Bandhan Bank Limited

CIN: L67190WB2014PLC204622
Registered Office: DN 32, Sector V, Salt Lake, Kolkata – 700 091; **Phone No.**: +91-33-6609 0909;
Head Office: Floors 12th to 14th, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata – 700 091;
Website: www.bandhan.bank.in; **E-mail ID**: investors@bandhanbank.com

NOTICE

Notice is hereby given that the **Twelfth ANNUAL GENERAL MEETING** (the '**Meeting**'/ '**AGM**') of the Members of Bandhan Bank Limited ('**the Bank**') will be held on **Monday, August 24, 2026 at 11:00 A.M.** Indian Standard Time ('**IST**'), through Video Conferencing ('**VC**')/ Other Audio Visual Means ('**OAVM**'), to transact the following business(es):

ORDINARY BUSINESS:

1. Consideration and adoption of the Audited Annual Financial Statement of the Bank for the financial year ended March 31, 2026 and the Reports of the Auditors and the Board of Directors thereon

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

"**RESOLVED THAT** pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made thereunder, Section 29 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*] and the rules, circulars, guidelines and notifications issued by the Reserve Bank of India in this regard, from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Bank, the Audited Annual Financial Statement of Bandhan Bank Limited (the '**Bank**') for the financial year ended March 31, 2026, including the Balance Sheet as on that date, and the Statement of Profit and Loss and the Cash Flow Statement for the said financial year, along with any explanatory notes thereto, and the Reports of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted."

2. Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2026

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the Banking Regulation Act, 1949 and Reserve Bank of India (Commercial Banks – Prudential Norms on Declaration of Dividends and Remittance of Profit) Directions, 2025 dated November 28, 2025 and other applicable rules, circulars, guidelines and notifications issued by the Reserve Bank of India in this regard, from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*] and the Dividend Distribution Policy of Bandhan Bank Limited (the '**Bank**'), a dividend at the rate of ₹1.50 (Rupees One and Fifty Paise only) per equity share having face value of ₹10 (ten) each fully paid-up (i.e., 15%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Bank for the financial year ended March 31, 2026."

3. Appointment of Mr. Rajinder Kumar Babbar (DIN: 10540386), who retires by rotation as a Director of the Bank and being eligible, offers himself for re-appointment

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made thereunder, applicable provisions of the Banking Regulation Act, 1949 [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*] and the rules, circulars, guidelines, notifications issued by the Reserve Bank of India in this regard, from time to time, and the provisions of the Articles of Association and '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. Rajinder Kumar Babbar (DIN: 10540386), Whole-time Director (designated as Executive Director & Chief Business Officer), who retires by rotation at this Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Bank, liable to retire by rotation."

4. Increase in remuneration of the Joint Statutory Auditors of the Bank

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

"**RESOLVED THAT** pursuant to the provisions of the Section 142 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made thereunder, Section 30 and other applicable provisions, if any, of the

Banking Regulation Act, 1949, read with the 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' dated April 27, 2021 issued by the Reserve Bank of India (the '**RBI**') (the '**RBI Guidelines**'), and other rules, circulars, guidelines and notifications issued by the RBI in this regard, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*], provisions of the Articles of Association and the Policy for Appointment of Statutory Auditors of Bandhan Bank Limited (the '**Bank**'), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Bank, the approval of the Members of the Bank, be and is hereby accorded for payment of overall audit fees (statutory audit & limited review) of ₹1,81,00,000 (Rupees One Crore Eighty-One Lakh Only) per annum to M/s. V. Sankar Aiyar & Co., Chartered Accountants (ICAI Firm Registration No.: 109208W) and M/s. V. Singhi & Associates, Chartered Accountants (ICAI Firm Registration No.: 0311017E), the Joint Statutory Auditors of the Bank, for the financial year 2026-27 and onwards for their remaining tenure, as may be allocated by the Bank between the Joint Statutory Auditors, and as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scopes of work, in addition to certification and other fees, out of pocket expenses, outlays and taxes, as applicable, with the power to the Board/ Audit Committee of the Board to alter and vary the terms of remuneration during the current tenure of the Joint Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Bank [*including any Committee thereof or any person(s) as have been/ may be authorised by the Board or such Committee, in this regard*], be and is hereby authorised to do all such acts, deeds, matters and things, including the power to settle all questions, difficulties or doubts that may arise, with regard to the aforesaid remuneration, as it may in its absolute discretion deem fit, including but not limited to the determination of the scopes of work, roles and responsibilities of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing any contracts or documents in this regard, and seeking approval of RBI or any other regulatory/ statutory authority, as may be required, to give effect to this Resolution, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

5. Appointment of Mr. Debasish Panda (DIN: 06479085) as an Independent Director of the Bank

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

"**RESOLVED THAT** pursuant to the applicable 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 (the '**SEBI LODR**'), Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 (the '**BR Act**'), the Reserve Bank of India (Commercial Banks – Governance) Directions, 2025 dated November 28, 2025 [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*] and any other applicable rules, circulars, guidelines issued by the Reserve Bank of India (the '**RBI**') in this regard, from time to time, the applicable provisions of the Articles of Association, the 'Policy on Appointment and Fit & Proper Criteria for Directors' and 'Compensation Policy' 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. Debasish Panda (DIN: 06479085), who was appointed as an Additional Director (Independent), effective July 05, 2026, pursuant to the provisions of Section 161 of the Companies Act, to hold office up to the date of this 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 July 05, 2026 up to July 04, 2029;

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."

6. Appointment and remuneration of Mr. Debasish Panda (DIN: 06479085) as the Non-Executive Chairman of the Bank

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

"**RESOLVED THAT** pursuant to the applicable provisions 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**'), the applicable provisions of Sections 10B(1A)(i) and 35B and other applicable provisions of the Banking Regulation Act, 1949, the Reserve Bank of India (Commercial Banks – Governance) Directions, 2025 dated November 28, 2025 [*including any statutory modification(s) or re-enactment(s) thereof, for the time being* *in force*] and the rules, circulars and guidelines issued by the Reserve Bank of India ('**RBI**') in this regard, from time to time, the provisions of the Articles of Association, the 'Policy on Appointment and Fit & Proper Criteria for Directors' and the 'Compensation Policy' of Bandhan Bank Limited (the '**Bank**') and the prior approval granted by the RBI, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Debasish Panda (DIN: 06479085), be and is hereby appointed as the Non-Executive (Independent) Chairman of the Bank, for a term of three consecutive years, effective July 05, 2026 up to July 04, 2029, on the following terms and conditions:

- Fixed Remuneration of ₹30 lakh per annum;
- Payment of sitting fees for attending meetings of the Board/ Board Committees and reimbursement of expenses incidental thereto;

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 remuneration, 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."

7. Payment of fixed remuneration to the Non-Executive Directors of the Bank, other than the Non-Executive Chairperson

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 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, the applicable provisions of the Banking Regulation Act, 1949 [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*], Chapter-III(H) on 'Remuneration of NEDs, WTDs, MD&CEO / CEO, Material Risk Takers, and Control Function Staff' of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025 (the **'RBI Directions**'), issued by the Reserve Bank of India (the '**RBI**'), as may be amended from time to time, and any other relevant guidelines, directions, circulars, etc., issued by the RBI in this regard, and the 'Compensation Policy' 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, consent of the Members of the Bank, be and is hereby accorded for payment of compensation to the Non-Executive Directors (the '**NEDs**') of the Bank, other than the Non-Executive Chairperson, in the form of fixed remuneration of up to ₹24,00,000 (Rupees Twenty-Four Lakh Only) per annum for each NED, with effect from April 01, 2026, for a period of three years, in addition to payment of sitting fees and reimbursement of expenses for attending the meetings of the Board and Board Committees;

RESOLVED FURTHER THAT the Board 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 payment of fixed remuneration to NEDs other than Non-Executive Chairperson, 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
for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary
FCS No.: 9917

Place: Kolkata
Date: July 21, 2026

Notes:

1. The Ministry of Corporate Affairs ('**MCA**'), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 ('**MCA Circulars**'), read with Circulars, if any, issued by the SEBI (hereinafter collectively referred to as '**AGM related Circulars**') has permitted holding of the Annual General Meeting (**'AGM**' or '**Meeting**') through Video Conferencing ('**VC**') or Other Audio Visual Means ('**OAVM**') till further orders, without the physical presence of Members at a common venue.

2. In compliance with the provisions of the Companies Act, 2013 (the '**Companies Act**'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**') and AGM related circulars, the 12th AGM of Bandhan Bank Limited (the '**Bank**') will be held through VC/ OAVM. The deemed venue for the AGM shall be the Head Office of the Bank at 14th Floor, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata 700 091.

3. Since the AGM will be held through VC/ OAVM, the Route Map for the AGM venue is not annexed to this Notice.

4. Further, since the AGM is being held through VC/ OAVM, the requirement of physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice**.

5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under the provisions of Section 103 of the Companies Act, read with the AGM related Circulars.

6. Institutional/ Corporate Shareholders (i.e., other than individuals/ HUF, NRI, etc.) are required to send a scanned certified copy (PDF/ JPEG Format) of its board or governing body's Resolution/ Authorisation, etc., authorising their representative to vote, on their behalf, through remote e-voting or attend the AGM through VC/ OAVM and cast vote through e-voting during the AGM, to the Scrutinizer by e-mail through its registered e-mail address at hansrajjaria@gmail.com, with a copy marked to evoting@nsdl.com and investors@bandhanbank.com, or to the Bank at its Head Office, addressed to the Company Secretary. Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc., by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "e-Voting" tab in their login at the NSDL e-voting website.

7. The Bank has appointed National Securities Depository Limited ('**NSDL**') to provide VC facility for the AGM and the attendant enablers for conducting the AGM. NSDL has also been appointed as the Service Provider to provide the electronic voting facility for the AGM.

8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act and Regulation 36 of the SEBI LODR, setting out all material facts relating to the Item Nos. 4 to 7 of this Notice, comprising Ordinary Business and Special Business, is annexed hereto and the same should be considered as an integral part of this Notice.

9. Brief profile and other requisite information relating to the Directors, in respect of items concerning their proposed appointment, re-appointment and/ or fixation or variation of remuneration, as required under Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India, also form part of the Explanatory Statement annexed to this Notice.

10. All relevant documents referred to in this Notice will be available electronically for inspection, without any fee, by the Members, up to the date of the AGM. Further, relevant Statutory Registers and the certificate from the Secretarial Auditor of the Bank, certifying that the Bank's Employees Stock Option Scheme is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, to the extent applicable, and in accordance with the resolutions passed by the Members of the Bank, will also be available electronically for inspection, without any fee, by the Members, during the AGM. Members seeking to inspect such documents can send an e-mail to investors@bandhanbank.com, mentioning their name, Folio No./ DP ID and Client ID and the documents that they seek to inspect, with a self-attested copy of their PAN Card attached to the e-mail.

11. Members seeking any information, with regard to the Annual Audited Financial Statement or any other matter to be placed at the AGM, are requested to write to the Bank on or before **Wednesday**, **August 19, 2026** through e-mail at investors@bandhanbank.com, with their name, Folio No./ DP ID and Client ID. The same will be suitably addressed by the Bank.

12. **Despatch of AGM Notice and Annual Report:**

    a. In compliance with the aforesaid AGM related Circulars, Notice of the 12th AGM, along with the Annual Report for the financial year ended March 31, 2026 ('**Annual Report**'), are being sent only through electronic mode to all those Members of the Bank, who have registered their e-mail addresses with the Bank/ the Bank's Registrar and Share Transfer Agent, Kfin Technologies Limited ('**KFintech**' or '**RTA**') [*in respect of shares held in physical form*] or with the Depositories/ Depository Participants ('**DP**') [*in respect of shares held in dematerialized form*]. Physical copy of the same may be provided to the Members on request.

b. Further, in accordance with Regulation 36(1)(b) of the SEBI LODR, the Bank is also sending a letter, providing the web-link, including the exact path, where complete details of the AGM Notice and the Integrated Annual Report for the FY 2025-26 are available, to those Member(s) who have not so registered their e-mail address with the Bank/ RTA or DP.

c. Members may note that the Notice and the Integrated Annual Report will also be available on the Bank's website at https://www.bandhan.bank.in/annual-reports, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of the Service Provider, i.e., NSDL, at www.evoting.nsdl.com.

d. Members holding shares in dematerialised mode are requested to register/ update their e-mail addresses with their respective DPs. Members holding shares in physical mode and who have not yet updated their e-mail address, bank account details, etc., are requested to update the same by submitting duly filled in Form ISR-1 (available on the website of the Bank at https://www.bandhan.bank.in/sebi-circular), along with relevant documents, to the RTA. The communication details of RTA are as under:

KFin Technologies Limited
(Unit: **Bandhan Bank Limited**),
Selenium Building, Tower-B, Plot Nos. 31 and 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana, India- 500 032
E-mail ID: einward.ris@kfintech.com
Website: ris.kfintech.com
KPRISM (Mobile Application): kprism.kfintech.com/signup
Toll-Free Number: 1800 309 4001
WhatsApp Number: (+91) 910 009 4099

13. The Instructions for Members for Remote e-Voting are as Under:

a. Pursuant to the provisions of Section 108 of the Companies Act, read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI LODR, the Bank is providing the facility to the Members, holding shares in physical or dematerialised form as on the Cut-off Date, being **Monday, August 17, 2026**, to exercise their rights to vote on the resolutions proposed to be passed at the 12th AGM by electronic means ('**e-voting**'). Members may cast their vote remotely on the resolution(s) proposed to be passed at the AGM, using an electronic voting system on the dates mentioned herein below ('**remote e-voting**').

b. E-voting facility will also be made available during the AGM and Members attending the AGM, who have not cast their vote(s) by remote e-voting, will be able to vote during the AGM through e-voting.

c. The Bank has engaged the Services of NSDL, for providing e-voting facilities.

d. The e-voting rights of the Members/ beneficial owners shall be reckoned in proportion to equity shares held by them in the Bank as on **Monday, August 17, 2026** (Cut–off Date fixed for this purpose), subject to the provisions of the Banking Regulation Act, 1949.

e. 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 scrutinize the voting process in a fair and transparent manner.

f. The remote e-voting period commences on **Thursday, August 20, 2026 (9.00 A.M., IST)** and ends on **Sunday, August 23, 2026 (5.00 P.M., IST)**. During this period, Members of the Bank, holding shares either in physical or dematerialised form, as on the Cut-off Date, i.e., **Monday, August 17, 2026**, may cast their votes electronically through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote(s) on a resolution(s) is cast by the 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.

g. A Member can opt for only a single mode of voting, i.e., remote e-voting before the Meeting or e-voting during the Meeting. In case a Member casts vote(s) through remote e-voting, he/ she shall not be allowed to vote again during the AGM.

h. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps", which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting, for Individual shareholders holding securities in demat mode:

In terms of Section VI-C of the SEBI Master Circular dated July 11, 2023 (last updated on January 30, 2026) on '*e-voting facility provided by listed entities*', Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Individual shareholders are advised to update their respective mobile numbers and e-mail IDs in their respective demat accounts, in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. 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 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 **company name** or **e-Voting service provider, i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. 2. Alternatively, existing **IDeAS** user can 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. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see the e-Voting page. Click on **company name** or **e-Voting service provider, i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on **company name** or **e-Voting service provider, i.e., NSDL**, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/ Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience: NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL 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 & 'My Easi New (Token)' Tab and then enter existing my Easi username & password. 2. 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 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 his/ her vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are also provided there to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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 'My Easi New (Token)' Tab and then click on the registration option. 4. 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 & E-mail 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider, i.e., NSDL, and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important Note: Members who are unable to retrieve their User ID/ Password are advised to use Forgot User ID and Forgot Password related options available at abovementioned websites.

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 022- 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

(a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

(b) Once the home page of e-Voting system is launched, click on the icon "**Login**", which is available under "**Shareholder/Member**" section.

(c) A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

(d) Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12******, then your User ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12**************, then your User ID is 12**************.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Bank. For example, if folio number is 001*** and EVEN is **140493**, then User ID is **140493**001***.

(e) **EVEN of Bandhan Bank Limited is '140493'.**

(f) Password details for shareholders other than Individual shareholders, are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'Initial Password', which was communicated to you. Once you retrieve your 'Initial Password', you need to enter the 'Initial Password' and the system will force you to change your password.

c) How to retrieve your 'Initial Password'?

(i) If your e-mail ID is registered in your demat account or with the Bank, your 'Initial Password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment, i.e., a .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.

(ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered**, at Note No. 13(j) on page no. 8 of this Notice.

(g) If you are unable to retrieve or have not received the 'Initial Password' or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com, mentioning your demat account number/ folio number, your PAN, your name and your registered address, etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(h) After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.

(i) Now, you will have to click on "**Login**" button.

(j) After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a) After successful login at Step 1, you will be able to see the "EVEN" of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.

b) Select "EVEN" of 'Bandhan Bank Limited' i.e., **140493**, to cast your vote during the remote e-Voting period or to cast your vote during the AGM. For joining virtual meeting, you need to click on "**VC/ OAVM**" link placed under "**Join Meeting**".

c) Now, you are ready for e-Voting as the Voting page opens.

d) Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.

e) Upon confirmation, the message "**Vote cast successfully**" will be displayed.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

i. General Guidelines for shareholders

(a) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hansrajjaria@gmail.com, with a copy marked to evoting@nsdl.com and investors@bandhanbank.com, or to the Bank at its Head Office, addressed to the Company Secretary. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc., by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

(b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, DVP, NSDL, at evoting@nsdl.com for any further clarification(s) or write to the Company Secretary of the Bank at its registered office or at investors@bandhanbank.com.

j. Process for those shareholders whose e-mail IDs are not registered with the depositories/ RTA for procuring User ID and password for e-voting for the resolutions set out in this Notice:

(a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) by e-mail to investors@bandhanbank.com.

(b) In case shares are held in demat mode, please provide DPID-CLID (i.e., 16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) by e-mail to investors@bandhanbank.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above at **step 1 (A**), i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

(c) Alternatively, Shareholders/ Members may send a request to evoting@nsdl.com for procuring USER ID and password for e-voting by providing above mentioned documents.

14. Instructions for Members for e-Voting on the Day of the AGM, are as Under:

a) The Bank has opted to provide the same electronic voting system during the AGM, as being used for remote e-voting, and the said facility shall be activated during the AGM upon its announcement by the Chairman of the AGM and shall remain active for such period as may be announced by him.

b) Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

c) Facility to cast vote through e-voting will be made available on the VC screen and will be activated once the voting is announced at the AGM. The voting rights of the Members shall be in proportion to their share in the paid-up voting equity share capital of the Bank as on the Cut-off Date being **Monday, August 17, 2026**, subject to the provisions of the Banking Regulation Act, 1949, as amended.

d) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

e) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting, at Note No. 13(i)(c) on page no. 8 of this Notice.

15. Instructions for Members for Attending the AGM through VC/ OAVM are as Under:

a. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "**VC/ OAVM**" placed under **"Join Meeting"** menu against company name, i.e., '**Bandhan Bank Limited'**. Members are requested to click on the said "**VC/ OAVM**" link placed under the "**Join Meeting**" menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN (i.e., **140493**) of '**Bandhan Bank Limited'** will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.

b. The facility to join the AGM shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM on a first-come, first-served basis.

c. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM, provided the votes are not already cast by remote e-voting by the first holder.

d. Pursuant to the provisions of the AGM related Circulars, at least 1,000 Members are allowed to register and attend the AGM through VC/ OAVM on a first-come, first-served basis. However, the said restriction is not applicable to large Shareholders (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.

e. Members are encouraged to join the Meeting through Laptops for better experience.

f. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

g. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective networks. It is, therefore, recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

16. Any person, who becomes a Member of the Bank after this Notice is sent through e-mail and holds shares as on the Cut-off Date, i.e., **Monday, August 17, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Bank. However, if you are already registered with NSDL for remote e-voting, you can use your existing User ID and Password for casting your vote. If you have forgotten your Password, you can reset your Password by using "**Forgot User Details/ Password**" or "**Physical User Reset Password**" option available on www.evoting.nsdl.com or call on 022- 4886 7000. In case of Individual Shareholders holding securities in demat mode, who acquire shares of the Bank and become Members of the Bank after sending of the Notice and hold shares as on the **Cut-off Date, i.e., Monday, August 17, 2026**, may follow steps mentioned in this Notice under "**Access to NSDL e-Voting system**".

17. Members of the Bank under the category of Institutional Investors are encouraged to attend and vote at the AGM.

18. Speaker Registration:

a) Members who would like to express their views or ask questions during the AGM may register themselves by following the procedure as mentioned above for login and thereafter, click on the link "**Speaker Registration**" available against the EVEN No. '**140493'** of '**Bandhan Bank Limited'**.

b) The Speaker Registration will be available from **Wednesday, August 19, 2026 to Friday, August 21, 2026**, for those Members, holding shares either in physical or demat mode, as on the Cut-off Date, i.e., **Monday, August 17, 2026**. Only those Members who are registered will be allowed to express their views or ask questions during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.

19. Dividend Related Information:

a. The Board of Directors has recommended a dividend of ₹ 1.50 (Rupees One and Fifty Paise Only) per equity share having a face value of ₹ 10 each (i.e., 15%) from the profits of the Bank for the financial year ended March 31, 2026, for the approval of Members.

b. The Record Date fixed for the purpose of determining the eligibility of Members for dividend is **Monday, August 17, 2026**. The dividend, if declared by the Members at this Twelfth AGM, will be paid, within 30 days from the date of the declaration, to the Members whose names appear in the Bank's Register of Members/ Beneficial Owners as on the Record Date.

c. SEBI, vide recent amendments, dated November 19, 2025, to the SEBI LODR, has mandated that all payments, including dividend, are now required to be made only through electronic mode. Therefore, in order to get any kind of payments, including dividends, directly into their bank accounts, the Shareholders are requested to ensure that their bank account details are duly updated with the Bank's RTA (in respect of shares held in physical form) or with their respective DPs (in respect of shares held in dematerialized form), as the case may be, well before the record date i.e. **Monday, August 17, 2026**.

d. Further, in terms of the 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated February 06, 2026, issued by the SEBI, with effect from April 01, 2024, Members holding shares in physical mode, whose folio(s) do not have PAN, Contact Details (Postal Address and Mobile Number), Bank Account Details and Specimen Signature updated, shall be eligible for any payment, including dividend, in respect of such folio(s), only through electronic mode and only upon furnishing the said details to the Bank/ KFintech. In this regard, the Bank has been sending individual letters and e-mails, on an annual basis, to the concerned Members for furnishing the required details and once again hereby requested to update the same well before the record date i.e. **Monday, August 17, 2026** for receiving the dividend electronically.

e. Shareholders are requested to register/ update their complete bank details:

- if shares are held in demat mode: with the DPs with whom they maintain their demat accounts, by submitting forms and documents as may be required by the DPs; and
- if shares are held in physical mode: by furnishing their bank account details, as mandated by SEBI, by submitting duly filled in Form ISR-1 to KFintech, along with self-attested copy of PAN card, bank details (bank account number, bank and branch name, address of the bank, 11 digits IFSC Code, 9 digits MICR No.) and original cancelled cheque leaf bearing the name of the Shareholder printed on it and reflecting active core bank account number.

f. Pursuant to the provisions of Income-tax Act, 2025 ('**IT Act**'), dividends paid or distributed by the Bank shall be taxable in the hands of the Shareholders and the Bank shall be required to deduct tax at source ('**TDS**')/ Withholding Tax ('**WHT**') at the prescribed rates from the dividend to be paid to Members, subject to the approval of dividend by the Shareholders in the ensuing AGM. No tax will be deducted on payment of dividend to the resident individual shareholders, if the total dividend paid does not exceed ₹ 10,000 during a financial year. The rate of TDS would vary depending on the residential status of the Shareholder and documents registered with the Bank.

A. Resident Shareholders:

A.1 Tax Deductible at source for resident shareholders

Sr. No.	Particulars	TDS/withholding Tax Rate	Documents required (if any)
1	Valid PAN updated in the Bank's Register of Members	10%	No document required, if dividend does not exceed ₹10,000/- to the resident individual shareholders, and no TDS/ withholding tax will be deducted. Also, please refer to note (C)(v) below.
2	No PAN/Valid PAN not updated in the Bank's Register of Members/ PAN is not linked with AADHAAR in case of an individual	20%	TDS/ Withholding tax will be deducted at 20% as provided under Section 397(2) of the IT Act, regardless of the dividend amount, if PAN of the shareholder is not registered with the Bank/ KFintech/ Depository Participant. All the shareholders are requested to update, on or before **Monday, August 17, 2026**, their PAN with their Depository Participant (if shares are held in electronic form) or with the Bank/ KFintech (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer to note (C)(v) below.
3	Availability of lower/ nil tax deduction certificate issued by the Income Tax Department u/s 395 of the IT Act.	Rate specified in the certificate	Lower tax deduction certificate obtained from the Income Tax Authority to be submitted on or before **Monday, August 17, 2026**.
4	Benefits under Income Tax Rule 203	Rates based on applicability of the IT Act to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

If PAN is not submitted or is inoperative or non-linking of PAN with Aadhaar/ is invalid, TDS would be deducted @ 20% as per Section 393(1) [Table: Sl. No. 7] read with Section 397(2) of the IT Act.

A.2 No TDS on dividend payment to resident shareholders, if the Shareholders submit and register following documents as mentioned in column no. 4 of the below table with the Bank/ KFintech/ Depository Participant on or before **Monday, August 17, 2026**:

Sr. No. (1)	Particulars (2)	TDS/ Withholding Tax Rate (3)	Documents required (if any)/ Remarks (4)
1	Submission of Form 121 (15G/15H under the erstwhile Income-tax Act, 1961)	NIL	Shareholders are required to fill Part A of Form 121 (in full; including the declaration thereto) and Part B (at Sr. No. 8 to 18 only)
2	Shareholders to whom section 393(1) [Table: Sl. No. 7] of the IT Act does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	NIL	Documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the IT Act
3	Shareholder covered u/s 393(5) of the IT Act such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Documentary evidence for coverage u/s 393(5) of the IT Act
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 400(1) of the IT Act
5	1. Recognised provident funds 2. Approved superannuation fund 3. Approved gratuity fund	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by the Central Board of Direct Taxes (CBDT)
6	National Pension Scheme Trust	NIL	No TDS as per section 393(9) of the IT Act. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.

Sr. No. (1)	Particulars (2)	TDS/ Withholding Tax Rate (3)	Documents required (if any)/ Remarks (4)
7	Any resident shareholder exempted from TDS deduction as per the provisions of the IT Act or by any other law or notification	NIL	Necessary documentary evidence substantiating exemption from deduction of TDS

B. NON-RESIDENT SHAREHOLDERS:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before **Monday, August 17, 2026**, the following document(s), as mentioned in column no. 4 of the below table, to the Bank/ KFintech. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No. (1)	Particulars (2)	TDS/ Withholding Tax Rate (3)	Documents required (if any) (4)
1	Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)/ Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs/ FPIs To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of the country of residence of shareholder for the year in which dividend is received. 2. Self-attested copy of the PAN card or declaration as per Rule 217 of the Income Tax Rules, 2026 in a specified format. 3. Form 41 electronically filled & duly signed. 4. Self-declaration from the shareholder primarily covering the following: - Shareholder is eligible to claim the benefit of respective tax treaty; - Shareholder receiving the dividend income is the beneficial owner of such income; - Dividend income is not attributable/ effectively connected to any Permanent Establishment (PE) or Fixed Base in India; - Shareholder complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument (‘**MLI**’); - Shareholder does not have a place of effective management in India. *(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Bank)*
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income-Tax Act, 2025 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, Withholding tax will be at 35% (plus applicable surcharge and cess).
3	Availability of Lower/ NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Sr. No. (1)	Particulars (2)	TDS/ Withholding Tax Rate (3)	Documents required (if any) (4)
4	Any Non-Resident shareholder exempted from Withholding Tax (WHT) deduction as per the provisions of IT Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction
5	Benefits under Income Tax Rule 203	Rates based on the applicability of the IT Act / DTAA whichever is beneficial to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers, are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No. 1 to 4 in column (4) will be required in addition to the above declaration.

C. Important Points to Note:

(i) The Bank will issue a soft copy of the TDS certificate to its Members through e-mail registered with the Bank/ KFintech/DPs, post payment of the dividend. Members will be able to view the TDS Credit from the Income Tax Department's website https://www.incometax.gov.in/iec/foportal/ (refer to Form 168).

(ii) The aforesaid documents such as Form 121, documents under Sections 393(5) and 400(1) of the IT Act, FPI/ FII Registration Certificate, Tax Residency Certificate, Lower Tax Certificate, Rule 203 declaration, etc., can be uploaded on the link, https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx on or before **Monday, August 17, 2026**, in order to enable the Bank to determine the appropriate TDS/ withholding tax rate applicably. Any communication on the tax determination/ deduction received post **Monday, August 17, 2026** shall not be considered. Formats of Form 121 (15G/ Form 15H) can be downloaded from the link https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx.

(iii) ***As per NSDL Circular NSDL/CIR/II/03/2023 dated January 11, 2023, the Resident Non-Individual Members, such as, Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India, and Non-Resident Non-Individual Members, such as, Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians, who are registered with NSDL for tax services, on or before Monday, August 17, 2026.***

(iv) Application of TDS rate is subject to necessary verification of the Members' details by the Bank, as available in Register of Members as on the Record Date, and other documents available with the Bank/ KFintech.

(v) In case TDS is deducted at a higher rate, an option is still available with the Members to file the return of income and claim an appropriate refund.

(vi) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Bank and also, provide the Bank with all information/ documents and co-operation in any appellate proceedings.

(vii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Voting and results related matters:

20. Since the Resolutions as set out in this Notice are proposed to be passed through e-voting, the said Resolutions will not be decided on a show of hands at the AGM.

21. The Scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes cast during the AGM and votes cast through remote e-voting, and make a consolidated Scrutiniser's Report and submit the same, not later than 2 working days of the conclusion of the AGM, to the Bank's Chairman or the Managing Director & CEO or the Executive Director(s) or the Company Secretary, who shall countersign the same. The Results of the e-voting shall be declared forthwith upon receipt of the Scrutinizer's Report.

22. The Results declared, along with the Scrutiniser's Report, shall be placed on the Bank's website at https://www.bandhan.bank.in/annual-reports and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of the Results and shall also be simultaneously submitted to

BSE Limited and National Stock Exchange of India Limited. The e-voting results will also be displayed at the Registered Office and Head Office of the Bank.

23. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e., **Monday, August 24, 2026**.

Shareholders related matters:

24. **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 Section III(13) of its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated February 06, 2026, also advises 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.

25. **Special Window for Re-Lodgement of Transfer Requests of Physical Shares**: SEBI, vide its Circular dated January 30, 2026 on '*Ease of Doing Investment – Special Window for Transfer and Dematerialisation of Physical Securities*', in order to facilitate investors to get rightful access to their securities, has advised that a **Special Window** will remain open, for a period of one year from **February 05, 2026 to February 04, 2027**, to facilitate transfer and dematerialization of physical securities, which were sold/ purchased prior to April 01, 2019. This Special Window is also available for such requests for transfer of shares in physical mode, which were submitted earlier and were rejected/ returned/ not attended to due to deficiency in the documents/ process or otherwise. For further details, the Shareholders are requested to go through the said SEBI Circular, which is also available at the website of the Bank at https://bandhan.bank.in/sebi-circular. Eligible Shareholders are requested to re-lodge their transfer requests with the Bank/ RTA, during the Special Window **until February 04, 2027**.

26. **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 February 06, 2026, mandates furnishing of PAN, KYC details (including Contact Details), specimen signature and nomination, if any, 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, if any, 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; and for change/ cancellation in nomination, 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.

27. In case a holder of physical securities fails to furnish any of the abovementioned details (except choice of nomination and e-mail address), the 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 and e-mail address) in entirety. Accordingly, any future dividend, if declared by the Members of the Bank, will be credited to the accounts of such shareholders only after they furnish the above details to the RTA of the Bank.

28. 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.

29. **Online processing of investor service requests and complaints by RTAs**: SEBI, vide Section VII of its 'Master Circular for Registrars to an Issue and Share Transfer Agents' dated February 06, 2026, advises 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 launched an online application which can be accessed at https://ris.kfintech.com > Investor Services > Investor Support. Members are requested to register/ sign up, using their Name, PAN, Mobile Number and e-mail ID. Post registration, User 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.

30. 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.

Senior Citizens - Investor Support (URL: https://ris.kfintech.com/#)

As part of its initiative to enhance the investor experience for Senior Citizens, KFintech has formed a separate investor cell to exclusively assist the Senior Citizens in redressing their grievances, complaints and queries.

The special cell closely monitors the grievances, complaints and queries coming from Senior Citizens through this channel and handholds them at every stage of processing of the service request till closure of the grievance. 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.

KPRISM Mobile App (Android & iOS):

Mobile applications for all Users to review their portfolio being managed by KFintech is available in Play Store and App Store. Users are requested to download the application and register with their PAN. Post verification, User can use functionalities, like, check portfolio/ holding, check IPO status/ Demat/ Remat status, track general meeting schedules, download ISR forms, and contact the RTA with service request, grievance, and query.

31. 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. The details of unpaid dividend and the unclaimed shares transferred to the IEPF Authority during FY 2025-26 and the process for claiming these are provided in the Report on Corporate Governance forming part of the Annual Report for FY 2025-26. Furthermore, the equity shares corresponding to the dividend declared by the Bank for the financial year 2018-19 and the dividend declared by erstwhile GRUH Finance Limited ('**GRUH'**) (which has since got amalgamated into and with the Bank) for the financial year 2018-19, in respect of which, all dividends have remained unpaid or unclaimed for seven consecutive years, i.e., up to August 02, 2026 and August 22, 2026, respectively, shall be transferred to the demat account of the IEPF Authority. In this regard, in compliance with the provisions of Rule 6 of the IEPF Rules, the Bank has sent individual communications to the concerned shareholders and has also published a notice in newspapers (in an English national daily and in Bengali and Gujarati language newspapers), *inter alia*, informing the concerned that the names of such shareholders and their folio number or DP ID- Client ID are available on the Bank's website, duly mentioning the website address. The newspaper notice is available on the website of the Bank and is also submitted to the Stock Exchanges.

32. 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., is 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.

By Order of the Board
for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary
FCS No.: 9917

Place: Kolkata
Date: July 21, 2026

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Statement with respect to items under Ordinary/ Special Business covered in the Notice of the AGM are given below:

Item No. 4:

M/s. V. Sankar Aiyar & Co., Chartered Accountants (ICAI Firm Registration No.: 109208W), have been appointed as the Joint Statutory Auditors of the Bank, in its 10th Annual General Meeting (‘**AGM**’), for a period of three years, to hold office as Joint Statutory Auditors of the Bank until the conclusion of its 13th AGM to be held in 2027, whereas, M/s. V. Singhi & Associates, Chartered Accountants (ICAI Firm Registration No.: 0311017E), have been appointed as the Joint Statutory Auditors of the Bank, in its 11th AGM, for a period of three years, to hold office as Joint Statutory Auditors of the Bank until the conclusion of its 14th AGM to be held in 2028, subject to the fulfilment of the eligibility norms each year as per the RBI Guidelines and other applicable laws and regulations and approval of RBI on an annual basis. Further, at the 11th AGM of the Bank held on August 21, 2025, the Members approved overall audit fees of ₹1.65 crore (Rupees One Crore Sixty-Five Lakhs Only) per annum, to the Joint Statutory Auditors, for FY 2025-26 and onward for their remaining tenure, in addition to certification and other fees, out-of-pocket expenses, outlays and taxes, as applicable, as may be allocated by the Bank between the Joint Statutory Auditors, depending upon their respective scope of work.

Considering the expanded scope of work and the continuously growing scale of the Bank’s operations, the Audit Committee of the Board (‘**ACB**’) and the Board of Directors of the Bank have recommended to increase the overall audit fees to be paid to the Joint Statutory Auditors, from current ₹1.65 crore (Rupees One Crore Sixty-Five Lakhs Only) per annum to ₹1.81 crore (Rupees One Crore Eighty-One Lakh Only) per annum to M/s. V. Sankar Aiyar & Co., Chartered Accountants, and M/s. V. Singhi & Associates, Chartered Accountants, Joint Statutory Auditors of the Bank, for the financial year 2026-27 and onwards for their remaining tenure, as may be allocated by the Bank between the Joint Statutory Auditors and as may be mutually agreed by them, depending upon their respective scopes of work. Additionally, the Joint Statutory Auditors would be paid Certification and other Fees, out-of-pocket expenses, outlays and taxes as applicable. The Board/ACB shall have the power to alter and vary the terms and conditions of remuneration, including allocation of overall audit fees between the Joint Statutory Auditors depending upon their respective scopes of work and/or by reason of necessity, on account of conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed between the Bank and the said Joint Statutory Auditors. The remuneration paid to the Joint Statutory Auditors will be disclosed in the Report on Corporate Governance as well as the Annual Audited Financial Statements of the Bank.

Approval of the RBI has already been received for appointments of M/s. V. Sankar Aiyar & Co., Chartered Accountants and M/s. V. Singhi & Associates, Chartered Accountants, as the Joint Statutory Auditors of the Bank, for the Financial Year 2026-27, for their third year and second year, respectively.

Your Board of Directors, therefore, recommends passing the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the 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. 4 of this Notice.

Item Nos. 5 & 6:

The tenure of Dr. Anup Kumar Sinha (DIN: 08249893) as an Independent Director and the Non-Executive Chairman of the Bank completed on July 04, 2026. Accordingly, on the basis of the recommendations of the Nomination and Remuneration Committee (‘**NRC**’) and the Board of Directors (the ‘**Board**’) of the Bank, and pursuant to the application made by the Bank, in terms of the provisions of Sections 10B(1A)(i) and 35B of the BR Act, the RBI, vide its letters dated April 22, 2026 and June 17, 2026, granted its prior approval for the appointment of Mr. Debasish Panda (DIN: 06479085) as the Part-time Chairman (‘**PTC**’) of the Bank, for a period of three years, with effect from the date of taking charge. Further, the RBI has also approved the payment of fixed remuneration of ₹30 Lakh per annum to Mr. Panda as the Non-Executive Chairman, in addition to the sitting fees for attending Board/ Board Committee Meetings and reimbursement of expenses incidental thereto.

Accordingly, the Board, at its meeting held on June 25, 2026, pursuant to the recommendation of the NRC and the prior approval granted by the RBI, approved the appointment of Mr. Debasish Panda (DIN: 06479085); (a) as an Additional Director (Independent) on the Board of the Bank, with effect from July 05, 2026; (b) as an Independent Director of the Bank, for a term of three consecutive years, with effect from July 05, 2026, not liable to retire by rotation, subject to approval of the Shareholders within a period of three months from the date of his appointment; and (c) as the Non-Executive Chairman of the Bank, with effect from July 05, 2026, for a period of three years, at a fixed remuneration of ₹30 Lakh per annum to Mr. Panda as the Non-Executive Chairman, in addition to the sitting fees for attending Board/ Board Committee Meetings and reimbursement of expenses incidental thereto, subject to approval of the Shareholders. Pursuant to the provisions of Section 161 of the Companies Act and Regulation 17(1C) of the SEBI LODR, Mr. Panda can hold office as an Additional Director of the Bank, up to the date of this 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. Debasish Panda for the office of Director of the Bank. Mr. Panda 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. Debasish Panda 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. Panda 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.

Further, the Bank has received declarations from Mr. Debasish Panda 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. Panda 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. Panda is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Mr. Debasish Panda'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 Agriculture and Rural Economy, Banking, Co-operation, Economics, Finance, Accounting, Law, Small-Scale Industry, Information Technology, Payment and Settlements, Human Resources, Risk Management and Business Management, as required under Section 10A(2) of the BR Act. Based on the skills, experience and knowledge of Mr. Panda, the Board recommends the appointment of Mr. Debasish Panda as an Independent Director and as the Non-Executive Chairman of the Bank. The Bank would benefit immensely from his rich experience.

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

Mr. Debasish Panda, a 1987 batch IAS officer of Uttar Pradesh cadre, is a visionary leader and transformative policy reformer. Over his distinguished career spanning more than three decades, he has made pioneering contributions across finance, insurance, public health, agriculture, law enforcement, and urban development.

As Chairman of IRDAI (2022–2025), he spearheaded the vision of 'Insurance for All by 2047', redefined regulatory frameworks, and prioritized customer-centric governance. As Secretary, DFS (2020–2022), he led critical banking consolidations, promoted financial inclusion, and managed COVID-19 financial responses. He also held the position of Director on the Boards of Reserve Bank of India, State Bank of India, Bank of Baroda and Life Insurance Corporation of India.

Previously, in the Government of Uttar Pradesh, he introduced India's largest emergency response system (Dial 112) and modernized urban governance in Greater Noida. His leadership is marked by technology-led governance, institutional building and unwavering public service commitment.

He holds advanced degrees from Utkal University, Jawaharlal Nehru University (JNU), and the Asian Institute of Management, Manila, and has completed international training in public administration.

Mr. Panda's career stands as a testament to visionary governance, marked by innovation, inclusivity and national development. His leadership across sectors has empowered millions and strengthened India's administrative and financial ecosystems.

Age	**64 years**
Qualification	M.Sc. (Physics); M.Phil. (Environmental Sciences); Postgraduate Diploma in Development Management – Asian Institute of Management (AIM), Manila; Public Administration Programs, USA and Philippines
Date of Appointment on Board	July 05, 2026
Nature of expertise in specific functional areas	Agriculture and Rural Economy, Banking, Co-operation, Economics, Finance, Accounting, Law, Small-Scale Industry, Information Technology, Payment and Settlements, Human Resources, Risk Management and Business Management
Other Directorship	**Listed Companies**: 1. Anand Rathi Wealth Limited **Unlisted Companies**: 1. Capri Global Housing Finance Limited 2. IBDIC Private Limited 3. Invesco Asset Management (India) Private Limited
Listed entities from which the person has resigned in the past three years	None

Chairpersonship/ Membership of Committees in other companies	**Chairpersonship**: 1. Nomination & Remuneration Committee, Capri Global Housing Finance Limited 2. Corporate Social Responsibility Committee, Invesco Asset Management (India) Private Limited **Membership**: 1. Audit Committee, Capri Global Housing Finance Limited 2. Audit Committee, Anand Rathi Wealth Limited 3. Risk Management Committee, Anand Rathi Wealth Limited 4. Audit Committee, Invesco Asset Management (India) Private Limited 5. Unit Holder Protection Committee, Invesco Asset Management (India) Private Limited
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 July 17, 2026)	Mr. Panda does not hold any equity share in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (FY 2025-26)	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Appointment as an Independent Director and the Non-Executive Chairman of the Bank, not liable to retire by rotation, for a period of three years, effective July 05, 2026. Pursuant to the approval granted by the RBI, Mr. Panda will be eligible for payment of fixed remuneration of ₹30 Lakh p.a. as the Non-Executive Chairman of the Bank, in addition to the sitting fees for attending Board/ Board Committee Meetings and reimbursement of expenses incidental thereto.
Remuneration last drawn	Not Applicable

Your Board of Directors, therefore, recommends passing the Special Resolution and the Ordinary Resolution as set out at Item Nos. 5 & 6, respectively, of this Notice, with respect to the proposed appointment of Mr. Debasish Panda as an Independent Director of the Bank, for a term of three consecutive years, and for his appointment and remuneration as the Non-Executive Chairman of the Bank, effective July 05, 2026, not liable to retire by rotation.

Save and except Mr. Debasish Panda 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 Resolutions set out at Item Nos. 5 & 6 of this Notice.

Item No. 7:

In terms of Chapter III(H)- on 'Remuneration of NEDs, WTDs, MD&CEO / CEO, Material Risk Takers, and Control Function Staff' of the Reserve Bank of India (Commercial Banks – Governance) Directions, 2025, dated November 28, 2025 (the '**RBI Directions**'), read together with other applicable rules, circulars, guidelines and notifications issued by the RBI, in addition to sitting fees and expenses related to attending meetings of the Board and its Committees, as per extant statutory norms/ practices, the Bank may pay its NEDs, including Independent Directors, fixed remuneration not exceeding ₹30 lakh per annum for an NED, other than the Chair of the Board. Such fixed remuneration shall be commensurate with an individual director's responsibilities and demands on time and are considered sufficient to attract qualified competent individuals.

Further, in terms of the provisions of Regulation 17(6) of the SEBI LODR, the Board shall recommend all fees or compensation, if any, paid to NEDs, including Independent Directors, and shall require approval of Shareholders in general meeting. Furthermore, in terms of Section 197 of the Companies Act, the remuneration payable to the Directors of the Bank, including the Managing/ Whole-time director, shall be determined, in accordance with and subject to the provisions of the said Section, either by the articles of the Bank, or by a resolution or, if the articles so require, by a special resolution, passed by the company in general meeting.

Accordingly, pursuant to the erstwhile RBI Guidelines dated April 26, 2021 on 'Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board' ('RBI Guidelines'), read with the erstwhile RBI Circular dated February 09, 2024 on 'Review of Fixed Remuneration granted to Non-Executive Directors (NEDs)' and other applicable laws, and based on recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, the Shareholders of the Bank, at their 11th AGM held on August 21, 2025, had approved the payment of fixed remuneration up to ₹18,00,000 per annum for each NED, other than the Non-Executive Chairperson, with effect from April 01, 2025, for a period of one year, in addition to payment of sitting fees and reimbursement of expenses for attending the Board and Committee meetings.

Considering the amount of time and efforts devoted by the NEDs, providing professional expertise in their respective fields of specialization while discharging their duties as a member of the Board and the critical roles that they are playing in the effective functioning of the Board Committees, and considering the nature and complexity of the banking business, and the prevailing industry benchmarks and the growth stage of the Bank, the approval of the Members of the Bank is, now, being sought for an increase in the payment of fixed remuneration to NEDs from ₹18,00,000 to up to ₹24,00,000 per annum for each NED, other than the Non-Executive Chairperson, with effect from April 01, 2026, for a period of three years, in addition to payment of sitting fees and expenses related to attending the Board and Committee meetings. The fixed remuneration will be paid at such frequency as may be decided by the Board, which should be proportionate to the tenure of the respective NEDs during a financial year.

As per the Secretarial Standard on General Meetings, the required details of the NEDs who are entitled for fixed remuneration, are annexed to this Notice.

Your Board of Directors, therefore, recommends the payment of the proposed fixed remuneration to NEDs except Non-Executive Chairman, by way of an Ordinary Resolution, as set out at Item No. 7 of this Notice.

Save and except the NEDs (other than Non-Executive Chairman) and their 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. 7 of this Notice.

By Order of the Board
for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary
FCS No.: 9917

Place: Kolkata
Date: July 21, 2026

Annexure for Item Nos. 3 and 7 of The Notice and The Explanatory Statement Thereto

[Pursuant to provisions of Regulation 36(3) of the SEBI LODR and SS-2]

Mr. Rajinder Kumar Babbar (DIN: 10540386):

Mr. Rajinder Kumar Babbar	Executive Director & Chief Business Officer ('**ED&CBO**')
Age	58 years
Qualification	Bachelor in Science, LLB, LLM Corporate Law & Criminal Law. Currently pursuing PhD from NMIMS, Mumbai. Completed a leadership development programme from IIM Ahmedabad.
Date of Appointment on the Board	March 08, 2024
Brief Resume including Experience	Mr. Babbar has over 35 years of experience across the banking sector in various leadership roles. He is an accomplished senior leader, with vast experience across multiple spheres of banking. He has a proven track record of creating new businesses and propelling existing ones, consistently delivering growth multiples in AUM, market share, and profitability. At Bandhan Bank, he has been the Executive Director & Chief Business Officer since March 08, 2024. He is leading the business functions including Liabilities, Emerging Entrepreneur Business, Wholesale Banking, Housing Finance, Retail Assets, etc. During his tenure spanning more than 23 years with HDFC Bank, he has handled various leadership assignments and has successfully led large teams across Transportation and Infrastructure Finance, Rural Banking and Retail Liabilities. He was the Group Head - Transportation, Infrastructure and Tractor Finance Group at HDFC Bank. Prior to this, he was responsible for building and managing the Rural Banking Group for the HDFC Bank covering farmer finance, MSME loans to intermediaries, related retail assets and third party products. Under his leadership, the rural businesses witnessed robust growth, making it one of the best rural franchises in the industry for any bank or financial institution in terms of size and profitability. Prior to joining HDFC Bank Ltd, he has worked with Centurion Bank, Bank of Punjab and Central Bank of India, handling various roles and responsibilities.
Nature of his expertise in specific functional areas	Banking, Small-scale Industry, Law, Agriculture and Rural Economy
Other Directorship	Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairmanship/ Membership of Committees in other companies	Not Applicable
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 July 17, 2026)	1,700 equity shares of ₹10 each held jointly with spouse. He is not holding any equity share of the Bank as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	16/16
Terms and conditions of appointment or re-appointment, including remuneration	Appointed as the ED&CBO of the Bank, liable to retire by rotation, effective March 08, 2024, for a period of three years. The remuneration of Mr. Babbar, being an Executive Director, is subject to prior approval of RBI and approval of Members of the Bank, on the basis of recommendations of the NRC and the Board of Directors. His remuneration as the ED&CBO of the Bank, is as approved by the Shareholders, vide Postal Ballot, on March 01, 2026 and the same has also been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Subrata Dutta Gupta (DIN: 08767943):

Mr. Subrata Dutta Gupta	Independent Director
Age	72 years
Qualification	M.A. (Economics)
Date of Appointment on Board	March 19, 2021
Brief Resume including Experience	Mr. Gupta has a rich experience of more than 35 years in Asset-based Financing, with 20 years dedicated to the Mortgage industry in India and 11 years to Development Finance. His domain expertise has been in investment and advisory services related to the mortgage industry, covering areas like strategic planning, business plan, underwriting and policy formulation. He has an extensive experience in mentoring the workforce at startups in the Housing Finance sector, grooming and upskilling them on lending to the informal and low income borrowers, including developing business plans and data analytics platforms. Mr. Gupta worked at the International Finance Corporation ('**IFC**'), World Bank Group for more than a decade from 2005 to 2019 and retired as the Principal Financial Officer of IFC. During his stint at IFC, he worked in South Asia, South East Asia, and Central Asia. He has also been associated with BHW Birla Home Finance as the Managing Director, with SREI International Finance as Senior Vice President and with Classic Financial Services & Enterprises Ltd. as the Regional Manager for Operations.
Nature of his expertise in specific functional areas	Economics, Housing and Mortgage finance
Other Directorship	**Listed Companies**: Nil **Unlisted Companies**: 1. RMBS Development Company Limited
Listed entities from which the person has resigned in the past three years	None
Chairmanship/ Membership of Committees in other companies	**Chairmanship**: 1. Nomination and Remuneration Committee, RMBS Development Company Limited **Membership**: Nil
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 July 17, 2026)	Mr. Dutta Gupta does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	14/16
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Dutta Gupta is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Suhail Chander (DIN: 06941577):

Mr. Suhail Chander	Independent Director
Age	67 years
Qualification	B.A. (Hons.) Economics, Chartered Accountant
Date of Appointment on Board	March 19, 2021
Brief Resume including Experience	Mr. Chander is a veteran Banker. He has 42 years of rich experience in Banking Operations, Trade Finance, Retail and Wholesale Banking. His extensive experience covers the entire gamut from retail, small and medium enterprise, mid-sized corporates to large corporates. Mr. Chander started his professional journey in banking as a trainee at Grindlays Bank in 1983 and since then has worked in foreign banks in India and abroad, and a private sector bank in India. He retired as the Head of Corporate and Institutional Banking at IndusInd Bank in March 2020. In 2018, Mr. Chander set up SOCH Foundation, a not for profit that works with children with Learning Disability studying in Government and Municipal Schools. The Foundation is one of the few organizations working at grassroots level to ensure inclusive education for students of all abilities.
Nature of his expertise in specific functional areas	Banking, Risk Management, Accountancy, Finance and Business Management
Other Directorship	**Listed Companies**: 1. Canara Robeco Asset Management Company Limited **Unlisted Companies**: Nil
Listed entities from which the person has resigned in the past three years	None
Chairmanship/ Membership of Committees in other companies	**Chairmanship**: Nil **Membership**: Canara Robeco Asset Management Company Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Risk Management Committee 4. Unit Holders Protection Committee 5. CSR Committee
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 July 17, 2026)	Mr. Chander does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	16/16
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Chander is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Vijay Nautamlal Bhatt (DIN: 00751001):

Mr. Vijay N. Bhatt	Independent Director
Age	67 years
Qualification	Chartered Accountant, LLB (Gen.)
Date of Appointment on Board	May 08, 2020
Brief Resume including Experience	Mr. Bhatt is a qualified Chartered Accountant and a Bachelor in Law. He has over 39 years of experience in large, medium and small Indian and multinational businesses. Being in the audit profession, he has a good understanding of the business environment, business risks, controls, accounting and financial reporting issues relevant to businesses operating in India. He was with KPMG for over 10 years (Senior Independent Director), with E&Y for 2 years, R S M & Co., Chartered Accountants for 19 years and for a few months with Lovelock & Lewis. He has been a member of various committees of the Institute of Chartered Accountants of India, such as Accounting Standard Board, Audit Standard Board, Information Technology Committee, Financial Reporting Review Group and Professional Development Committee of WIRC.
Nature of his expertise in specific functional areas	Audit, Accountancy, Assurance, Finance and Law
Other Directorship	**Listed Companies**: 1. FDC Limited 2. IRB Infrastructure Developers Limited 3. Finolex Industries Limited **Unlisted Companies**: 1. Qontrac Prints Private Limited 2. JK Maini Global Aerospace Limited
Listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship/ Membership of Committees in other companies	**Chairmanship**: 1. Audit Committee, IRB Infrastructure Developers Limited 2. Audit Committee, Finolex Industries Limited **Membership**: 1. Audit Committee, FDC Limited 2. Nomination and Remuneration Committee, FDC Limited 3. Nomination and Remuneration Committee, IRB Infrastructure Developers Limited 4. Corporate Social Responsibility Committee, Finolex Industries Limited 5. Nomination and Remuneration Committee, Finolex Industries Limited 6. Stakeholders' Relationship Committee, Finolex Industries Limited 7. Risk Management Committee, Finolex Industries Limited
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 July 17, 2026)	Mr. Bhatt does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	16/16
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Bhatt is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913):

Mr. N. V. P. Tendulkar	Independent Director
Age	68 years
Qualification	Chartered Accountant and Company Secretary
Date of Appointment on Board	May 08, 2020
Brief Resume including Experience	Mr. Tendulkar is a qualified Chartered Accountant and Company Secretary. He has more than 41 years of experience in Finance, General Management & Operations in IT, Telecom and Manufacturing industries. He has extensive experience working with American & European based multinational organisations and has successfully resolved multidimensional, dynamic & challenging issues. He was an Executive Director with Hewlett Packard /Hewlett Packard Enterprise India Limited for almost 14 years. He was also on several boards of like Trans India Network Private Limited, Tata Telecom Ltd, Aruba Network, Mercury Software, Krone Communications Ltd and etc. He was also associated with many IT Companies including Tata Telecom, AT & T, USA, Digital Global Soft etc. Mr. Tendulkar is the recipient of many awards such as CFO 100 Roll of Honor in 2012 and 2016 from 9.9 Media, Best CFO of Hewlett Packard worldwide, Special Achievement Award for leading the Best Finance Team in APAC & Japan Region for FY 2005, Best Governance Award in year 2000 from the Institute of Chartered Finance Analyst and was also nominated for the prestigious CNBC TV 18 CFO award for the year 2006.
Nature of his expertise in specific functional areas	Accountancy, Finance, Information Technology and Law
Other Directorship	**Listed Companies**: Nil **Unlisted Companies**: 1. PSB Alliance Private Limited
Listed entities from which the person has resigned in the past three years	Centrum Capital Limited Global Vectra Helicorp Limited
Chairmanship/ Membership of Committees in other companies	**Chairmanship**: PSB Alliance Private Limited 1. Audit Committee 2. IT Committee **Membership**: PSB Alliance Private Limited 1. Nomination and Remuneration Committee
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 July 17, 2026)	Mr. Tendulkar does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	16/16
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Tendulkar is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Arun Kumar Singh (DIN: 09498086):

Mr. Arun Kumar Singh	RBI (Nominee) Additional Director
Age	62 years
Qualification	Graduation in Economics, MBA (Finance) Certified Associate of the Indian Institute of Banking (CAIIB)
Date of Appointment on Board	June 24, 2024
Brief Resume including Experience	Mr. Arun Kumar Singh was appointed by the Reserve Bank of India as an additional director on the Board of the Bank w.e.f. June 24, 2024, and his current tenure is till June 23, 2027. Mr. Singh is a former Senior Central Banker and has a wide and rich experience of working in Reserve Bank of India for 35 years in the field of Regulation & Supervision of Banks and NBFCs, Enforcement actions against FIs, Information Technology, Financial Inclusion, Monetary Policy, Government Banking, etc. He has acted as Senior Supervisory Manager (SSM) for various Banks and NBFCs and actively participated in Asset Quality Review (AQR) as well as Risk-based Supervision (RBS). He was involved in framing Bank, NBFC & Payment related policies in various capacities. He has been associated with committees / working groups on risk-based supervision, asset quality review, interest rate policy, operational risk, stress testing, small finance & payment banks, prompt corrective action, financial resolution, returns rationalisation, etc. As head of Enforcement Department, he was responsible for enforcement action against commercial banks, small finance and payment banks, cooperative banks, NBFCs, credit information companies, payment system operators, asset reconstruction companies, etc. He was also the head of Information Technology, Reserve Bank of India, spearheading technological and digital transformation, particularly, in the areas of Payment System, Core Banking Solution, Cyber Security, Data Centre Upgradation, Internal Applications, IT Infrastructure, Currency Management, Government Banking, etc. He was Regional Director for Rajasthan and carried out his central banking responsibilities in the areas of currency management, financial inclusion, financial literacy, Government banking, etc. in the state of Rajasthan. Presently, he is also on the Board of a non-banking entity, apart from serving as visiting professor at IDRBT and advisory roles. He has earlier served as RBI nominee director on the Board of Union Bank of India, Reserve Bank Information Technology Pvt. Ltd. (ReBIT), Mumbai, Reserve Bank Innovation Hub (RBiH), Bengaluru, Institute for Development and Research in Banking Technology (IDRBT), Hyderabad and a Regional Rural Bank.
Nature of his expertise in specific functional areas	Economics, Information Technology and Risk Management
Other Directorship	**Listed Companies**: Nil **Unlisted Companies**: PNB Metlife India Insurance Company Ltd
Listed entities from which the person has resigned in the past three years	Nil
Chairmanship/ Membership of Committees in other companies	**Chairmanship**: PNB Metlife India Insurance Company Ltd 1. Policyholder Protection, Grievance Redressal and Claims Monitoring Committee 2. Corporate Social Responsibility Committee **Membership**: PNB Metlife India Insurance Company Ltd 1. Audit Committee 2. Nomination and Remuneration Committee
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 July 17, 2026)	Mr. Singh does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	16/16

Terms and conditions of appointment or re-appointment including remuneration	Mr. Arun Kumar Singh was appointed as Additional Director (Nominee- RBI) on the Board of the Bank and as a Member of the Audit Committee, for a period of one year from June 24, 2024 to June 23, 2025 or till further orders, whichever is earlier, by the RBI, under Section 36AB of the BR Act. Further, the RBI, vide its letter dated June 20, 2025 and June 19, 2026, had extended the term of appointment of Mr. Singh upto June 23, 2027 or till further orders, whichever is earlier. As a Non-Executive Director, Mr. Singh is eligible for payment of sitting fees and expenses related to 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Ms. Veni Thapar (DIN: 01811724):

Ms. Veni Thapar	Independent Director
Age	55 years
Qualification	Fellow Member of ICAI, Cost Accountant from ICMAI Certified Information Systems Auditor from ISACA (USA) Diploma holder in Information Systems Audit and a Certificate holder in International Taxation from ICAI Completed the certificate programme in IT and Cyber Security for Board Members from IDRBT Certification in the IICA Valuation Certificate Programme Successfully completed the Online Proficiency Self-Assessment Test for Independent Director's Database from IICA Completed the Directors Development Program from Harvard Business Publishing and Egon Zehnder
Date of Appointment on Board	June 27, 2025
Brief Resume including Experience	Ms. Thapar, a qualified Chartered Accountant, has over 29 years of extensive knowledge and experience in the fields of Statutory and Internal Audits, Bank Audits, Government Audits, Information Systems Audit, Consultancy in Company Law, Indirect Taxes, FEMA and RBI Matters with an ability to handle complex and challenging assignments in the field of Audit, Taxation and International Taxation as a Senior Partner in the firm, M/s. V K Thapar and Company, a well recognised Chartered Accountants firm established in 1965, which she had joined in April 1996, after completing her training with Price WaterHouse. She has been an Independent Director on the Boards of Bank of India for two terms, HLS Asia Limited and Yokogawa India Limited, both Public Limited Companies and has been a member on the Board of Governors of Indian Institute of Corporate Affairs also for two terms. She has the experience of chairing the Audit Committee of the Board, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and the Risk Committee across various boards and has been a member of other Committees of the Board, viz. Monitoring of Large Value Frauds Committee, Committee of Directors for Customer Service, IT Strategy and Digital Payment Promotion Committee, Share Transfers Committee, Stakeholders Committee, Group Governance Committee, Committee for Non Cooperative Borrowers, Disciplinary Proceedings Committee, Steering Committee of the Board on HR. She has excellent communication skills and has been a speaker at various forums and a part of various round table and fire side deliberations, covering topics related to Indian Banks, their challenges, solutions and way forward; Reforming Financial Institutions, preparing NBFCs for Future Challenge; Employability Matrix and Skilling New India; Roadmap for $5 Trillion Economy; Technology & Ease of Living in Urban India; Challenges to brick and mortar in an online model; Auditors contribution to the financial sector and economy as a whole; Chartered Accountants Profession in the Artificial Intelligence Era; Role of Independent Directors; Presence and upliftment of women in board positions; Work life balance for women among other related areas with a firm conviction that learning is a continuous process and imagination and creativity have no boundaries while endorsing responsible adaptability and compliance.
Nature of expertise in specific functional areas	Audit, Accountancy, Banking, Economics, Finance, Risk Management, Information Technology, Cyber Security, Law and Business Management

Other Directorship	**Listed Companies:** 1. S.J.S. Enterprises Limited **Unlisted Companies:** 1. Monedo Financial Services Private Limited 2. RVR Corporate Consultancy Private Limited
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, S.J.S. Enterprises Limited 2. Nomination & Remuneration Committee, S.J.S. Enterprises Limited 3. Audit Committee, Monedo Financial Services Private Limited **Membership**: 1. Corporate Social Responsibility Committee, S.J.S. Enterprises Limited 2. Stakeholders Relationship Committee, S.J.S. Enterprises Limited 3. Risk Management Committee, S.J.S. Enterprises Limited 4. Risk Committee, Monedo Financial Services Private Limited 5. IT Strategy Committee, Monedo Financial Services Private Limited
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 July 17, 2026)	Ms. Thapar does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	13/13
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Ms. Thapar is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of her appointment till the end of her tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Avijit Mukerji (DIN: 03534116):

Mr. Avijit Mukerji	Nominee Director of Bandhan Financial Holdings Limited
Age	56 years
Qualification	B. Com. (Hons.), Chartered Accountant
Date of Appointment on Board	September 25, 2025
Brief Resume including Experience	Mr. Avijit Mukerji is a Chartered Accountant, having overall experience of more than three decades in audit and assurance. He is a former senior partner of Price Waterhouse, member of PricewaterhouseCoopers Network Firms in India (PwC India). 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. Currently, he is the founder and managing partner of TatvaSutra Solutions LLP, a boutique investment and equity research firm. He is an experienced auditor leading 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. Further, during his tenure as the Transformation Leader, he was responsible for digital upskilling of 14,000 partners and staff again conceptualizing and implementing the firm's flagship digital upskilling program Acing Digital. 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.
Nature of expertise in specific functional areas	Accountancy, Finance, Audit and Assurance
Other Directorship	**Listed Companies:** 1. Balaji Telefilms Limited 2. DIC India 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	India Carbon Limited
Chairpersonship/ Membership of Committees in other companies	**Chairpersonship**: 1. Corporate Social Responsibility Committee, Bandhan Financial Holdings Limited 2. Membership Sub-Committee, The Bengal Club Ltd **Membership**: 1. Audit Committee, DIC India Limited 2. Risk Management Committee, DIC India Limited 3. 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 July 17, 2026)	Mr. Mukerji does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	9/9
Terms and conditions of appointment or re-appointment including remuneration	As a Non-Executive and Non-Independent Director, liable to retire by rotation, Mr. Mukerji is 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 Chapter III(H) of the RBI (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Gauri Prosad Sarma (DIN: 09107885):

Mr. Gauri Prosad Sarma	Independent Director
Age	63 years
Qualification	M. Sc., B. Sc. (Hons.)
Date of Appointment on Board	October 28, 2025
Brief Resume including Experience	Mr. Gauri Prosad 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 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 Punjab National Bank.
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**: 1. Stakeholders' Relationship Committee, B & A Packaging India Limited
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 July 17, 2026)	Mr. Sarma does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (i.e., FY 2025-26)	8/8
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Sarma is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.

Mr. Debashish Mukherjee (DIN: 08193978):

Mr. Debashish Mukherjee	Independent Director
Age	61 years
Qualification	MBA (Finance); CAIIB; B. Sc. (Hons.); B.A. (Econ.)
Date of Appointment on Board	March 25, 2026
Brief Resume including Experience	Mr. Debashish Mukherjee, has over three decades of banking experience in three major Public Sector Banks, namely Punjab National Bank, United Bank of India and Canara Bank, wherein he was involved in the whole gamut of banking: both retail and wholesale. He started his banking career with Punjab National Bank as a Financial Analyst in scale II in 1994. Thereafter, he joined United Bank of India as an Asst. General Manager (Credit) in the year 2006. He took charge as Executive Director of Canara Bank on February 19, 2018 and superannuated on May 31, 2025. Although his forte has been large corporate credit, he also had the opportunity of handling various other banking functions, notably Recovery, Risk Management, Forex Business and International Banking at the apex level. As Regional Head and Branch Head, he had been deeply associated with grassroot and retail banking as well. As an Executive Director of Canara Bank, he had been overseeing nearly all the banking functions, starting from HR to Risk Management, Overseas Banking, Treasury, Associates & Subsidiaries, etc. He was on the boards of some of the subsidiaries of Canara Bank, notably Can Fin Homes Ltd., Canara Robeco Asset Management Company and Canara HSBC Life Insurance Company as Nominee Director, chairing some committees of the board. He was also the Chairman of the board of Canara Bank Securities Ltd.
Nature of expertise in specific functional areas	Banking, Risk Management, MSME, Digital Banking, Human Resources, Finance, Law and Business Management
Other Directorship	**Listed Companies:** Nil **Unlisted Companies:** Nil
Listed entities from which the person has resigned in the past three years	Can Fin Homes Limited
Chairpersonship/ Membership of Committees in other companies	Not Applicable
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 July 17, 2026)	Mr. Mukherjee does not hold any equity shares in the Bank, whether directly or as a beneficial owner.
No. of Board Meetings attended during the year (FY 2025-26)	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	As an Independent Director, not liable to retire by rotation, Mr. Mukherjee is 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 Chapter III(H) of the RBI (Commercial Banks- Governance) Directions, 2025 dated November 28, 2025, from the date of his appointment till the end of his tenure, on proportionate basis.
Remuneration last drawn	Remuneration details have been provided in the Report on Corporate Governance, forming part of the Annual Report for FY 2025-26.