

Ref. No.: BBL/SEC/143/2025-26

November 11, 2025

BSE Limited

Dept of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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 - 400 051

NSE Symbol: BANDHANBNK

Dear Sir/Madam,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Postal Ballot Notice

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI LODR, and in continuation to the letter bearing Ref. No.: BBL/SEC/132/2025-26 dated October 30, 2025, please find enclosed, the Postal Ballot Notice dated October 30, 2025, along with the Explanatory Statements thereto, being sent to the Members of Bandhan Bank Limited ('**Bank**'), holding shares either in physical or in dematerialised form, who are Members of the Bank, as on Friday, November 07, 2025 ('**Cut-off Date**'), and whose e-mail addresses are registered with the Bank/ the Bank's Registrar and Transfer Agent, KFin Technologies Limited ('**KFintech**') *[in respect of shares held in physical form]* or with the Depositories/ Depository Participants *[in respect of shares held in dematerialised form]*, for seeking their approval on the following items of special businesses by means of Postal Ballot, by way of remote e-voting process only, in compliance with the General Circulars issued by the Ministry of Corporate Affairs in this regard:

Sl. No.	Description of Business	Type of Resolution
1.	Appointment of Mr. Avijit Mukerji (DIN: 03534116) as a Non-Executive Non-Independent Director (Nominee of Bandhan Financial Holdings Limited)	Ordinary
2.	Appointment of Mr. Gauri Prosad Sarma (DIN: 09107885) as an Independent Director	Special

The Bank has engaged the services of KFintech to provide the platform for facilitating the remote e-voting facility. Remote e-voting shall commence from Wednesday, November 12, 2025 at 9.00 A.M. (IST) and end on Thursday, December 11, 2025 at 5.00 P.M. (IST). During this period, the Members of the Bank, holding share(s) in physical form or in dematerialized

form, as on the Cut-off Date, i.e., Friday, November 07, 2025, may cast their vote(s) by remote e-voting. The Results of the Postal Ballot, by way of remote e-voting, will be announced on or before Saturday, December 13, 2025.

The Postal Ballot Notice is available on the website of the Bank at <https://www.bandhan.bank.in/postal-ballot>.

This disclosure is being simultaneously uploaded on the website of the Bank, www.bandhan.bank.in.

You are requested to take note of the above.

Thanking you.

Yours faithfully,
for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary

Encl.: As above

Bandhan Bank Limited

CIN: L67190WB2014PLC204622;

Registered Office: DN-32, Sector V, Salt Lake, Kolkata – 700 091; Phone No.: + 91 33-6609 0909;

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

E-mail ID: investors@bandhanbank.com; Website: www.bandhan.bank.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that, pursuant to the provisions of Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Companies 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. 03/ 2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (the '**MCA Circulars**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**SEBI LODR**'), and any other applicable laws, rules and regulations *[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force]*, the following resolutions are submitted for approval of the Members of Bandhan Bank Limited (the '**Bank**') by means of Postal Ballot, only by way of remote electronic voting ('**remote e-voting**') process:

SPECIAL BUSINESS:**Item No. 1: Appointment of Mr. Avijit Mukerji (DIN: 03534116) as a Non-Executive Non-Independent Director (Nominee of Bandhan Financial Holdings Limited)**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Companies Act**'), read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**'), Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 *[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force]*, the rules, circulars and guidelines issued by the Reserve Bank of India ('**RBI**') in this regard, from time to time, the applicable provisions of the Articles of Association and the 'Policy on Appointment and Fit & Proper Criteria for Directors' of Bandhan Bank Limited (the '**Bank**') and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Avijit Mukerji (DIN: 03534116), who was appointed as an Additional Director (Non-Executive Non-Independent) [Nominee of Bandhan Financial Holdings Limited ('**BFHL**'), Promoter of the Bank], effective September 25, 2025, pursuant to the provisions of Section 161 of the Companies Act, to hold office up to the date of the next Annual General Meeting or up to a time period of three months from the date of his appointment,

whichever is earlier, and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director (Nominee of BFHL) on the Board of the Bank, effective September 25, 2025, liable to retire by rotation;

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

Item No. 2: Appointment of Mr. Gauri Prosad Sarma (DIN: 09107885) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the '**Companies Act**'), read with relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**'), Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 *[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force]*, the rules, circulars and guidelines issued by the Reserve Bank of India ('**RBI**') in this regard, from time to time, the applicable provisions of the Articles of Association and the 'Policy on Appointment and Fit & Proper Criteria for Directors' of Bandhan Bank Limited (the '**Bank**') and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Gauri Prosad Sarma (DIN: 09107885), who was appointed as an Additional Director (Independent), effective October 28, 2025, pursuant to the provisions of Section 161 of the Companies Act, to hold office up to the date of the next Annual General Meeting or up to a time period of three months from the date of his appointment, whichever is earlier, and in respect of whom the Bank has received a notice in writing under Section 160 of the Companies Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Bank, not liable to retire by rotation, for a term of three consecutive years, effective October 28, 2025 up to October 27, 2028;

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

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

Indranil Banerjee
Company Secretary
FCS No.: 9917

Date: October 30, 2025
Place: Kolkata

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act and other applicable provisions, if any, stating all material facts relating to the Special Businesses at Item Nos. 1 & 2 contained in this Postal Ballot Notice (**'Notice'** or **'Postal Ballot Notice'**), is annexed herewith, and the same should be considered as part of this Notice.
2. Brief Profile and other requisite information about the Directors proposed to be appointed, pursuant to the applicable provisions of Regulation 36 of the SEBI LODR and the SS-2 are provided in the Explanatory Statement forming part of this Notice.
3. All documents referred to in this Notice, including the Explanatory Statement, will be available electronically for inspection, without any fee, by the Members until the end of the remote e-voting period. Members, who wish to inspect such documents, are requested to send an e-mail to investors@bandhanbank.com or einward.ris@kfintech.com from their registered e-mail address, mentioning their name(s), folio numbers/ DP ID and Client ID and the documents they seek to inspect, with a self-attested copy of their PAN Card attached to the said e-mail, with subject line "Inspection of Documents", during the voting period of this Postal Ballot process.
4. The MCA, vide its Circulars referred above, has advised to send Postal Ballot Notices only by e-mails to all shareholders who have registered their e-mail addresses with the company or with the depository participant/ depository. It has also advised that the company would also be duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice. Further, it advised that communication of the assent or dissent of the members would only take place through remote e-voting system.
5. In view of the above, this Postal Ballot Notice and the e-voting instructions, along with User ID and Password, are being sent only through electronic mode (i.e., e-mail) to those Members whose names appear in the Register of Members/ List of Beneficial Owners received from the National Securities Depository Limited (**'NSDL'**) and the Central Depository Services (India) Limited (**'CDSL'**) (collectively referred to as **'Depositories'**), as on **Friday, November 07, 2025 ('Cut-off Date')**, and whose e-mail addresses are registered with the Bank/ the Registrar and Share Transfer Agent (**'RTA'**) [in respect of shares held in physical form] or with the Depositories/ Depository Participants [in respect of shares held in dematerialised form]. A copy of this Postal Ballot Notice shall also be available on the website of the Bank at <https://bandhan.bank.in/postal-ballot>; the websites of the Stock Exchanges on which the Equity Shares of the Bank are listed, viz., BSE Limited (**'BSE'**) at www.bseindia.com and National Stock Exchange of India Ltd. (**'NSE'**) at www.nseindia.com; and on the website of KFin Technologies Limited (**'KFintech'**) at <https://evoting.kfintech.com/public/Downloads.aspx>, who is the RTA as well as the remote e-voting service providing agency for the Bank for this Postal Ballot process. Further, since, in accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice are not being sent to any Member and the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting (**'e-voting'**), the physical copies of Postal Ballot Form and

postage pre-paid business envelope are also not required to be sent.

6. Process of registration of e-mail addresses

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

7. Remote e-voting and results related matters

- In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Companies Rules, as amended, MCA Circulars referred above, SS-2 and Regulation 44 of the SEBI LODR, the Bank is pleased to offer remote e-voting facility to its eligible Shareholders, holding shares in physical or dematerialised form as on the Cut-off Date, being **Friday, November 07, 2025**, to exercise their rights to vote, by electronic means, on the Resolutions proposed through Item nos. 1 & 2 in this Notice. The Board has appointed KFintech for providing platform to enable the Shareholders to cast their votes through electronic mode remotely from anywhere (i.e., 'remote e-voting'). The instructions for remote e-voting form part of this Notice.
- The remote e-voting period shall commence from **Wednesday, November 12, 2025 at 9.00 A.M. (IST)** and end on **Thursday, December 11, 2025 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Bank, holding share(s) in physical form or in dematerialized form, as on the Cut-off Date, i.e., **Friday, November 07, 2025**, may cast their vote(s) by remote e-voting, in the manner and process set out here-in-below. Once the vote(s) on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. A person, who is not a Member as on the Cut-off Date, should treat this Notice for information purposes only.
- Voting rights of the Members/ beneficial owners shall be reckoned in proportion to their share in the total paid-up voting equity share capital of the Bank, as on **Friday, November 07, 2025** (i.e., the Cut-off Date fixed for this purpose), subject to the provisions of the BR Act, as amended.
- Members holding share(s) either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their e-mail address with the RTA or the DPs, as aforesaid), can cast their votes, in respect of the Resolutions as set out in this Postal Ballot Notice only through the remote e-voting.
- The Board of Directors has appointed **CS Hansraj Jaria**, Practising Company Secretary (**FCS No.: 7703/ CP No.: 19394**), failing him, **CS Rakesh Agrawal**, Practising Company Secretary (**FCS No.: 8792/ CP No.: 9014**), who have communicated their willingness to be appointed, to act as the Scrutinizer, to ensure that the Postal Ballot voting process is conducted in a fair and transparent manner.

- The Scrutiniser, on completion of scrutiny of the votes cast through the remote e-voting, shall submit his report to the Chairman or any of the other Directors or the Company Secretary of the Bank. The Results of the remote e-voting shall be announced on or before **Saturday, December 13, 2025**.
- The Results declared, along with the Scrutiniser's Report, shall be placed on the website of the Bank at <https://bandhan.bank.in/postal-ballot>, and on the website of KFintech at <https://evoting.kfintech.com/>, and shall also be simultaneously communicated to the BSE and the NSE. The e-voting Results, along with Scrutinizer's Report, will also be displayed at the Registered Office and the Head Office of the Bank.
- The Resolutions, if approved by the requisite majority, shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e., **Thursday, December 11, 2025**. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.





8. Detailed Instructions for remote e-voting:

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

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

Procedure to login for Individual shareholders holding securities in demat mode for voting through websites of Depositories:

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification Code and generate OTP. Enter the OTP received on the registered e-mail ID/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name, i.e., KFintech, and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. Existing Internet-based Demat Account Statement ('IDeAS') facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL, viz., https://eservices.nsdl.com, either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login", which is available under "IDeAS" section. Thereafter, enter the existing User ID and Password.

Type of Member	Login Method
	<p>iii. After successful authentication, you will be able to see e-Voting services under "Value Added Services". Please click on "Access to e-voting" under "e-Voting services", after which the e-Voting page will be displayed.</p> <p>iv. Click on the company name, i.e., "Bandhan Bank Limited" or e-Voting service provider name, i.e., "KFintech".</p> <p>v. You will be re-directed to KFintech's website for casting your vote during the remote e-voting period.</p> <p>3. Those not registered under IDEAS:</p> <p>i. Visit https://eservices.nsdl.com for registering.</p> <p>ii. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii. Visit the e-Voting website of NSDL, viz., https://www.evoting.nsdl.com.</p> <p>iv. Once the home page of e-Voting system is launched, click on the icon "Login", which is available under "Shareholder / Member" section. A new screen will open.</p> <p>v. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.</p> <p>vi. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see the e-Voting page.</p> <p>vii. Click on company name, i.e., "Bandhan Bank Limited" or e-Voting service provider name, i.e., "KFintech", after which you will be re-directed to e-Voting website of KFintech for casting your vote during the remote e-voting period.</p> <p>viii. Shareholders/Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience:</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:</p> <p>i. Users who have opted for CDSL's Easi/ Easiest facility, can login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. To login through Easi/ Easiest, the Users are requested to visit CDSL website, www.cdslindia.com, and click on the login icon & New System Myeasi Tab and then enter existing Myeasi Username & Password.</p> <p>ii. After successful login, the Easi/ Easiest User will be able to see the e-Voting option for eligible companies, where e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the User will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the User can visit the e-Voting service providers' website directly.</p> <p>2. User not registered for Easi/ Easiest:</p> <p>i. If the User is not registered for Easi/ Easiest, option to register is available at CDSL website, www.cdslindia.com. Click on login, go to New System Myeasi Tab and then click on the registration option.</p> <p>3. Alternatively, the User can directly access e-Voting page by providing Demat Account Number and PAN at the e-Voting link available on www.cdslindia.com home page. The system will authenticate the User by sending OTP on registered Mobile Number & E-mail ID as recorded in the Demat Account. After successful authentication, User will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers. Click on company name, i.e., "Bandhan Bank Limited" or e-Voting service provider name, i.e., "KFintech", after which you will be re-directed to e-Voting website of KFintech for casting your vote during the remote e-voting period.</p>

Type of Member	Login Method
Individual Members login through their demat accounts/ website of DPs	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DPs registered with the Depositories for e-Voting facility. Once logged-in, you will be able to view e-Voting option. Upon clicking on e-Voting option, you will be re-directed to the NSDL/CDSL website after successful authentication, wherein you will be able to view the e-Voting feature. Click on options available against "Bandhan Bank Limited" or e-Voting service provider name, i.e., "KFintech". You will be redirected to e-Voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use **"Forgot User ID"/ "Forgot Password"** related options available on the above-mentioned websites of Depositories/ DP.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories, i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at Toll Free No.: 1800 102 0990 and 1800 22 4430 .
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No.: 1800 210 9911

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

Members, whose e-mail IDs are registered with the Bank/ DPs, will receive an e-mail from KFintech, which will include details of E-Voting Event Number (**'EVEN'**), User ID and Password. [**EVEN of Bandhan Bank Limited is '9297'**.] Members will have to follow the following process:

- Launch your internet browser and go to the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number, i.e., 9297), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.
- Members who have forgotten their existing password or have not received login credentials, may obtain the User ID and Password for e-voting in the manner as mentioned below:

- If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: **MYEPWD**<space>E-Voting Event Number + Folio No. or DP ID and Client ID to **9212993399**
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> 92971234567890
 - If the e-mail address or mobile number of the Member is not registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click **"Forgot Password"** and enter Folio No. or DP ID and Client ID and PAN to generate a password.
 - Member may call KFintech's Toll-Free Number: 1800-309-4001 [from 9:00 a.m. to 6:00 p.m. (IST)].
 - Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.
- After entering these details appropriately, click on **"LOGIN"**.
 - You will now reach **"Password Change"** Menu wherein you would be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details, like, mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the **"EVEN"** i.e., **'Bandhan Bank Limited'** and click on **"Submit"**.
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under **"FOR/AGAINST"** or alternatively, you may partially enter any number in **"FOR"** and partially **"AGAINST"** but the total number in **"FOR/AGAINST"** taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option **"ABSTAIN"**. If the Member does not indicate either **"FOR"** or **"AGAINST"**, it will be treated as **"ABSTAIN"** and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall follow the voting process separately for each folio/demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - Accordingly, you may cast your vote by selecting an appropriate option and click on **"Submit"**.
 - A confirmation box will be displayed. Click **"OK"** to confirm else **"CANCEL"** to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xiii. Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF/ JPEG Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at hansrajaria@gmail.com, with a copy marked to evoting@kfintech.com and investors@bandhanbank.com. The scanned image of the above-mentioned documents should be in the naming format “**Bandhan Bank Limited – Postal Ballot – EVEN No. 9297**”.

xiv. In case of any query and/ or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or contact Mr. Bhaskar Roy, Vice President (Unit: **Bandhan Bank Limited**) of KFin Technologies Limited, Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500 032, or at evoting@kfintech.com or call KFinTech's Toll-Free No.: 1800-309-4001 for any further clarification(s) or write to the Company Secretary of the Bank at its registered office or at investors@bandhanbank.com.

9. General Shareholders related information:

- (a) **Transfer, Transmission, etc., of Shares:** In terms of the provisions of the SEBI LODR, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. Further, SEBI, vide its circular dated January 25, 2022, has also advised listed companies and Registrar & Transfer Agents to issue shares in dematerialised form while processing service requests for transmission, transposition, issue of duplicate certificates, renewal, splitting, consolidation of share certificate, etc. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their shareholdings into dematerialized form. Members can contact the Bank's RTA, KFinTech, for assistance in this regard.
- (b) **Special Window for Re-Lodgement of Transfer Requests of Physical Shares:** SEBI, vide Circular dated July 02, 2025 on '*Ease of Doing Investment – Special Window for Re-lodgement of Transfer Requests of Physical Shares*', advised that, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities purchased, transfer deeds which were lodged prior to April 01, 2019 by the Shareholders holding shares in physical mode, and rejected/ returned due to deficiency in the documents may be re-lodged with requisite documents with the RTA of the Bank, during the special window from **July 07, 2025 to January 06, 2026**.
- (c) **Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities:** SEBI, vide Section V of its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated June 23, 2025, has mandated furnishing of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Members holding shares in physical mode and who have not yet updated their KYC, including e-mail address, mobile no., bank details, etc., are requested to

update the same by submitting duly filled in Form ISR-1 with relevant documents to the RTA or the Bank. Similarly, for updation of signature, Form ISR-2; for nomination, Form No. SH 13; for change in nomination, Form No. SH 14; and for opt out of nomination, Form ISR-3; and for cancellation of nomination, Form ISR-3, along with Form No. SH 14, duly filled in all respect, with relevant documents, shall be submitted to the RTA or the Bank. The detailed process of submission of PAN, KYC details and nomination, along with necessary forms, are available on the website of the Bank at www.bandhan.bank.in/sebi-circular. The communication details of the RTA are as under:

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

- (d) In case a holder of physical securities has not yet furnished any of the above-mentioned details (except choice of nomination), such security holder shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing all such details/ documents. Further, payment of dividend in respect of such folios shall be done only through electronic mode with effect from April 01, 2024, upon furnishing of all the aforesaid details (except choice of nomination) in entirety. Accordingly, dividend for FY 2024-25, declared by the Members of the Bank at 11th Annual General Meeting held on August 21, 2025, will be credited to the accounts of such shareholders only after they furnish the above details to the RTA of the Bank.
- (e) Members holding shares in electronic form and who have not updated their PAN with their respective depository participant(s), are requested to do the same at the earliest.
- (f) Members are requested to note that, in order to facilitate the Members to access portfolio services rendered by RTA and to check requests, viz., annual reports, change of address, change/ update Bank mandate and download standard forms, RTA has launched a website, <https://kprism.kfintech.com/>, for Members.
- (g) **Online processing of investor service requests and complaints by RTAs:** SEBI, vide Section VII of its Master Circular dated June 23, 2025, advised RTAs to digitize the process of service requests/ complaints and provide a mechanism or portal for investors to lodge service requests/ complaints online. In view of the same, KFinTech has digitized the process of service requests/ complaints and has launched a webpage, which can be accessed at <https://kprism.kfintech.com/signup>. Investors may register/ signup, using their Name, PAN, Mobile Number and E-mail ID, for online processing of service requests. Post registration, users can login via OTP and execute activities, like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-voting details.
- (h) As an ongoing endeavour to enhance Investor experience and leverage new technology, facilities provided by RTA for smooth updation of KYC are as follows:

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. URL:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

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

(i) **Senior Citizens - Investor Support**

(URL: <https://ris.kfintech.com/#>)

As part of its initiative to enhance the investor experience for Senior Citizens, KFinTech has created a separate cell to exclusively assist the Senior Citizens.

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

Users (above 60 years of age) have to provide the following details:

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

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

(j) **Transfer of unclaimed/unpaid dividends to the IEPF:**

Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act and rules made thereunder, be transferred to the Investor Education and Protection Fund ('IEPF'). Further, pursuant to the provisions of Section 124(6) of the Companies Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Further, the details of unpaid dividend and the relevant shares transferred to the IEPF Authority during FY 2025-26 and the process for claiming these are provided on the website of the Bank.

- (k) As per Rule 5 of the IEPF Rules, information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125(2) of the Companies Act, nature of the amount, the amount to which each person is entitled, the due date for transfer to IEPF, etc., are provided by the Bank on its website at the link: <https://www.bandhan.bank.in/unclaimed-dividend>. The concerned Members are requested to verify the details of their unclaimed dividend, if any, from the website and lodge their claim with KFinTech before the unclaimed dividends are transferred to the IEPF. The Bank, from time to time, also sends communications to all the Members, whose dividends have remained un-encashed, with a

request to send the requisite documents to the Bank/ KFinTech for claiming such un-encashed dividends and publishes newspaper notices in this regard in an English national daily and in Bengali and Gujarati language newspapers.

- (l) **Saksham Niveshak – a 100-Day Campaign:** The IEPF Authority has launched a 100-day campaign titled "Saksham Niveshak", running from July 28, 2025 to November 06, 2025. This national drive is aimed at empowering shareholders by creating awareness about unclaimed dividends held by companies and guiding them through the process of updating their KYC and nomination details to reclaim their rightful dividend. The campaign encourages companies to proactively reach out to their shareholders, helping them recover unclaimed dividends and resume the regular receipt of dividends by updating essential records. Timely action by shareholders will ensure that their dividends and underlying shares are not transferred to IEPFA. The Bank informs Shareholders about unclaimed dividends by posting details on its website, sending e-mails, and publishing newspaper notices, which are also submitted to the Stock Exchanges. Additionally, it also sends annual e-mails for KYC update requests to Shareholders with physical holdings and sends quarterly e-mails encouraging Shareholders to update their KYC, bank mandates, and e-mail IDs. These requests are also included in various communications, such as, AGM/ Postal Ballot Notices, Annual Reports and various newspaper notices.

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

Indranil Banerjee

Company Secretary

FCS No.: 9917

Date: October 30, 2025

Place: Kolkata

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

Item No. 1:

In terms of the provisions of Article 117(a) of the Articles of Association ('AoA') of the Bank, Bandhan Financial Holdings Limited ('BFHL'), being the Promoter, nominated Mr. Avijit Mukerji (DIN: 03534116) as Nominee of BFHL on the Board of the Bank by withdrawing the name of Ms. Divya Krishnan (DIN: 09276201). Accordingly, Ms. Krishnan ceased to be a Non-Executive Non-Independent Director on the Board of the Bank, with effect from the close of business hours on August 27, 2025. Thereafter, the Board of Directors (the 'Board'), at its meeting held on September 25, 2025, pursuant to the recommendations of the Nomination and Remuneration Committee ('NRC'), approved the appointment of Mr. Avijit Mukerji (DIN: 03534116) as an Additional Director (Non-Executive Non-Independent) (Nominee of BFHL, Promoter of the Bank) on the Board of the Bank, effective September 25, 2025. Pursuant to the provisions of Section 161 of the Companies Act and Regulation 17(1C) of the SEBI LODR, Mr. Mukerji would hold office as an Additional Director of the Bank, up to the date of the next AGM of the Bank or up to a time period of three months from the date of his said appointment, whichever is earlier, and is eligible for appointment. In terms of Section 160 of the Companies Act, the Bank has received a notice in writing from BFHL proposing the candidature of Mr. Avijit Mukerji for the office of Director of the Bank. Mr. Mukerji has furnished consent/ declarations / confirmations for appointment as required under the provisions of the Companies Act and the Rules made thereunder, including the declaration that he is not disqualified from being appointed as a director.

The NRC has assessed and determined that Mr. Mukerji is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the RBI and that he fulfils the conditions specified in the Companies Act and the relevant Rules made thereunder, the SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Mr. Mukerji is not debarred from holding the office of a director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended his appointment to the Board.

Mr. Mukerji's appointment is in compliance with the provisions of Section 10A of the BR Act, in particular, on account of him having the requisite experience/ expertise in the area of accountancy, finance, audit and assurance, as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

Brief profile of Mr. Mukerji and relevant details in terms of Regulation 36(3) of the SEBI LODR and the SS-2 are provided as under:

Mr. Avijit Mukerji, Chartered Accountant, has overall experience of more than three decades in audit and assurance. He was a former partner of Price Waterhouse, member of PricewaterhouseCoopers Network Firms in India (PwC India) till July 2022. He joined the firm as an articled student in 1989, qualified as a Chartered Accountant in 1992 and became a partner with PwC India in 2005. He held several leadership roles within PwC India including as a member of the PwC India Board, PwC India Leadership, Managing Partner of the Eastern Region as well as India Assurance Leadership.

He is an experienced auditor who led audits of several marquee companies during his tenure as an audit partner with Price Waterhouse. He has a wide experience of audits ranging from large

listed companies, multinationals as well as Indian promoter companies and founder/startups. During his tenure as the Transformation Leader, he was responsible for digital upskilling of 14,000 partners and staff again conceptualising and implementing the firm's flagship digital upskilling program Acing Digital.

Currently, he is the founder and managing partner of TatvaSutra Solutions LLP, a boutique investment and equity research firm incorporated in August 2023.

Prior to the commencement of his professional career, he had a brilliant academic record securing ranks both in the Intermediate (AIR 12) and Final (AIR 21) examinations of the Institute of the Chartered Accountants of India. He is a past Chairman of CII West Bengal and was also member of the executive committees of AMCHAM eastern region and Indian Chamber of Commerce.

Age	56 years
Qualification	B. Com. (Hons.), Chartered Accountant
Date of Appointment on Board	September 25, 2025
Nature of expertise in specific functional areas	Accountancy, Finance, Audit and Assurance
Other Directorship	Listed Companies: 1. Balaji Telefilms Limited 2. India Carbon Limited Unlisted Companies: 1. Bandhan Financial Holdings Limited 2. The Bengal Club Ltd
Listed entities from which the person has resigned in the past three years	Nil
Chairpersonship/ Membership of Committees in other companies	Chairpersonship: 1. Audit Committee, India Carbon Limited 2. Membership Sub-Committee, The Bengal Club Ltd 3. Corporate Social Responsibility Committee, Bandhan Financial Holdings Limited Membership: 1. Nomination & Remuneration Committee, India Carbon Limited 2. General Committee, The Bengal Club Ltd
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (including shareholding as a beneficial owner) (as on October 24, 2025)	Mr. Mukerji does not hold any equity shares in the Bank, neither does he hold any equity shares as a beneficial owner of the Bank.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	2/2 (up to October 30, 2025)

Terms and conditions of appointment or re-appointment including remuneration	Appointment as a Non-Executive Non-Independent Director, liable to retire by rotation, effective September 25, 2025. Mr. Mukerji will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration, as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends passing the Ordinary Resolution as set out at Item No. 1 of this Notice, with respect to the proposed appointment of Mr. Avijit Mukerji as a Non-Executive Non-Independent Director of the Bank (Nominee of BFHL), effective September 25, 2025, liable to retire by rotation.

Save and except Mr. Avijit Mukerji and his relatives, none of the other Directors or Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

Item No. 2:

The Board of Directors (the '**Board**') of the Bank, at its meeting held on October 28, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ('**NRC**'), approved the appointment of Mr. Gauri Prosad Sarma (DIN: 09107885) as an Additional Director (Independent) of the Bank, effective October 28, 2025. Pursuant to the provisions of Section 161 of the Companies Act and Regulation 17(1C) of the SEBI LODR, Mr. Sarma can hold office as an Additional Director of the Bank, up to the date of the ensuing AGM of the Bank or up to a time period of three months from the date of his appointment, whichever is earlier, and is eligible for appointment. In terms of Section 160 of the Companies Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Gauri Prosad Sarma for the office of Director of the Bank. Mr. Sarma has furnished his consent, declarations and confirmations for appointment as required under the provisions of the Companies Act and the Rules made thereunder, including the declaration that he is not disqualified from being appointed as a director.

The NRC has assessed and determined that Mr. Gauri Prosad Sarma is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the RBI and that he fulfils the conditions specified in the Companies Act and the relevant Rules made thereunder, the SEBI LODR and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Further, Mr. Sarma is not debarred from holding the office of a director by virtue of any order by SEBI or any other authority. Accordingly, NRC recommended his appointment to the Board.

The Bank has received declarations from Mr. Gauri Prosad Sarma to the effect that he fulfils all criteria of independence stipulated in the Companies Act and the SEBI LODR and inclusion of his name in the independent director's databank. In the opinion of the Board, Mr. Sarma is independent of the management of the Bank and fulfils the conditions specified in Section 149(6) of the Companies Act, the rules made thereunder and Regulation 16(1)(b) of the

SEBI LODR for his appointment as an Independent Director. Further, the Board is also of the opinion that Mr. Sarma is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Mr. Gauri Prosad Sarma's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 ('**BR Act**'), in particular, on account of his having the requisite experience/ expertise in the areas of Banking, especially in Information Technology, Cyber Security, Payment and Settlements, Fin-tech, etc., as required under Section 10A(2) of the BR Act. The Bank would benefit immensely from his rich experience.

Brief profile of Mr. Gauri Prosad Sarma and relevant details in terms of Regulation 36(3) of the SEBI LODR and the SS-2 are provided as under:

Mr. Sarma is a distinguished and dynamic banking professional with over 37 years of experience, culminating in the role of Chief General Manager ('**CGM**'), Operations (equivalent to COO) at Punjab National Bank ('**PNB**'), the second-largest bank in India. He also worked as CGM in the Digital Banking, FinTech and Credit Card verticals at PNB. He has expertise in driving operational excellence, digital transformation, fintech innovations, and strategic leadership, even in high-pressure environments, such as, the COVID-19 pandemic. He is renowned for spearheading large-scale initiatives, including amalgamation projects, IT advancements, and customer service enhancements. Post-superannuation, he served PNB for 2 years as Advisor & Consultant, offering transformative insights to elevate operational efficiency and product innovation. He also attended board and committee meetings and served as a director on the boards of PNB Cards & Services Ltd and PSB Alliance Pvt Ltd.

At United Bank of India, he held senior IT roles including General Manager and Deputy General Manager, overseeing digital transformation and core banking migration. He also served as Field General Manager, United Bank of India for North-East India, enhancing regional performance and customer service. He demonstrated exceptional leadership in driving operational excellence, notably ensuring seamless operations during the amalgamation of United Bank of India with PNB.

Mr. Sarma holds a Master of Science (M.Sc.) degree from Gauhati University, Guwahati, and a Bachelor of Science (Honours) degree from Cotton College, Guwahati. His academic foundation in science has supported his analytical approach and strategic thinking throughout his distinguished career in the banking sector. He also holds various certifications, such as CAIIB, JAIIB, Certified Information System Banker Examination, IT Security Certificate Examination, Prevention of Cyber Crimes and Fraud Management, Digital Banking Certificate, Certificate in Customer Service and Banking Codes and Standards, Certificate Examination in Anti-Money Laundering (AML) and Know Your Customer (KYC), Microfinance Certificate Examination and Certified Foreign Exchange Professional. He has also participated in the International Program on CRM/Data Analytics at Ghent University, Belgium.

Age	62 years
Qualification	M. Sc., B. Sc. (Hons.)
Date of Appointment on Board	October 28, 2025
Nature of expertise in specific functional areas	Banking, Information Technology, Cyber Security, Payment & Settlements, Fin-tech and Risk Management

Other Directorship	Listed Companies: 1. B & A Limited 2. B & A Packaging India Limited Unlisted Companies: Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairpersonship/ Membership of Committees in other companies	Chairpersonship: Nil Membership: <u>B & A Packaging India Limited</u> 1. Stakeholders' Relationship Committee
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank <i>(including shareholding as a beneficial owner)</i> (as on October 24, 2025)	Mr. Sarma does not hold any equity shares in the Bank, neither does he hold any equity shares as a beneficial owner of the Bank.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	1/1 (October 30, 2025)
Terms and conditions of appointment or re-appointment including remuneration	Appointment as an Independent Director, not liable to retire by rotation, for a period of three years, effective October 28, 2025. Mr. Sarma will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and fixed remuneration, as may be approved by the Board and Members, from time to time, in terms of RBI Circular dated April 26, 2021, from the date of his proposed appointment till the end of his proposed tenure, on proportionate basis.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends passing the Special Resolution as set out at Item No. 2 of this Notice, with respect to the proposed appointment of Mr. Gauri Prosad Sarma as an Independent Director of the Bank, for a period of three years, effective October 28, 2025, not liable to retire by rotation.

Save and except Mr. Gauri Prosad Sarma and his relatives, none of the other Directors or Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

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

Indranil Banerjee
Company Secretary
FCS No.: 9917

Date: October 30, 2025
Place: Kolkata