

NOTICE

Notice is hereby given that the 3rd **ANNUAL GENERAL MEETING** of the Members of the Bandhan Bank Limited (herein after referred to as 'the Bank') will be held on Friday, 12th day of May, 2017 at 11:00 A.M. at the Registered Office at DN - 32, Sector V, Salt Lake City, Kolkata - 700 091 to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the audited annual financial statements of the Bank for the financial year ended on 31st March, 2017 and the Report of the Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Chandra Shekhar Ghosh (DIN: 00342477), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Banking Regulation Act, 1949, the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants, 22 Camac Street, Block-C, 3rd Floor, Kolkata-16 (ICAI Firm Registration Number - 101049W), vide resolution passed by the Members at the Second Annual General Meeting of the Bank held on 20th June, 2016 be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration of Rs.62.50 lakh inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of out of pocket expenses in connection with the audit of accounts of the Bank.”



SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and applicable circulars issued by the Reserve Bank of India and as recommended by the Board of Directors, Mr. Ranodeb Roy (DIN: 00328764), in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Bank, liable to retire by rotation and shall be paid sitting fees and reimbursed expenses as may be permissible under law from time to time.”

Place : Kolkata

Date : 26th April, 2017

By Order of the Board

for **Bandhan Bank Limited**

Sd/-

Indranil Banerjee
Company Secretary



Note:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE BANK. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights. A member holding more than ten percent of the total share capital of the Bank and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank at its registered office addressed to the Company Secretary a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
4. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 26th April, 2017.
5. The Register of Members and the Share Transfer Books of the Bank will remain closed on 11th May, 2017 (record date).



6. All the documents referred to the notice shall be available for inspection by the Members at the Registered Office of the Bank between 9.00 a.m. and 6.00 p.m. on all working days upto the date of the Annual General Meeting.
7. Route map of the venue of the meeting (including prominent landmark) is also annexed hereto and forms a part of this notice and marked as **Annexure A**.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
9. 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.



ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall

Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of shares	

Name and address of the Shareholder :

I hereby record my presence at the Annual General Meeting of the Bank held on 12th May, 2017 at 11 A.M. at DN-32, Sector V, Salt Lake, Sector V, Kolkata – 700091.

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.



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 City, Kolkata 700 091, West Bengal

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 Friday, 12th May, 2017 at 11 A.M. at DN-32, Sector - V, Salt Lake City, Kolkata 700 091, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix ₹ 1 Rev Stamp

1. To consider and adopt audited financial statements, reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chandra Shekhar Ghosh, who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification of the appointment of Auditors and fixing their remuneration.
4. To appoint Mr. Ranodeb Roy as a Director of the Bank.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Bank.

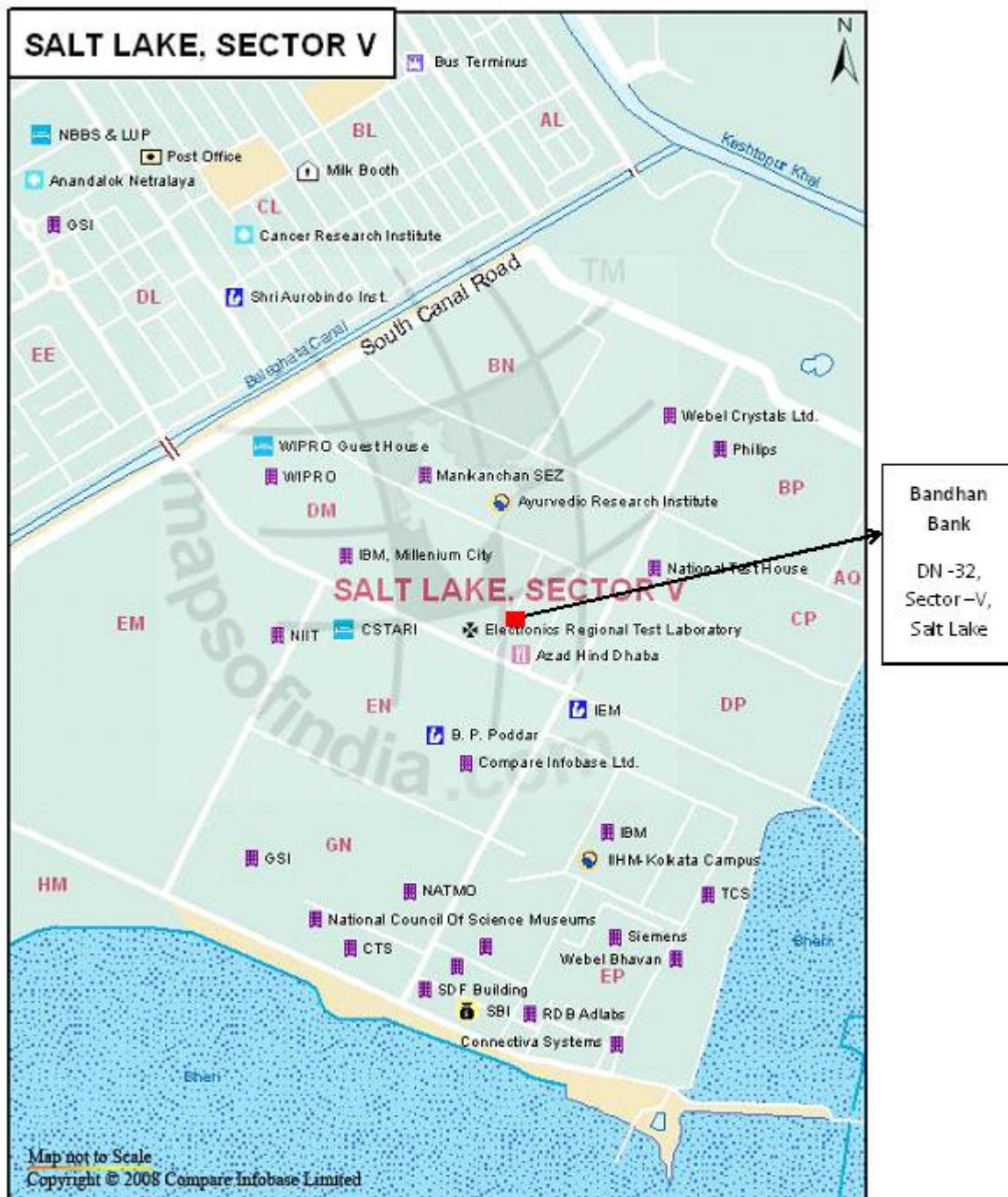


3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. A member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
6. A proxy form which does not state the name of the proxy shall not be considered valid.
7. Undated proxy shall not be considered valid.
8. 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.
9. A Proxy can vote in the ballot process and cannot vote on show of hands.
10. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



Annexure A

Route Map to the Venue of the AGM





ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors of the Bank at their meeting held on 26th July, 2016, on recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Ranodeb Roy as an Additional Director of the Bank, to hold office up to the ensuing Annual General Meeting. The Bank has received notice from a member proposing the candidature of Mr. Ranodeb Roy as a non-executive Director of the Bank. The Board of Directors of the Bank is of the opinion that Mr. Ranodeb Roy is a person of Integrity and has relevant experience and expertise for him to be appointed as Director of the Bank. Mr. Ranodeb Roy will be entitled to sitting fees and reimbursement of expenses as permissible under law and as applicable for the Bank from time to time. Mr. Ranodeb Roy also satisfies the fit & proper criteria as prescribed by the Reserve Bank of India.

Mr. Ranodeb Roy does not hold any shares in the Bank.

The Board of Directors recommend passing of the Resolution in Item no. 4 of the Notice calling the Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Ranodeb Roy, are concerned /interested in passing of this resolution. Mr. Ranodeb Roy is not related to any Director of the Bank.

Place : Kolkata

Date : 26th April, 2017

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

Sd/-

Indranil Banerjee
Company Secretary