Bandhan Bank Limited | CIN: L67190WB2014PLC204622

Head Office: Floors 12-14, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata - 700 091 Phone: +91 33 6609 0909, 4045 6456 | Fax: +91 33 6609 0502 Email: companysecretary@bandhanbank.com | Website: www.bandhanbank.com

Ref. No.: BBL/419/2024-25

December 27, 2024

BSE Limited

Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai - 400 001

BSE Scrip Code: 541153

Dear Sir/ Madam,

National Stock Exchange of India Limited

The Listing Department Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051

NSE Symbol: BANDHANBNK

Sub.: Disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Voting Results of Postal Ballot

In continuation to the letter bearing Ref. No.: BBL/356/2024-25 dated November 26, 2024, this is to inform that in compliance with the provisions of Regulation 44 of the SEBI LODR, and the applicable provisions of the Companies Act, 2013, read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, approval of the Shareholders of Bandhan Bank Limited (the 'Bank') was sought *vide* Postal Ballot Notice dated November 19, 2024, on the following items of special businesses, by way of remote e-voting process only, which commenced from Wednesday, November 27, 2024 at 9:00 A.M. (IST) and ended on Thursday, December 26, 2024 at 5:00 P.M. (IST):

SI.	Description of Business	Type of
No.		Resolution
1.	Extension of term of appointment of Mr. Ratan Kumar Kesh (DIN:	Ordinary
	10082714) as the Interim Managing Director & Chief Executive Officer,	
	Key Managerial Personnel of the Bank, with effect from October 10, 2024	
	to October 31, 2024	
2.	Appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) as a	Ordinary
	Director of the Bank, with effect from November 01, 2024	
3.	Appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) as the	Ordinary
	Managing Director & Chief Executive Officer and Key Managerial	
	Personnel of the Bank for three years with effect from November 01,	
	2024, including remuneration	



Bandhan Bank Limited | CIN: L67190WB2014PLC204622

Head Office: Floors 12-14, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata - 700 091 Phone: +91 33 6609 0909, 4045 6456 | Fax: +91 33 6609 0502 Email: companysecretary@bandhanbank.com | Website: www.bandhanbank.com

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 the Scrutinizer's Report, the Bank hereby informs that the aforesaid proposals have been duly approved by the Shareholders of the Bank, with requisite majority, and that the resolutions thereof shall be deemed to have been approved and passed on December 26, 2024, which was the last date for remote e-voting.

In view of the above, the Bank hereby submits the Voting Results in the format prescribed under Regulation 44 of the SEBI LODR, along with the Scrutinizer's Report on the remote evoting.

You are requested to take note of the above.

This disclosure is being simultaneously uploaded on the Bank's website, www.bandhanbank.com.

Thanking you.

Yours faithfully, for Bandhan Bank Limited

Indranil Banerjee Company Secretary

Encl.: As above

Home Validate Import XML

General information about company					
Scrip code	541153				
NSE Symbol	BANDHANBNK				
MSEI Symbol					
ISIN	INE545U01014				
Name of the company	BANDHAN BANK LIMITED				
Type of meeting	Postal Ballot				
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-12-2024				
Start time of the meeting					
End time of the meeting					

Prev

Home

Validate

Scrutinizer Details						
Name of the Scrutinizer	Anjan Kumar Roy					
Firms Name	Anjan Kumar Roy & Co.					
Qualification	CS					
Membership Number	5684					
Date of Board Meeting in which appointed	19-11-2024					
Date of Issuance of Report to the company	27-12-2024					

Prev

Next

Home

Validate

Voting results				
Record date	22-11-2024			
Total number of shareholders on record date	867301			
No. of shareholders present in the meeting either in person or through property	су			
a) Promoters and Promoter group				
b) Public				
No. of shareholders attended the meeting through video conferencing				
a) Promoters and Promoter group				
b) Public				
No. of resolution passed in the meeting	3			
Disclosure of notes on voting results	Add Notes			

Prev

			Reso	olution (1)					
	Resolution required: (Ordinary / Special)				Ordinary				
Whether p	romoter/promoter group are i	nterested in the ager	nda/resolution?			No			
	ı	Description of resolu	tion considered		m of appointment o irector & Chief Exec				
Category	Mode of voting	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		418852544	65.0275	418852544	0	100.0000	0.0000	
Promoter and	Poll	644115857							
Promoter Group	Postal Ballot (if applicable)								
	Total	644115857	418852544	65.0275	418852544	0	100.0000	0.0000	
	E-Voting		536415466	83.3600	536415466	0	100.0000	0.0000	
	Poll	643493003							
Institutions	Postal Ballot (if applicable)								
	Total	643493003	536415466	83.3600	536415466	0	100.0000	0.0000	
	E-Voting		1099033	0.3399	1010539	88494	91.9480	8.0520	
	Poll	323362465							
Institutions	Postal Ballot (if applicable)								
	Total	323362465	1099033	0.3399	1010539	88494	91.9480	8.0520	
mel	Total 1610971325 956367043 59.3659 956278549 88494					99.9907	0.0093		
	Whether resolution is Pass or Not.						Y	es	
					Disclosure of	notes on resolution	Add 1	Notes	

* this fields are optional

Details of Invalid Votes				
Category No. of Votes				
Promoter and Promoter Group	225263313			
Public Insitutions				
Public - Non Insitutions				

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,544 equity shares out of 64,41,15,857 equity shares held as on the Cut-off Date, and votes cast with regard to remaining 22,52,63,313 equity shares have been treated and shown as invalid votes.

	Resolution (2)								
	Resolution required: (Ordinary / Special)				Ordinary				
Whether p	romoter/promoter group are i	nterested in the age	nda/resolution?			No			
	ı	Description of resolu	tion considered	Appointment	of Mr. Partha Pratin	n Sengupta (DIN: 08	273324) as a Directo	or of the Bank	
Category	Mode of voting	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		418852544	65.0275	418852544	0	100.0000	0.0000	
Promoter and	Poll	644115857							
Promoter Group	Postal Ballot (if applicable)								
	Total	644115857	418852544	65.0275	418852544	0	100.0000	0.0000	
	E-Voting		536415466	83.3600	536034762	380704	99.9290	0.0710	
Public-	Poll	643493003							
Institutions	Postal Ballot (if applicable)								
	Total	643493003	536415466	83.3600	536034762	380704	99.9290	0.0710	
	E-Voting		1097325	0.3393	1014820	82505	92.4813	7.5187	
Public- Non	Poll	323362465							
Institutions	Postal Ballot (if applicable)								
	Total	323362465	1097325	0.3393	1014820	82505	92.4813	7.5187	
	Total 1610971325 956365335 59.3658 955902126 463209						99.9516	0.0484	
				W	/hether resolution i	s Pass or Not.	Y	es	
					Disclosure of	notes on resolution	Add N	Votes	

* this fields are optional

Details of Invalid Votes				
Category No. of Votes				
Promoter and Promoter Group	225263313			
Public Insitutions				
Public - Non Insitutions				

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,544 equity shares out of 64,41,15,857 equity shares held as on the Cut-off Date, and votes cast with regard to remaining 22,52,63,313 equity shares have been treated and shown as invalid votes.

	Resolution (3)							
Resolution required: (Ordinary / Special)				Ordinary				
Whether p	romoter/promoter group are in	nterested in the age	nda/resolution?			No		
	I	Description of resolu	tion considered		Ar. Partha Pratim Ser ficer and Key Manag			_
Category Mode of voting No. of shares held Polled			% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	644115857	418852544	65.0275	418852544	0	100.0000	0.0000
Promoter and	Poll							
Promoter Group	Postal Ballot (if applicable)							
	Total	644115857	418852544	65.0275	418852544	0	100.0000	0.0000
	E-Voting		536415466	83.3600	536415466	0	100.0000	0.0000
Public-	Poll	643493003						
Institutions	Postal Ballot (if applicable)							
	Total	643493003	536415466	83.3600	536415466	0	100.0000	0.0000
	E-Voting		1097640	0.3394	1014392	83248	92.4157	7.5843
Public- Non	Poll	323362465						
Institutions	Postal Ballot (if applicable)							
	Total	323362465	1097640	0.3394	1014392	83248	92.4157	7.5843
	Total 1610971325 956365650 59.3658 956282402 83248						99.9913	0.0087
				W	hether resolution is	s Pass or Not.	Y	es
					Disclosure of I	notes on resolution	Add N	Notes

* this fields are optional

Details of Invalid Votes				
Category	No. of Votes			
Promoter and Promoter Group	225263313			
Public Insitutions				
Public - Non Insitutions				

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,544 equity shares out of 64,41,15,857 equity shares held as on the Cut-off Date, and votes cast with regard to remaining 22,52,63,313 equity shares have been treated and shown as invalid votes.

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

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: December 27, 2024

To,
The Chairman / Managing Director& CEO / Company Secretary
Bandhan Bank Limited,
DN 32, Sector V, Salt Lake City,
Kolkata - 700 091

Sub: Scrutinizer's Report on the Postal Ballot voting process, conducted only by way of remote e-voting, from 9:00 A.M. (IST) on Wednesday, November 27, 2024 to 5:00 P.M. (IST) on Thursday, December 26, 2024, pursuant to the Postal Ballot Notice dated November 19, 2024 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 - 700 026, 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 at its meeting held on November 19, 2024, for the purpose of scrutinising the votes cast by members of the Bank through Postal Ballot, by way of remote e-voting only, during the period from 9:00 A.M. (IST) on Wednesday, November 27, 2024 to 5.00 P.M. (IST) on Thursday, December 26, 2024, in respect of resolutions as mentioned in the Postal Ballot Notice dated November 19, 2024 (the 'Notice'), issued by the Bank pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of 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. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata-700026.

E-mail: akroyco@yahoo.co.in/anjanroy 2003@yahoo.co.in Mobile Ph. Nos.: 9830201949/9831891949

Maring

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

Secretaries of India and Regulation 44 of the Securities and 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, November 26, 2024, along with the Statement pursuant to Section 102 of the Act, to those members of the Bank, whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, November 22, 2024 ('Cut-off Date') and who have registered their e-mail addresses with the Bank/the Bank's Registrar and Transfer Agent, KFin Technologies Limited ('KFintech')) [in respect of shares held in physical form] and Depositories / Depositories Participants [in respect of shares held in dematerialized form] and made available to the Bank by the respective depositories.
 - ii. The aforesaid Postal Ballot process has been conducted only by way of remote e-voting during the period from 9.00 A.M. (IST), Wednesday, November 27, 2024 to 5.00 P.M. (IST), Thursday, December 26, 2024. The electronic voting platform was provided by KFintech.
 - **iii.** A public notice of the aforesaid Postal Ballot process, was published, by way of advertisements, 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 national daily newspaper) on November 27, 2024; and
 - b) Ei Samay (a Bengali language daily newspaper) on November 27, 2024.
 - iv. The remote e-voting facility provided by KFintech at its portal; <u>https://evoting.kfintech.com/</u>, was unblocked by me at 5:17 P.M. on December 26, 2024, in presence of the following persons, who are not in the

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026.

E-mail: akroyco@yahoo.co.in/anjanroy 2003@yahoo.co.in Mobile Ph. Nos.: 9830201949/9831891949

Mail.

Page 2

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

employment of the Bank and who have put their signatures alongside their names as below, in confirmation of the votes having been unblocked in their presence:

Name: Chironjit Balial

Chironjit Balial

Name: Santanu Mondal

- v. The results of the Postal Ballot process by way of remote e-voting, containing details of votes cast, have 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 process.
- 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 BR Act, 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, no shareholder in a banking company can exercise voting rights in excess of twenty-six percent of the total voting rights of all shareholders of the banking company. Accordingly, the voting rights of the following shareholder have been considered only to the extent of twenty six percent of the aggregate voting rights of all the shareholders of the Bank:

S1.	Name of the	Percentage of	Percentage of	Exercisable Voting
No.	Shareholder	Shareholding	Voting Right	Right (in %)
1.	Bandhan Financial	39.98	39.98	26.00
	Holdings Limited			
	(Promoter Company)			

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy 2003@yahoo.co.in

Mobile Ph. Nos.: 9830201949/9831891949

Man my

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

(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:

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 - 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 votes cast (Shares) in favour	% of total number of valid votes cast
Remote e-voting	1,696	95,62,78,549	99.9907
Total	1,696	95,62,78,549	99.9907

ii) Voted against the Resolution:

Mode of Voting	Number of members who voted against	Number of votes cast (Shares) against	% of total number of valid votes cast
Remote e-voting	182	88,494	0.0093
Total	182	88,494	0.0093

iii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting*	1	22,52,63,313
Total	1	22,52,63,313

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

Mobile Ph. Nos.: 9830201949/9831891949

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

Item No. 2 - Special Business:

Appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) 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 votes cast (Shares) in favour	% of total number of valid votes cast
Remote e-voting	1,706	95,59,02,126	99.9516
Total	1,706	95,59,02,126	99.9516

ii) Voted against the Resolution:

Mode of Voting	Number of members who voted against	Number of votes cast (Shares) against	% of total number of valid votes cast
Remote e-voting	174	4,63,209	0.0484
Total	174	4,63,209	0.0484

iii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting*	1	22,52,63,313
Total	1	22,52,63,313

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

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

Item No. 3 - Special Business:

Appointment of Mr. Partha Pratim Sengupta (DIN: 08273324) as the Managing Director & Chief Executive Officer 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 votes cast (Shares) in favour	% of total number of valid votes cast
Remote e-voting	1,703	95,62,82,402	99.9913
Total	1,703	95,62,82,402	99.9913

ii) Voted against the Resolution:

Mode of Voting	Number of members who voted against	Number of votes cast (Shares) against	% of total number of valid votes cast
Remote e-voting	175	83,248	0.0087
Total	175	83,248	0.0087

iii) Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting*	1	22,52,63,313
Total	1	22,52,63,313

The Resolution as set out at Item No. 3 of the Notice is passed with requisite majority.

(*Pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.)

Mad bage

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684F003497403

- **(D)** Based on the aforesaid results, I report that the Ordinary Resolutions, as contained at the Item Nos. 1, 2 & 3 of the Postal Ballot Notice dated November 19, 2024, 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 KUMAR ROY

FCS 5684

C.O.P. No. 4557

C.O.P. Unique Code: I2002WB282300

UDIN: F005684F003497403

Peer Review Certificate No.: 869/2020 Firm Unique Code: S2002WB051400

Scrutinizer for and in respect of the Postal Ballot process conducted only by way of remote e-voting vide the Postal Ballot Notice dated November 19, 2024 of Bandhan Bank Limited.

Kolkata

Countersigned by

Dr. Anup Kumar Sinha

Non-Executive (Independent) Chairman

(DIN: 08249893) Place: Kolkata

Dated: December 27, 2024

Page 7