

Ref. No.: BBL/145/2023-24

June 23, 2023

BSE Limited

Dept. 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: Disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Voting Results of the Postal Ballot through e-voting

In continuation to our letter Ref. No.: BBL/93/2023-24 dated May 23, 2023, we would like to inform that in compliance with the provisions of Regulation 44 of the SEBI LODR, applicable provisions of the Companies Act, 2013 and the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, approval of Shareholders of Bandhan Bank Limited (the '**Bank**') was sought vide Postal Ballot Notice dated May 19, 2023 on the following proposals, by way of remote e-voting, which commenced from Wednesday, May 24, 2023 at 9:00 A.M. (IST) till Thursday, June 22, 2023 at 5:00 P.M. (IST):

1. Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as a Director of the Bank
2. Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as a Whole-time Director, designated as Executive Director and Key Managerial Personnel of the Bank, including remuneration

The Bank had appointed CS Anjan Kumar Roy, Practising Company Secretary (FCS No.: 5684/CP No.: 4557), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer has submitted his Report on the remote e-voting. On the basis of Scrutinizer's Report, aforesaid resolutions proposed through the Postal Ballot have been duly approved by the



**Bandhan
Bank**

Bandhan Bank Limited

Head Office: Floors 12-14, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata - 700091

CIN: L67190WB2014PLC204622 | Phone: +91 33 6609 0909, 4045 6456 | Fax: +91 33 6609 0502

Email: companysecretary@bandhanbank.com | Website: www.bandhanbank.com

Members with requisite majority and the resolutions shall be deemed to be approved and passed on June 22, 2023, which was the last date for remote e-voting.

In view of the above, we hereby submit the Voting Results in the format prescribed under Regulation 44 of SEBI LODR and Scrutinizer's Report on the remote e-voting.

You are requested to take note of the above.

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

Thanking you,

Yours faithfully,

for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary



Encl. as above

Postal Ballot (Remote E-voting) Results
Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	Bandhan Bank Limited							
Type of Meeting	Postal Ballot							
Date of Postal Ballot Notice	May 19, 2023							
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	June 22, 2023							
Record Date	May 19, 2023							
Total number of shareholders on record date	5,05,994							
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable							
Promoters and Promoter Group:	-							
Public:	-							
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable							
Promoters and Promoter Group:	-							
Public:	-							
Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary							
Description of resolution considered	Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as a Director of the Bank							
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	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<i>Less: Not considered as per Banking Regulation Act, 1949#</i>		22,52,93,513	34.9772	22,52,93,513	-	-	-
	Votes Considered		41,88,22,344	65.0228	41,88,22,344	-	100.0000	-
Total	64,41,15,857	41,88,22,344	65.0228	41,88,22,344	-	100.0000	-	
Public- Institutions	Remote e-Voting	66,85,83,130	58,55,73,326	87.5842	58,53,10,429	2,62,897	99.9551	0.0449
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		66,85,83,130	58,55,73,326	87.5842	58,53,10,429	2,62,897	99.9551
Public- Non Institutions	Remote e-Voting	29,81,56,184	6,76,97,004	22.7052	6,76,86,493	10,511	99.9845	0.0155
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		29,81,56,184	6,76,97,004	22.7052	6,76,86,493	10,511	99.9845
Total	1,61,08,55,171	1,07,20,92,674	66.5543	1,07,18,19,266	2,73,408	99.9745	0.0255	
Whether resolution is Pass or Not	Yes							
# Pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members 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							
Description of resolution considered	Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as a Whole-time Director, designated as Executive Director and Key Managerial Personnel of the Bank, including remuneration							
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	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<i>Less: Not considered as Banking Regulation Act, 1949#</i>		22,52,93,513	34.9772	22,52,93,513	-	-	-
	Votes Considered		41,88,22,344	65.0228	41,88,22,344	-	100.0000	-
	Total	64,41,15,857	41,88,22,344	65.0228	41,88,22,344	-	100.0000	-
Public- Institutions	Remote e-Voting	66,85,83,130	58,55,73,326	87.5842	57,85,78,124	69,95,202	98.8054	1.1946
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	66,85,83,130	58,55,73,326	87.5842	57,85,78,124	69,95,202	98.8054	1.1946
Public- Non Institutions	Remote e-Voting	29,81,56,184	6,76,96,969	22.7052	6,76,85,800	11,169	99.9835	0.0165
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	29,81,56,184	6,76,96,969	22.7052	6,76,85,800	11,169	99.9835	0.0165
	Total	1,61,08,55,171	1,07,20,92,639	66.5543	1,06,50,86,268	70,06,371	99.3465	0.6535
Whether resolution is Pass or Not	Yes							
<i># Pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of all the Members in the Bank have not been considered.</i>								



ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684E000471633

SCRUTINIZER'S REPORT

[In accordance with Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Date: June 23, 2023

To,
The Chairman/Managing Director& CEO/Company Secretary
Bandhan Bank Limited
DN 32, Sector V, Salt Lake City,
Kolkata- 700019

Sub: Scrutinizer's Report on the Postal Ballot voting process, conducted only by way of remote e-voting, from May 24, 2023 to June 22, 2023, pursuant to the Postal Ballot Notice dated May 19, 2023 of Bandhan Bank Limited

Dear Sir,

(A) I, Anjan Kumar Roy, Proprietor of M/s. Anjan Kumar Roy & Co., Company Secretaries, having office at GR-1, Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata-700026, have been appointed as the Scrutinizer by the Board of Directors of Bandhan Bank Limited (herein after to be referred as '**the Bank**'), vide resolution passed by the Board of Directors of the Bank on May 19, 2023, for the purpose of scrutinising the votes cast by members of the Bank through Postal Ballot by way of remote e-voting during the period from May 24, 2023 at 9:00 A.M. (IST) to June 22, 2023 at 5.00 P.M. (IST), in respect of resolutions as mentioned in the Postal Ballot Notice dated May 19, 2023 (the '**Notice**'), issued by the Bank pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 (the '**Act**'), read with the Companies (Management and Administration) Rules, 2014 (the '**Rules**'), General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ('**MCA Circulars**'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**') and Regulation 44 of the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

- (B) Pursuant to the provisions as mentioned in the paragraph (A) of this report and also pursuant to the provisions of the Banking Regulation Act, 1949 (the 'BR Act'), I have conducted the scrutiny of the Postal Ballot voting process, conducted only by way of remote e-voting, in respect of the resolutions as mentioned in the Notice and as set out in this report. I submit my report hereunder:
- i. The Notice was sent by e-mail on Tuesday, May 23, 2023, along with the Statement pursuant to Section 102 of the Act, to those members of the Bank, who have registered their e-mail addresses with the Bank/the Bank's Registrar and Transfer Agent, KFin Technologies Limited ('Kfintech')/ Depositories Participants and made available to the Bank by the respective depositories as on Friday, May 19, 2023 ('Cut-off Date').
 - ii. The aforesaid Postal Ballot process has been conducted only by way of remote e-voting during the period from May 24, 2023 at 9.00 A.M. (IST) to June 22, 2023 at 5.00 P.M. (IST). The electronic voting platform was provided by Kfintech.
 - iii. An advertisement/public notice of the aforesaid Postal Ballot was published by the Bank in the following newspapers, in compliance with the provisions as mentioned in the paragraph (A) of the report:
 - a) The Financial Express (an English language newspaper) on May 24, 2023; and
 - b) Ei Samay (a Bengali language newspaper) on May 24, 2023.
 - iv. The remote e-voting facility provided by Kfintech at its portal; <https://evoting.kfintech.com>, was unblocked by me at 5:05 P.M. on June 22, 2023, in presence of the following persons, who are not in the employment of the Bank and who have put their signatures alongside their names as above, in confirmation of the votes having been unblocked in their presence:

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Bindiya Kumari
Bindiya Kumari

Indrajit Majumdar
Indrajit Majumdar

- v. The result of remote e-voting, containing the details of votes cast, has been prepared on the basis of data downloaded from the portal of Kfintech, the agency which was appointed by the Bank to provide and maintain the e-voting platform for the aforesaid remote e-voting.
- vi. To the best of my understanding, the relevant details of the aforesaid remote e-voting process, in respect of the resolutions set out in the Postal Ballot Notice, have been entered into a register electronically, as per the provisions of the Rules read with Section 108 of the Act, by Kfintech and are available as on this day at the website <https://evoting.kfintech.com>.
- vii. In terms of Section 12(2) of the Banking Regulation Act, 1949, read with Gazette Notification DBR.PSBD.No. 1084/16.13.100/2016-17 dated July 21, 2016 and 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, the following person cannot exercise voting rights in excess of twenty-six percent of the total voting rights of all shareholders of the Bank. Accordingly, its voting rights have 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	39.99	39.99	26

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(C) That the Results of the aforesaid Postal Ballot process conducted only by way of remote e-voting are as hereunder:

Item No. 1 - Special Business:

Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as a Director of the Bank - by way of an Ordinary Resolution

i) Voted in favour of the Resolution:

Mode of Voting	Number of members who voted in favour (Number of Ballots)	Number of votes cast (Shares) in favour	Number of votes (Shares) considered	% of total number of valid votes cast and considered, in favour
Remote e-voting	1,462	129,71,12,779	107,18,19,266	99.9745
Total	1,462	129,71,12,779	107,18,19,266	99.9745

ii) Voted against the Resolution:

Mode of Voting	Number of members who voted against (Number of Ballots)	Number of votes cast (Shares) against	Number of votes (Shares) considered	% of total number of valid votes cast and considered, against
Remote e-voting	91	273,408	273,408	0.0255
Total	91	273,408	273,408	0.0255

iii) Invalid Votes:

Mode of Voting	Number of members who voted (Number of Ballots)	Number of votes cast (Shares)
Remote e-voting	Nil	Nil
Total	Nil	Nil

The Resolution as set out in Item No.1 of the Notice is passed with requisite majority.

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Item No. 2 - Special Business:

Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as a Whole-time Director, designated as Executive Director and Key Managerial Personnel of the Bank, including remuneration - by way of an Ordinary Resolution

i) Voted in favour of the Resolution:

Mode of Voting	Number of members who voted in favour (Number of Ballots)	Number of votes cast (Shares) in favour	Number of votes (Shares) Considered	% of total number of valid votes cast and considered, in favour
Remote e-voting	1,451	129,03,79,781	106,50,86,268	99.3465
Total	1,451	129,03,79,781	106,50,86,268	99.3465

ii) Voted against the Resolution:

Mode of Voting	Number of members who voted against (Number of Ballots)	Number of votes cast (Shares) against	Number of votes (Shares) considered	% of total number of valid votes cast and considered, against
Remote e-voting	100	70,06,371	70,06,371	0.6535
Total	100	70,06,371	70,06,371	0.6535

iii) Invalid Votes:

Mode of Voting	Number of members who voted (Number of Ballots)	Number of votes cast (Shares)
Remote e-voting	Nil	Nil
Total	Nil	Nil

The Resolution as set out in Item No. 2 of the Notice is passed with requisite majority.

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- (D) Based on the aforesaid results, I report that the Ordinary Resolutions, as contained in the Item Nos. 1 & 2 of the Postal Ballot Notice dated May 19, 2023, have been passed with requisite majority.
- (E) The register and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I will hand over the register and other related papers to the Company Secretary, who shall preserve such papers or register safely.

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

Anjan Roy
ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684E000471633

Peer Review Certificate No.: 869/2020



Scrutinizer for and in respect of the Postal Ballot process conducted only by way of remote e-voting vide the Postal Ballot Notice dated May 19, 2023 of Bandhan Bank Limited.

Countersigned by

A. Sinha

Dr. Anup Kumar Sinha
Non-Executive Chairman

(DIN: 08249893)

Place: Kolkata

Dated: June 23, 2023



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