

Ref no.: BBL/158/2021-22

August 07, 2021

BSE LimitedDept of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001**BSE Scrip Code: 541153****National Stock Exchange of India Limited**The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai – 400051**NSE Symbol: BANDHANBNK**

Dear Sir/Madam,

Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Outcome of the 7th Annual General Meeting of the Bandhan Bank Limited

This is in continuation to our letter dated July 10, 2021, we would like to inform that the 7th Annual General Meeting ('AGM') of Bandhan Bank Limited (the 'Bank') was held on Friday, August 06, 2021 at 11.00 a.m. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 44 of the SEBI LODR and the applicable provisions of the Companies Act, 2013, the Bank has provided the facility to the Members to cast their vote on the resolutions proposed by way of electronic means i.e. through remote e-voting from Tuesday, August 03, 2021 at 9:00 a.m. IST till Thursday, August 05, 2021 at 5:00 p.m. IST and during the AGM through e-voting ('Instapoll'). The Bank had appointed CS Deepak Kumar Khaitan (FCS No.5615/CP No. 5207), Practising Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer had submitted the Consolidated Scrutinizer's Report on remote e-voting and Instapoll. On the basis of Scrutinizer's Report, all the resolutions proposed in the AGM Notice were approved by the Members with requisite majority and the resolutions were declared to be passed in the AGM on August 06, 2021. Summary of the proposals approved by the Members are as under:

1. Adoption of the Audited Financial Statements of the Bank for the financial year ended March 31, 2021, the Reports of the Board of Directors and Auditors thereon;
2. Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2021;
3. Re-appointment of Dr. Holger Dirk Michaelis (DIN: 07205838), Nominee Director, whose office was due for retirement by rotation;
4. Appointment of M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), as Joint Statutory Auditors of the Bank and to fix the remuneration of Joint Statutory Auditors. The appointment of M. M. Nissim & Co. LLP as the Joint Statutory Auditors

along with Deloitte Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration Number 117365W) has also been approved by RBI for the year 2021-22.

5. Appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director, for a period of three years, effective March 19, 2021;
6. Appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director, for a period of three years, effective March 19, 2021;
7. Re-appointment of Dr. A. S. Ramasastri (DIN: 06916673) as an Independent Director, for the second term of five years, effective August 08, 2021;
8. Re-appointment Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director, for the second term of five years, effective January 07, 2022;
9. Re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as an Independent Director, for the second term from January 07, 2022 up to the July 04, 2026 i.e. up to the date of his attaining the age of 75 years;
10. Re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as the Non-Executive Chairman of the Bank, for the second term from January 07, 2022 up to the July 04, 2026 i.e. up to the date of his attaining the age of 75 years including remuneration, subject to approval of RBI from time to time; and
11. Re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477), the Managing Director and Chief Executive Officer ('**MD & CEO**') of the Bank for a period of three years from July 10, 2021 upto July 09, 2024, as approved by RBI vide letter dated June 06, 2021.
12. Revision in the remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank effective August 18, 2020, subject to the approval of RBI, from time to time.

In view of the above and pursuant to Regulation 30 of the SEBI LODR, we hereby submit the following disclosures:

1. Voting Results in the format prescribed under Regulation 44 of SEBI LODR;
2. Consolidated Scrutinizer's Report on e-voting; and
3. Summary of AGM proceedings.

The above are also being posted on the website of the Bank at www.bandhanbank.com.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

for **Bandhan Bank Limited**



Indranil Banerjee
Company Secretary



Encl.: as above

E-Voting Results - 7th Annual General Meeting

Name of the Company	BANDHAN BANK LIMITED
Date of the AGM/EGM	August 06, 2021
Total number of shareholders on record date	5,46,466
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2*
Public:	78

*Includes one individual holding one equity share as nominees of the Promoter, Bandhan Financial Holdings Limited and he is neither the promoter nor forming part of the promoter group

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2021, the Reports of the Board of Directors and Auditors thereon							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,25,22,420	88.9249	58,20,32,447	4,89,973	99.9159	0.0841
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			58,25,22,420	88.9249	58,20,32,447	4,89,973	99.9159	0.0841
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,65,294	0.8236	25,56,563	8,731	99.6596	0.3404
	InstaPoll		18,73,694	0.6015	18,73,694	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			44,38,988	1.4251	44,30,257	8,731	99.8033	0.1967
Total		1,61,06,73,892	1,00,57,36,620	62.4420	1,00,52,37,916	4,98,704	99.9504	0.0496

#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 -To declare dividend on equity shares of the Bank for the financial year ended March 31, 2021							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,65,78,551	89.5441	58,65,78,551	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,65,78,551	89.5441	58,65,78,551	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,66,349	0.8239	25,53,753	12,596	99.5092	0.4908
	InstaPoll		18,73,694	0.6015	18,73,694	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,40,043	1.4254	44,27,447	12,596	99.7163	0.2837
	Total	1,61,06,73,892	1,00,97,93,806	62.6939	1,00,97,81,210	12,596	99.9988	0.0012

#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 - To approve the appointment of Dr. Holger Dirk Michaelis (DIN: 07205838), who retires by rotation as a Director and, being eligible, offered himself for re-appointment							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,15,04,663	88.7695	58,05,86,539	9,18,124	99.8421	0.1579
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,15,04,663	88.7695	58,05,86,539	9,18,124	99.8421	0.1579
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,63,806	0.8231	25,48,602	15,204	99.4070	0.5930
	InstaPoll		18,73,694	0.6015	18,73,694	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,37,500	1.4246	44,22,296	15,204	99.6574	0.3426
	Total	1,61,06,73,892	1,00,47,17,375	62.3787	1,00,37,84,047	9,33,328	99.9071	0.0929

#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.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the appointment of M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), as Joint Statutory Auditors of the Bank and to fix the remuneration of Joint Statutory Auditors							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,65,78,551	89.5441	58,13,73,038	52,05,513	99.1126	0.8874
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,65,78,551	89.5441	58,13,73,038	52,05,513	99.1126	0.8874
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,63,726	0.8231	25,50,377	13,349	99.4793	0.5207
	InstaPoll		18,73,694	0.6015	18,73,694	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,37,420	1.4246	44,24,071	13,349	99.6992	0.3008
	Total	1,61,06,73,892	1,00,97,91,183	62.6937	1,00,45,72,321	52,18,862	99.4832	0.5168

#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.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director of the Bank for a period of three years effective March 19, 2021							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,15,04,663	88.7695	57,38,51,861	76,52,802	98.6840	1.3160
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,15,04,663	88.770	57,38,51,861	76,52,802	98.6840	1.3160
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,62,282	0.8226	25,46,502	15,780	99.3841	0.6159
	InstaPoll		18,73,694	0.6015	18,73,694	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,35,976	1.4241	44,20,196	15,780	99.6443	0.3557
	Total	1,61,06,73,892	1,00,47,15,851	62.3786	99,70,47,269	76,68,582	99.2367	0.7633

#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.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director of the Bank for a period of three years effective March 19, 2021							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,15,04,663	88.7695	57,82,30,414	32,74,249	99.4369	0.5631
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,15,04,663	88.7695	57,82,30,414	32,74,249	99.4369	0.5631
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,62,145	0.8185	25,46,540	15,605	99.3879	0.6120
	InstaPoll		18,73,694	0.6016	18,73,694	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,35,839	1.4201	44,20,234	15,605	99.6482	0.3518
	Total	1,61,06,73,892	1,00,47,15,714	62.3786	1,00,14,25,860	32,89,854	99.6726	0.3274

#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.	7							
Resolution required: (Ordinary/ Special)	SPECIAL -To approve the re-appointment of Dr. Allamraju Subramanya Ramasastrri (DIN: 06916673) as an Independent Director of the Bank for a second term of five years effective August 08, 2021							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,13,02,890	88.7387	57,50,18,018	62,84,872	98.9188	1.0812
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,13,02,890	88.7387	57,50,18,018	62,84,872	98.9188	1.0812
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,62,249	0.8226	25,45,620	16,629	99.3510	0.6490
	InstaPoll		18,73,694	0.6015	5,72,963	13,00,731	30.5793	69.4207
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,35,943	1.4241	31,18,583	13,17,360	70.3026	29.6974
	Total	1,61,06,73,892	1,00,45,14,045	62.3661	99,69,11,813	76,02,232	99.2432	0.7568

#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.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the re-appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Bank for a second term of five years effective January 07, 2022							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,15,04,663	88.7695	57,71,75,086	43,29,577	99.2555	0.7445
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,15,04,663	88.7695	57,71,75,086	43,29,577	99.2555	0.7445
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,62,413	0.8226	25,46,873	15,540	99.3935	0.6065
	InstaPoll		18,73,694	0.6015	5,72,963	13,00,731	30.5793	69.4207
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,36,107	1.4242	31,19,836	13,16,271	70.3282	29.6718
	Total	1,61,06,73,892	1,00,47,15,982	62.3786	99,90,70,134	56,45,848	99.4381	0.5619

#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.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as an Independent Director of the Bank for a second term from January 07, 2022 upto July 04, 2026, that is, upto the date of his attaining the age of 75 years							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,13,02,890	88.7387	58,13,02,890	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,13,02,890	88.7387	58,13,02,890	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,62,463	0.8227	25,47,373	15,090	99.4111	0.5889
	InstaPoll		18,73,694	0.6015	5,72,963	13,00,731	30.5793	69.4207
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,36,157	1.4241929	31,20,336	13,15,821	70.3387	29.6613
	Total	1,61,06,73,892	1,00,45,14,259	62.3661	1,00,31,98,438	13,15,821	99.8690	0.1310

#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.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as the Non-executive Chairman of the Bank from January 07, 2022 upto July 04, 2026, that is, upto the date of his attaining the age of 75 years including remuneration, subject to approval of RBI from time to time.							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,14,80,163	88.7658	57,90,27,403	24,52,760	99.5782	0.4218
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,14,80,163	88.7658	57,90,27,403	24,52,760	99.5782	0.4218
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,62,579	0.8227	25,46,713	15,866	99.3809	0.6191
	InstaPoll		18,73,694	0.6015	5,72,963	13,00,731	30.5793	69.4207
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,36,273	1.4242	31,19,676	13,16,597	70.3220	29.6780
	Total	1,61,06,73,892	1,00,46,91,648	62.3771	1,00,09,22,291	37,69,357	99.6248	0.3752

#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.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank, for a period of three years, effective July 10, 2021 up to July 09, 2024.							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,65,78,551	89.5441	58,65,78,551	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,65,78,551	89.5441	58,65,78,551	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,57,653	0.8211	25,42,551	15,102	99.4095	0.5905
	InstaPoll		18,73,694	0.6015	18,73,694	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,31,347	1.4226	44,16,245	15,102	99.6592	0.3408
	Total	1,61,06,73,892	1,00,97,85,110	62.6933	1,00,97,70,008	15,102	99.9985	0.0015

#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.	12							
Resolution required: (Ordinary/ Special)	ORDINARY -To approve the revision of remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank effective August 18, 2020, subject to approval of RBI from time to time							
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	64,41,15,854	100.0000	64,41,15,854	0	100.0000	0.0000
	Less: Not considered as per Banking Regulation Act, 1949#		22,53,40,642	-	22,53,40,642	0	-	-
	Votes Considered		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		41,87,75,212	65.0155	41,87,75,212	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	65,50,72,357	58,15,04,663	88.7695	57,55,99,273	59,05,390	98.9845	1.0155
	InstaPoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		58,15,04,663	88.7695	57,55,99,273	59,05,390	98.9845	1.0155
Public- Non Institutions	Remote E-Voting	31,14,85,678	25,56,327	0.8207	25,33,448	22,879	99.1050	0.8950
	InstaPoll		18,73,694	0.6015	5,72,963	13,00,731	30.5793	69.4207
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,30,021	1.42222	31,06,411	13,23,610	70.1218	29.8782
	Total	1,61,06,73,892	1,00,47,09,896	62.3782	99,74,80,896	72,29,000	99.2805	0.7195

#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.



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Consolidated Report of the Scrutinizer

[In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of the Board of Directors of
Bandhan Bank Limited**

Registered Office: DN-32, Sector V, Salt Lake, Kolkata – 700091

Address other R/o: Adventz Infinity@5, BN-5, 12th – 14th Floors, Sector V

Salt Lake City, Kolkata – 700091

Dear Sir,

Pursuant to the decision taken at the board meeting held on 25th June, 2021 of Bandhan Bank Limited having CIN: L67190WB2014PLC204622 (hereinafter referred to as 'the Bank') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Annual General Meeting dated 25th June, 2021 as per General Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as 'MCA') read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter referred to as 'SEBI') for the purpose of remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the (hereinafter referred to as the 'electronic voting') at the meeting through video conferencing (hereinafter referred to as the 'VC'), I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion, and to the best of my information and according to the online verification and examinations, to the extent possible due to COVID-19 and subsequent lockdown situation, carried out by me and explanations furnished to me by the Bank, its officers and Registrar and Share Transfer Agent, I hereby submit my consolidated report w.r.t. the electronic voting as under:-

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1. Remote E-voting & E-voting at the meeting

The members of the Bank had the option of voting on all the resolutions as contained in the aforesaid notice by casting their votes electronically during the remote e-voting period and also by casting their e-votes at the meeting through VC held on 6th August, 2021 at 11:00 A.M., if they had not casted their votes during remote e-voting.

The Bank has appointed Kfin Technologies Private Limited (hereinafter referred to as the 'Kfin') as the Service provider, for the purpose of extending the facility of remote e-voting and e-voting at the annual general meeting (hereinafter referred to as the 'AGM') to the members of the Bank and Kfin is also the Registrar and Share Transfer Agent of the Bank.

2. Remote E-voting Process

- (a) The remote e-voting period remained open from Tuesday, 3rd August, 2021 (9:00 A.M. IST) to Thursday, 5th August, 2021 (5:00 P.M. IST).
- (b) The votes cast were unblocked on Friday, 6th August, 2021 after the conclusion of the AGM, in the presence of 2 witnesses, CS Siddhi Dhandharia and CS Shruti Singhanian, who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.

Name: CS Siddhi Dhandharia

Name: CS Shruti Singhanian

- (c) Thereafter, the details containing, *inter alia*, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website, as provided by Kfin i.e. <https://evoting.kfintech.com> (hereinafter referred to as the 'e-voting website').

- (d) Particulars of all the remote e-voting have been entered in a register separately maintained for the purpose.
-

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3. E-Voting Process at the AGM

- (a) The e-voting at the meeting was commenced upon the instructions of the Chairman of the meeting for those members who had not casted their votes during remote e-voting period.
- (b) The e-voting at the meeting was scrutinized. The votes were reconciled with the records.
- (c) Particulars of all the e-voting at the meeting have been entered in a register separately maintained for the purpose.

4. Cut-off date

The equity shareholders of the Bank as on the "cut-off" date, i.e. Friday, 30th July, 2021 were entitled to vote on the resolutions (item nos. 1 to 12 as set out in the notice calling the AGM).

5. Documents

I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login at the e-voting website for verification at your end at the time of submitting this report.

6. Consolidated Tabulation

I submit herewith my Consolidated Scrutiniser's Report on the results of the remote e-voting and e-voting at the meeting based on the reports provided by KFinand considering into account the provisions of Section 12(2) of the Banking Regulation Act 1949, which does not allow to consider the voting rights of any member exceeding 26% of the total voting rights of all the members of the Bank and relied upon by me as under:-

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Item No. 1 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2021, the Reports of the Board of Directors and Auditors thereon- Ordinary Resolution					
Remote e-voting	100,33,64,222	99.814	4,98,704	0.050	22,53,40,642
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	100,52,37,916	99.950	4,98,704	0.050	22,53,40,642

Item No. 2 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To declare dividend on equity shares of the Bank for the financial year ended March 31, 2021- Ordinary Resolution					
Remote e-voting	1,00,79,07,516	99.813	12,596	0.001	22,53,40,642
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	1,00,97,81,210	99.999	12,596	0.001	22,53,40,642

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Item No. 3 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of Dr. Holger Dirk Michaelis (DIN: 07205838), who retires by rotation as a Director and, being eligible, offered himself for re-appointment- Ordinary Resolution					
Remote e-voting	1,00,19,10,353	99.721	9,33,328	0.093	22,53,40,642
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	1,00,37,84,047	99.907	9,33,328	0.093	22,53,40,642

Item No. 4 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), as Joint Statutory Auditors of the Bank and to fix the remuneration of Joint Statutory Auditors- Ordinary Resolution					
Remote e-voting	1,00,26,98,627	99.298	52,18,862	0.517	22,53,40,642
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	100,45,72,321	99.483	52,18,862	0.517	22,53,40,642

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Item No. 5 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director of the Bank for a period of three years effective March 19, 2021- Ordinary Resolution					
Remote e-voting	99,51,73,575	99.050	76,68,582	0.763	22,53,40,642
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	99,70,47,269	99.237	76,68,582	0.763	22,53,40,642

Item No. 6 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director of the Bank for a period of three years effective March 19, 2021- Ordinary Resolution					
Remote e-voting	99,95,52,166	99.487	32,89,854	0.327	225340642
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	100,14,25,860	99.673	32,89,854	0.327	22,53,40,642

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Item No. 7 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the re-appointment of Dr. AllamrajuSubramanyaRamasastry (DIN: 06916673) as an Independent Director of the Bank for a second term of five years effective August 08, 2021– Special Resolution					
Remote e-voting	99,63,38,850	99.186	63,01,501	0.627	22,53,40,642
E-voting at the meeting	5,72,963	0.057	13,00,731	0.129	0
Total	99,69,11,813	99.243	76,02,232	0.757	22,53,40,642

Item No. 8 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the re-appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Bank for a second term of five years effective January 07, 2022– Special Resolution					
Remote e-voting	99,84,97,171	99.381	43,45,117	0.433	22,53,40,642
E-voting at the meeting	5,72,963	0.057	13,00,731	0.129	0
Total	99,90,70,134	99.438	56,45,848	0.562	22,53,40,642

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Item No. 9 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as an Independent Director of the Bank for a second term from January 07, 2022 upto July 04, 2026, that is, upto the date of his attaining the age of 75 years– Special Resolution					
Remote e-voting	1,00,26,25,475	99.812	15,090	0.001	22,53,40,642
E-voting at the meeting	5,72,963	0.057	13,00,731	0.129	0
Total	1,00,31,98,438	99.869	13,15,821	0.131	22,53,40,642

Item No. 10 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as the Non-executive Chairman of the Bank from January 07, 2022 upto July 04, 2026, that is, upto the date of his attaining the age of 75 years including remuneration, subject to approval of RBI from time to time– Ordinary Resolution					
Remote e-voting	1,00,03,49,328	99.568	24,68,626	0.246	22,53,40,642
E-voting at the meeting	5,72,963	0.057	13,00,731	0.129	0
Total	1,00,09,22,291	99.625	37,69,357	0.375	22,53,40,642

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Item No. 11 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank, for a period of three years, effective July 10, 2021 up to July 09, 2024– Ordinary Resolution					
Remote e-voting	1,00,78,96,314	99.813	15,102	0.001	22,53,47,990
E-voting at the meeting	18,73,694	0.186	0	0	0
Total	1,00,97,70,008	99.999	15,102	0.001	22,53,47,990

Item No. 12 of the Notice	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total Valid Votes cast	Nos.	% of total Valid Votes cast	Nos.
To approve the revision of remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank effective August 18, 2020, subject to approval of RBI from time to time– Ordinary Resolution					
Remote e-voting	99,69,07,933	99.223	59,28,269	0.590	22,53,47,990
E-voting at the meeting	5,72,963	0.057	13,00,731	0.129	0
Total	99,74,80,896	99.280	72,29,000	0.720	22,53,47,990

7. It has been represented to me by the Bank that the votes have been casted by only those Members who were entitled to do so through the designated system of Kfin and that their authenticity has been confirmed by Kfin.

Deepak Khaitan & Co. LLP

LLP Identification No. AAU-7316

+91 90070 55560/ 98748 47954/ 033-4004 8935 @: khaitan52@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

8. Management's Responsibility

The Management of the Bank is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and the Circulars issued by the MCA as mentioned hereinabove above and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 as amended relating to electronic voting on the resolutions contained in the Notice calling the AGM.

9. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice calling the AGM, based on the reports of remote e-voting and e-voting generated from the e-voting website on the system provided by Kfin, the Agency authorised under the Rules and engaged by the Bank to provide electronic voting facilities and attendance records produced to me for my verification.

10. Restriction on Use

This report has been issued at the request of the Bank for (i) submission to Stock Exchanges, (ii) to be placed on website of the Bank(iii) website of Kfinand (iv) to be kept at the registered office/head office of the Bank. This report is not to be used for any other purpose or to be distributed by the Bank to any other parties. Accordingly, I do not accept or assume any liability to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

11. You may accordingly satisfy yourself and declare the result.

Thanking You

Name: CS Deepak Kumar Khaitan
Practising Company Secretary
ICSI Unique Code No.: I2003WB347200
(F.C.S. No.: 5615 /C.P. No.: 5207)
UDIN No:F005615C000751118
Designated Partner - Deepak Khaitan & Co. LLP
ICSI Unique Code No.: L2020WB008100
Dated : 7th August, 2021 at Kolkata

Countersigned by
Dr. Anup Kumar Sinha
(Non-Executive Chairman)
Dated: 7thAugust, 2021

Proceedings of the 7th Annual General Meeting of Bandhan Bank Limited

The 7th Annual General Meeting ('AGM') of Bandhan Bank Limited (the '**Bank**') was held on August 06, 2021 at 11.00 A.M. IST through Video Conferencing ('**VC**') / Other Audio-Visual Means ('**OAVM**') in compliance with the provisions of the Companies Act, 2013 (the '**Act**') and the rules made thereunder, read with General Circular dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('**SEBI**').

Dr. Anup Kumar Sinha, Non-Executive Chairman of the Board chaired the AGM. The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the AGM. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the meeting. All other directors were present at the meeting.

The requisite quorum having been present, the Chairman, Dr. Anup Kumar Sinha called the meeting to order and welcomed the Members to the 7th AGM of the Bank. Dr. Sinha stated that since this meeting was conducted through electronic mode, no proxies were allowed to attend the meeting in line with the requirements of the aforesaid circulars issued by MCA.

The Chairman further informed that the facility for remote e-voting on all the resolutions as set out in the Notice of the AGM had been provided to the Members in proportion to their voting rights as on the cut-off date, i.e. Friday, July 30, 2021. He also informed that voting by electronic means ('**Instapoll**') was also made available during the AGM to those Members who had not already cast their vote through remote e-voting. The Chairman further informed that CS Deepak Kumar Khaitan, Practising Company Secretary, had been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner and that he was present at the AGM.

The Chairman further informed that in terms of the provisions of the Act, and other applicable regulations, documents and Statutory Registers, as required, were made available for inspection by the Members during the course of the AGM.

The Chairman thereafter addressed the Members present at the AGM and thereafter, the Managing Director & CEO of the Bank addressed the Members on the performance of the Bank.

The Chairman informed that the Report of the Statutory Auditors' on the Audited Financial Statements of the Bank for the financial year ended March 31, 2021 did not contain any qualification, observation or comment or other remarks, which may have any adverse effect on the functioning of the Bank. He also informed that the Report of the Secretarial Auditors' for the financial year ended March 31, 2021 did not contain any qualification, reservation or other remarks, which may have any adverse effect on the functioning of the Bank.

The Chairman thereafter invited the Members to put forth their queries and seek clarifications, if any, relating to the Annual Financial Statements for the financial year 2020-21 and matters stated in the Notice for the AGM.

The Members who had registered as Speaker Shareholders and were present at the meeting expressed their views/ sought clarification(s) on various issues relating to the business and operations of the Bank. After hearing from the speaker Shareholders as above, Mr. Chandra Shekhar Ghosh, MD & CEO and Mr. Sunil Samdani, CFO, responded to their queries and provided clarification(s) satisfactorily.

The following items as stated out in the Notice of 7th AGM were then taken up for consideration:

Sl. No	Resolutions Description	Type of Resolution
Ordinary Business		
1.	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2021, the Reports of the Board of Directors and Auditors thereon;	Ordinary
2.	To declare dividend on equity shares of the Bank for the financial year ended March 31, 2021;	Ordinary
3.	To approve the appointment of Dr. Holger Dirk Michaelis (DIN: 07205838), who retires by rotation as a Director and, being eligible, offered himself for re-appointment	Ordinary
4.	To approve the appointment of M. M. Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672), as Joint Statutory Auditors of the Bank and to fix the remuneration of Joint Statutory Auditors	Ordinary
Special Business		
5.	To approve the appointment of Mr. Suhail Chander (DIN: 06941577) as an Independent Director of the Bank for a period of three years effective March 19, 2021	Ordinary
6.	To approve the appointment of Mr. Subrata Dutta Gupta (DIN: 08767943) as an Independent Director of the Bank for a period of three years effective March 19, 2021	Ordinary
7.	To approve the re-appointment of Dr. Allamraju Subramanya Ramasastry (DIN: 06916673) as an Independent Director of the Bank for the second term of five years effective August 08, 2021	Special
8.	To approve the re-appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Bank for the second term of five years effective January 07, 2022	Special
9.	To approve the re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as an Independent Director of the Bank for the second term from January 07, 2022 upto July 04, 2026, that is, upto the date of his attaining the age of 75 years	Special
10.	To approve the re-appointment of Dr. Anup Kumar Sinha (DIN: 08249893) as the Non-executive Chairman of the Bank from January 07, 2022 upto July 04, 2026, that is, upto the date of his attaining the age of 75 years including remuneration, subject to approval of RBI from time to time.	Ordinary

Sl. No	Resolutions Description	Type of Resolution
11.	To approve the re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank, for a period of three years, effective July 10, 2021 up to July 09, 2024.	Ordinary
12.	To approve the revision of remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Managing Director & CEO of the Bank effective August 18, 2020, subject to the approval of RBI, from time to time.	Ordinary

The Chairman then informed the results of the remote e-voting and e-voting at the AGM, together with the Combined Report of the Scrutinizer thereon, will be informed to the Stock Exchanges and displayed on the website of the Bank at www.bandhanbank.com and at the website of the Service Provider, KFin Technologies Private Limited within two days from the conclusion of the AGM. The result will also be displayed at the Registered Office and Head office of the Bank.

The Chairman thanked the Members for attending the 7th AGM of the Bank through VC/OAVM and declared the meeting as concluded.

The meeting concluded at 01:11 p.m. with a vote of thanks to the Chair.

On the basis of the Scrutinizer's Combined Report dated August 06, 2021 on the remote e-voting and Instapoll conducted at the AGM, all the resolutions as set out in the AGM Notice dated June 25, 2021, were passed with requisite majority by the Members and accordingly deemed to be passed on August 06, 2021, that is, the date of 7th AGM.

