

Ref. No.: BBL/SEC/157/2025-26

December 12, 2025

**BSE Limited**Dept. of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001**BSE Scrip Code: 541153****National Stock Exchange of India Limited**The Listing Department  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051**NSE Symbol: BANDHANBNK**

Dear Sir/ Madam,

**Sub.: Disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Voting Results of Postal Ballot**

In continuation to the letter bearing Ref. No.: BBL/SEC/143/2025-26 dated November 11, 2025, this is to inform that in compliance with the provisions of Regulation 44 of the SEBI LODR, and the applicable provisions of the Companies Act, 2013, read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, approval of the Shareholders of Bandhan Bank Limited (the '**Bank**') was sought *vide* Postal Ballot Notice dated October 30, 2025, on the following items of special businesses, only by way of remote e-voting process, which commenced from Wednesday, November 12, 2025 at 9:00 A.M. (IST) and ended on Thursday, December 11, 2025 at 5:00 P.M. (IST):

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

The Bank had appointed CS Hansraj Jaria, Practising Company Secretary (FCS No.: 7703/ CP No.: 19394), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer has submitted his Report on the remote e-voting. On the

basis of the Scrutinizer's Report, the Bank hereby informs that the aforesaid proposals have been duly approved by the Shareholders of the Bank, with requisite majority, and that the resolutions thereof shall be deemed to have been approved and passed on December 11, 2025, which was the last date for remote e-voting.

In view of the above, the Bank hereby submits the Voting Results of the Postal Ballot, in the format prescribed under Regulation 44 of the SEBI LODR, along with the Scrutinizer's Report on the Postal Ballot, conducted only by way of remote e-voting.

You are requested to take note of the above.

This disclosure is being simultaneously uploaded on the Bank's website, [www.bandhan.bank.in](http://www.bandhan.bank.in).

Thanking you.

Yours faithfully,  
*for* **Bandhan Bank Limited**

**Indranil Banerjee**  
**Company Secretary**

*Encl.: As above*

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### General information about company

Scrip code	541153
NSE Symbol	BANDHANBNK
MSEI Symbol	
ISIN	INE545U01014
Name of the company	BANDHAN BANK LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-12-2025
Start time of the meeting	
End time of the meeting	

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### Scrutinizer Details

Name of the Scrutinizer	Hansraj Jaria
Firms Name	Hansraj Jaria
Qualification	CS
Membership Number	F7703
Date of Board Meeting in which appointed	30-10-2025
Date of Issuance of Report to the company	12-12-2025

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Voting results	
Record date	07-11-2025
Total number of shareholders on record date	797459
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Avijit Mukerji (DIN: 03534116) as a Non-Executive Non-Independent Director (Nominee of Bandhan Financial Holdings Limited)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	645744106	431785341	66.8663	431785341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	645744106	431785341	66.8663	431785341	0	100.0000	0.0000
Public-Institutions	E-Voting	660623415	580346500	87.8483	536703476	43643024	92.4798	7.5202
	Poll							
	Postal Ballot (if applicable)							
	Total	660623415	580346500	87.8483	536703476	43643024	92.4798	7.5202
Public- Non Institutions	E-Voting	304603884	2289353	0.7516	2182610	106743	95.3374	4.6626
	Poll							
	Postal Ballot (if applicable)							
	Total	304603884	2289353	0.7516	2182610	106743	95.3374	4.6626
Total		1610971405	1014421194	62.9695	970671427	43749767	95.6872	4.3128
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	213958765
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 63,28,11,330 equity shares held as on the Cut-off Date, and votes cast with regard to remaining 21,39,58,765 equity shares have been treated and shown as invalid votes.

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Gauri Prosad Sarma (DIN: 09107885) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	645744106	431785341	66.8663	431785341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	645744106	431785341	66.8663	431785341	0	100.0000	0.0000
Public-Institutions	E-Voting	660623415	584495117	88.4763	576779671	7715446	98.6800	1.3200
	Poll							
	Postal Ballot (if applicable)							
	Total	660623415	584495117	88.4763	576779671	7715446	98.6800	1.3200
Public- Non Institutions	E-Voting	304603884	2289779	0.7517	2172394	117385	94.8735	5.1265
	Poll							
	Postal Ballot (if applicable)							
	Total	304603884	2289779	0.7517	2172394	117385	94.8735	5.1265
Total		1610971405	1018570237	63.2271	1010737406	7832831	99.2310	0.7690
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	213958765
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 63,28,11,330 equity shares held as on the Cut-off Date, and votes cast with regard to remaining 21,39,58,765 equity shares have been treated and shown as invalid votes.

# Hansraj Jaria

(FCS, LLM, LLB, M.COM, CAIIB, Insolvency Professional  
& Registered Valuer - SFA)  
Practicing Company Secretary

36, Abinash Sashmal Lane, Belegghata  
(Near Pawanputra Hotel), Kolkata - 700 010  
Mobile : 9836400884 / 9831648654  
Phone : 033-46009667  
Email : hansrajaria@gmail.com  
Website : hansrajaria.com

## Scrutinizer's Report

**[In accordance with Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

To

The Chairman/ Managing Director/ Company Secretary  
Bandhan Bank Limited

CIN: L67190WB2014PLC204622

Registered Office: DN-32, Sector V, Salt Lake, Kolkata - 700 091

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

Sub: Scrutinizer's Report on the Postal Ballot voting process, conducted only by way of remote e-voting, from 9.00 A.M. (IST) on Wednesday, November 12, 2025 to 5.00 P.M. (IST) on Thursday, December 11, 2025, pursuant to the Postal Ballot Notice dated October 30, 2025 of Bandhan Bank Limited

Dear Sir,

(A) I, Hansraj Jaria, Practicing Company Secretary, having my office at 36, Abinash Sashmal Lane, Belegghata, Kolkata - 700 010, have been appointed by the Board of Directors of Bandhan Bank Limited (hereinafter, referred to as 'the Bank'), at its Meeting held on October 30, 2025, as the Scrutinizer to scrutinize the votes cast by members of the Bank through Postal Ballot by way of remote e-voting only during the period from 9.00 A.M. (IST) on Wednesday, November 12, 2025 to 5.00 P.M. (IST) on Thursday, December 11, 2025, in respect of resolutions as mentioned in the Postal Ballot Notice dated October 30, 2025 (the 'Notice'), issued by the Bank pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read with the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended, General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17 /2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR').

(B) Pursuant to the provisions as mentioned in the paragraph (A) of this Report and also pursuant to the provisions of the Banking Regulation Act, 1949 (the 'BR Act'), I have conducted the scrutiny of the Postal Ballot voting process, conducted only by way of remote e-voting, in respect of the resolutions as mentioned in the Notice and as set out in this Report. I submit my Report hereunder:





1. The Notice was sent by e-mail on Tuesday, November 11, 2025, along with the Statement pursuant to Section 102 of the Act, to those members of the Bank, whose names appeared in the Register of Members/ List of Beneficial Owners, as on Friday, November 07, 2025 ('Cut-off Date'), and who had registered their e-mail addresses with the Bank/ the Bank's Registrar and Transfer Agent, KFin Technologies Limited ('KFIntech') and Depositories/ Depositories Participants and made available to the Bank by the respective depositories.
2. The aforesaid Postal Ballot process was conducted only by way of remote e-voting during the period from 9.00 A.M. (IST) on Wednesday, November 12, 2025 to 5.00 P.M. (IST) on Thursday, December 11, 2025. The electronic voting platform was provided by KFIntech.
3. An advertisement/ public notice of the aforesaid Postal Ballot process was published by the Bank on November 12, 2025, in the following newspapers, in compliance with the provisions as mentioned in the paragraph (A) of this Report:
  - i. The Financial Express (an English language national newspaper); and
  - ii. Ei Samay (a Bengali language newspaper).
4. The remote e-voting facility provided by KFIntech at its portal; <https://evoting.kfintech.com>, was unblocked by me at 5:24 P.M. on Thursday, December 11, 2025, in presence of the following persons, who are not in the employment of the Bank and who have put their signatures alongside their names as below, in confirmation of the votes having been unblocked in their presence:

*Rohit Soni*

Name: Mr. Rohit Soni

*Soumashree Goswami*

Name: Ms. Soumashree Goswami

5. The results of Postal Ballot only by way of remote e-voting, containing the details of votes cast, has been prepared on the basis of data downloaded from the portal of KFIntech, the agency which was appointed by the Bank to provide and maintain the e-voting platform for the aforesaid remote e-voting process.
6. To the best of my understanding, the relevant details of the aforesaid remote e-voting process, in respect of the resolutions set out in the Postal Ballot Notice, have been entered into a register electronically, as per the provisions of the Rules, read with Section 108 of the Act, by KFIntech and are available as on this day at the website <https://evoting.kfintech.com>.



7. In terms of Section 12(2) of the BR Act, read with Gazette Notification DBR.PSBD.No. 1084/16.13.100/2016-17 dated July 21, 2016 and 'Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025' issued by the Reserve Bank of India on November 28, 2025, the following person cannot exercise voting rights in excess of twenty-six percent of the total voting rights of all shareholders of the Bank. Accordingly, its voting rights have been considered only to the extent of twenty six percent of the aggregate voting rights of all the shareholders of the Bank:

Sl. No.	Name	Percentage of Shareholding	Percentage of Voting Right	Exercisable Voting Right (in %)
1.	Bandhan Financial Holdings Limited (Promoter)	39.28	39.28	26.00

- (C) That the Results of the aforesaid Postal Ballot process, conducted only by way of remote e-voting, are as hereunder:

**Item No. 1 - Special Business:**

**Appointment of Mr. Avijit Mukerji (DIN: 03534116) as a Non-Executive Non-Independent Director (Nominee of Bandhan Financial Holdings Limited) – by way of an Ordinary Resolution**

**i) Voted in favour of the Resolution:**

Mode of Voting	Number of members who voted in favour	Number of valid votes cast (Shares) in favour*	% of total number of valid votes cast (Shares) in favour
Remote e-voting	1,537	97,06,71,427	95.69
<b>Total</b>	<b>1,537</b>	<b>97,06,71,427</b>	<b>95.69</b>

**ii) Voted against the Resolution:**

Mode of Voting	Number of members who voted against	Number of valid votes cast (Shares) against	% of total number of valid votes cast (Shares) against
Remote e-voting	230	4,37,49,767	4.31
<b>Total</b>	<b>230</b>	<b>4,37,49,767</b>	<b>4.31</b>



iii) Invalid Votes:

Mode of Voting	Number of members who voted*	Number of votes cast (Shares)
Remote e-voting	1	21,39,58,765
<b>Total</b>	<b>1</b>	<b>21,39,58,765</b>

The Resolution as set out in Item No. 1 of the Notice is passed with requisite majority.

Item No. 2 - Special Business:

**Appointment of Mr. Gauri Prosad Sarma (DIN: 09107885) as an Independent Director – by way of a Special Resolution**

i) Voted in favour of the Resolution:

Mode of Voting	Number of members who voted in favour	Number of valid votes cast (Shares) in favour*	% of total number of valid votes cast (Shares) in favour
Remote e-voting	1,586	1,01,07,37,406	99.23
<b>Total</b>	<b>1,586</b>	<b>1,01,07,37,406</b>	<b>99.23</b>

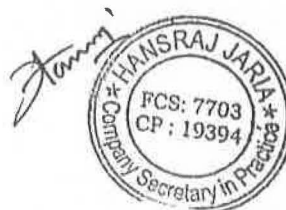
ii) Voted against the Resolution:

Mode of Voting	Number of members who voted against	Number of valid votes cast (Shares) against	% of total number of valid votes cast (Shares) against
Remote e-voting	177	78,32,831	0.77
<b>Total</b>	<b>177</b>	<b>78,32,831</b>	<b>0.77</b>

iii) Invalid Votes:

Mode of Voting	Number of members who voted*	Number of votes cast (Shares)
Remote e-voting	1	21,39,58,765
<b>Total</b>	<b>1</b>	<b>21,39,58,765</b>

The Resolution as set out in Item No. 2 of the Notice is passed with requisite majority.



*[\*Pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.]*

- (D) Based on the aforesaid results, I report that the Ordinary Resolution and the Special Resolution, as contained in the Item Nos. 1 and 2, respectively, of the Postal Ballot Notice dated October 30, 2025, have been passed with requisite majority.
- (E) The register and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I will hand over the register and other related papers to the Company Secretary, who shall preserve such papers or register safely.

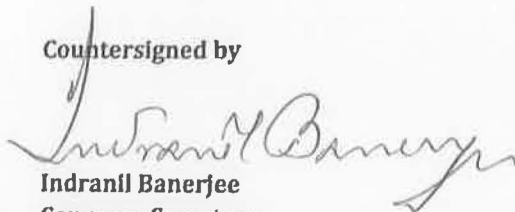


**Hansraj Jaria**  
**(Practicing Company Secretary)**  
**Membership No.: F7703**  
**COP: 19394**  
**UDIN: F007703G002374199**  
**Peer Review Certificate No. 1060/2021**  
**Place: Kolkata**  
**Dated: December 12, 2025**



*Scrutinizer for and in respect of the Postal Ballot process  
Conducted only by way of remote e-voting vide the Postal  
Ballot Notice dated October 30, 2025 of Bandhan Bank Limited.*

**Countersigned by**



**Indranil Banerjee**  
**Company Secretary**  
**(FCS: 9917)**  
**Place: Kolkata**  
**Dated: December 12, 2025**

