



Bandhan Bank Limited

Regd. Office: DN 32, Sector V, Salt Lake, Kolkata – 700091; **CIN:** L67190WB2014PLC204622;
Phone: 91-33-6609 0909; **Fax:** 91-33-6609 0502; **Email:** companysecretary@bandhanbank.com;
Website: www.bandhanbank.com

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]

Name of the Member(s):

Registered address:

E-mail Id: Folio No./Client Id & DP. Id:

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

1. Name:

Address:

E-mail Id: Signature :or failing him

2. Name:

Address:

E-mail Id: Signature :or failing him

3. Name: Address:

..... E-mail Id: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the fifth Annual General Meeting of the Bank, to be held on Friday, June 28, 2019 at 11:00 A.M. at Mini Auditorium, Biswa Bangla Convention Centre, DG Block (Newtown), Action Area I, New Town, West Bengal 700 156 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To consider and adopt the Audited Annual Financial Statements of the Bank for the financial year ended on March 31, 2019 and the Report of the Board of Directors and Auditors' thereon.		
2	To declare dividend on equity shares of the Bank for the financial year ended March 31, 2019.		
3	To appoint a director in place of Dr. Holger Dirk Michaelis (DIN: 07205838), who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 117365W), as the Statutory Auditors of the Bank and fix the remuneration thereof		
Special Business			
5	Appointment of Dr. Allamraju Subramanya Ramasastry (DIN: 06916673) as an Independent Director		
6	Appointment of Dr. Anup Kumar Sinha (DIN 08249893) as an Independent Director		
7	Appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director		
8	Appointment and remuneration of Dr. Anup Kumar Sinha (DIN 08249893) as Non-Executive (Part-time) Chairman		
9	Re-appointment of Ms. Thekedathumadam Subramani Raji Gain (DIN: 07256149) as an Independent Director by way of special resolution		
10	To ratify 'Bandhan Bank Employee Stock Option Plan Series 1' by way of special resolution		
11	Approval of increase in total number of options for grant under 'Bandhan Bank Employee Stock Option Plan Series 1' by way of special resolution		
12	Holding of office or Place of Profit by Mr. Vaskar Ghosh		

Signed this day of2019

Signature of Shareholder

Signature of Proxy holder(s).....



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.

* it is optional to put a (v) 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.