

## 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<br>(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.

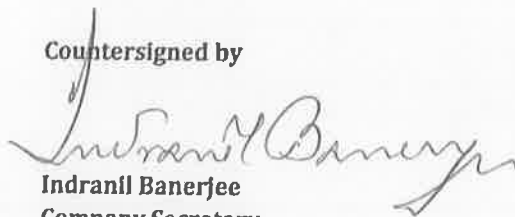


**Hansraj Jaria**  
**(Practicing Company Secretary)**  
**Membership No.: F7703**  
**COP: 19394**  
**UDIN: F007703G002374199**  
**Peer Review Certificate No. 1060/2021**  
**Place: Kolkata**  
**Dated: December 12, 2025**



*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**

