

Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U67190WB2014PLC204622

Name of the Bank: Bandhan Bank Limited

Registered Office: DN-32, Sector-V, Salt Lake, Kolkata - 700091

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) ofshares of the above named Bank, hereby appoint

1. Name: Address:

E-mail Id: Signature : or failing him

2. Name: Address:

E-mail Id: Signature : or failing him

3. Name: Address:

E-mail Id: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Bank, to be held on Thursday, July 19, 2018 at 11:30 A.M. at Science City Auditorium, Kolkata, J.B.S Haldane Avenue, Mirania Gardens, East Topsia, Topsia, Kolkata, West Bengal - 700046 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of financial statements for the year ended March 31, 2018.		
2	Declaration of dividend on equity shares.		
3	Appointment of a director in place of Mr. Ranodeb Roy (DIN: 00328764), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Re-appointment and fixation of remuneration of Statutory Auditors.		
Special Business			
5	Appointment of Mr. Harun Rasid Khan (DIN 07456806), as Independent Director, Non-executive Part time Chairman and approval of his remuneration.		
6	Re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477) as Managing Director & CEO of the Bank and approval of his remuneration.		
7	Re-appointment of Mr. Snehomoy Bhattacharya (DIN:02422012) as an Independent Director of the Bank		
8	Re-appointment of Prof. Krishnamurthy Venkata Subramanian (DIN:00487747), as an Independent Director of the Bank.		
9	Re-appointment of Mr. Chintaman Mahadeo Dixit (DIN: 00524318), as an Independent Director of the Bank.		
10	Re-appointment of Mr. Sisir Kumar Chakrabarti (DIN: 02848624) as an Independent Director of the Bank.		
11	Re-appointment of Mr. Bhaskar Sen (DIN: 03193003) as an Independent Director of the Bank.		
12	Appointment of Ms. Georgina Elizabeth Baker as Nominee Director of IFC & IFC FIG Investment Company I (jointly).		
13	Appointment of Mr. Dr. Holger Dirk Michaelis as Nominee Director of Caladium Investment Pte. Ltd.		
14	Appointment of Mr. Pravir Kumar Vohra (DIN: 00082545) as an Independent Director of the Bank.		

Signed this day of 2018.

Signature of Shareholder :

Signature of Proxy holder(s)

 Affix
 ₹1 Rev
 Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank addressed to the 'Company Secretary', not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Bank.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. A member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- A proxy form which does not state the name of the proxy shall not be considered valid.
- Undated proxy shall not be considered valid.
- If a Bank receives multiple proxies for the same holdings of a Member, the proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
- A Proxy can vote in the ballot process and cannot vote on show of hands.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

* it is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.