



Bandhan Bank Limited
 CIN: L67190WB2014PLC204622;
 Regd. Office: DN 32, Sector V, Salt Lake, Kolkata-700091;
 Head Office: 12th to 14th Floors, Advantz Infinity@5,
 BN 5, Sector V, Salt Lake City, Kolkata 700 091; Phone: +91-33-6609 0909;
 E-mail: investors@bandhanbank.com; Website: www.bandhanbank.com

NOTICE OF POSTAL BALLOT AND INFORMATION ON REMOTE E-VOTING

Notice is hereby given that pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2021 and General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), and any other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Postal Ballot Notice dated March 19, 2024 has been sent by e-mail on **Friday, March 22, 2024** to those Members of Bandhan Bank Limited (the 'Bank'), whose names appeared in the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories'), as on **Friday, March 15, 2024** ('cut-off date'), and whose e-mail addresses are registered with the Bank / Bank's Registrar and Share Transfer Agent ('RTA'), namely, KFin Technologies Limited ('KFinTech') [in respect of shares held in physical form] / Depositories / Depository Participants ('DP') [in respect of shares held in dematerialised form] and made available to the Bank by the respective Depositories, as on the cut-off date, for seeking the approval of the eligible Members of the Bank, for passing the following resolutions by means of Postal Ballot, only by way of remote electronic voting ('remote e-voting') process:

Sl. No.	Description of Resolutions	Type of Resolution
1.	Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive Non-Independent Director (Nominee of Caladium Investment Pte. Ltd.)	Ordinary
2.	Appointment of Mr. Rajinder Kumar Babbar (DIN: 10540386) as a Director of the Bank	Ordinary
3.	Appointment of Mr. Rajinder Kumar Babbar (DIN: 10540386) as a Whole-time Director, designated as Executive Director and Key Managerial Personnel of the Bank, including remuneration	Ordinary

In terms of the MCA Circulars, the requirement of sending physical copies of Postal Ballot Notice and Forms has been dispensed with. Accordingly, physical copies of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope have not been sent to any Member. Further, the MCA Circulars advise that the communication of assent or dissent of the Members would take place through the remote e-voting system only. The Bank has engaged the services of KFinTech as service provider to provide the platform facilitating the remote e-voting. Members may cast their votes remotely, on the dates mentioned herein below, using the e-voting platform of KFinTech. During this period, Members can cast their vote electronically, by selecting EVEN No. 7930.

A copy of the Postal Ballot Notice is also placed on the Bank's website at <https://bandhanbank.com/postal-ballot>; websites of stock exchanges - National Stock Exchange of India Limited at <https://www.nseindia.com/> and BSE Limited at <https://www.bseindia.com/>; and on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx>.

The Board of Directors of the Bank has appointed CS Hansraj Jaria, Practising Company Secretary (FCS No.: 7703 / CP No.: 19394), failing him, CS Rakesh Agrawal, Practising Company Secretary (FCS No.: 8792 / CP No.: 9014), to act as the Scrutinizer to conduct and scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner, in accordance with the Act, and the Rules made thereunder.

All the Members are hereby informed that:

- The special businesses as set out in the Postal Ballot Notice will be transacted through remote e-voting only;
- Remote e-voting shall commence on **Saturday, March 23, 2024 at 9:00 A.M. (IST)** and shall end on **Sunday, April 21, 2024 at 5:00 P.M. (IST)**;
- Remote e-voting module shall be blocked at **5:00 P.M. on Sunday, April 21, 2024** and no Member shall be allowed to cast vote thereafter;
- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories/KFinTech as on the cut-off date, i.e., **Friday, March 15, 2024**, only shall be entitled to avail the facility of remote e-voting;
- Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again;
- The voting right(s) of Members shall be in proportion to their share in the total paid-up voting equity share capital of the Bank, as on the cut-off date, i.e., **Friday, March 15, 2024**, subject to the provisions of the Banking Regulation Act, 1949, as amended;
- A Person who is not a Member of the Bank as on the cut-off date should treat this Notice for Postal Ballot for information purpose only;
- The manner in which the Members holding shares in dematerialised/physical form or who have not registered their email addresses can cast their vote(s) through remote e-voting are provided in the Postal Ballot Notice available on the websites of the Bank, the Stock Exchanges and KFinTech. Additionally, in terms of SEBI Master Circular dated July 11, 2023, individual Members holding shares in demat mode, can register directly with the depository or through their demat account, to access e-voting page of KFinTech, without having to register again with KFinTech for participating in the e-voting process. The detailed procedure in this regard has been explained in the Postal Ballot Notice;
- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and remote e-voting User Manual available at the downloads section of <https://evoting.kfintech.com/> or contact Mr. Bhaskar Roy, Deputy Vice President (Unit: Bandhan Bank Limited) of KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 and 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Telangana, India- 500 032, or email at evoting@kfintech.com or call KFinTech's Toll-Free No. 1800-309-4001 for any further clarification(s) or write to Mr. Indranil Banerjee, Company Secretary of the Bank, at registered office or at investors@bandhanbank.com.

Members who have not registered their email addresses may register their email addresses with the Bank, as mentioned hereunder:

- For shareholders holding share(s) in physical form**- SEBI vide Section V of its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated May 17, 2023, has made mandatory for shareholders holding shares of the Bank in physical form, to *inter alia*, update their KYC including contact details, e-mail address, mobile no., bank details, and nominations, etc., by furnishing requisite details in Form ISR-1. In this connection, the form, as notified by SEBI, along with other requisite details, are available at the Bank's website at <https://bandhanbank.com/sebi-circular> and at the KFinTech's website at <https://ris.kfintech.com/client-services/isc/default.aspx>.
- For Demat Holders**- Members holding shares of the Bank in electronic form can verify/update their respective email addresses and mobile numbers with their respective DPs.

The Scrutinizer will submit his Report to the Chairman or the Managing Director & CEO or the Company Secretary of the Bank, after the completion of scrutiny of votes, and the Results of Postal Ballot will be announced **on or before Tuesday, April 23, 2024**. The Results of the Postal Ballot, along with the Scrutinizer's Report, will be made available on the websites of the Bank at <https://bandhanbank.com/postal-ballot> and the Service Provider at <https://evoting.kfintech.com/public/Downloads.aspx>, besides being communicated to the Stock Exchanges, where the Bank's shares are listed. The remote e-voting Results, along with the Scrutinizer's Report, will also be displayed at the Registered Office and Head Office of the Bank.

For Bandhan Bank Limited

Anup Kumar Sinha

Non-Executive (Independent) Chairman

(DIN: 08249893)

Date: March 22, 2024

Place: Kolkata

