second term of five years effective March 19, 2024, 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. Chander and his relatives, none of the other Directors, Key Managerial Personnel of the Bank nor 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:

Mr. Subrata Dutta Gupta (DIN: 08767943) was appointed as an Independent Director of the Bank effective from March 19, 2021 for a period of three years. Currently, he is the Chairman of Corporate Social Responsibility & Sustainability Committee, Member of Audit Committee, Risk Management Committee, Committee of Directors and Special Committee for Monitoring High Value Frauds. Mr. Gupta 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 Economics, Housing and

Mortgage finance. 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. Dutta Gupta for the office of Director. Mr. Dutta Gupta 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. Dutta Gupta 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, the SEBI LODR and other rules, guidelines and circulars issued by the RBI in this regard, from time to time. Further, Mr. Dutta Gupta is not debarred from holding the office of director by virtue of any order by the SEBI or any other authority. Accordingly, the NRC recommended his re-appointment to the Board.

The Bank has received the declaration from Mr. Dutta Gupta 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. Dutta Gupta 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. Dutta Gupta 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. Dutta Gupta, the Board recommends his re-appointment as an Independent Director of the Bank.

Currently, he is a member of the Board of Joyville Shapoorji Housing Private Limited as a Nominee Director of Asian Development Bank.

Age	69 Years
Qualification	M.A. (Economics)
Date of his first appointment on Board	March 19, 2021
Nature of his expertise in specific functional areas	Mortgage finance, Housing and Economics
Other Directorship	Joyville Shapoorji Housing Private Limited (Unlisted Company)
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 <i>(including shareholding as a beneficial owner)</i>	Mr. Dutta Gupta does not hold any equity shares in the Bank, neither does he hold any equity shares of the Bank as a beneficial owner.
No. of board meetings attended during the year	14/15
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 March 19, 2024. Mr. Dutta Gupta 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, till the end of his proposed tenure, on proportionate basis.
Remuneration last drawn	₹ 43,20,000 (including sitting fees for attending Board and Board Committees meetings, and fixed remuneration pursuant to the RBI Circular dated April 26, 2021, as approved by members)

Mr. Dutta Gupta'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 Economics, Housing and Mortgage finance as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

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

Mr. Dutta Gupta, M.A. (Economics), 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.

Mr. Dutta 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, with SREI International Finance as Senior Vice President and with Classic Financial Services & Enterprises Ltd. as the Regional Manager for Operations.

Your Board of Directors, therefore, recommends the re-appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director of the Bank, for the second term of five years effective March 19, 2024, 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 Mr. Dutta Gupta and his relatives, none of the other Directors, Key Managerial Personnel of the Bank nor 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. Chandra Shekhar Ghosh has been the MD & CEO of the Bank since July 15, 2018. His current tenure of three years was approved by the RBI and the Members of the Bank which is effective from July 15, 2021. The remuneration of MD&CEO is subject to prior-approval of RBI and approval of Members of the Bank, on the basis of recommendations of the NRC and the Board of Directors. The remuneration of the MD&CEO is also subject to the provisions of the Act, Banking Regulation Act, 1949, the RBI Guidelines on Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff dated November 04, 2019 and the Compensation Policy of the Bank.

In view of the above and pursuant to approval of RBI on fixed pay, the proposal for remuneration (Fixed and Variable) of the MD&CEO for FY 2021-22 was placed before the Members of the Bank at its 8th AGM held on August 10, 2022, which was approved by the Members. Subsequently, the variable pay of the MD&CEO for FY 2021-22, was also approved by RBI. Approval of Members is now sought by way of resolution at Item No. 7 of this Notice for the remuneration of the MD & CEO for FY 2022-23, on the basis of the recommendations of the NRC and the Board.

The proposed remuneration comprises fixed pay and variable pay. No increase has been proposed in the fixed pay of the MD & CEO for FY 2022-23, in line with the RBI approval. Further, considering the Bank's performance on the financial metrics and on the basis of the recommendation of the NRC, the Board recommended the variable pay of MD & CEO for FY 2022-23 as stated in the resolution, which is subject to approval of the RBI. The proposed revision in the remuneration of the MD & CEO is in line with the Compensation Policy of the Bank. Further, for overall performance assessment of the MD & CEO, Balanced Score Card ('BSC') is used. The BSC is a performance evaluation technique that takes into consideration a number of financial and non-financial performance indicators aligned to the long-term strategy of the organisation. The performance goals are organised to address four perspectives, viz., financial, customer, internal process and people, the latter three being drivers of future performance. In the BSC, the Bank has considered financial performance measures, asset quality, the cost to income ratio, adherence to anchor wise risk appetite, compliance management and other strategic initiatives with longer horizons. As per the RBI guidelines dated November 4, 2019, the performance based variable pay is subject to in-year adjustment, malus or clawback. Further details are provided in the Report on Corporate Governance and Financial Statement forming part of Annual Report for FY 2022-23.

The required details of the MD & CEO as per SS-2 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 2022-23, for approval of the Members, the resolution set out at Item No. 7 of this Notice, by way of an Ordinary Resolution.

Save and except Mr. Ghosh and his relatives, none of the other Directors, Key Managerial Personnel of the Bank nor 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:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are at 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 arm's length basis and in the ordinary course of business.

As per Regulation 2(1)(zc) read with the proviso to Regulation 23(1) of the SEBI LODR, 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 are considered as 'related party transactions' ('RPT'), and as 'material related party transactions', if the transaction with a related party to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% 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 include the current account ('CA')/ saving account ('SA') transactions, fixed deposits, payment of interest, banking charges for various services and facilities or other banking services. Although the fixed deposit transactions are exempt from the RPTs under the SEBI LODR, there are possibilities that CA/SA transactions of the promoter / promoter group 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/SA transactions. In addition to CA/SA transactions, the Bank may pay interest on deposits or charge to the promoter / promoter group entities for the normal banking services provided by the Bank to them. Accordingly, the Audit Committee and the Board have recommended such material transactions with promoter/promoter group entities, subject to an overall limit of ₹ 10,000 crore per annum for each party.

Further, SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 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 this approval for such transactions 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	<p>Promoter Entities of Bandhan Bank Limited:</p> <p>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')</p> <p>Promoter Group entity of Bandhan Bank Limited:</p> <p>a. Bandhan AMC Limited</p>
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/Saving Account Deposits / Transactions and normal banking transactions.
5.	Monetary value of transactions	Aggregate value of all these transactions with each related party, as mentioned above, shall not exceed ₹ 10,000 crore per annum.
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 saving account / term deposits, if any, made by the promoter /promoter group 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.
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 transactions
11.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT	May not be relevant, since the majority of the proposed transactions are in the nature of CA/SA deposits and withdrawal.

The maximum value of transactions, during FY 2023-24 and for the next financial year (until the holding of 10th AGM of the Bank), between the Bank on one side and promoter/promoter group 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% 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. However, the aggregate value of the aforementioned transactions with each of these related parties have been proposed at ₹ 10,000 crore per annum. All these transactions will be executed at 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 accordingly, the Board of the Bank has recommended for approval of the Members, the resolution set out at Item No. 8 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 of the Bank shall vote to approve the Ordinary Resolution at Item No. 8 of this Notice.

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

Your Board of Directors, therefore, recommends the passing of the Ordinary Resolution as set out Item No. 8 of this Notice.

Except Ms. Divya Krishnan (being a common director on the Board of the Bank and BFHL) and her relatives, none of the other Directors, Key Managerial Personnel of the Bank nor their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice.

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

Place: Kolkata

Date: May 26, 2023

Indranil Banerjee
Company Secretary
FCS No.: 9917

ANNEXURE TO ITEM NOS. 3 AND 7 OF THE NOTICE

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

Ms. Divya Krishnan (DIN: 09276201):

Ms. Divya Krishnan	Non-Executive Non-Independent Director (Nominee of BFHL)
Age	54 Years
Qualification	MBA from IIM, Ahmedabad
Date of Appointment on Board	May 11, 2022
Brief Resume including Experience	<p>Ms. Divya Krishnan is a finance and investment banking professional and is 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.</p> <p>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, catalysing 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.</p> <p>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.</p> <p>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.</p>
Nature of her expertise in specific functional areas	Finance and Investment Banking
Other Directorship	<p>Listed Companies: Nil</p> <p>Unlisted Companies: Bandhan Financial Holdings Limited</p>
Listed entities from which the person has resigned in the past three years	None
Chairmanship / Membership of Committees in other companies	<p>Bandhan Financial Holdings Limited:</p> <p>Corporate Social Responsibility Committee- Chairperson</p> <p>Audit Committee- Member</p>
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 does she hold any equity share as a beneficial owner of the Bank.
No. of board meetings attended during the year	11/14
Terms and conditions of appointment or re-appointment including remuneration	Appointed as a Non-Executive Non-Independent Director [Nominee of Bandhan Financial Holdings Limited], 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	₹ 29,11,667 (including sitting fees for attending Board and Board Committee meetings, and fixed remuneration pursuant to the RBI Circular dated April 26, 2021, as approved by members)

Mr. Chandra Shekhar Ghosh (DIN: 00342477):

Mr. Chandra Shekhar Ghosh	Managing Director & Chief Executive Officer
Age	62 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 India's foremost proponents of financial inclusion. He has more than three decades of experience in microfinance, banking and development terrain.</p> <p>'Bandhan' is the name of the not-for-profit entity that Mr. Ghosh had set up in April 2001, with the objective of changing the lives of the underprivileged by giving them small loans and handholding them in their entrepreneurial journey. The entity transformed from an NGO to an NBFC in April 2006, and finally into a universal bank in August 2015. This is the first instance of a microfinance institution transforming into a universal bank in India.</p> <p>The ethos of inclusive banking drives Mr. Ghosh. The banking licence recognises his seminal work in financial inclusion in India. Under Mr. Ghosh's leadership, the Bank, with a pan-India presence, caters to around 3 crore customers and has around 70,000 employees on its payroll.</p> <p>Among the numerous awards that Mr. Ghosh has won, the prominent ones include the following –</p> <ul style="list-style-type: none"> • 'Banker of the Year' for 2018-19 by Business Standard • CNN-IBN 'Indian of the Year' in 2016 in the Business category • 'Entrepreneur with Social Impact' 2014 by Forbes India Leadership Awards • 'Entrepreneur of the Year' 2014 by The Economic Times • 'Senior Ashoka Fellow' – social entrepreneurship award – in 2007 by Ashoka Foundation
Nature of his expertise in specific functional areas	Financial Services (Micro Finance Sector), Medium & Small-Scale Industry, Banking, Finance and Business Management
Other Directorship	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 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 share of the Bank as a beneficial owner).
No. of board meetings attended during the year	15/15
Terms and conditions of appointment or re-appointment including remuneration	Remuneration as proposed in item no. 7 of this Notice
Remuneration last drawn	Remuneration details provided in the Report on Corporate Governance forming part of Annual Report for FY 2022-23.