

Ref. No.: BBL/252/2023-24

August 18, 2023

BSE LimitedDept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001**BSE Scrip Code: 541153****National Stock Exchange of India Limited**The Listing Department
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051**NSE Symbol: BANDHANBNK**

Dear Sir/Madam,

Sub: Disclosures under the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Outcome of the 9th Annual General Meeting of Bandhan Bank Limited

In continuation to our letter Ref. No.: 196 dated July 18, 2023, we would like to inform that the 9th Annual General Meeting ('AGM') of Bandhan Bank Limited (the 'Bank') was held on **Friday, August 18, 2023, at 11.00 a.m. (IST)**, through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in compliance with the relevant provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, read with relevant circulars issued in this regard, by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 44 of the SEBI LODR and the applicable provisions of the Act, the Bank has provided the facility to the Members to cast their vote on the resolutions proposed by way of electronic means, i.e., through remote e-voting from Tuesday, August 15, 2023 at 9:00 a.m. (IST) till Thursday, August 17, 2023 at 5:00 p.m. (IST) and during the AGM through e-voting ('Instapoll'). The Bank had appointed CS Hansraj Jaria (FCS No.: 7703/CP No.: 19394), Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer has submitted the Consolidated Scrutinizer's Report on the remote e-voting and Instapoll. On the basis of Scrutinizer's Report, all the resolutions as set out in the AGM Notice have been duly approved by the Members with requisite majority and the resolutions are declared as passed in the AGM on August 18, 2023. Summary of the proposals approved by the Members are as under:

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;
2. Declaration of dividend on equity shares of the Bank 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;
4. Approval for increase in remuneration of the Joint Statutory Auditors;
5. Re-appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director, 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;
6. Re-appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director, 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;
7. Remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO, with effect from April 01, 2022; and
8. Approval of material related party transactions with promoter / promoter group entities.

In view of the above and pursuant to Regulations 30 and 44 of the SEBI LODR and applicable provisions of the Act, we hereby submit the following:

1. Summary of AGM proceedings;
2. Voting Results in the prescribed format; and
3. Consolidated Scrutinizer's Report on e-voting.

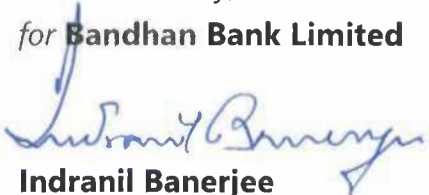
This disclosure is being simultaneously uploaded on the website of the Bank at www.bandhanbank.com.

You are requested to take note of the above.

Thanking you.

Yours faithfully,

for **Bandhan Bank Limited**



Indranil Banerjee
Company Secretary



Encl.: As above

Proceedings of the 9th Annual General Meeting of Bandhan Bank Limited

The 9th Annual General Meeting ('AGM' / 'meeting') of Bandhan Bank Limited (the 'Bank') was held on Friday, August 18, 2023, at 11.00 A.M. (IST), through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), the rules made thereunder and 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, issued by the Ministry of Corporate Affairs ('MCA') and circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, issued by the Securities and Exchange Board of India ('SEBI').

Dr. Anup Kumar Sinha, Non-Executive Non- Independent Chairman of the Board, chaired the AGM. The Chairman introduced the Directors, Key Managerial Personnel of the Bank and invitees attending the Meeting. The Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the AGM. The representatives of the Statutory Auditors and Secretarial Auditor were also present at the meeting. All other directors were also present at the meeting.

The requisite quorum being present, the Chairman, Dr. Anup Kumar Sinha, called the meeting to order and welcomed the Members to the 9th AGM of the Bank. Dr. Sinha stated that since the meeting was being conducted through VC/ OAVM, no proxy was entitled to attend the meeting in line with the requirements of the aforesaid circulars issued by the MCA and the SEBI.

The Chairman further informed that the facility for remote e-voting on all the resolutions as set out in the Notice of the AGM had been provided to the Members in proportion to their voting rights as on the cut-off date, i.e., **Friday, August 11, 2023**. He also informed that voting by electronic means ('Instapoll') was also made available during the AGM to those Members who had not already cast their vote through remote e-voting. The Chairman thereafter, informed that CS Hansraj Jaria, Practising Company Secretary, had been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner and that he was present at the AGM.

The Chairman further informed that in terms of the provisions of the Act, and other applicable provisions of law, documents and Statutory Registers, as required, were



made available electronically for inspection by the Members during the course of the AGM.

The Chairman, thereafter, addressed the Members present at the AGM and thereafter, the Managing Director & CEO of the Bank addressed the Members on the performance of the Bank.

The Chairman informed that the Report of the Statutory Auditors on the Audited Financial Statement of the Bank for the financial year ended March 31, 2023 did not contain any qualification, observation, comment or other remarks, which may have any adverse effect on the functioning of the Bank. He also informed that the Report of the Secretarial Auditor for the financial year ended March 31, 2023 did not contain any qualification, observation, comment or other remarks, which may have any adverse effect on the functioning of the Bank.

The Chairman, thereafter, invited the Members to put forth their queries and seek clarifications, if any, relating to the Annual Financial Statement for the financial year 2022-23 and proposals stated in the Notice of the AGM.

The Members, who had registered as Speaker Shareholders and were present at the meeting, expressed their views / sought clarification(s) on various issues relating to the business and operations of the Bank. Mr. Chandra Shekhar Ghosh, MD & CEO, Mr. Sunil Samdani, CFO, responded to their queries and provided clarification(s) satisfactorily.

Thereafter, the following proposals as stated out in the Notice of 9th AGM were then taken up for consideration:

Sl. No.	Agenda Items	Type of Resolution
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	Ordinary
2.	Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2023	Ordinary
3.	Appointment of Ms. Divya Krishnan (DIN: 09276201), who retires by rotation as a Director and being eligible, offers herself for re-appointment	Ordinary



Sl. No.	Agenda Items	Type of Resolution
4.	Approval for increase in remuneration of the Joint Statutory Auditors	Ordinary
Special Business		
5.	Re-appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director, 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	Special
6.	Re-appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director, 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	Special
7.	Approval of Remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO, with effect from April 01, 2022	Ordinary
8.	Approval of material related party transactions with promoter / promoter group entities	Ordinary

The Chairman then informed that the results of the remote e-voting and Instapoll, together with the Consolidated Report of the Scrutinizer thereon, will be submitted to the Stock Exchanges and displayed on the website of the Bank at www.bandhanbank.com and on the website of the e-voting Service Provider, i.e., KFin Technologies Limited, within two days from the conclusion of the AGM. He further informed that the result will also be displayed at the Registered Office and Head office of the Bank.

The Chairman thanked the Members for attending the 9th AGM of the Bank through VC/OAVM and declared the meeting as concluded.

The meeting concluded at 12:49 P.M. (IST), after being open for 15 minutes for InstaPoll to be completed.

On the basis of the Scrutinizer's Consolidated Report dated August 18, 2023 on the remote e-voting and Instapoll conducted during the AGM, all the resolutions as set out in the Notice dated May 26, 2023 of 9th AGM, have been duly passed, with requisite majority, by the Members on August 18, 2023, that is, the date of 9th AGM.



E-Voting Results - 9th Annual General Meeting
Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	BANDHAN BANK LIMITED
Date of the AGM/EGM	August 18, 2023
Total number of shareholders on record date	5,67,610
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	123

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - 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							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949 #		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	64,30,60,580	55,38,60,333	86.1288	55,38,60,333	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,30,60,580	55,38,60,333	86.1288	55,38,60,333	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,29,89,371	19.4599	6,16,85,221	13,04,150	97.9296	2.0704
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	32,36,88,180	6,33,86,705	19.5826	6,20,82,555	13,04,150	97.9425	2.0575
	Total	1,61,08,64,617	1,03,60,71,838	64.3177	1,03,47,67,688	13,04,150	99.8741	0.1259
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2023							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	<i>Less: Not considered as per Banking Regulation Act, 1949 #</i>		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	64,30,60,580	55,82,62,914	86.8134	55,82,62,914	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,30,60,580	55,82,62,914	86.8134	55,82,62,914	0	100.0000
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,30,74,618	19.4862	6,30,71,595	3,023	99.9952	0.0048
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32,36,88,180	6,34,71,952	19.6090	6,34,68,929	3,023	99.9952
	Total	1,61,08,64,617	1,04,05,59,666	64.5963	1,04,05,56,643	3,023	99.9997	0.0003
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Ms. D vya Krishnan (DIN: 09276201), who retires by rotation as a Director and being eligible, offers herself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949 #		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total	64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000	
Public- Institutions	Remote E-Voting	64,30,60,580	55,82,62,912	86.8134	52,88,20,427	2,94,42,485	94.7261	5.2739
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total	64,30,60,580	55,82,62,912	86.8134	52,88,20,427	2,94,42,485	94.7261	5.2739	
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,29,89,365	19.4599	6,16,77,925	13,11,440	97.9180	2.0820
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total	32,36,88,180	6,33,86,699	19.5826	6,20,75,259	13,11,440	97.9310	2.0690	
Total	1,61,08,64,617	1,04,04,74,411	64.5911	1,00,97,20,486	3,07,53,925	97.0442	2.9558	
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for increase in remuneration of the Joint Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	<i>Less: Not considered as per Banking Regulation Act, 1949 #</i>		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	64,30,60,580	55,82,62,912	86.8134	54,80,72,566	1,01,90,346	98.1746	1.8254
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		64,30,60,580	55,82,62,912	86.8134	54,80,72,566	1,01,90,346	98.1746	1.8254
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,16,88,634	19.0580	6,16,74,171	14,463	99.9766	0.0234
	InstaPoll		3,97,334	0.1228	3,96,548	786	99.8022	0.1978
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		32,36,88,180	6,20,85,968	19.1808	6,20,70,719	15,249	99.9754	0.0246
Total		1,61,08,64,617	1,03,91,73,680	64.5103	1,02,89,68,085	1,02,05,595	99.0179	0.9821
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director, 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							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	<i>Less: Not considered as per Banking Regulation Act, 1949 #</i>		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	64,30,60,580	55,38,93,866	86.1340	54,28,82,492	1,10,11,374	98.0120	1.9880
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,30,60,580	55,38,93,866	86.1340	54,28,82,492	1,10,11,374	98.0120	1.9880
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,29,89,365	19.4599	6,16,74,877	13,14,488	97.9132	2.0868
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	32,36,88,180	6,33,86,699	19.5826	6,20,72,211	13,14,488	97.9262	2.0738
	Total	1,61,08,64,617	1,03,61,05,365	64.3198	1,02,37,79,503	1,23,25,862	98.8104	1.1896
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director, 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							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	<i>Less: Not considered as per Banking Regulation Act, 1949 #</i>		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	64,30,60,580	55,82,62,914	86.8134	55,10,73,195	71,89,719	98.7121	1.2879
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,30,60,580	55,82,62,914	86.8134	55,10,73,195	71,89,719	98.7121	1.2879
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,29,89,365	19.4599	6,16,74,911	13,14,454	97.9132	2.0868
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	32,36,88,180	6,33,86,699	19.5826	6,20,72,245	13,14,454	97.9263	2.0737
	Total	1,61,08,64,617	1,04,04,74,413	64.5911	1,03,19,70,240	85,04,173	99.1827	0.8173
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO, with effect from April 01, 2022							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	64,41,15,857	100.0000	64,41,15,857	0	0.0000	0.0000
	<i>Less: Not considered as per Banking Regulation Act, 1949 #</i>		22,52,91,057	34.9768	22,52,91,057	0	-	-
	Votes Considered		41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total	64,41,15,857	41,88,24,800	65.0232	41,88,24,800	0	100.0000	0.0000	
Public- Institutions	Remote E-Voting	64,30,60,580	55,82,62,914	86.8134	54,57,41,726	1,25,21,188	97.7571	2.2429
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total	64,30,60,580	55,82,62,914	86.8134	54,57,41,726	1,25,21,188	97.7571	2.2429	
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,29,89,255	19.4599	6,16,74,014	13,15,241	97.9120	2.0880
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total	32,36,88,180	6,33,86,589	19.5826	6,20,71,348	13,15,241	97.9250	2.0750	
Total	1,61,08,64,617	1,04,04,74,303	64.5910	1,02,66,37,874	1,38,36,429	98.6702	1.3298	
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of material related party transactions with promoter / promoter group entities for banking transactions							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	64,41,15,857	0	0.0000	0	0	0.0000	0.0000
	<i>Less: Not considered as per Banking Regulation Act, 1949 #</i>		0	0.0000	0	0	0.0000	0.0000
	Votes Considered		0	0.0000	0	0	0.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,41,15,857	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	64,30,60,580	55,82,62,914	86.8134	55,82,62,914	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	64,30,60,580	55,82,62,914	86.8134	55,82,62,914	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	32,36,88,180	6,29,85,560	19.4587	6,16,72,285	13,13,275	97.9150	2.0850
	InstaPoll		3,97,334	0.1228	3,97,334	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	32,36,88,180	6,33,82,894	19.5815	6,20,69,619	13,13,275	97.9280	2.0720
	Total	1,61,08,64,617	62,16,45,808	38.5908	62,03,32,533	13,13,275	99.7887	0.2113
Whether resolution is Pass or Not	Yes							
#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.								



Consolidated Scrutinizer's Report on Remote e-voting & e-voting conducted at the 9th Annual General Meeting of Bandhan Bank Limited held on Friday, August 18, 2023

[In accordance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of the 9th Annual General Meeting of Bandhan Bank Limited, held on August 18, 2023
CIN: L67190WB2014PLC204622
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 – 700091

Dear Sir,

I, Hansraj Jaria, Practicing Company Secretary, having my office at 36, Abinash Sashmal Lane, Belehata, Kolkata – 700010, have been appointed by the Board of Directors of Bandhan Bank Limited (hereinafter, referred to as '**the Bank**'), at its Meeting held on May 26, 2023, as the Scrutinizer to scrutinize the Remote E-voting process as well as the e-voting conducted during the 9th Annual General Meeting (hereinafter, referred to as '**AGM**' or '**meeting**') of the Bank in a fair and transparent manner, pursuant to Section 108 of the Companies Act, 2013 (hereinafter, referred to as '**Act**'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter, referred to as '**SEBI LODR**'), as amended, and in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, and the latest being General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as '**MCA**'), read with the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (hereinafter referred to as '**SEBI**') providing relaxation for the manner in which the AGM shall be held and conducted for the purpose of remote e-voting and e-voting at the meeting (hereinafter, collectively referred to as the '**electronic voting**') conducted through video conferencing (hereinafter, referred to as the '**VC**') or other audio visual means (hereinafter, referred to as the '**OAVM**').

I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion, and to the best of my information and according to the verification and examinations carried out by me and explanations furnished to me by the Bank, its officers and its Registrars and Share Transfer Agent, KFin Technologies Limited ('**KFintech**'), I hereby submit my consolidated report w.r.t. the electronic voting as under:-

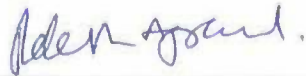
1. Remote e-voting & e-voting at the meeting

The members of the Bank had the option of voting on all the resolutions as contained in the notice calling the 9th AGM (hereinafter referred to as 'Notice') by casting their votes electronically during the remote e-voting period and also by casting their votes through electronic means during the meeting (i.e., **InstaPoll**) held on August 18, 2023 at 11:00 A.M., IST, if they had not cast their votes during remote e-voting period.

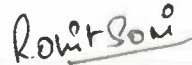
The Bank had appointed KFinTech as the Service Provider, for the purpose of extending the facility of Electronic Voting to the members of the Bank.

2. E-voting Process

- a. The remote e-voting period remained open from Tuesday, August 15, 2023 (9.00 A.M., IST) to Thursday, August 17, 2023 (5:00 P.M., IST).
- b. The e-voting at the meeting (i.e., **InstaPoll**) commenced upon the instruction of the Chairman of the meeting for those members who had not cast their votes during remote e-voting period.
- c. The votes cast were unblocked at 1.09 P.M. on Friday, August 18, 2023 after the conclusion of the AGM, in the presence of two (2) witnesses, namely, Mr. Rakesh Agrawal and Mr. Rohit Soni, who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Rakesh Agrawal



Name: Mr. Rohit Soni

- d. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website, as provided by KFinTech, i.e., <http://evoting.kfintech.com> (hereinafter referred to as the '**e-voting website**').
- e. Particulars of all the votes cast through remote e-voting as well as InstaPoll have been entered in a register separately maintained for the purpose.

3. Cut-off date

The equity shareholders of the Bank as on the "cut-off" date, i.e., Friday, August 11, 2023 were entitled to vote on the resolutions (item nos. 1 to 8 as set out in the notice calling the AGM).



4. Documents

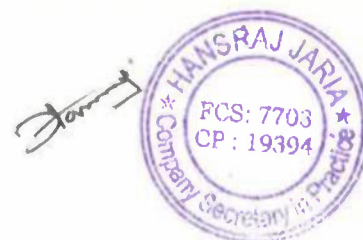
I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login at the e-voting website for verification at your end at the time of submitting this report.

5. Consolidated Tabulation / Voting

I submit herewith my Consolidated Scrutiniser's Report on the results of the remote e-voting and e-voting at the meeting (InstaPoll) prepared based on the reports provided by KFintech and relied upon by me. In my report, I have also considered the provisions of Section 12(2) of the Banking Regulation Act, 1949, read with 'Master Direction - Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023' ('**Master Direction**'), along with 'Guidelines on Acquisition and Holding of Shares or Voting Rights in Banking Companies' ('**Guidelines**'), issued by the Reserve Bank of India on January 16, 2023, according to which no shareholder in a banking company can exercise voting rights in excess of twenty-six percent of the total voting rights of all shareholders of the banking company. Accordingly, the voting rights of the following shareholder has been considered only to the extent of twenty six percent of the aggregate voting rights of all the shareholders of the Bank:

Sl. No.	Name	Percentage of Shareholding	Percentage of Voting Right	Exercisable Voting Right (in %)
1.	Bandhan Financial Holdings Limited (Promoter)	39.99	39.99	26.00

6. Item no. 8 of the Notice of the AGM is for approval of material related party transactions of the Bank with promoter / promoter group entities for banking transactions, pursuant to Regulation 23 of the SEBI LODR. Further Regulation 23(4) of the SEBI LODR states that no related party shall vote to approve such resolution whether the entity is related party to the transaction or not. Accordingly, on the basis of the information/documents provided to us and verification done by us, we hereby confirm that none of the related parties have voted on the resolution.



The Result of the Remote e-voting together with that of the voting conducted during the 9th AGM by way of Electronic means (InstaPoll), are as under:

ORDINARY BUSINESS:

Item No. 1 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid Votes cast	No. of members voting	No. of votes cast
Consideration and adoption of the Audited Financial Statement of the Bank for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon - Ordinary Resolution								
Remote e-voting	1236	1,03,43,70,354	99.8358	30	13,04,150	0.1259	1	22,52,91,057*
E-voting at the meeting	43	3,97,334	0.0383	0	0	0	0	0
Total	1279	1,03,47,67,688	99.8741	30	13,04,150	0.1259	1	22,52,91,057*

Item No. 2 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2023 - Ordinary Resolution								
Remote e-voting	1243	1,04,01,59,309	99.9615	26	3,023	0.0003	1	22,52,91,057*
E-voting at the meeting	43	3,97,334	0.0382	0	0	0	0	0
Total	1286	1,04,05,56,643	99.9997	26	3,023	0.0003	1	22,52,91,057*

Item No. 3 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Appointment of Ms. Divya Krishnan (DIN: 09276201), who retires by rotation as a Director and being eligible, offers herself for re-appointment - Ordinary Resolution								
Remote e-voting	1112	1,00,93,23,152	97.0060	161	3,07,53,925	2.9558	1	22,52,91,057*
E-voting at the meeting	43	3,97,334	0.0382	0	0	0	0	0
Total	1155	1,00,97,20,486	97.0442	161	3,07,53,925	2.9558	1	22,52,91,057*



Item No. 4 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Approval for increase in remuneration of the Joint Statutory Auditors - Ordinary Resolution								
Remote e-voting	1163	1,02,85,71,537	98.9797	106	1,02,04,809	0.9820	1	22,52,91,057*
E-voting at the meeting	42	3,96,548	0.0382	1	786	0.0001	0	0
Total	1205	1,02,89,68,085	99.0179	107	1,02,05,595	0.9821	1	22,52,91,057*

SPECIAL BUSINESS:

Item No. 5 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Re-appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director - Special Resolution								
Remote e-voting	1148	1,02,33,82,169	98.7720	114	1,23,25,862	1.1896	1	22,52,91,057*
E-voting at the meeting	43	3,97,334	0.0384	0	0	0	0	0
Total	1191	1,02,37,79,503	98.8104	114	1,23,25,862	1.1896	1	22,52,91,057*

Item No. 6 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Re-appointment of Mr. Subrata Dutta Gupta (DIN:08767943) as an Independent Director - Special Resolution								
Remote e-voting	1181	1,03,15,72,906	99.1445	86	85,04,173	0.8173	1	22,52,91,057*
E-voting at the meeting	43	3,97,334	0.0382	0	0	0	0	0
Total	1224	1,03,19,70,240	99.1827	86	85,04,173	0.8173	1	22,52,91,057*



Item No. 7 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Approval for remuneration of Mr. Chandra Shekhar Ghosh (DIN:00342477), Managing Director & CEO – Ordinary Resolution								
Remote e-voting	1181	1,02,62,40,540	98.6320	83	1,38,36,429	1.3298	1	22,52,91,057*
E-voting at the meeting	43	3,97,334	0.0382	0	0	0	0	0
Total	1224	1,02,66,37,874	98.6702	83	1,38,36,429	1.3298	1	22,52,91,057*

Item No. 8 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Approval of material related party transactions with promoter / promoter group entities for banking transactions – Ordinary Resolution								
Remote e-voting	1206	61,99,35,199	99.7248	54	13,13,275	0.2113	0	0
E-voting at the meeting	43	3,97,334	0.0639	0	0	0	0	0
Total	1249	62,03,32,533	99.7887	54	13,13,275	0.2113	0	0

**Pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.*

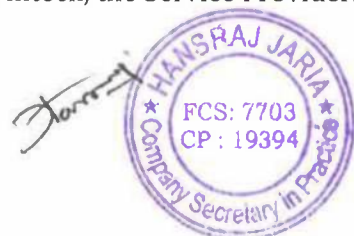
7. It has been represented to me by the Bank, that the votes have been cast by only those Members who were entitled to do so through the designated system of KFintech and that their authenticity have been confirmed by KFintech.

8. Management's Responsibility

The Management of the Bank is responsible to ensure compliance with the requirements of the Act and the Rules made thereunder and the circulars issued by the MCA and the SEBI as mentioned above and the SEBI LODR, as amended, relating to electronic voting on the resolutions contained in the Notice calling the AGM.

9. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to scrutinizing the e-voting process in a fair and transparent manner and to prepare the Consolidated Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the resolutions stated in the Notice calling the AGM, based on the reports of remote e-voting and e-voting during the AGM, generated from the e-voting system provided by KFintech, the Service Provider.



10. The register and all the other relevant records relating to the electronic voting are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you.



Hansraj Jaria
(Practicing Company Secretary)
Membership No.: F7703
COP: 19394
UDIN: F007703E000823529

Place: Kolkata
Dated: August 18, 2023

Countersigned by



Dr. Anup Kumar Sinha
Non-Executive (Independent) Chairman
(DIN: 08249893)
Place: Kolkata
Dated: August 18, 2023