

Ref. No.: BBL/033/2024-25

April 22, 2024

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

In continuation to our letter having Ref. No.: BBL/637/2023-24 dated March 22, 2024, we would like 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 March 19, 2024, on the following items of special businesses, by way of remote e-voting process only, which commenced from Saturday, March 23, 2024 at 9:00 A.M. (IST) and ended on Sunday, April 21, 2024 at 5:00 P.M. (IST):

| Sl. No. | Description of Business | 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 |

The Bank had appointed CS Hansraj Jaria, Practising Company Secretary (FCS No.: 7703 / CP No.: 19394), 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, we hereby inform 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 April 21, 2024, which was the last date for remote e-voting.

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

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

Postal Ballot (Remote E-voting) Results

Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|----------------------|
| Name of the Company | Bandhan Bank Limited |
| Type of Meeting | Postal Ballot |
| Date of Postal Ballot Notice | March 19, 2024 |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | April 21, 2024 |
| Record Date (i.e., Cut-off Date) | March 15, 2024 |
| Total number of Shareholders on Record Date (i.e., Cut-off Date) | 7,39,046 |
| No. of shareholders present in the meeting either in person or through proxy: | Not Applicable |
| Promoters and Promoter Group: | - |
| Public: | - |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |
| Promoters and Promoter Group: | - |
| Public: | - |

| Resolution No. | 1 | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary - Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive Non-Independent Director (Nominee of Caladium Investment Pte. Ltd.) | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda / resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | Remote e-Voting | 64,41,15,857 | 64,41,15,857 | 100.0000 | 64,41,15,857 | - | 100.0000 | - |
| | Less: Not considered as per Banking Regulation Act, 1949* | | 22,52,63,723 | 34.9725 | 22,52,63,723 | - | - | - |
| | Votes Considered | | 41,88,52,134 | 65.0275 | 41,88,52,134 | - | 100.0000 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 64,41,15,857 | 41,88,52,134 | 65.0275 | 41,88,52,134 | - | 100.0000 | - |
| Public- Institutions | Remote e-Voting | 62,86,14,286 | 52,57,27,376 | 83.6327 | 52,09,34,471 | 4792905 | 99.0883 | 0.9117 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 62,86,14,286 | 52,57,27,376 | 83.6327 | 52,09,34,471 | 47,92,905 | 99.0883 |
| Public- Non Institutions | Remote e-Voting | 33,82,39,605 | 6,36,67,377 | 18.8232 | 6,35,74,570 | 92807 | 99.8542 | 0.1458 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 33,82,39,605 | 6,36,67,377 | 18.8232 | 6,35,74,570 | 92,807 | 99.8542 |
| | Total | 1,61,09,69,748 | 1,00,82,46,887 | 62.5863 | 1,00,33,61,175 | 48,85,712 | 99.5154 | 0.4846 |
| Whether resolution is Pass or Not | Yes | | | | | | | |

* 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.

| | | | | | | | | |
|---|---|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Resolution No. | 2 | | | | | | | |
| Resolution required: (Ordinary/ Special) | Ordinary - Appointment of Mr. Rajinder Kumar Babbar (DIN: 10540386) as a Director of the Bank | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda / resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote e-Voting | 64,41,15,857 | 64,41,15,857 | 100.0000 | 64,41,15,857 | - | 100.0000 | - |
| | Less: Not considered as per Banking Regulation Act, 1949 [#] | | 22,52,63,723 | 34.9725 | 22,52,63,723 | - | - | - |
| | Votes Considered | | 41,88,52,134 | 65.0275 | 41,88,52,134 | - | 100.0000 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 64,41,15,857 | 41,88,52,134 | 65.0275 | 41,88,52,134 | - | 100.0000 | - |
| Public- Institutions | Remote e-Voting | 62,86,14,286 | 52,57,27,376 | 83.6327 | 52,13,15,058 | 44,12,318 | 99.1607 | 0.8393 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 62,86,14,286 | 52,57,27,376 | 83.6327 | 52,13,15,058 | 44,12,318 | 99.1607 |
| Public- Non Institutions | Remote e-Voting | 33,82,39,605 | 6,36,67,468 | 18.8232 | 6,35,76,264 | 91,204 | 99.8567 | 0.1433 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 33,82,39,605 | 6,36,67,468 | 18.8232 | 6,35,76,264 | 91,204 | 99.8567 |
| | Total | 1,61,09,69,748 | 1,00,82,46,978 | 62.5863 | 1,00,37,43,456 | 45,03,522 | 99.5533 | 0.4467 |
| Whether resolution is Pass or Not | Yes | | | | | | | |
| [#] 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. | | | | | | | | |



| | | | | | | | | |
|--|---|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Resolution No. | 3 | | | | | | | |
| Resolution required: (Ordinary/ Special) | Ordinary - 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 | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda / resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote e-Voting | 64,41,15,857 | 64,41,15,857 | 100.0000 | 64,41,15,857 | - | 100.0000 | - |
| | <i>Less: Not considered as per Banking Regulation Act, 1949 #</i> | | 22,52,63,723 | 34.9725 | 22,52,63,723 | - | - | - |
| | Votes Considered | | 41,88,52,134 | 65.0275 | 41,88,52,134 | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 64,41,15,857 | 41,88,52,134 | 65.0275 | 41,88,52,134 | - | 100.0000 | - |
| Public- Institutions | Remote e-Voting | 62,86,14,286 | 52,57,27,376 | 83.6327 | 51,60,66,036 | 96,61,340 | 98.1623 | 1.8377 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 62,86,14,286 | 52,57,27,376 | 83.6327 | 51,60,66,036 | 96,61,340 | 98.1623 | 1.8377 |
| Public- Non Institutions | Remote e-Voting | 33,82,39,605 | 6,36,67,325 | 18.8231 | 6,35,64,519 | 1,02,806 | 99.8385 | 0.1615 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 33,82,39,605 | 6,36,67,325 | 18.8231 | 6,35,64,519 | 1,02,806 | 99.8385 | 0.1615 |
| | Total | 1,61,09,69,748 | 1,00,82,46,835 | 62.5863 | 99,84,82,689 | 97,64,146 | 99.0316 | 0.9684 |
| Whether resolution is Pass or Not | Yes | | | | | | | |

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.



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: April 22, 2024

To,
The Chairman / Managing Director & CEO / Company Secretary
Bandhan Bank Limited,
CIN: L67190WB2014PLC204622
Registered Office: DN-32, Sector V, Salt Lake,
Kolkata - 700091

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 Saturday, March 23, 2024 to 5.00 P.M. (IST) on Sunday, April 21, 2024, pursuant to the Postal Ballot Notice dated March 19, 2024 of Bandhan Bank Limited

Dear Sir,

(A) I, Hansraj Jaria, Practicing Company Secretary, having my office at 36, Abinash Sashmal Lane, Belegkata, Kolkata - 700010, have been appointed as the Scrutinizer by the Board of Directors of Bandhan Bank Limited (hereinafter, referred to as '**the Bank**'), vide resolution passed at its meeting held on March 19, 2024, for the purpose of scrutinising the votes cast by members of the Bank through Postal Ballot, by way of remote e-voting, during the period from Saturday, March 23, 2024 at 9.00 A.M. (IST) to Sunday, April 21, 2024 at 5.00 P.M. (IST), in respect of resolutions as mentioned in the Postal Ballot Notice dated March 19, 2024 (the '**Notice**'), issued by the Bank pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 (the '**Act**'), read with the Companies (Management and Administration) Rules, 2014 (the '**Rules**'), General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17 /2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, 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 Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**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 scrutinised the Postal Ballot voting process, conducted only by way of remote e-voting, in respect of resolutions as set out in the Notice as well as in this report. I submit my report hereunder:

- i. The Notice was sent only by e-mail on Friday, March 22, 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, March 15, 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) on Saturday, March 23, 2024 to 5:00 P.M. (IST) on Sunday, April 21, 2024. The electronic voting platform was provided by KFintech.
- iii. A public notice of the aforesaid Postal Ballot process, by way of advertisements, was published by the Bank in the following newspapers, in compliance with the provisions as mentioned in the paragraph (A) of the report:
 - a) The Financial Express (an English language newspaper) on March 23, 2024.
 - b) Ei Samay (a Bengali language newspaper) on March 23, 2024.
- iv. The remote e-voting facility provided by KFintech at its portal; <https://evoting.kfintech.com>, was unblocked by me at 5:31 P.M. on April 21, 2024, in presence of the following persons, who are not in the employment of the Bank and who have put their signatures alongside their names as below, in confirmation of the votes having been unblocked in their presence:

Rohit Soni

Name: Rohit Soni

Aditi Singh.

Name: Aditi Singh



- v. The result of Postal Ballot process by way of remote e-voting, containing the details of votes cast, has been prepared on the basis of data downloaded from the portal of KFinTech, the agency which was appointed by the Bank to provide and maintain the e-voting platform for the aforesaid remote e-voting process.
- vi. To the best of my understanding, the relevant details of the aforesaid remote e-voting process, in respect of 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 has been considered only to the extent of twenty six percent of the aggregate voting rights of all the shareholders of the Bank:

| Sl. No. | Name | Percentage of Shareholding | Percentage of Voting Right | Exercisable Voting Right (in %) |
|---------|--|----------------------------|----------------------------|---------------------------------|
| 1. | Bandhan Financial Holdings Limited (Promoter Company) | 39.98 | 39.98 | 26.00 |

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

Item No. 1 - Special Business:

Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive Non-Independent Director (Nominee of Caladium Investment Pte. Ltd.) - 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 | 2097 | 100,33,61,175 | 99.52 |
| Total | 2097 | 100,33,61,175 | 99.52 |

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 | 237 | 48,85,712 | 0.48 |
| Total | 237 | 48,85,712 | 0.48 |

iii) Invalid Votes:

| Mode of Voting | Number of members who voted | Number of votes cast (Shares) |
|------------------|-----------------------------|-------------------------------|
| Remote e-voting* | 1 | 22,52,63,723 |
| Total | 1 | 22,52,63,723 |

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

Item No. 2 - Special Business:

Appointment of Mr. Rajinder Kumar Babbar (DIN: 10540386) 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 | 2094 | 100,37,43,456 | 99.55 |
| Total | 2094 | 100,37,43,456 | 99.55 |



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 | 240 | 45,03,522 | 0.45 |
| Total | 240 | 45,03,522 | 0.45 |

iii) Invalid Votes:

| Mode of Voting | Number of members who voted | Number of votes cast (Shares) |
|------------------|-----------------------------|-------------------------------|
| Remote e-voting* | 1 | 22,52,63,723 |
| Total | 1 | 22,52,63,723 |

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

Item No. 3 - Special Business:

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 - 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 | 2076 | 99,84,82,689 | 99.03 |
| Total | 2076 | 99,84,82,689 | 99.03 |

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 | 257 | 97,64,146 | 0.97 |
| Total | 257 | 97,64,146 | 0.97 |



iii) Invalid Votes:

| Mode of Voting | Number of members who voted | Number of votes cast (Shares) |
|-----------------------|------------------------------------|--------------------------------------|
| Remote e-voting* | 1 | 22,52,63,723 |
| Total | 1 | 22,52,63,723 |

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.)*

(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 March 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.



Hansraj Jaria

(Practicing Company Secretary)

Membership No.: F7703

COP No.: 19394

UDIN: F007703F000206880

Peer Review Certificate No.: 1060/2021

Place: Kolkata

Date: April 22, 2024



Countersigned by



Dr. Anup Kumar Sinha

Non-Executive (Independent) Chairman

(DIN: 08249893)

Place: Kolkata

Date: April 22, 2024

