

Bandhan Bank Limited

CIN: L67190WB2014PLC204622;

Registered Office: DN-32, Sector V, Salt Lake, Kolkata – 700091; **Phone No.:** + 91 33-6609 0909;

Head Office: 12th to 14th Floors, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata 700 091;

E-mail ID: investors@bandhanbank.com; **Website:** www.bandhanbank.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Companies Act**'), read with the Companies (Management and Administration) Rules, 2014 (the '**Companies 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. 09/2024 dated September 19, 2024, 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 other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the following resolutions are proposed for approval of the Members of Bandhan Bank Limited (the '**Bank**') by means of Postal Ballot, only by way of remote electronic voting ('**remote e-voting**') process:

SPECIAL BUSINESS:

Item No. 1: Extension of term of appointment of Mr. Ratan Kumar Kesh (DIN: 10082714) as the Interim Managing Director & Chief Executive Officer, Key Managerial Personnel of the Bank

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Companies Act**'), read with relevant Rules framed thereunder, Sections 10B(9), 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (the '**BR Act**'), other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India ('**RBI**'), from time to time, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**') and any other applicable law [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the 'Policy on Appointment and Fit & Proper Criteria for Directors' and the applicable provisions of the Articles of Association of Bandhan Bank Limited (the '**Bank**'), approval granted by the RBI and pursuant to the recommendations of the Nomination and Remuneration Committee of the Board ('**NRC**'), and approval of the Board of Directors of the Bank ('**Board**'), consent of the Members of the Bank, be and is hereby accorded for the extension of term of appointment of Mr. Ratan Kumar Kesh (DIN: 10082714), Executive Director & Chief Operating Officer of the Bank ('**ED&COO**'), as the *Interim* Managing Director and Chief Executive Officer ('**Interim MD&CEO**'), and designated as Key Managerial Personnel of the Bank, not liable to retire by rotation, with effect from October 10, 2024 till October 31, 2024, at the same

remuneration as the ED&COO of the Bank;

RESOLVED FURTHER THAT the Board of the Bank [including any Committee thereof or any person(s) as have been/may be authorised by the Board or such Committee, in this regard] be and is hereby authorised, to execute any agreements, documents, instruments and writings, as may be deemed necessary, and to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid extension of term of appointment, including remuneration, and to do all such acts, deeds, matters and things, as it may, in its sole discretion, deem fit, to give effect to this Resolution."

Item No. 2: Appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) as a Director of the Bank

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the '**Companies Act**'), read with the relevant Rules framed thereunder, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (the '**BR Act**'), other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India ('**RBI**') in this regard, from time to time, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**SEBI LODR**') and any other applicable law [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the 'Policy on Appointment and Fit & Proper Criteria for Directors' and the applicable provisions of the Articles of Association of Bandhan Bank Limited (the '**Bank**'), approval granted by the RBI vide its letter dated October 08, 2024 and pursuant to the recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank, Mr. Partha Pratim Sengupta (DIN: 08273324), who was appointed as an Additional Director of the Bank, with effect from November 01, 2024 till the ensuing Annual General Meeting or up to a time period of three months from the date of his appointment, whichever is earlier, and in respect of whom, the Bank has received a notice in writing under Section 160 of the Companies Act from a Member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Director of the Bank, with effect from November 01, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Bank [including any Committee thereof or any person(s) as have been / may be authorised by the Board or such Committee, in this regard] be and is hereby authorised, to execute any agreements, documents, instruments and writings, as may be deemed necessary, and to file requisite forms or applications with statutory/ regulatory authorities, with power to settle all

questions, difficulties or doubts that may arise in regard to the aforesaid appointment, and to do all such acts, deeds, matters and things, as it may, in its sole discretion, deem fit, to give effect to this Resolution.”

Item No. 3: Appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) as the Managing Director & Chief Executive Officer and Key Managerial Personnel of the Bank, including remuneration

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Companies Act**’), read with relevant Rules framed thereunder, Sections 10A, 10B, 35B and all other applicable provisions of the Banking Regulation Act, 1949 (the ‘**BR Act**’), other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India (‘**RBI**’) in this regard, from time to time, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI LODR**’) and any other applicable law [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the ‘Policy on Appointment and Fit & Proper Criteria for Directors’ and the applicable provisions of the Articles of Association of Bandhan Bank Limited (the ‘**Bank**’), approval granted by the RBI vide its letter dated October 08, 2024 and pursuant to the recommendations of the Nomination and Remuneration Committee of the Board (‘**NRC**’), and approval of the Board of Directors of the Bank (‘**Board**’), consent of the Members of the Bank, be and is hereby accorded for appointment of Mr. Partha Pratim Sengupta (DIN: 08273324), as the Managing Director & Chief Executive Officer (‘**MD&CEO**’) and Key Managerial Personnel of the Bank, for a period of three (3) years, with effect from November 01, 2024 up to October 31, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, read with the relevant Rules framed thereunder, Section 35B and other applicable provisions of the BR Act, RBI’s ‘Guidelines on Compensation of Whole Time Directors/Chief Executive Officers/Material Risk Takers and Control Function Staff’ dated November 04, 2019 (‘**RBI Guidelines**’) and other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the RBI in this regard, from time to time, the applicable provisions of the SEBI LODR and other applicable laws [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the provisions of the Articles of Association and the Compensation Policy of the Bank, and pursuant to the recommendations of the NRC, approvals of the Audit Committee of the Board and the Board of the Bank, and in accordance with the approval granted by RBI vide its letter dated October 08, 2024, consent of the Members of the Bank, be and is hereby accorded for payment of remuneration to Mr. Partha Pratim Sengupta, during his tenure as the MD&CEO of the Bank, with effect from November 01, 2024, on the following terms and conditions, subject to such revision in his remuneration as may be approved by the RBI, from time to time:

Remuneration Component	Amount (in Rs. per annum)
Basic Pay	1,00,00,000
House Rent Allowance	50,00,000
Leave Fare Allowance	1,50,000
Other Fixed Allowances*	1,82,80,230
Perquisites**	89,001
Retirals (Gratuity)	4,80,769
Total Fixed Pay	3,40,00,000

*Fixed Allowance to cover all expenses relating to the maintenance of house, such as utility expenditure like Gas, Water, Electricity, municipal taxes, salary to domestic help and driver, car fuel expenses, DTH Connection, Wifi, Mobile Handset expenses, maintenance expenses paid to the housing society, furnishing expenses including furniture, fixtures, interiors, all household appliances, etc.

**Includes Car benefits under the Bank’s Car Scheme, Housing Loan & Vehicle Loan under the Bank’s Staff Loan Policy, Club Memberships, Insurance Valuation (Group Term Life, Group Medclaim & Accidental Disability) & Health Check-up, mobile bill charges, broadband charges, residential telephone connection & usages, etc.

All hospitalisation and medical expenses for self, spouse and dependents (max self + 4) shall be reimbursed on actuals.

RESOLVED FURTHER THAT the Board of the Bank [including any Committee thereof or any person(s) as have been/may be authorized by the Board or such Committee, in this regard] be and is hereby authorised, to execute any agreements, documents, instruments and writings, as may be deemed necessary, and to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid appointment, including remuneration, and to do all such acts, deeds, matters and things, as it may, in its sole discretion, deem fit, to give effect to this Resolution.”

By Order of the Board of Directors
For **Bandhan Bank Limited**

Indranil Banerjee

Company Secretary
(FCS No.: 9917)

Date: November 19, 2024
Place: Kolkata

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act and other applicable laws, if any, stating all material facts relating to the Special Businesses at Item Nos. 1 to 3 contained in this Postal Ballot Notice ('Notice' or 'Postal Ballot Notice'), is annexed herewith, and the same should be considered as part of this Notice.
2. Brief Profile and other requisite information about the Directors proposed to be appointed, pursuant to Regulation 36 of the SEBI LODR and the SS-2 are provided in the Explanatory Statement forming part of this Notice.
3. All documents referred to in this Notice, including the Explanatory Statement, will be available electronically for inspection, without any fee, by the Members until the end of the remote e-voting period as detailed in sl. no. 7 of these Notes. Members, who wish to inspect such documents, are requested to send an e-mail to investors@bandhanbank.com or einward.ris@kfintech.com from their registered e-mail address, mentioning their name(s), folio numbers/DP ID and Client ID and the documents they seek to inspect, with a self-attested copy of their PAN Card attached to the e-mail, with subject line "Inspection of Documents", during the voting period of this Postal Ballot process.
4. The MCA, vide its Circulars referred above, has advised to send Postal Ballot Notices only by e-mails to all members who have registered their e-mail addresses with the company or with the depository participant/depository. It has also advised that the company would also be duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice. Further, it advised that communication of the assent or dissent of the members would only take place through remote e-voting system.
5. In view of the above, this Postal Ballot Notice and the e-voting instructions, along with User ID and Password, are being sent only through electronic mode (i.e., e-mail) to those Members 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, November 22, 2024 ('Cut-off Date')**, and whose e-mail addresses are registered with the Bank / the Registrar and Share Transfer Agent ('RTA') [in respect of shares held in physical form] or with the Depositories / Depository Participants [in respect of shares held in dematerialised form]. A copy of this Postal Ballot Notice shall also be available on the website of the Bank at <https://bandhanbank.com/postal-ballot>; the websites of the Stock Exchanges on which the Equity Shares of the Bank are listed, viz., BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com; and on the website of KFin Technologies Limited ('KFintech') at <https://evoting.kfintech.com/public/Downloads.aspx>, who is the RTA as well as the remote e-voting service providing agency for the Bank. Further, since, in accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice are not being sent to any Member and the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting ('e-voting'), the physical copies of postal ballot form and postage pre-paid business envelope are also not required to be sent.

6. Process of registration of e-mail addresses

- (a) Members holding share(s) of the Bank in electronic form can verify/ update their e-mail address and mobile number with their respective Depository Participants ('DP').
- (b) Members holding share(s) in physical mode and who have not yet updated their KYC including e-mail address, bank details, etc., are requested to update the same by submitting duly filled-in Form ISR-1 (available on the website of the Bank at www.bandhanbank.com/sebi-circular), along with relevant documents, to the RTA.

7. Remote e-voting and results related matters

- (a) In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Companies Rules, as amended, MCA Circulars referred above, SS-2 and Regulation 44 of the SEBI LODR, the Bank is pleased to offer remote e-voting facility to its eligible Shareholders, holding shares in physical or dematerialised form as on the Cut-off Date, being **Friday, November 22, 2024**, to exercise their rights to vote, by electronic means, on the Resolutions proposed through Item nos. 1 to 3 in this Notice. The Board has appointed KFintech for providing platform facilitating voting through electronic means to enable the shareholders to cast their votes through electronic mode remotely from anywhere (i.e., 'remote e-voting'). The instructions for remote e-voting form part of this Notice.
- (b) The remote e-voting period shall commence from **Wednesday, November 27, 2024 at 9.00 A.M. (IST)** and end on **Thursday, December 26, 2024 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Bank, holding share(s) in physical form or in dematerialized form, as on the Cut-off Date, i.e., **Friday, November 22, 2024**, may cast their vote(s) by remote e-voting, in the manner and process set out here-in-below. Once the vote(s) on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. A person, who is not a Member as on the Cut-off Date, should treat this Notice for information purposes only.
- (c) Voting rights of the Members/beneficial owners shall be reckoned in proportion to their share in the total paid-up voting equity share capital of the Bank, as on **Friday, November 22, 2024** (i.e., the Cut-off Date fixed for this purpose), subject to the provisions of the BR Act, as amended.
- (d) Members holding share(s) either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their e-mail address with the RTA or the DPs, as aforesaid), can cast their votes, in respect of the Resolutions as set out in this Postal Ballot Notice only through the remote e-voting.
- (e) The Board of Directors has appointed **CS Anjan Kumar Roy**, Practising Company Secretary (**FCS No.: 5684 / CP No.: 4557**), failing him, **CS Sandip Paul**, Practising Company Secretary (**ACS No.: 60607 / CP No.: 22688**), who have communicated their willingness to be appointed, to act as the Scrutinizer, to ensure that the Postal Ballot voting process is conducted in a fair and transparent manner.
- (f) The Scrutiniser, on completion of scrutiny of the votes cast through the e-voting, shall submit his report to the

Chairman or any of the other Directors or the Company Secretary of the Bank. The results of the e-voting shall be announced on or before **Saturday, December 28, 2024**.

- (g) The results declared, along with the Scrutiniser's Report, shall be placed on the website of the Bank at <https://bandhanbank.com/postal-ballot>, on the website of Kfintech at <https://evoting.kfintech.com/> and shall also be simultaneously communicated to the BSE and the NSE. The e-voting results, along with Scrutinizer's Report, will also be displayed at the Registered Office and the Head Office of the Bank.
- (h) The Resolutions, if approved by the requisite majority, shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e., **Thursday, December 26, 2024**. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.

8. Detailed Instructions for remote e-voting:

A. Remote E-voting through Kfintech website (for shareholders, other than Individual shareholders, holding securities in demat mode, and shareholders holding securities in physical mode):

In case a Member receives an e-mail from Kfintech [for Members whose e-mail IDs are registered with the Bank / Depository Participant(s)], the following procedure shall be followed:

- i. Go to the URL: <https://evoting.kfintech.com>;
- ii. Enter the login credentials (i.e. User ID and password). In case of a physical folio, User ID will be EVEN (E-Voting Event Number) 8515 followed by folio number. In case of a Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password to cast your vote;
- iii. Members who have forgotten their existing password or have not received login credentials, may obtain the User ID and Password for e-voting in the manner as mentioned below:
 - (a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: **MYEPWD <space>E-Voting Event Number + Folio No. or DP ID and Client ID to 9212993399**
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - (b) If the e-mail address or mobile number of the Member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a password.
 - (c) Member may call Kfintech's toll-free number 1800-309-4001 [from 9:00 a.m. to 6:00 p.m. (IST)].
 - (d) Member may send an e-mail request to evoting@kfintech.com. However, Kfintech shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.
- iv. After entering these details appropriately, click on '**LOGIN**';
- v. You will now reach the "Password Change" menu wherein you would be required to mandatorily change your password and create a new password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like, mobile number, e-mail ID, etc., on the first login. You may also enter a secret question and answer for your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- vi. Once the password is changed, you need to log in again with the new credentials.
- vii. On successful login, the system will prompt you to select the "**EVENT**" i.e., "**Bandhan Bank Limited**".
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "**FOR/AGAINST**" or alternatively, you may partially enter any number in "**FOR**" and partially "**AGAINST**" but the total number in "**FOR/AGAINST**" taken together shall not exceed your total shareholding as mentioned therein. You may also choose the option "**ABSTAIN**". If the Member does not indicate either "**FOR**" or "**AGAINST**" it will be treated as "**ABSTAIN**" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall follow the voting process separately for each folio / demat accounts.
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "**ABSTAIN**".
- xi. Accordingly, you may cast your vote by selecting an appropriate option and click on "**SUBMIT**".
- xii. A confirmation box will be displayed. Click "**OK**" to confirm else "**CANCEL**" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can log in any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at akroyco@yahoo.co.in, with a copy marked to evoting@kfintech.com and investors@bandhanbank.com. The scanned image of the above-mentioned documents should be in the naming format "**Bandhan Bank Limited – Postal Ballot – EVEN No. 8515**".
- xiv. 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 E-voting user manual available at the download section of <https://evoting.kfintech.com> or contact Mr. Bhaskar Roy,

Deputy Vice President (Unit: **Bandhan Bank Limited**) of KFin Technologies Limited, Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500 032, or at evoting@kfintech.com or call KFinTech's Toll-Free No. 1800-309-4001 for any further clarification(s) or write to the Company Secretary of the Bank at its registered office or at investors@bandhanbank.com.

B. Remote E-voting through demat accounts/ websites of Depositories/ DP:

As per the provisions of Section VI-C w.r.t. 'e-voting facility provided by listed entities' of the SEBI Master Circular for compliance with the provisions of the SEBI LODR by listed entities dated November 11, 2024, all 'individual shareholders holding shares of the Bank in demat mode' can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / DP. The procedure to login and access remote e-voting, as devised by the Depositories/DP(s), is given below:

Procedure to login through websites of Depositories - National Securities Depository Limited ("NSDL")

<p>For those Members who have already registered for the IDEAS e-Services facility of NSDL</p>	<ul style="list-style-type: none"> Click on the e-Services link: https://eservices.nsdl.com. Click on the button 'Beneficial Owner' available for login under 'IDEAS' section. Enter your User ID and Password for accessing IDEAS. On successful authentication, click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. Click on the 'Active E-voting Cycles' option under E-voting. Click on the e-Voting link available against 'Bandhan Bank Limited' or select e-Voting service provider 'KFintech' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
<p>For those Members who have not registered for the IDEAS e-Services facility of NSDL</p>	<ul style="list-style-type: none"> To register, click on the e-Services link: https://eservices.nsdl.com. Select option 'Register Online for IDEAS' available on the left hand side of the page or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. After successful registration, please follow steps given as above to cast your vote.
<p>For directly accessing the e-Voting module of NSDL by the Members</p>	<ul style="list-style-type: none"> Click on the link: https://www.evoting.nsdl.com/. Click on the button 'Login' available under 'Shareholder/Member' section.

	<ul style="list-style-type: none"> On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/through the generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. On successful authentication, you will enter the e-voting module of NSDL. Click on the 'Active E-voting Cycles / VC or OAVMs' option under E-voting. Click on the e-Voting link available against 'Bandhan Bank Limited' or select e-Voting service provider 'KFintech' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
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Contact details in case of any technical issue on NSDL Website:
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 -4886 7000.

Procedure to login through websites of Depositories - Central Depository Services (India) Limited ("CDSL")

<p>For those Members who have already registered for the Easi / Easiest facility of CDSL</p>	<ul style="list-style-type: none"> Click on the link: https://web.cdslindia.com/myeasitoken/Home/Login; or www.cdslindia.com and click on the My Easi New (Token) option under Login. Enter your User ID and Password for accessing Easi/ Easiest. Click on the e-Voting link available against 'Bandhan Bank Limited' or select e-Voting service provider 'KFintech' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
<p>For those Members who have not registered for the Easi/Easiest facility of CDSL</p>	<ul style="list-style-type: none"> To register, click on the link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. After successful registration, please follow steps given as above to cast your vote.
<p>For directly accessing the e-Voting module of CDSL by the Members</p>	<ul style="list-style-type: none"> Click on the link: https://evoting.cdslindia.com/EvotingLogin Provide Demat Account Number and PAN. The system will authenticate the user by sending OTP on registered Mobile Number & E-mail as recorded in the

	<p>Demat Account.</p> <ul style="list-style-type: none"> On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against 'Bandhan Bank Limited' or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
<p>Contact details in case of any technical issue on CDSL Website: Members facing any technical issue during log in can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 1800 21 09911.</p>	

Procedure to login through their demat accounts / Website of DP:

Individual shareholders holding shares of the Bank in Demat mode can access e-Voting facility provided by the Bank using login credentials of their demat accounts (online accounts) through websites of DPs registered with NSDL/ CDSL. An option for 'e-Voting' will be available once you have successfully logged in. Click on the option 'e-Voting' and you will be redirected to e-Voting modules of NSDL/ CDSL (as may be applicable). Click on the e-Voting link available against '**Bandhan Bank Limited**' or select e-Voting service provider '**KFintech**' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

9. General Shareholders related information:

(a) Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities: SEBI, vide Section V of its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated May 07, 2024, has mandated furnishing of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Members holding shares in physical mode and who have not yet updated their KYC, including e-mail address, mobile no., bank details, etc., are requested to update the same by submitting duly filled in Form ISR-1 with relevant documents to the RTA or the Bank. Similarly, for updation of signature, Form ISR-2; for nomination, Form No. SH 13; for change in nomination, Form No. SH 14; and for opt out of nomination, Form ISR -3; and for cancellation of nomination, Form ISR-3, along with Form No. SH 14, duly filled in all respect, with relevant documents, shall be submitted to the RTA or the Bank. The detailed process of submission of PAN, KYC details and nomination, along with necessary forms, are available on the website of the Bank at www.bandhanbank.com/sebi-circular. The communication details of the RTA are as under:

KFin Technologies Limited,
(Unit: **Bandhan Bank Limited**),
Selenium Building, Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi, Telengana, India - 500 032
E-mail ID: einward.ris@kfintech.com
Website: www.kfintech.com
KPRISM: <https://kprism.kfintech.com>
Toll-free Number: 1800 309 4001

(b) In case a holder of physical securities has not yet furnished

any of the above-mentioned details (except choice of nomination), such security holder shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing all such details/documents. Further, payment of dividend in respect of such folios shall be done only through electronic mode with effect from **April 01, 2024** upon furnishing of all the aforesaid details (except choice of nomination) in entirety. Accordingly, dividend for FY 2023-24 declared by the Members of the Bank at 10th Annual General Meeting held on August 20, 2024 will be credited to the accounts of such shareholders only after they furnish the above details to the RTA of the Bank.

- (c) Members holding shares in electronic form and who have not updated their PAN with their respective depository participant(s), are requested to do the same at the earliest.
- (d) Members are requested to note that, in order to facilitate the Members to access portfolio services rendered by RTA and to check requests, viz., annual reports, change of address, change/update Bank mandate and download standard forms, RTA has launched a website, <https://kprism.kfintech.com/>, for Members.
- (e) **Online processing of investor service requests and complaints by RTAs:** SEBI, vide Section VII of its Master Circular dated May 07, 2024, advised RTAs to digitize the process of service requests/complaints and provide a mechanism or portal for investors to lodge service requests/complaints online. In view of the same, KFintech has digitized the process of service requests/complaints and has launched a webpage, which can be accessed at <https://kprism.kfintech.com/signup>. Investors may register/ signup, using their Name, PAN, Mobile Number and Email ID, for online processing of service requests. Post registration, users can login via OTP and execute activities, like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.
- (f) As an ongoing endeavour to enhance Investor experience and leverage new technology, facilities provided by RTA for smooth updation of KYC are as follows:

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. URL: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

KYC Status: To ensure that shareholders have requisite information regarding their folios, the RTA has created a webpage at <https://kprism.kfintech.com/>, where the Members may access the KYC status of their respective folios by registering with the first holder's PAN details.

- (g) **Senior Citizens - Investor Support** (URL: <https://ris.kfintech.com/#>)
As part of its initiative to enhance the investor experience for Senior Citizens, KFintech has created a separate cell to exclusively assist the Senior Citizens.

The special cell closely monitors the grievances, complaints and queries coming from Senior Citizens through this channel and thereby, handholds them at every stage of processing till closure of the request. Senior Citizens wishing to avail the service can send the communication with the below details to the e-mail ID, senior.citizen@kfintech.com. Users (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

Alternatively, Senior Citizens can also contact KFinTech's Toll-free Number: 1-800-309-4006, dedicated for Senior Citizens for any queries or information.

- (h) **Transfer of unclaimed/unpaid dividends to the IEPF:** Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act and rules made thereunder, be transferred to the Investor Education and Protection Fund ('IEPF'). Further, pursuant to the provisions of Section 124(6) of the Companies Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Further, the details of unpaid dividend and the relevant shares transferred to the IEPF Authority during FY 2024-25 and the process for claiming these are provided on the website of the Bank.
- (i) As per Rule 5 of the IEPF Rules, information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125(2) of the Companies Act, nature of the amount, the amount to which each person is entitled, the due date for transfer to IEPF, etc., are provided by the Bank on its website at the link: <https://www.bandhanbank.com/unclaimed-dividend>. The concerned Members are requested to verify the details of their unclaimed dividend, if any, from the website and lodge their claim with KFinTech before the unclaimed dividends are transferred to the IEPF. The Bank, from time to time, also sends communications to all the Members, whose dividends have remained un-encashed, with a request to send the requisite documents to the Bank/ KFinTech for claiming such un-encashed dividends.

By Order of the Board of Directors
For **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary
(FCS No.: 9917)

Date: November 19, 2024
Place: Kolkata

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions

Item No. 1:

Pursuant to the approval of the Reserve Bank of India ('RBI'), and considering the recommendations of the Nomination and Remuneration Committee of the Board ('NRC') and the approval of the Board of Directors ('Board') of the Bank, the Shareholders of the Bank, at their 10th Annual General Meeting held on August 20, 2024, approved the appointment of Mr. Ratan Kumar Kesh (DIN: 10082714), Executive Director & Chief Operating Officer of the Bank ('ED&COO'), as the *Interim* Managing Director & Chief Executive Officer ('MD&CEO') of the Bank and Key Managerial Personnel, not liable to retire by rotation, with effect from July 10, 2024, for a period of three months or till a new MD&CEO takes charge, whichever is earlier, at his remuneration as the ED&COO of the Bank.

Considering the fact that the term of Mr. Ratan Kumar Kesh as the *Interim* MD&CEO was expiring on October 09, 2024 and process for approval of new MD&CEO was still underway, the Bank, with the approval of the Board, had applied to the RBI for extension of the term of appointment of Mr. Kesh as the *Interim* MD&CEO of the Bank. The RBI had granted its approval for the extension of term of appointment of Mr. Kesh as the *Interim* MD&CEO of the Bank, for a period of one month, with effect from October 10, 2024 or till a new MD&CEO takes charge, whichever is earlier.

Pursuant to the aforesaid approval of the RBI and on the recommendations of the NRC, the Board of the Bank, at its meeting held on October 05, 2024, had approved the extension of the term of appointment of Mr. Kesh, as the *Interim* MD&CEO of the Bank, for a period of one month, with effect from October 10, 2024 or till a new MD&CEO takes charge, whichever is earlier, subject to the approval of the Shareholders of the Bank.

Accordingly, pursuant to applicable provisions of the Companies Act, the BR Act, and the SEBI LODR, the approval of the Shareholders of the Bank is sought for the extension of the term of appointment of Mr. Ratan Kumar Kesh as the *Interim* MD&CEO of the Bank. The aforesaid extension of appointment of Mr. Kesh as the *Interim* MD&CEO of the Bank will be at the same remuneration as the ED&COO of the Bank.

In the meantime, pursuant to the approval granted by the RBI vide its letter dated October 08, 2024, and based on the recommendations of the NRC, the Board has approved the appointment of Mr. Partha Pratim Sengupta (DIN: 08273324), as the new MD&CEO of the Bank, for a period of three (3) years, with effect from November 01, 2024 up to October 31, 2027, not liable to retire by rotation, subject to the approval of the Shareholders of the Bank.

In view of the above, approval of the Shareholders of the Bank is sought for the extension of the term of appointment of Mr. Ratan Kumar Kesh as the *Interim* MD&CEO of the Bank with effect from October 10, 2024 till October 31, 2024. Upon completion of the said tenure of Mr. Kesh as the *Interim* MD&CEO of the Bank on October 31, 2024, Mr. Kesh is continuing as the ED&COO of the Bank, as per the RBI approved tenure as Executive Director.

Mr. Kesh is not debarred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority. In the opinion of the Board, Mr. Kesh continues to meet the fit and proper criteria and is a person of integrity, and has requisite qualifications, skills, experience and

expertise in specific functional areas, to continue as a Director of the Bank, which are beneficial to the Bank.

Accordingly, Mr. Kesh fulfils the conditions for the aforesaid extension of the term of his appointment as the *Interim* MD&CEO of the Bank, as prescribed under the relevant provisions of the Companies Act and the relevant Rules made thereunder, the SEBI LODR, the BR Act and other guidelines issued by the RBI, from time to time. Further, the proposed extension of appointment of Mr. Kesh is in compliance with the provisions of Section 10A of the BR Act, in particular, on account of him having the requisite experience/ expertise in banking, information technology and payment & settlement systems, as required under Section 10A(2)(a) of the BR Act.

The required details of Mr. Kesh in terms of Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings ('SS-2') are provided as under:

Mr. Ratan Kumar Kesh (DIN: 10082714)	<i>Interim</i> MD&CEO till October 31, 2024 (currently ED&COO)
Age	53 years
Qualification	B.E (Mechanical), PGDBM (MBA). Certified Quality Engineer from Quality Council of Indiana, USA. Completed advance leadership course from IIM-A and Strategic Agility from Harvard.
Date of Appointment on the Board	March 31, 2023 as ED&COO (July 10, 2024 to October 31, 2024 as <i>Interim</i> MD&CEO)
Brief Resume including Experience	Mr. Kesh has over 29 years of experience across industries in leadership roles in multiple domain – Operations, Technology, Transaction Banking, Product, Affluent Banking, Operations Risk, Enterprise Governance, Intelligent Automation, Digital, Cx and Organization Transformation. He was recognized among the 50 most talented Quality Professionals in India by the World Quality Congress. He was also recognized as one of India's top 25 Emerging Tech Leaders by BIOCON Network in collaboration with MeitY. At Bandhan Bank, as the ED&COO since March 31, 2023, he has been leading multiple areas including Technology, Operations, Recovery, Customer Experience, Transformation, Internal Audit, Legal, Projects and other support functions. He has played a crucial role in driving the Core Banking and Technology Transformation to position the Bank for future growth, focused around compliance and quality. He is also leading the transformation of the Bank for effective Risk Management, improving Compliance Culture, as

	well as drive digitization for delivering superior customer experience. In his previous assignments, he was part of the core team to lead organization transformation with technology, digital, governance, quality and customer focus during his tenures at ICICI Bank, HDFC Bank, Yes Bank and Axis Bank.
Nature of his expertise in specific functional areas	Banking, Information Technology, Payment & Settlement systems
Other Directorship	Member of Managing Committee of The Bengal Chamber of Commerce and Industry (A Section 8 Company)
Listed entities from which the person has resigned in the past three years	Nil
Chairmanship/ Membership of Committees in other companies	Nil
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner) (as on November 19, 2024)	300 equity shares of Rs. 10 each (not holding any other equity share of the Bank as a beneficial owner)
No. of board meetings attended during the year (i.e., FY 2024-25)	16/17 (up to November 19, 2024)
Terms and conditions of appointment or re-appointment, including remuneration	Extension of term of appointment as the <i>Interim</i> MD&CEO, designated as Key Managerial Personnel of the Bank, not liable to retire by rotation, with effect from October 10, 2024, till October 31, 2024, at his remuneration as ED&COO of the Bank. His remuneration as the ED&COO of the Bank, with effect from April 01, 2023, was last approved by the Shareholders at their Annual General Meeting held on August 20, 2024.
Remuneration last drawn	Mr. Kesh had drawn total remuneration of Rs. 2,80,00,000, including perquisite value of Housing Loan & Bank-provided car, during the FY 2023-24.

Your Board of Directors, therefore, recommends passing of the Ordinary Resolution as set out at Item No. 1 of this Notice, with respect to the aforesaid extension of term of appointment of Mr. Ratan Kumar Kesh, as the *Interim* MD&CEO of the Bank.

Save and except Mr. Kesh and his relatives, none of the other Directors or Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise,

in the resolution set out at Item No. 1 of this Notice.

Item Nos. 2 & 3:

The Nomination and Remuneration Committee ('NRC') and the Board of Directors ('Board') of Bandhan Bank Limited (the 'Bank'), after reviewing the candidature and the fit and proper status of Mr. Partha Pratim Sengupta (DIN: 08273324) for the office of Managing Director & Chief Executive Officer ('MD&CEO'), and having been satisfied with the candidature as well as fit and proper status, recommended to the Reserve Bank of India ('RBI') for its approval, the candidature of Mr. Partha Pratim Sengupta along with other candidates for the office of the MD&CEO of the Bank, along with his proposed remuneration. The RBI, vide its letter dated October 08, 2024, conveyed its approval for the appointment and remuneration of Mr. Sengupta as MD&CEO of the Bank, for a period of three (3) years, with effect from the date of taking charge, which shall not be later than November 10, 2024.

Pursuant to the aforesaid approval of the RBI and the recommendations of the NRC, the Board, at its meeting held on October 25, 2024, approved the appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) as an Additional Director of the Bank, with effect from November 01, 2024 up to the date of the ensuing Annual General Meeting ('AGM') or up to three months from the date of his appointment, whichever is earlier, in terms of the applicable provisions of the Companies Act and the SEBI LODR. Since his term as an Additional Director of the Bank would come to an end by the end of three months from November 01, 2024, the proposal for appointment of Mr. Sengupta as Director of the Bank is being submitted to the Members of the Bank for approval vide Resolution at Item No. 2 of this Notice.

Further, pursuant to the approval of the RBI and recommendations of the NRC, the Board, at its aforesaid meeting, has also approved the appointment and remuneration of Mr. Sengupta (DIN: 08273324) as the MD&CEO of the Bank, for a period of three (3) years, with effect from November 01, 2024, not liable to retire by rotation, subject to approval of Shareholders of the Bank. Mr. Sengupta has also been appointed by the Board as a Key Managerial Personnel of the Bank, for a period of three (3) years, with effect from November 01, 2024.

In terms of Section 160 of the Companies Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Sengupta for the office of Director of the Bank. Further, the Bank has received declaration, in terms of Section 164 of the Companies Act, from Mr. Sengupta that he is not disqualified from being appointed as a Director and he has given his consent to act as a Director of the Bank, along with other necessary declarations/ disclosures for his appointment, as required under the Companies Act, the SEBI LODR, the BR Act and other applicable statutory provisions. In the opinion of the Board, Mr. Sengupta meets the fit and proper criteria and is a person of integrity, and has requisite qualifications, skills, experience and expertise in banking and finance, for being appointed as a Director of the Bank, which are beneficial to the Bank. He has affirmed that he is not debarred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority. Mr. Sengupta fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act and the relevant Rules made thereunder, the SEBI LODR, the BR Act and other guidelines issued by the RBI, from time

to time. The proposed appointment of Mr. Sengupta is in compliance with the provisions of Section 10A of the BR Act, in particular, on account of him having the requisite experience / expertise in Banking and Finance including Agriculture Banking, Risk Management, Human Resources, Law and Information Technology, as required under Section 10A(2)(a) of the BR Act.

Remuneration:

The remuneration of Mr. Sengupta with effect from November 01, 2024, as approved by the RBI and the Board, has been proposed vide Resolution at Item No. 3 of this Notice, for the approval of the Shareholders of the Bank. The proposed remuneration has also been approved by the Audit Committee of the Board, in terms of the provisions of Section 177 of the Companies Act and Regulation 23 of the SEBI LODR, being related party transaction.

Perquisites:

Perquisites would include Group Mediclaim coverage of Rs. 5 Lakh for self, spouse, dependent children and parent(s) (max 1 + 4) & Group Term Life & Accident Insurance for self for Rs. 120 Lakh, Annual Health Check Up facility for self, Corporate membership in two clubs as decided by the Bank, mobile bill charges, broadband charges, residential telephone connection & usages, etc.

He is eligible for Company Provided Car for personal and official use with ex-show room price of Rs.1 crore, for a period of 4 year. If availed as per full eligibility, the annual monetized value of Rs.25 Lakh [i.e., eligibility of Rs.100 Lakh, divided by 4 (no. of years)] is considered a part of fixed pay notionally. On availment, the 'Other Fixed Allowances' component of cash fixed pay will be reduced accordingly (i.e., ex showroom price/ 4), with commensurate increase in Perquisites, thereby keeping the Total Fixed Pay unchanged. Grade and location-based Staff Housing Loan and Staff Vehicle Loan at concessional rate of 3.5% p.a. and 5% p.a. (EMT based), respectively. On availment, the perquisites (calculated as the difference between prevailing SBI rate and the staff loan rate of interest on annual basis) will be reduced from the 'Other Fixed allowances' component of cash fixed pay, with commensurate increase in Perquisites, thereby keeping total fixed pay unchanged.

Other Benefits:

All hospitalisation expenses under mediclaim, for self, spouse, dependent children and parent(s) (max 1 + 4), over and above the Group Mediclaim Coverage of Rs.5 lakh obtained by the Bank, shall be reimbursed on actuals, including expenses which are not settled through the Group Mediclaim Policy. All medical expenses for self, spouse, dependent children and parent(s) (max 1 + 4) shall be reimbursed on actuals.

The required details of Mr. Sengupta in terms of Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings ('SS-2') are provided as under:

Mr. Partha Pratim Sengupta (DIN: 08273324)	Managing Director & Chief Executive Officer
Age	61 years
Qualification	Graduate in Physics Honours. Certified Associate of Indian Institute of Bankers. Received training in Leadership Development from Harvard Business School, IIM Calcutta, and ISB Hyderabad.

Date of Appointment on the Board	November 01, 2024
Brief resume including Experience	<p>Mr. Partha Pratim Sengupta is an experienced banker, having four decades of experience in the banking industry. He has worked in different geographies, across both retail and corporate banking. He has been groomed at State Bank of India (SBI), where he rose to the role of Deputy Managing Director and Chief Credit Officer of the Bank. He then took over as Managing Director & CEO of Indian Overseas Bank (IOB).</p> <p>Mr. Sengupta is a resilient and outcome-oriented leader who has demonstrated consistent achievement of goals. In both his stints, at SBI and at IOB, he has leveraged technology and innovation for achieving business results.</p> <p>Mr. Sengupta has spent his career in a range of retail and corporate branches and business. His postings included Branch Manager roles at retail and commercial branches, Forex, Trade Finance and Credit Officer roles, Regional Manager, Deputy General Manager in Corporate Centre Internet Banking Department, General Manager Mid Corporate, etc.</p> <p>Between 2016 to 2018, Mr. Sengupta served as Chief General Manager, SBI Kolkata Circle, which included the states of West Bengal and Sikkim and also the Union Territory of Andaman and Nicobar Islands. In 2018, Mr. Sengupta was elevated to the rank of Deputy Managing Director and Chief Credit Officer of State Bank of India. He was the Chairman of the Corporate Centre Credit Committee, the highest sanctioning committee of the Bank just below the Board. He was a member of the Investment Committee, Fraud Management Committee, NPA Management Committee and Operational Risk and Marketing Risk Management Committees of the Bank. At SBI, he was a permanent invitee in the Board of SBI as DMD & Chief Credit Officer of the Bank. He has also been a non-executive director on the board of SBI's investments (YES Bank, ARCIL, among others) and IOB's joint venture (Universal Sampo Life Insurance). In 2020, Mr. Sengupta was selected as Managing Director and Chief Executive Officer of Indian Overseas Bank and led the bank until December, 2022.</p>

Nature of his expertise in specific functional areas	Banking, Finance, Agricultural Banking, Risk Management, Human Resource, Law and Information Technology
Other Directorship	Nil
Listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> 1) B & A Packaging India Limited - resigned as Independent Director on October 31, 2024 2) B & A Limited - resigned as Independent Director on October 31, 2024
Chairmanship/Membership of Committees in other companies	Not Applicable
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner) (as on November 19, 2024)	Mr. Sengupta is not holding any equity share in the Bank, neither he holds any equity share of the Bank as a beneficial owner.
No. of board meetings attended during the year (FY 2024-25)	1/1 (up to November 19, 2024)
Terms and conditions of appointment or re-appointment including remuneration	Appointed as MD&CEO for a period of three years, with effect from November 01, 2024, not liable to retire by rotation. Current remuneration is provided at Item No. 3 of this Notice, which may be revised with the approval of the NRC, the Board, the Shareholders, and the RBI, from time to time.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends the passing of the Ordinary Resolutions as set out at Item Nos. 2 and 3 of this Notice, with respect to appointment of Mr. Sengupta as Director and MD&CEO of the Bank, including remuneration, respectively.

Save and except Mr. Partha Pratim Sengupta and his relatives, none of the other Directors or Key Managerial Personnel of the Bank or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 2 and 3 of this Notice.

By Order of the Board of Directors
For **Bandhan Bank Limited**

Indranil Banerjee

Company Secretary

(FCS No.: 9917)

Date: November 19, 2024

Place: Kolkata