

Ref no.: BBL/100/2021-22

June 25, 2021

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

Dear Sir/ Madam,

Sub: Outcome of Board Meeting held on June 25, 2021 - SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

1. Pursuant to the applicable provisions of the SEBI LODR, we wish to inform that the Board of Directors of the Bank at its meeting held today i.e. June 25, 2021, has, *inter alia*, decided that the 7th Annual General Meeting ('AGM') of the Members of the Bank will be held on Friday, August 06, 2021 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 and the Rules made thereunder, read with General Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India (collectively referred as '**the relevant Circulars**').
2. In compliance with the relevant circulars, the Notice for the 7th AGM along with Annual Report for the financial year 2020-21, will be sent to all the members of the Bank whose email addresses are registered with the Bank / Kfin Technologies Private Limited, the Bank's Registrar and Transfer Agent / Depository Participant(s). The details about the manner of registering / updating email addresses, casting vote through e-voting and attending the AGM through VC / OAVM has been set out in the Notice of the AGM. The AGM Notice and Annual Report will also be available on the website of the Bank at www.bandhanbank.com.
3. The Bank has fixed Friday, July 30, 2021 as the 'Cut-off Date' for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.

4. Further, the Register of Members and Share Transfer Book of the Bank shall remain closed from Saturday, July 31, 2021 to Friday, August 06, 2021 (both days inclusive) for the purpose of the AGM and payment of dividend. Accordingly, the record date has been fixed as Friday, July 30, 2021, for the purpose of ascertaining the entitlement of Members to receive dividend for the financial year ended March 31, 2021.
5. The Board of Directors has also approved and recommended the following proposals for the approval of Members at 7th AGM:
- (i) Appointment of Mr. Suhail Chander (DIN: 06941577), who was appointed as an Additional Director (Category: Independent), as an Independent Director of the Bank, not liable to retire by rotation, for a period of three years with effect from March 19, 2021;
 - (ii) Appointment of Mr. Subrata Dutta Gupta (DIN: 08767943), who was appointed as an Additional Director (Category: Independent), as an Independent Director of the Bank, not liable to retire by rotation, for a period of three years with effect from March 19, 2021;
 - (iii) Re-appointment of Dr. Allamraju Subramanya Ramasastry (DIN: 06916673), as an Independent Director of the Bank, not liable to retire by rotation, for a second term of five years with effect from August 08, 2021;
 - (iv) Re-appointment of Mr. Santanu Mukherjee (DIN: 07716452), as an Independent Director of the Bank, not liable to retire by rotation, for a second term of five years with effect from January 07, 2022;
 - (v) Re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893), as a Non-Executive Chairman and an Independent Director of the Bank, not liable to retire by rotation, for a second term from January 07, 2022 up to July 04, 2026, that is, up to the date of his attaining the age of 75 years, pursuant to Circular no. DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 on '*Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board*' issued by the Reserve Bank of India ('RBI') and his re-appointment as Non-Executive Chairman is subject to prior approval of RBI, from time to time;
 - (vi) Pursuant to the approval of RBI vide its letter dated June 08, 2021, re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director and CEO of the Bank, not liable to retire by rotation, for a period of three years with effect from July 10, 2021;
 - (vii) Re-appointment of Dr. Holger Dirk Michaelis (DIN: 07205838), Nominee Director of Caladium Investment Pte. Ltd. who retires by rotation at 7th AGM and being eligible, has offered himself for re-appointment.

None of the Directors referred above is related to any other Director of the Bank. Neither they are debarred/ disqualified from holding office of directors by virtue of any Order from the Securities and Exchange Board of India or any other such authority. The profile of all the Directors of the Bank is available on website of the Bank at <https://bandhanbank.com/corporate-governance>.


6. Further, pursuant to '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 RBI ('**RBI Guidelines**'), the Bank is required to appoint two joint statutory auditors. The shareholders of the Bank at its 5th AGM held on June 28, 2019, had approved the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 117365W) as the Statutory Auditors of the Bank to hold office from the conclusion of 5th AGM until the conclusion of 9th AGM, subject to approval of RBI on an annual basis. Accordingly, pursuant to RBI Guidelines and the Bank's 'Policy for Appointment of Statutory Auditors of the Bank', the Board of Directors, on the recommendation of the Audit Committee of the Board, has recommended the name of M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672) as the first preferred firm, to act as joint Statutory Auditors of the Bank, to RBI for approval for FY 2021-22. The Board of Directors has also recommended the appointment of M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), as Joint Statutory Auditors of the Bank, for a period of three years to hold office from the conclusion of 7th AGM until the conclusion of 10th AGM of the Bank, for the approval of the shareholders at the ensuing AGM, subject to approval of RBI on an annual basis. The brief profile of M. M. Nissim & Co. LLP is enclosed.

You are requested to take note of the above.

The above is being uploaded on the website of the Bank at www.bandhanbank.com.

Thanking you,

Yours sincerely,
for **Bandhan Bank Limited**


Indranil Banerjee
Company Secretary



Encl.: as above

Brief profile of M. M. Nissim & Co. LLP, Chartered Accountants

M. M. Nissim & Co. LLP (the 'Firm') is registered with ICAI since 1946. The Firm has its Head Office at Mumbai and has branches in a few other states including in the state of West Bengal.

The Firm renders assurance, direct and indirect taxation services and is empanelled with various regulatory authorities such as CAG, RBI, SEBI, IRDAI, PFRDA, etc. The Firm's clientele includes private and public sector enterprises, regulators and NGOs. The Firm also has varied experience in the Banking, Financial Services and Insurance (BFSI) sector, having provided audit / non-audit and consultancy services to private, public and foreign banks.

