



**Bandhan Bank**

**Bandhan Bank Limited**

Regd. Office: DN 32, Sector V, Salt Lake City, Kolkata – 700091;

CIN: L67190WB2014PLC204622;

Phone: 91-33-6609 0909; Fax: 91-33-6609 0502;

E mail: companysecretary@bandhanbank.com; Website: www.bandhanbank.com

**POSTAL BALLOT NOTICE**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions given below are proposed to be passed by the Members through Postal Ballot including remote electronic voting.:

Sl. No.	Description of Resolutions	Type of resolution
1.	Reduction in the authorized share capital to comply with Section 12(1)(i) of Banking Regulation Act, 1949 and consequent amendment to the Capital clause of Memorandum of Association of the Bank	Ordinary
2.	Increase in the overall shareholding limits of Foreign Portfolio Investors ("FPIs") and Foreign Institutional Investors ("FIIs") from 24% to 49% of the paid-up voting equity capital of the Bank	Special

The Postal Ballot Notice dated October 24, 2019 ("PBN") and Postal Ballot Form ("PBF") have been sent in electronic mode to all the members whose email IDs are registered with the Bank / Depository Participant(S). Physical copies of the PBN, PBF and postage pre-paid self-addressed business reply envelope ("BRE") have been sent to all other members through registered post/permitted mode at their registered address available with the Bank and its Registrar & Transfer Agent, Karvy Fintech Private Limited ("Karvy"). These documents are also available at Bank's website as well as Karvy's website ("service provider") and can be downloaded from the link [www.bandhanbank.com](http://www.bandhanbank.com) and <https://evoting.karvy.com>, respectively.

Pursuant to the provisions of Section 108, 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Bank is providing to all its Members (holding shares either in physical or in electronic form) the facility to exercise their right to vote through electronic means on any or all resolutions set out in the PBN ("Remote e-voting") in addition to voting through PBF. The Bank has engaged the services of Karvy as service provider to provide the platform facilitating the remote e-voting. Members of the Bank holding shares in physical or dematerialized form as on Wednesday, October 30, 2019 ("Cut-off date"), may cast their vote through PBF or Remote e-voting. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Bank as on the Cut-off date, subject to the provisions of the Banking Regulation Act, 1949, as amended. A Person who is not the member of the Bank as on the cut-off date should treat this PBN for information purposes only.

The Board of Directors of the Bank has appointed CS Anjan Kumar Roy (FCS No. 5684 /CP No. 4557), Practicing Company Secretary, to act as the Scrutinizer to conduct the postal ballot and Remote e-voting process in a fair and transparent manner, in accordance with the Act, and the Rules made thereunder.

All the Members are informed that; (a) The electronic transmission/physical dispatch of the PBN, PBF and BRE was completed on November 04, 2019; (b) Voting through Postal Ballot and Remote e-voting by the members will commence on Tuesday, November 05, 2019 at 9.00 a.m. IST and shall end on Wednesday, December 04, 2019 at 5.00 p.m. IST; (c) Duly completed and signed PBF should reach the Scrutinizer on or before 5.00 p.m. IST on Wednesday, December 04, 2019. Any postal ballot form received after 5.00 p.m. IST on Wednesday, December 04, 2019, shall not be considered and shall be treated as if the reply from the member has not been received. Further, Remote e-voting module shall be disabled by Karvy for voting on Wednesday, December 04, 2019 at 5.00 p.m. IST. Once the vote on a resolution is cast by the member through Remote e-voting, he will not be allowed to change it subsequently or cast the vote again; (d) During the voting period, the members can opt for only one mode for voting i.e. either by postal ballot or Remote e-voting. In case any member cast the vote both via postal ballot and Remote e-voting, then voting done through Remote e-voting shall prevail; (e) Any person, who acquires shares of the Bank and becomes member of the Bank after dispatch of PBN and holding shares as of the cut-off date, may obtain the login ID and password by sending an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com). However, if the member is already registered with Karvy for e-voting then the existing user ID and password can be used for Remote e-voting; (f) for the process and manner of voting, Members may refer the PBN and PBF sent via email to the Members whose email IDs are registered with the Bank/Depository Participant and physical copy to the other Members or visit Karvy's website <https://evoting.karvy.com>; (g) in case of any queries, members may refer to the Help & Frequently Asked Questions (FAQs) section for Members available at <https://evoting.karvy.com> or contact Karvy by email at [evoting@karvy.com](mailto:evoting@karvy.com) or at the toll free number 1800-34-54-001; (h) in case of any grievances connected with the facility of remote e-voting or postal ballot, please contact Mr. S. V. Raju, Deputy General Manager (Unit: Bandhan Bank Limited), contact no. 040 - 6716 1500 at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or write to Indranil Banerjee, Company Secretary at [companysecretary@bandhanbank.com](mailto:companysecretary@bandhanbank.com); and (i) Members who have not received PBN or received it by e-mail and who wish to vote through physical PBF, can download PBF from the website of the Bank [www.bandhanbank.com](http://www.bandhanbank.com) or <https://evoting.karvy.com> or seek duplicate PBF by sending an e-mail to [companysecretary@bandhanbank.com](mailto:companysecretary@bandhanbank.com) or from Karvy Fintech Private Limited as per details given above.

The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary of the bank, after the completion of scrutiny of the Postal Ballot Forms and Remote e-voting, and the results of the voting by postal ballot will be announced on or before Friday, December 06, 2019 at the registered office of the Bank. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Bank [www.bandhanbank.com](http://www.bandhanbank.com) and also on the website of the Service Provider at <https://evoting.karvy.com>, besides being communicated to the Stock Exchanges where the Bank's shares are listed.

Date: November 04, 2019  
Place: Kolkata

For Bandhan Bank Limited  
Indranil Banerjee  
Company Secretary & Compliance Officer