

Ref. No.: BBL/SEC/042/2025-26

June 27, 2025

BSE Limited

Dept. of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400001

BSE Scrip Code: 541153

National Stock Exchange of India Limited

The Listing Department

Exchange Plaza, C-1, Block G

Bandra Kurla Complex, Bandra (E)

Mumbai – 400051

NSE Symbol: BANDHANBNK

Dear Sir/Madam,

Sub.: Outcome of Board Meeting held on June 27, 2025 – the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

1. Bandhan Bank Limited (the '**Bank**') informs that on the basis of the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors, at its meeting held on June 27, 2025, has approved the appointment of Ms. Veni Thapar (DIN: 01811724):
 - a. as an Additional Director on the Board of the Bank, with effect from June 27, 2025, and
 - b. as an Independent Director of the Bank, for a term of three consecutive years, with effect from June 27, 2025, not liable to retire by rotation, subject to approval of Shareholders at the ensuing Annual General Meeting ('**AGM**').

The brief profile of Ms. Thapar is enclosed.

Ms. Thapar is not related to any of the other Directors of the Bank. Further, she is not debarred/disqualified from holding office of director by virtue of any Order of Securities and Exchange Board of India or any other such authority.

2. Please be informed that in continuation to the Bank's letter no.: BBL/SEC/014/2025-26 dated April 30, 2025, pursuant to the approval of the Reserve Bank of India and the recommendations of the Audit Committee of the Board ('**ACB**'), the Board of Directors of the Bank has approved and recommended to the Shareholders at the ensuing AGM, the appointment of M/s. V. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0311017E), as Joint Statutory Auditors of the Bank, for a term of three consecutive years, to hold office from the conclusion of the 11th AGM until the conclusion of the 14th AGM of the Bank to be held in 2028, subject to the fulfilment of the eligibility norms each year as per the RBI Guidelines for appointment of statutory auditors and approval of RBI on an annual basis during this tenure, on such terms and conditions, as may be approved by the ACB or the Board of Directors, and fixation of the remuneration of Joint Statutory Auditors. The brief profile of M/s. V. Singhi & Associates, Chartered Accountants, is enclosed.

3. Pursuant to the recommendations of the ACB, the Board of Directors of the Bank has also approved and recommended to the Shareholders at the ensuing AGM, the appointment of M/s. Makrand M. Joshi & Co., Company Secretaries (Firm Registration Number: P2009MH007000), a peer reviewed firm of Company Secretary(ies) in practice, as Secretarial Auditor of the Bank, for a period of five consecutive years, i.e., with effect from April 01, 2025 to March 31, 2030, on such terms and conditions, as may be approved by the ACB or the Board of Directors, from time to time, for the purpose of conducting the Secretarial Audit of the Bank and providing the Secretarial Audit Reports. The brief profile of M/s. Makrand M. Joshi & Co., Company Secretaries, is enclosed.
4. Please be further informed that the 11th AGM of the Members of the Bank will be held on **Thursday, August 21, 2025, at 11:00 a.m. (IST)**, through Video-Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in compliance with the relevant provisions of the Companies Act, 2013 and the Rules made thereunder, read with relevant circulars issued in this regard, by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (collectively, referred as '**the relevant Circulars**'). The Record Date for the purpose of Dividend has been fixed as **Thursday, August 14, 2025**. The Dividend, if declared by the Members in the ensuing AGM, will be paid to the eligible Members of the Bank within 30 days of the date of its declaration.

The Board Meeting commenced at 10:00 a.m. and concluded at 07:30 p.m.

You are requested to take note of the above.

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

Thanking you.

Yours faithfully,
for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary

Encl.: As above

Brief Profile of Ms. Veni Thapar (DIN: 01811724)

Ms. Thapar, a qualified Chartered Accountant, has over 29 years of extensive knowledge and experience in the fields of Statutory and Internal Audits, Bank Audits, Government Audits, Information Systems Audit, Consultancy in Company Law, Indirect Taxes, FEMA and RBI Matters with an ability to handle complex and challenging assignments in the field of Audit, Taxation and International Taxation as a Senior Partner in the firm, M/s. V K Thapar and Company, a well recognised Chartered Accountants firm established in 1965, which she had joined in April 1996, after completing her training with Price WaterHouse.

She is currently an Independent Director on the Board of Directors of Mazagon Dock Shipbuilders Limited and SJS Enterprises Ltd, both listed companies; an Independent Director on the board of Monedo Financial Services Private Limited, a base layer NBFC and RVR Corporate Consultancy Pvt Ltd., a Management Consultancy Firm in Practice in Corporation form and is a member on the Board of Investor Education and Protection Fund Authority appointed through the order of the Central Government.

She has been an Independent Director on the Boards of Bank of India for two terms, HLS Asia Limited and Yokogawa India Limited, both Public Limited Companies and has been a member on the Board of Governors of Indian Institute of Corporate Affairs also for two terms. She has the experience of chairing the Audit Committee of the Board, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and the Risk Committee across various boards and has been a member of other Committees of the Board, viz. Monitoring of Large Value Frauds Committee, Committee of Directors for Customer Service, IT Strategy and Digital Payment Promotion Committee, Share Transfers Committee, Stakeholders Committee, Group Governance Committee, Committee for Non Cooperative Borrowers, Disciplinary Proceedings Committee, Steering Committee of the Board on HR.

She has excellent communication skills and has been a speaker at various forums and a part of various round table and fire side deliberations, covering topics related to Indian Banks, their challenges, solutions and way forward; Reforming Financial Institutions, preparing NBFCs for Future Challenge; Employability Matrix and Skilling New India; Roadmap for \$5 Trillion Economy; Technology & Ease of Living in Urban India; Challenges to brick and mortar in an online model; Auditors contribution to the financial sector and economy as a whole; Chartered Accountants Profession in the Artificial Intelligence Era; Role of Independent Directors; Presence and upliftment of women in board positions; Work life balance for women among other related areas with a firm conviction that learning is a continuous process and imagination and creativity have no boundaries while endorsing responsible adaptability and compliance.

Ms. Thapar is a qualified Chartered Accountant, a Cost Accountant from ICMA, a qualified Certified Information Systems Auditor from ISACA (USA) and a qualified Diploma holder in Information Systems Audit from ICAI. She is a certificate holder in International Taxation from ICAI, she has completed the certificate programme in IT and Cyber Security for Board Members from the IDRBT, has successfully completed the Online Proficiency Self-Assessment Test for Independent Director's Database from IICA, a certification in the IICA Valuation Certificate Programme from IICA, and has a certification of successfully completing the Directors Development Program from Harvard Business Publishing and EgonZehnder.

Brief Profile of M/s. V. Singhi & Associates, Chartered Accountants

V. Singhi & Associates is engaged in the profession since January 01, 1977 having Firm's ICAI Registration Number 311017E and empanelled with Comptroller & Auditor General Empanelment No.: CA1150, Reserve Bank of India, Serious Fraud Investigation Office, Indian Banks' Association, Securities and Exchange Board of India, Narcotics Control Bureau and several other Government and non-Government Agencies.

The Firm has 22 partners, 400+ professional manpower strength having offices in 7 cities in India; Mumbai, Kolkata, Bengaluru, Delhi, Guwahati, Hyderabad and Ranchi. Their professional strength includes more than 45 Chartered Accountants (CA), Company Secretaries (CS), Master in Business Administration (MBA), Registered Valuers, Forensic Auditors, Insolvency Professionals, Ex-Bankers, LLB and other technically qualified resources with and experience in various areas of audit & assurance, financial reporting, taxation, corporate advisory, restructuring, valuation, due-diligence, risk consulting, Forensic Audits and IPO Advisory.

The Firm is also engaged in consultancy for Accounting, Merger & Acquisition, Due-Diligence, Strategic Investment Advisory, Income Tax including International Taxation, Goods and Service Tax (GST), Company Law Matters, SEBI, FEMA laws including FCRA. The Firm is rendering services to Large Listed and Unlisted Entities, Banks and Financial Institutions, Government Companies, Multi-National Companies (MNCs), Start-up Companies and has significant presence across manufacturing, commercial, services, financial and public entities in and outside the nation.

The firm is known for its effective communication and strong relationship-building capabilities. The firm emphasises on analytical thinking, problem-solving expertise, and sound decision-making with new age technologies. With a focus on organizational excellence, the Firm fosters a collaborative environment built on trust, professionalism, and seamless teamwork.

Brief Profile of M/s. Makrand M. Joshi & Co., Company Secretaries

M/s. Makrand M. Joshi & Co. ('MMJC') is a leading firm of practicing Company Secretaries, with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors, like, banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure, etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, NBFC Laws, FEMA, and Merger & Acquisition.