

Ref no: BBL /078/2020-21

July 21, 2020

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

Dear Sir/Madam,

Sub: Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') - Annual Report, Annual General Meeting and related matters

In continuation to our letter dated July 16, 2020 intimating that the sixth Annual General Meeting ('AGM') of Bandhan Bank Limited (**the 'Bank'**) will be held on Friday, August 21, 2020 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in compliance with the relevant Circulars, we hereby submit a copy of the Notice of the AGM of the Bank along with the Annual Report for the financial year 2019-20.

In terms of the relevant provisions of the Companies Act, 2013 and SEBI LODR, the Bank is providing the facility to the members holding shares in dematerialized as well as physical form to exercise their right to vote by way of electronic means on any or all resolutions specified in the Notice of the AGM ('e-voting'). Members may cast their vote remotely on the resolutions proposed to be passed at the AGM, using electronic voting system on the dates mentioned here-in-below ('Remote e-voting'). The Bank is also offering the facility to the members to cast their vote electronically at the AGM ('Insta poll'). Accordingly, the Bank has fixed Friday, August 14, 2020 as the cut-off date for the purpose of determining the eligibility of members to vote either through remote e-voting or voting at the AGM. Members may please refer to the notes of the Notice of the AGM for detailed procedure on attending the AGM through VC/OAVM and e-voting related matters.

Further, in terms of Regulation 46 of SEBI LODR, the Notice of the AGM along with the Annual Report for financial year 2019-20 has been made available on the website of the Bank at <https://www.bandhanbank.com/Annual-report.aspx>.

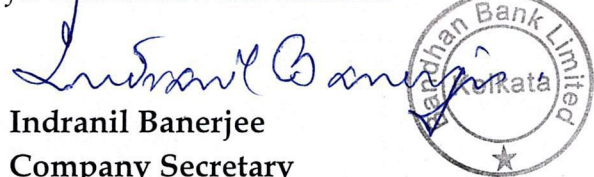
The Bank has commenced the dispatch of Notice of the AGM of the Bank along with Annual Report for financial year 2019-20, through electronic mode, today i.e. July 21, 2020.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

for **Bandhan Bank Limited**



Indranil Banerjee
Company Secretary

Encl.: as above

Cc:

National Securities Depository Limited
Trade Wing, 4th Floor, Kamala Mills
Compound, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

**Central Depository Services (India)
Limited**
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street, Fort, Mumbai 400 023

Bandhan Bank Limited

CIN: L67190WB2014PLC204622

Regd. Office: DN 32, Sector V, Salt Lake, Kolkata – 700091; Website: www.bandhanbank.com

Phone: 91-33-6609 0909; Fax: 91-33-6609 0502; Email: investors@bandhanbank.com

Notice

Notice is hereby given that the Sixth **ANNUAL GENERAL MEETING** of the Members of Bandhan Bank Limited (herein after referred to as '**the Bank**') will be held on Friday, August 21, 2020 at 11:00 A.M. IST through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') to transact the following businesses, in compliance with the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ('**MCA**'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('**SEBI**'):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon and in this regard, 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 and 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 and guidelines issued by the Reserve Bank of India ('**RBI**') from time to time, the audited financial statements of the Bank for the financial year ended March 31, 2020 including the Balance Sheet as on that date, Profit and Loss Account and Statement of Cash Flow for the financial year ended March 31, 2020 and the report of the Auditors and Directors thereon, as circulated to the Members and laid before the Meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Ranodeb Roy (DIN: 00328764), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and 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 and guidelines issued by the Reserve Bank of India ('**RBI**') from time to time,

Mr. Ranodeb Roy (DIN: 00328764), Non-Executive Non-Independent Director, who retires by rotation and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Non-Independent Director on the Board of the Bank, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (the '**Act**'), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*) 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 of the Bank and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Bank, Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913), who was appointed as an Additional Director (Independent), with effect from May 08, 2020, pursuant to the provisions of Section 161 of the Act to hold office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Bank, not liable to retire by rotation, for a period of three years, with effect from May 08, 2020.

RESOLVED FURTHER THAT the Board of Directors (*including duly constituted Nomination and Remuneration Committee of the Board*) be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions or difficulties that may arise with regard to the said appointment as it may deem fit and to execute any agreements, documents, instructions, etc., as may be considered necessary and appropriate and to delegate the powers conferred herein to any other Director(s)/ Officer(s) of the Bank, to give effect to the aforesaid resolution."

4. Appointment of Mr. Vijay Nautamlal Bhatt (DIN: 00751001) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (the '**Act**'), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*), the rules, circulars and guidelines issued by the Reserve Bank of India ('**RBI**') in this regard, from time to time, the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Bank, Mr. Vijay Nautamlal Bhatt (DIN: 00751001), who was appointed as an Additional Director (Independent), with effect from May 08, 2020, pursuant to the provisions of Section 161 of the Act to hold office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Bank, not liable to retire by rotation, for a period of three years, with effect from May 08, 2020.

RESOLVED FURTHER THAT the Board of Directors (*including duly constituted Nomination and Remuneration Committee of the Board*) be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions or difficulties that may arise with regard to the said appointment as it may deem fit and to execute any agreements, documents, instructions, etc., as may be considered necessary and appropriate and to delegate the powers conferred herein to any other Director(s)/ Officer(s) of the Bank, to give effect to the aforesaid resolution."

5. Alteration of Articles of Association of the Bank

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**') and the rules framed thereunder, 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*) and the rules, circulars and guidelines issued by Reserve Bank of India ('**RBI**') from time to time, approval of the Members be and is hereby accorded for alteration of the Articles of Association of the Bank ('**AoA**') including deletion of Part B and amendments in certain clauses of AoA, as explained in the explanatory statement annexed, to align these provisions of the AoA with extant statutory and regulatory provisions, and business requirements, which has already been taken on record by the RBI vide its letter dated May 25, 2020.

RESOLVED FURTHER THAT the Managing Director & CEO and the Company Secretary of the Bank, be and are hereby severally authorised to do all such acts, matters, deeds and things as may be deemed necessary or desirable in connection with or incidental to give effect to the above resolution including but not limited to filing necessary return / intimation to the regulatory and statutory authorities."

6. Increase in Borrowing Limits

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

"RESOLVED THAT in supersession of the Special Resolution passed at the first Annual General Meeting of the Bank held on June 29, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (the '**Act**') and any other applicable laws (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*) and the relevant provisions of the Memorandum and Articles of Association of the Bank, consent of the Members of the Bank, be and is hereby accorded to the Board of Directors of the Bank (*hereinafter referred to as "the Board" and which term shall be deemed to include any Committee of the Board as permitted under the Act or any other act for the time being in force*), to borrow such sum of money in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (*apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the bankers of the Bank in the ordinary course of business but does not include loans raised for the purpose of financial expenditure of a capital nature*) may exceed the aggregate of the paid-up share capital of the Bank, its free reserves and securities premium and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed whether in Indian or any other equivalent foreign currency from time to time, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 50,000 crore (Rupees Fifty Thousand Crore).

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to take, from time to time, all decisions and steps as it may deem fit, necessary or expedient or proper, give such directions as may, in its absolute discretion, deem fit or necessary and to settle any question that may arise in this regard and to delegate all or any of its powers herein conferred to any Committee of the Board of Director(s), and/ or Managing Director, and /or any other officer(s) of the Bank, to give effect to this Resolution."

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

Place : Kolkata
Date : July 13, 2020

Indranil Banerjee
Company Secretary

Note:-

1. In view of the continuing impact of COVID-19 pandemic and to ensure social distancing, the MCA has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as '**AGM related Circulars**') permitted holding of the Annual General Meeting ('**AGM**') through Video Conferencing ('**VC**') or Other Audio Visual Means ('**OAVM**') during calendar year 2020, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (the '**Companies Act**'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**') and aforesaid AGM related Circulars, the 6th AGM of the Bank is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Bank.
3. The Bank has appointed KFin Technologies Private Limited, Registrars and Share Transfer Agents ('**KFin**' or '**RTA**'), to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the AGM.
4. Since this AGM is being held through VC/OAVM pursuant to the AGM related Circulars, 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. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative on its behalf to vote through remote e-voting or attend the AGM through VC/OAVM and e-voting through Instapoll during the AGM. The said Resolution /Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer.bbl@gmail.com with a copy marked to evoting@kfintech.com or to the Bank at its registered office addressed to the Company Secretary.
6. Since the AGM will be held through VC/OAVM, the Route Map for the AGM venue is not required to be annexed to this Notice.
7. The relevant explanatory statement pursuant to Section 102 of the Companies Act, setting out all material facts relating to special businesses from Item Nos. 3 to 6 of this Notice is annexed herewith.
8. Brief profile and other information about the Directors proposed to be appointed / re-appointed, as required under Regulations 26(4) and 36(3) of the SEBI LODR and Secretarial Standard on General Meetings (SS-2) are enclosed to this Notice.

9. Dispatch of AGM Notice and Annual Report through electronic mode:

- a. In compliance with the aforesaid AGM related Circulars, Notice of the 6th AGM along with the Annual Report for financial year 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Depository Participant(s)/RTA.
- b. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on the Bank's website at www.bandhanbank.com, 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 RTA, KFin Technologies Private Limited at <https://evoting.karvy.com>.
- c. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant(s). Members holding shares in physical mode and who have not registered / updated their email address with the Bank are requested to register / update the same by sending an email to einward.ris@kfintech.com with details of folio number, name of the member, self-attested copy of PAN, scanned copy of the share certificate (front and back) card along with the scanned copy of their request letter duly signed by the 1st shareholder.
- d. Members can also temporarily update their email address and mobile number with KFin, by following the following steps. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.
 - (i) Visit the link https://ris.kfintech.com/email_registration/
 - (ii) Select the company name: **Bandhan Bank Limited**
 - (iii) Enter DPID Client ID (in case shares are held in dematerialised mode)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number ('**PAN**').
 - (iv) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - (v) Enter the email address and mobile number.
 - (vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.

- (vii) Enter the OTPs received by SMS and Email to complete the validation process. OTPs will be valid for 5 minutes only.
- (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- (ix) System will confirm the email address for the limited purpose of serving the Notice of the 6th AGM, Annual Report of the Bank for FY 2019-20 and the e-voting instructions along with the User ID and Password.
- (x) In case of any queries, Members are requested to send an email to einward.ris@kfintech.com or evoting@kfintech.com or contact KFin at toll free number: 1800 345 4001.

10. Instructions for Members for attending the AGM through VC/OAVM:

- a. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Friday, August 14, 2020 can attend the AGM through VC/OAVM or view the live webcast at <https://emeetings.kfintech.com/> by using their e-voting login credentials. Members are requested to follow the steps as mentioned below:
 - (i) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com/>.
 - (ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii) After logging in, click on "Video Conference" option.
 - (iv) Then click on camera icon appearing against AGM event of **Bandhan Bank Limited**.
- b. Members who do not have a User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- c. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in.
- d. The Speaker Registration will be available during Monday, August 17, 2020 to Tuesday, August 18, 2020, for those Members holding shares either in physical mode or in electronic mode, as on the cut-off date i.e. Friday, August 14, 2020. Only those members who are registered will be allowed to express their views or

ask questions. The Bank reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- e. 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.
 - f. Members are requested to use Internet service with a good connectivity, for seamless participation at the AGM. Therefore, it is recommended to use a stable Wi-Fi or LAN connection for better experience.
 - g. In terms of AGM related Circulars, at least 1,000 Members are allowed to register and attend the AGM through VC / OAVM on 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.
 - h. Members who need assistance before or during the AGM, can contact KFin on einward.ris@kfintech.com or evoting@kfintech.com or call on toll free numbers 1800-345-4001. Please quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
11. 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.
 12. 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.
 13. Members of the Bank under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- #### 14. Procedure for Remote e-Voting and e-Voting at the AGM:
- a. Pursuant to provisions of Section 108 of the Companies Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Bank is providing the facility to the Members holding shares in physical or dematerialized form as on the cut-off date, being Friday, August 14, 2020, to exercise their rights to vote on the resolutions proposed to be passed at the AGM by electronic means ('e-voting'). Members may cast their vote remotely on the resolutions proposed to be passed at the AGM, using electronic voting system on the dates mentioned here-in-below ('Remote e-voting').

- b. E-voting facility will also be made available at the AGM ('InstaPoll') and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through InstaPoll.
- c. The Bank has engaged the Services of KFin Technologies Private Limited ('KFin'), R&T Agent of the Bank, 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 Friday, August 14, 2020 (cut-off date fixed for this purpose), subject to the provisions of the Banking Regulation Act, 1949, as amended.
- e. The Bank has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS No.5615/CP No. 5207), failing him, CS Shruti Singhania, Practising Company Secretary, (ACS No.49632/ CP No. 18028), to act as the Scrutinizer, to scrutinize the voting process in a fair and transparent manner, who have communicated their willingness to be appointed.
- f. The remote e-voting period commences on Tuesday, August 18, 2020 (9.00 a.m. IST) and ends on Thursday, August 20, 2020 (5.00 p.m. IST). During this period, Members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, August 14, 2020 may cast their votes electronically through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- g. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the Meeting (InstaPoll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

15. Detailed instructions for availing e-voting facility are as follows:

(A) Remote E-voting:

In case a Member receives an email from KFin [for Members whose email IDs are registered with the Bank/ Depository Participants(s)]. The following procedure shall be followed:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be

EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password to cast your vote.

- iii. After entering these details appropriately, click on '**LOGIN**'.
- iv. You will now reach "Password Change" menu wherein you would be required to mandatorily change your password and create a new password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case(a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. Once the password is changed, you need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., '**Bandhan Bank Limited**'.
- vii. On the voting page, enter the number of Shares (which represents the number of votes) as on the Cut-off Date under "**FOR/AGAINST**" or alternatively, you may partially enter any number in "**FOR**" and partially "**AGAINST**" but the total number in "**FOR/AGAINST**" taken together shall not exceed your total shareholding as mentioned therein above. You may also choose the option **ABSTAIN**. If the Member does not indicate either "**FOR**" or "**AGAINST**" it will be treated as "**ABSTAIN**" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "**ABSTAINED**".
- x. You may then cast your vote by selecting an appropriate option and click on "**SUBMIT**".

- xi. A confirmation box will be displayed. Click **"OK"** to confirm else **"CANCEL"** to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at scrutinizer.bbl@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format **"Bandhan Bank Limited – 6th AGM – EVENT No."**.

(B) E-voting at the AGM ('InstaPoll'):

- i. The Bank has opted to provide the same electronic voting system at the AGM ('InstaPoll'), as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the AGM and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- ii. The Bank will make necessary arrangements in this regard during the AGM. Facility to cast vote through InstaPoll will be made available on the Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM.
- iii. Members who have already cast their votes through Remote e-voting are eligible to attend the AGM; however, those Members are not entitled to cast their vote again during the AGM through InstaPoll. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the cut-off date being Friday, August 14, 2020, subject to the provisions of the Banking Regulation Act, 1949, as amended.

(C) In case a person has become a Member of the Bank after sending of AGM Notice but on or before the cut-off date for E-voting i.e., Friday, August 14, 2020, he/she may obtain the User ID and Password in the manner as mentioned below:

- (i) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member

may send SMS: **MYEPWD** <space>E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- (ii) If e-mail address or mobile number of the Member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iii) Member may call KFin's toll free number 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.).
- (iv) Member may send an e-mail request to evoting@kfintech.com. KFin shall endeavour to send User ID and Password to those new Members whose mail ids are available.

(D) In case of a member whose e-mail address is not registered / updated with the Bank / KFin / Depository Participant(s), may please follow the steps explained at note no. 9 above to generate login credentials.

(E) Other Instructions:

- (i) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. S. V. Raju, Deputy General Manager (Unit: **Bandhan Bank Limited**) of KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serlingampally Mandal, Hyderabad - 500 032 or at evoting@kfintech.com or phone no. 040 – 6716 1500 or call KFin's toll free No. 1-800-34-54-001 for any further clarification(s) or write to the Company Secretary of the Bank at registered office or at investors@bandhanbank.com.
- (ii) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

16. Since, the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the AGM.

17. The Scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes cast at the AGM (InstaPoll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same, not later than 2 days of conclusion of the AGM, to the Chairman or any Director or the Company Secretary who shall countersign the same. The result of e-voting shall be declared forth upon receipt of the Scrutinizer's Report.
18. The result declared along with the Scrutiniser's report shall be placed on the Bank's website at www.bandhanbank.com and on the website of KFin at <https://evoting.karvy.com> immediately after the declaration of the result and shall also be forwarded 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.
19. 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. Friday, August 21, 2020.
20. All documents referred in the Notice, Statutory Registers and the certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable and in accordance with the resolutions passed by the members of the Bank, will be available electronically for inspection without any fee by the members. Members seeking to inspect such documents can send an email to investors@bandhanbank.com with their name, folio No. / DP Id and Client Id.
21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Bank on or before August 14, 2020 through email on investors@bandhanbank.com with their name, folio No. / DP Id and Client Id. The same will be replied by the Bank suitably.
22. In terms of the amended SEBI LODR, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this 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, KFin for assistance in this regard. Members may also refer to 'procedure for dematerialisation of shares' on the Bank's website at www.bandhanbank.com.
23. Members holding shares in physical mode are:
 - (a) requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Kfin. In case of the members holding shares in demat mode, these documents / information may be submitted to their respective Depository Participants with whom they are maintaining their demat accounts.
 - (b) requested to register their nomination by submitting Form No. SH-13 to KFin at the address and details given above, in case not yet done. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.
 - (c) required to submit their PAN and bank account details to the Bank/RTA at <https://rkarisma.kfintech.com/> shareholders, if not yet registered with the Bank/RTA, as mandated by SEBI by writing to KFin at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque. Members holding shares in demat mode, requested to submit their PAN and bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining their demat accounts.
24. In terms of the provisions of the Companies Act, the Register of Members and Share Transfer Books of the Bank shall remain closed from Saturday, August 15, 2020 to Friday, August 21, 2020 (both days inclusive) for the purpose of the AGM.
25. The RBI vide its Circular No. RBI/2019-20/218-DOR.BP.BC. No.64/ 21.02.067 /2019-20 dated April 17, 2020, has decided that all banks shall not make any further dividend pay-outs from profits pertaining to the financial year ended March 31, 2020 until further instructions, which will be reassessed by the RBI based on the financial results of banks for the quarter ending September 30, 2020. Accordingly, in compliance with the above Circular issued by RBI, the Board of Directors of the Bank, has not recommended any dividend for the financial year ended March 31, 2020.
26. At the fifth AGM of the Bank held on June 28, 2019 the Members had approved the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 117365W) as Statutory Auditors of the Bank to hold office for a period of four years from the conclusion of the fifth AGM till the conclusion of the ninth AGM, subject to approval of RBI on an annual basis. Approval of the RBI for appointment of Deloitte Haskins & Sells, the Statutory Auditors for FY 2020-21 has been received.

27. Members wishing to claim unclaimed dividends are requested to correspond with RTA or the Company Secretary of the Bank, at the Bank's registered office. 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. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (**'the IEPF Rules'**), 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 Investor Education and Protection Fund authority (**'IEPF Authority'**). The details of unpaid dividend and the unclaimed shares transferred to the IEPF Authority during the year and process for claiming these are provided in the Report on Corporate Governance forming part of the Annual Report for FY 2019-20, arising pursuant to effectiveness of the Scheme of Amalgamation of GRUH Finance Limited into and with the Bank during the financial year 2019-20.

28. Members may reach out to the Bank or KFin for any grievance / query relating to the conducting of the AGM, at the address given below:

Bandhan Bank Limited

Regd. Office:

DN-32, Sector V, Salt Lake, Kolkata- 700 091

Head Office:

12th to 14th Floor, Adventz Infinity@5,

BN 5, Sector V, Salt Lake City, Kolkata 700 091

Tel No.: 91 33 6609 0909

Fax No.: 91 33 6609 0502

Website: www.bandhanbank.com

Email: investors@bandhanbank.com

Contact Person:

Mr. Indranil Banerjee, Company Secretary

KFin Technologies Private Limited

(Unit: **Bandhan Bank Limited**)

Selenium Tower B, Plot Nos. 31-32,

Financial District, Nanakramguda,

Serilingampally Mandal, Hyderabad – 500 032

Tel No.: 91 40-67162222

Fax No.: 91 40-23001153

Toll Free no.: 1800-345-4001

Email id. einward.ris@kfintech.com

Contact Person:

Mr. Ramdas, Manager (Corporate Registry)

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

Place : Kolkata

Date : July 13, 2020

Indranil Banerjee

Company Secretary

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

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

Item No. 3:

The Board of Directors (the **'Board'**) of the Bank at its meeting held on May 08, 2020, pursuant to the recommendation of the Nomination and Remuneration Committee (**'NRC'**), approved the appointment of Mr. Narayan Vasudeo Prabhutendulkar [DIN:00869913] as an Additional Director (Independent) of the Bank with effect from May 08, 2020. Pursuant to provisions of Section 161 of the Companies Act, 2013 (the **'Companies Act'**), he continues to hold office as an Additional Director of the Bank, upto the date of the ensuing Annual General Meeting (**'AGM'**) of the Bank and is eligible for appointment. In terms of Section 160(1) of the Companies Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Tendulkar for the office of Director of the Bank. Mr. Tendulkar has furnished consent/declarations for appointment as required under the Companies Act and the Rules made thereunder.

Mr. Tendulkar is a qualified Chartered Accountant in (1981) and Company Secretary (1987). He has more than 37 years of experience in Finance, General Management & Operations in IT, Telecom, Manufacturing industries with American & European based multinational organizations with ability to resolve successfully multi-dimensional, dynamic & challenging issues of companies. He has been an Executive Director of Hewlett Packard Enterprise India Limited for almost 14 years. He was also associated with many IT Companies including Tata Telecom, AT & T, USA, Digital Global Soft, etc. Currently, he is an Independent Director on the Boards of Centrum Capital Limited and Corporate Catalysts India Private Limited.

Mr. Tendulkar is the recipient of CFO 100 Roll of Honor in 2012 and 2016 award from 9.9 Media, Best CFO of HP worldwide, CNBC TV 18 CFO awards and many more.

The NRC had assessed and determined that Mr. Tendulkar 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI LODR"**) and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time. Accordingly, NRC recommended his appointment to the Board.

The Bank has received the declaration from Mr. Tendulkar to the effect that he fulfils all criteria for 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 of the Bank, Mr. Tendulkar is independent of the management of the Bank and fulfils the conditions specified in the Act, the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR for his appointment as an Independent Director. Further the Board of the Bank is of the opinion that Mr. Tendulkar is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Mr. Tendulkar's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of his having the requisite experience/expertise in the area of Accountancy, Finance, Information Technology and Law as required under Section 10A(2) of the Banking Regulation Act, 1949. The Bank would benefit immensely from his rich experience. His guidance would be very beneficial to the Bank.

Relevant details in terms of Regulation 36 (3) of SEBI LODR and the Secretarial Standard on the General Meetings are annexed to this Notice.

Your Board of Directors, therefore, recommends the appointment of Mr. Narayan Vasudeo Prabhutendulkar [DIN:00869913] as an Independent Director of the Bank, for a period of three years with effect from May 08, 2020, not liable to retire by rotation, as set forth in Item No. 3 of this Notice.

Save and except Mr. Tendulkar and his relatives, none of the other Directors/Key Managerial Personnel of the Bank/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4:

The Board of Director (the **'Board'**) of the Bank at its meeting held on May 08, 2020, pursuant to the recommendation of the Nomination and Remuneration Committee (**'NRC'**), approved the appointment of Mr. Vijay Nautamlal Bhatt [DIN:00751001] as an Additional Director (Independent) of the Bank with effect from May 08, 2020. Pursuant to provisions of Section 161 of the Companies Act, 2013 (the **'Companies Act'**), he continues to hold office as an Additional Director of the Bank, upto the date of the ensuing Annual General Meeting (**'AGM'**) of the Bank and is eligible for appointment. In terms of Section 160(1) of the Companies Act, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Bhatt for the office of Director of the Bank. Mr. Bhatt has furnished consent/declarations for appointment as required under the Companies Act and the Rules made thereunder.

Mr. Bhatt is a qualified Chartered Accountant (1984) and Bachelors in Law (Gen.) (1986). He has 35 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 KMPG for over 10 years (Senior Independent Director), with E&Y for 2 years and with R S M & CO., Chartered Accountants for 19 years and few months with Lovelock Lewis. He was associated as member of various committees of the Institute of Chartered Accountants of India like: Accounting Standard Board, Audit Standard Board, Information Technology Committee, Financial Reporting Review Group, Professional Development Committee of WIRC. Currently, he is on the Board of Qontrac Prints Private Limited.

The NRC had assessed and determined that Mr. Bhatt 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. Accordingly, NRC recommended his appointment to the Board.

The Bank has received the declaration from Mr. Bhatt to the effect that he fulfills all criteria for 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 of the Bank, Mr. Bhatt is independent of the management of the Bank and fulfills the conditions specified in 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 of the Bank is of the opinion that Mr. Bhatt is a person of integrity and has relevant experience and expertise to be appointed as an Independent Director of the Bank.

Mr. Bhatt's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of his having the requisite experience/expertise in the area of Audit, Accountancy, Assurance and Finance as required under Section 10A(2) of the Banking Regulation Act, 1949. The Bank would benefit immensely from his rich experience. His guidance would be very beneficial to the Bank.

Relevant details in terms of Regulation 36 (3) of SEBI LODR and the Secretarial Standard on the General Meetings are annexed to this Notice.

Your Board of Directors, therefore, recommends the appointment of Mr. Vijay Nautamlal Bhatt [DIN:00751001] as an Independent Director of the Bank, for a period of three years with effect from May 08, 2020, not liable to retire by rotation, as set forth in Item No. 4 of this Notice.

Save and except Mr. Bhatt and his relatives, none of the other Directors/Key Managerial Personnel of the Bank/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 No. 5:

The Bank had adopted the existing Articles of Association of the Bank (the '**AoA**') before the Initial Public Offerings ('**IPO**') of the Bank. The RBI vide its letter dated January 10, 2018 has taken note of the existing AOA. The existing AoA comprises two parts i.e. Part A and Part B. In terms of the preamble of the AoA, Part B of the AoA automatically ceased to have any force and effect from the date of the listing and trading of the equity shares of the Bank on the Stock Exchanges pursuant to the IPO of the Bank i.e. March 27, 2018.

Considering the fact that Part B of the AoA of the Bank has become inoperative since March 27, 2018, it would be prudent to delete Part B from AoA of the Bank. Further, the AoA has also been reviewed to align its provisions with the extant regulatory and statutory provisions as well as the business requirements of the Bank.

In view of the above, the amendments have been broadly categorised in four groups and are summarised as under:

- **Deletions** – Whole of PART B is proposed to be deleted and consequently preamble of the AoA along with the words 'PART A' became redundant and proposed to be deleted, Article No. 97 to be deleted which has already been covered under Article No. 93 and Article No. 148(ee) to be deleted which has already been covered under Article No. 148(v).
- **Amendments to align with extant statutory/regulatory provisions** – Article Nos. 1(xxi), 1(xxv), 68 (word 'securities premium' added), 74, 91(b), 100 (to bring more clarity relating to Postal ballot provisions), 126(n), 147(1), 148(u), 152(ii), 158, 171, 184, 190(4)(ix) and 192.
- **Amendments to meet the business requirements** – Article No. 188(b) is proposed to be amended by deleting the word 'internationally' to broaden the pool of available chartered accountants firms to be considered for the office of Statutory Auditors of the Bank,
- **Minor amendments to take care of omissions** – corrected the numbering of Article Nos. 12(2)(i), proviso to 12(2)(ii) and 12(2)(iii) and minor editorial changes /deletion in Article Nos. 69, 79, 101, 127(a), 132(b)(iii), 134(c)(ii), 148(r), 148(s) and 154 to rectify grammatical errors, repetition of words, etc.

The Board at its Meeting held on May 08, 2020 has considered and approved the proposed amendments to the AoA of the Bank, subject to the approval of the RBI and Members of the Bank. Subsequently, the RBI vide its letter dated May 25, 2020 has also taken on record the proposed amendments to the AoA of the Bank. The amended AOA is available electronically for inspection by the Members of the Bank.

In terms of Section 14 of the Companies Act, 2013, amendments to the AoA requires Members' approval through passing of a Special Resolution in General Meeting. Accordingly, your Board of Directors recommends the amendments to the AoA for the approval of Members by way of Special Resolution as set out in Item No. 5 of this Notice.

None of the Directors/Key Managerial Personnel of the Bank/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item 6:

In terms of Section 180(1)(c) of the Companies Act, 2013 (the '**Companies Act**') and the relevant provisions of the Articles of Association of the Bank, borrowings by the Bank (apart from Deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the Paid-up Share Capital of the Bank, its Free Reserves and Securities Premium, require the approval of the Members by way of a Special Resolution. The Members of the Bank, at the 1st Annual General Meeting ('**AGM**') of the Bank held on June 29, 2015, had approved the borrowing of such sum or sums of monies as the Board deemed necessary for the purpose of carrying on the business of the Bank, not exceeding ₹ 15,000 crore (Rupees Fifteen Thousand Crore only). Further, the shareholders of the erstwhile GRUH Finance Limited (which merged with the Bank on October 17, 2019) at its 30th AGM held on June 22, 2016 had approved the borrowing of such sum or sums of monies as its Board may deem necessary for the purpose of carrying on the business, but not exceeding ₹ 21,000 crore (Rupees Twenty-One Thousand Crore only). Thus, the total combined limit currently stands at ₹ 36,000 crore.

The size of the merged Balance Sheet as on March 31, 2020 was ₹ 91,717 crore as against March 31, 2016 balance sheet size of ₹ 19,915 crore. Further, Net Worth of the Bank has increased in the last five years and there has been substantial growth in business and operations of the Bank including the merger of GRUH Finance Limited with the Bank. It is therefore, proposed to increase the borrowing limits up to ₹ 50,000 crore (Rupees Fifty Thousand

Crore only) to commensurate with the size of balance sheet of the Bank and requirements of its future business growth along with having an alternate source of liabilities in addition to deposits.

Accordingly, approval of the Members of the Bank would be required by way of a Special Resolution in terms of Section 180(1) (c) of the Companies Act, for increasing the limit of such borrowings by the Bank so that the total of such borrowings outstanding at any point of time shall not exceed ₹ 50,000 crore (Rupees Fifty Thousand Crore only), notwithstanding that the monies to be borrowed along with the monies already borrowed by the Bank (apart from Deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the bankers, other than loans raised for the purpose of financing expenditure of a capital nature) exceeds the aggregate of the Paid-Up Share Capital of the Bank, its Free Reserves and Securities Premium.

Accordingly, your Board of Directors recommends the Special Resolution, set out at Item No. 6 of this Notice for approval by Members.

None of the Directors/Key Managerial Personnel of the Bank/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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

Place : Kolkata
Date : July 13, 2020

Indranil Banerjee
Company Secretary

Annexure to the Notice

Brief profile of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas and names of the Companies in which they hold Directorships, shareholding and relationships, if any, between Directors inter-se in terms of Regulation 36 (3) of SEBI LODR and the Secretarial Standard on the General Meetings (SS-2) are provided below: -

Mr. Ranodeb Roy	Non-Executive Non-Independent Director
Age	52 Years
Qualification	MBA from IIM, Ahmedabad (1992) with a Major in Finance and Marketing and received Bachelor of Technology in Computer Science & Engineering from IIT, Kanpur (1990)
Date of Appointment on Board	July 26, 2016
Brief Resume including Experience	He has significant experience in the banking and finance sector. He is the founder of RV Capital Management Private Limited and is currently the Chief Executive Officer of its asset management company. He started his career with Bank of America 1992 in Mumbai. He has worked at Merrill Lynch and at Morgan Stanley as a Managing Director in the fixed income division. Currently, he is also on the Boards of Bandhan Financial Holdings Limited and Bandhan Financial Services Limited.
Nature of his expertise in specific functional areas	Banking and Finance
Other Directorship	Independent Director of Bandhan Financial Services Limited Non-Executive Non-Independent Director of Bandhan Financial Holdings Limited
Chairmanship / Membership of Committees in other Companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (as on July 13, 2020)	Nil
No. of board meetings attended during the year	9/12
Terms and conditions of appointment or re-appointment including remuneration	Re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration last drawn	₹ 9,75,000 (<i>sitting fees for attending Board and Board Committees meetings</i>)
Mr. NVP Tendulkar	Additional Director (Independent)
Age	63 Years
Qualification	Chartered Accountant (1981) and Company Secretary (1987)
Date of Appointment on Board	May 08, 2020
Brief Resume including Experience	• Experience of more than 37 years of Finance, General Management & Operations in IT, Telecom, Manufacturing industries with American & European based multinational organizations with ability to resolve successfully multi-dimensional, dynamic & challenging issues of companies. • He has been an Executive Director of Hewlett Packard Enterprise India Ltd. for almost 14 years. He was also associated with many IT Companies including Tata Telecom, AT & T, USA, Digital Global Soft, etc. • Mr. Tendulkar is the recipient of CFO 100 Roll of Honor in 2012 and 2016 award from 9.9 Media, Best CFO of HP worldwide, CNBC TV 18 CFO awards and many more
Nature of his expertise in specific functional areas	Accountancy, Finance, Information Technology and Law
Other Directorship	Independent Director in Centrum Capital Limited and Corporate Catalyst India Private Limited

Mr. NVP Tendulkar	Additional Director (Independent)
Chairmanship / Membership of Committees in other Companies	Centrum Capital Limited Member- Audit Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (as on July 13, 2020)	Nil
No. of board meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Independent Director, appointed for three (3) years, not liable to retire by rotation.
Remuneration last drawn	Not Applicable

Mr. Vijay N Bhatt	Additional Director (Independent)
Age	61 Years
Qualification	Chartered Accountant (1984), LLB (1986).
Date of Appointment on Board	May 08, 2020
Brief Resume including Experience	• Experience of 35 years, 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 KMPG for over 10 years (Senior Independent Director), with E&Y for 2 years and with RSM & CO., Chartered Accountants for 19 years and few months with Lovelock Lewis. • He was associated as member of various committees of the Institute of Chartered Accountants of India like: Accounting Standard Board, Audit Standard Board, Information Technology Committee, Financial Reporting Review Group, Professional Development Committee of WIRC. • Being with the BIG 4 audit firms for a long time, he has a very good exposure in Audit and Assurance. Presently he is on the Board of Qontrac Prints Private Limited.
Nature of his expertise in specific functional areas	Accountancy, Finance, Assurance and Law
Other Directorship	Director in Qontrac Prints Private Limited
Chairmanship / Membership of Committees in other Companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank (as on July 13, 2020)	Nil
No. of board meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Independent Director, appointed for three (3) years, not liable to retire by rotation
Remuneration last drawn	Not Applicable