



Bandhan Financial Services Limited

Regd. Office- DN-32, Sector-V, Salt Lake, Kolkata – 700 091

Corporate Office- Adventz Infinity@5, BN- Block, Unit-507,

5th Floor, Sector-V, Salt Lake, Kolkata – 700 091

CIN-U70101WB1995PLC073339

Website- www.bandhangroup.com;

Email: companysecretary@bandhangroup.com

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of Bandhan Financial Services Limited (herein after referred to as the “Company”) will be held on Thursday, September 25, 2025 at 11.30 am at Adventz Infinity@5, BN Block, 5th Floor, Unit 507, Sector-V, Salt Lake, Kolkata – 700 091, West Bengal, India to transact the following businesses: -

ORDINARY BUSINESS:

- 1. Consideration and adoption of the Audited Annual Financial Statement (both standalone and consolidated) of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder and the rules, circulars and guidelines issued by the Reserve Bank of India (‘RBI’) in this regard, from time to time, the audited annual standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder and the rules, circulars and guidelines issued by the Reserve Bank of India (‘RBI’) in this regard, from time to time, the audited annual consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To confirm the Interim Dividend of ₹ 4.05 per equity share of ₹ 10 each fully paid up, approved by the Board of Directors and already paid to the eligible shareholders, and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the Interim Dividend at the rate of ₹ 4.05 per equity share of ₹ 10 each fully paid-up, for the financial year 2024-25, approved by the Board of Directors and already paid to the eligible shareholders, be and are hereby confirmed.”

- 3. Appointment of Dr. Arindam Banik (DIN- 09037345), who retires by rotation and being eligible, offers himself for re-appointment**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and provisions of Articles of Associations, Dr. Arindam Banik (DIN- 09037345), the Non-Executive and Non-Independent Director who retires by rotation at this meeting and being eligible for re-appointment, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 4. Appointment of Prof. Amit Kumar Hazra (DIN- 09196376), who retires by rotation and being eligible, offers himself for re-appointment**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and provisions of Articles of Associations, Prof. Amit Kumar Hazra (DIN- 09196376) the Non-Executive and Non-Independent Director, who retires by rotation at this meeting and being eligible for re-appointment, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

5. Revision of remuneration of Mr. Arvind Agrawal (DIN- 02268683), Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 and read Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or reenactment thereof for the time being enforce), applicable guidelines and circulars issued by Reserve Bank of India (the "RBI"), from time to time, and any other applicable laws [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company, be and is hereby accorded for the remuneration payable to Mr. Arvind Agrawal (DIN: 02268683), Managing Director of the Company, with effect from April 01, 2025 till the remaining of duration of his tenure as stated in the explanatory statement to the notice.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution."

6. Revision of Remuneration of Mr. Chandra Shekhar Ghosh (DIN- 00342477), Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 and read Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or reenactment thereof for the time being enforce), applicable guidelines and circulars issued by Reserve Bank of India (the "RBI"), from time to time, and any other applicable laws [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company, be and is hereby accorded for the remuneration payable to Mr. Chandra Shekhar Ghosh (DIN: 00342477), Executive Director of the Company, with effect from April 01, 2025 till the remaining of duration of his tenure as stated in the explanatory statement to the notice.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution."

By Order of the Board of Directors

For Bandhan Financial Services Limited

Biplab Kumar Mani
Company Secretary
ACS-19883

Place : Kolkata
Date: 21st August, 2025

Notes:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), relating to special business to be transacted at the meeting is annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (the 'AGM') is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company.**
The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and at the venue of the AGM for the duration of the Meeting.
7. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
8. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
9. The Notice is being sent to all the Members (shareholders), whose names appeared in the Register of Members as on Thursday, 21st August, 2025.
10.
 - a) In compliance with the aforesaid AGM related Circulars, Notice of the 30th AGM along with the Annual Report for the financial year ended March 31, 2025, ('Annual Report') are being sent only through electronic mode to all those members of the Company, who have registered their e-mail addresses with the Company/the Company's RTA [in respect of shares held in physical form]/Depositories Participants ('DP') [in respect of shares held in dematerialized form]. Physical copy of the same may be provided to the Members on request.
 - b) Members may note that the Notice and Annual Report will also be available on the Company's website at <https://bandhangroup.com/investors-relation/results-and-reports/annual-reports/index.html>
 - c) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant DPs. Members holding shares in physical mode and who have not yet updated their e-mail address, bank details, etc., are requested to update the same by submitting duly filled in Form ISR1 with relevant documents to the RTA or the Company:

KFin Technologies Limited
(Unit:Bandhan Financial Services Limited), Selenium Building, TowerB, Plot Nos. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India-500032, Website: www.kfintech.com ; Toll-freenumber:18003094001
11. Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 18th September, 2025 to Thursday, 25th September, 2025 (both days inclusive).
12. Members are requested to bring their attendance slip to the Meeting.
13. 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.
14. Route map of the venue of the Meeting (including prominent landmark) is also annexed hereto and forms a part of this Notice and marked as **Annexure A**.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO - 5

The Board of Directors at its meeting held on 8th April, 2022 upon recommendation received from the Nomination and Remuneration Committee had approved of the appointment Mr. Arvind Agrawal, as Managing Director of the Company for a period of 5 years with effect from 8th April, 2022. The Shareholders had approved the said appointment and remuneration payable to Mr. Arvind Agrawal (DIN: 02268683) as Managing Director of the Company at the Annual General Meeting of the Company held on August 31, 2022.

Prior to joining the Company, he served the Future Group as CEO of Foodhall and Managing Director Galaxy Cloud Kitchens Limited. Prior to joining Future Group, he was the Business CFO and Head Strategic Investment (West) for HT English business at HT Media Ltd. He also managed Brand Capital (Treaties) for West and South at HT Media Ltd and had helped growing this business significantly under his leadership. In his earlier stints at Neo Sports (Nimbus Group), Mr. Agrawal was the CFO and was responsible for overall direction and control of company's financial matters and investor relationships. He also led the initiative for listing Neo Sports in AIMS and IPO in India and successfully obtained funding facility worth \$150 million. He has worked at key Finance leadership positions in PepsiCo and Star TV and have contributed significantly in the areas of Strategic and Financial Planning, Treasury and foreign trade operations.

The business activities of the Company are increasing along with growth and opportunities. In view of the growing business activities of the Company, responsibilities of the Managing Director have considerably increased. Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 26, 2025 approved revision of remuneration of Mr. Arvind Agrawal (DIN: 02268683), Managing Director for FY 2025-26 with effect from April 1, 2025.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Arvind Agrawal (DIN: 02268683), Managing Director as decided by the Board of Directors is required to be approved by the Members at their meeting.

The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mr. Arvind Agrawal (DIN: 02268683), Managing Director.

The Memorandum setting out the terms of Contract as required under Section 190 of the Companies Act, 2013 ('the Act') shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Ordinary Resolution.

Pursuant to section 197 and Schedule V to the Act pertaining to Managerial Remuneration, the remuneration payable to Mr. Arvind Agrawal (DIN: 02268683) as Managing Director of the Company on the terms and conditions, is now being placed before the Shareholders in the Annual General Meeting for their approval by way of an Ordinary Resolutions as follows:

Remuneration

- a) Salary: Basic Salary of Rs. 4,94,986 per month; The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well.

b) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- (i) House Rent and Maintenance Allowance of 50% of Salary.
- (ii) Special Allowance of Rs. 6,35,417 per month
- (iii) Medical Allowance of Rs. 1250 per month
- (iv) Conveyance Allowance of Rs. 1,600 per month
- (v) Child Education Allowance of Rs. 200 per month
- (vi) Leave Travel Allowance of Rs. 12,500 per month
- (vii) Car, Fuel and Driver Allowance of Rs. 3,300 per month

(viii) Group Mediclaim as per the policy of the Company

(ix) Group Term Life Insurance as per the policy of the Company

(x) Contribution to Provident Fund, National Pension Scheme and Gratuity as per the Rules and policy of the Company.

c) Variable Pay

Mr. Agrawal will be eligible for the Variable Pay in the range of 20 % to 25% on annual fixed salary based on the performance. The range of above variable pay may vary depending upon the performance of the individual and the company. Please note further, the Performance evaluation will be done by the Board followed by the recommendation of the Nomination and Remuneration Committee. The Company will pay this amount to the employee only if not resigned or cessation of employment has not taken place as on the date of payment.

The above explanatory statement shall be construed to be memorandum setting out the terms of the appointment/reappointment as specified under Sec on 190 of the Companies Act, 2013.

The Agreement between the Company and Mr. Arvind Agrawal is available for inspection at the Registered Office of Company on any working day except Saturdays during business hours between 11.00 am to 4.00 pm.

Your directors recommend this resolution as an Ordinary Resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Arvind Agrawal (DIN: 02268683) to whom the Resolution relates, is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

ITEM NO - 6

The Board of Directors at its meeting held on 10th July, 2024 upon recommendation received from the Nomination and Remuneration Committee had approved of the appointment Mr. Chandra Shekhar Ghosh (DIN- 00342477) as an Additional Director (Category: Non-Executive Non Independent). Subsequently, on September 4, 2024, the Board upon recommendation of Nomination and Remuneration Committee appointed Mr. Chandra Shekhar Ghosh (DIN- 00342477) as an Executive Director subject to the approval of members for a period of 5 years with effect from September 4, 2024. The members at the 29th Annual General Meeting (AGM) held on 30th September, 2024 has approved the appointment of Mr. Chandra Shekhar Ghosh (DIN- 00342477) as an Executive Director.

Pursuant to the provisions Section 197 and Schedule V to the Companies Act, 2013 ("the Act") pertaining to Managerial Remuneration, the remuneration payable to the Executive Director shall be determined by a Resolution passed in the General Meeting provided that the remuneration payable to Executive Director shall not exceed five percent of the net profits for current financial year computed in the manner laid down in section 198 of the Act (calculation of net profit) and the overall managerial remuneration shall not exceed eleven percent of the net profits of the Company.

The Memorandum setting out the terms of Contract as required under Section 190 of the Companies Act, 2013 ('the Act') shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays.

Considering the Company's performance, the progress achieved, and the targets met, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on June 26, 2025, approved the revision in the remuneration of Mr. Chandra Shekhar Ghosh (DIN- 00342477) Executive Director, for FY 2025-26, with effect from April 1, 2025.

Pursuant to section 197 and Schedule V to the Act pertaining to Managerial Remuneration, the remuneration payable to Mr. Chandra Shekhar Ghosh (DIN- 00342477) as an Executive Director of the Company on the terms and conditions, is now being placed before the Shareholders in the Annual General Meeting for their approval by way of an Ordinary Resolutions as follows:

A. Remuneration

- a) Salary: Basic Salary of Rs. 15,58,002/- per month; The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well.

b) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- (i) House Rent and Maintenance Allowance of 50% of Salary.
- (ii) Special Allowance (includes car fuel, driver allowance and any other miscellaneous reimbursements) of Rs. 6,35,149 per month
- (iii) Group Mediciam as per the policy of the Company
- (iv) Group Term Life Insurance as per the policy of the Company.
- (v) Contribution to Gratuity as per the rules and policy of the Company.
- (vi) Mobile Handset, residential telephone connection and usage.
- (vii) Company owned car as per the policy of the Company.

c) Variable Pay

Mr. Ghosh (DIN: 00342477) will be eligible for the Variable Pay in the range of 20% to 25% on annual fixed salary based on the performance. The range of above variable pay may vary depending upon the performance of the individual and the company. Please note further, the Performance evaluation will be done by the Board followed by the recommendation of the Nomination and Remuneration Committee. The Company will pay this amount to the employee only if not resigned or cessation of employment has not taken place as on the date of payment.

Mr. Chandra Shekhar Ghosh (DIN- 00342477) has been one of India's foremost proponents of financial inclusion. He has more than three decades of experience in microfinance, banking and development terrain. Bandhan was conceptualized and founded by Mr. Chandra Shekhar Ghosh. Mr. Ghosh (DIN- 00342477) had set up a society in the name of Bandhan in April 2001, to meet the dual objective of women empowerment and poverty alleviation by giving them small loans and handholding them in their entrepreneurial journey. Under his leadership the entity transformed from an NGO to an NBFC in April 2006 and it became the largest microfinance institution in the country in 2010, and finally into a universal bank in August, 2015. Notwithstanding the challenges, in almost 10 years, Bandhan Bank has garnered Rs. 1.51 lakh crore as deposits and advances stand at Rs. 1.37 lakh crore as on March 31, 2025. The Bank has over 3.2 crore borrowers and depositors, 1715 branches, 4594 Banking Units across 35 States and Union Territories and over 75,000 employees.

Mr. Ghosh (DIN- 00342477) has been awarded numerous awards; the prominent ones are mentioned below:

- Entrepreneur with Social Impact' 2014 by Forbes India Leadership Awards
- Entrepreneur of the Year' 2014 by The Economic Times
- Senior Ashoka Fellow' – social entrepreneurship award – in 2007 by Ashoka Foundation
- Lifetime Achievement Award at India's Best Bank Awards 2023 by Financial Express
- Mr. Ghosh (DIN- 00342477) is actively associated with various industry bodies such the Confederation of Indian Industry (CII), Eastern Region, Sectoral Committee on Private Sector Banks, Indian Banks' Association (IBA), Corporate Governance Council, CII, Committee on Micro, Small and Medium Enterprises (MSME) sector, Government of West Bengal etc.

Your directors recommend this resolution as an Ordinary Resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. C S Ghosh (DIN- 00342477) to whom the Resolution relates, is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

Annexure to 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 the Secretarial Standard on the General Meetings (SS-2) are provided below: -

Name of Director	Dr. Arindam Banik	Prof Amit Kumar Hazra
DIN	09037345	09196376
Age	65 Years	59 years
Qualification	Ph.D. at the Delhi School of Economics,	B.Sc. (Agriculture) degree from Visva-Bharati University, M. Sc. (Agriculture) Degree in Agricultural Economics from Bidhan Chandra Krishi Viswavidyalaya (BCKV) and Ph.D degree in Agricultural Economics from Visva-Bharati University
Date of Appointment on Board	February 03, 2021	June 21, 2021
Brief Resume including Experience	Dr. Arindam Banik is an economist. He earned his Ph.D. at the Delhi School of Economics, The University of Delhi in 1994. Holds Distinguished Professor and Associated Cement Companies Chair Professor in International Finance and Business at International Management Institute, New Delhi. He pursued his post-doctoral research at Manchester Business School, Manchester and Department of Economics, the University of Cambridge during the period 1994-95. Taught at Department of Economics at the University of West Indies, Cave Hill Campus, Barbados (West Indies, period 2000-2005).	Prof. (Dr.) Amit Kumar Hazra received B.Sc. (Agriculture) degree from Visva-Bharati University, M. Sc. (Agriculture) Degree in Agricultural Economics from Bidhan Chandra Krishi Viswavidyalaya (BCKV) and Ph.D degree in Agricultural Economics from Visva-Bharati University. In 1993, he joined the Department of Palli Charcha Kendra (Social Studies and Rural Development) at Visva-Bharati University as an Assistant Professor and joined the Department of Lifelong Learning and Extension (Rural Extension Centre), Visva-Bharati University, as Professor in 2007. Prof. Hazra is the India side Co-Principal Investigator of the India-UK international project on "Development and Integration of Biomass and Concentrating Photovoltaic System for Rural and Urban Energy Bridge: BioCPV" (BURD)
Nature of his expertise in specific functional areas	Strong understanding of financial services sector in India, economics	Strong understanding of financial services sector in India, agricultural and rural development.
Other Directorship	NIL	NIL
Chairmanship / Membership of Committees in other Companies during FY 2024-25	NIL	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None	None
No. of Equity Shares held in the Company	Nil	Nil
No. of Board meeting attended during the FY 2024-25	8 out of 8	6 out of 8
Terms and conditions of appointment or re-appointment including remuneration	Re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation	Re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration last drawn	Rs. 4,45,000/- (sitting fees for attending Board and Committee meetings) during the FY 2024-25.	Rs. 3,20,000/- (sitting fees for attending Board and Committee meetings) during the FY 2024-25.

Name of Director	Mr. Arvind Agrawal	Mr. C S Ghosh
DIN	02268683	00342477
Age	55	65
Qualification	Bachelor's Degree, University of Lucknow, Cost Accountant	M.Sc. (Statistic)
Date of Appointment on Board	April 08, 2022	10 th July, 2024
Brief Resume including Experience	See Explanatory Statement of item no 5 of the notice	See Explanatory Statement of item no 6 of the notice
Nature of his expertise in specific functional areas	See Explanatory Statement of item no 5 of the notice	See Explanatory Statement of item no 6 of the notice
Other Directorship	Bandhan Mutual Fund Trustee Limited Genisys Information Systems India Private Limited	Genisys Information Systems India Private Limited
Chairmanship / Membership of Committees in other Companies during FY 2024-25	NIL	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	NA	NA
No. of Equity Shares held in the Company	Nil	15,59,978 Equity Share
No. of Board meeting attended during the FY 2024-25	8 out of 8	6 out of 8
Terms and conditions of appointment or re-appointment including remuneration	Managing Director not liable to retire by rotation.	Executive Director not liable to retire by rotation.
Remuneration last drawn	Remuneration of Rs. 1,97,29,804 /- for the FY 2024-25.	Remuneration of Rs. 1,91,42,642 /- for the FY 2024-25

ATTENDANCE SLIP

30th Annual General Meeting held on Thursday, September 25, 2025 at 11.30 am

DP Id*		Client Id*	
Folio No.		PAN	
Name and address of the Shareholder			
Name of Joint Shareholders, if any			
No. of shares			

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I hereby record my presence at the 30th Annual General Meeting of the Company held on **Thursday, September 25, 2025** at **11.30 am** at **Adventz Infinity@5, Block BN, Unit -507, 5th Floor, Sector-V, Salt Lake, Kolkata – 700091, West Bengal, India.**

Notes:

1. Please fill attendance slip and hand it over at the entrance of the meeting venue
2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting

Signature of Shareholder / Proxy

**Applicable for investors holding shares in electronic form.*

Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I/We, being the Member(s) of.....shares of the above named Company, hereby appoint

1.

Name : E-mail Id :
Address :
Signature : , or failing him

2.

Name : E-mail Id :
Address :
Signature : , or failing him

3.

Name : E-mail Id :
Address :
Signature : , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on **Thursday, September 25, 2025 at 11.30 am at Adventz Infinity@5, Block BN, Unit -507, 5th Floor, Sector-V, Salt Lake, Kolkata – 700091, West Bengal, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote		
Ordinary Business- Ordinary Resolution		For	Against	Abstain
1	Consideration and adoption of the Audited Annual Financial Statement (both standalone and consolidated) of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon			
2	Confirmation of payment of Interim Dividend during the FY 2024-25			
3	Appointment of Dr. Arindam Banik (DIN- 09037345), who retires by rotation and being eligible, offers himself for re-appointment			
4	Appointment of Prof. Amit Kumar Hazra (DIN- 09196376), who retires by rotation and being eligible, offers himself for re-appointment			
Special Business- Ordinary Resolution				
5	Revision of Remuneration of Mr. Arvind Agrawal (DIN-02268683) as Managing Director			
6	Revision of Remuneration of Mr. C S Ghosh (DIN- 00342477) as an Executive Director			

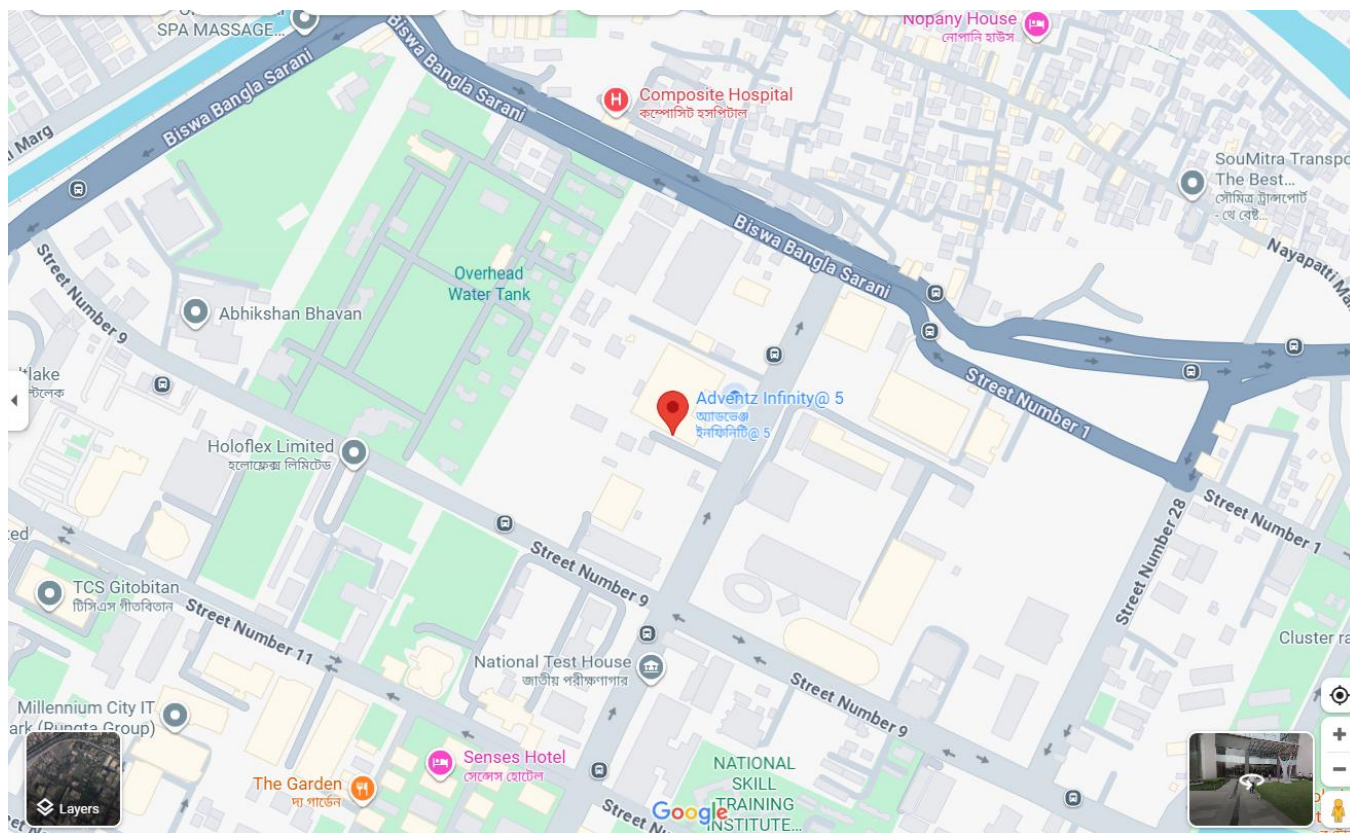
Signed this..... day of 2025

Affix Re.1
Rev Stamp

Signature of shareholder Signature of first Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Route Map to Adventz Infinity@5, the AGM Venue



Adventz Infinity@5,
Block – BN, 5th Floor,
Unit – 507, Sector
V, Salt Lake City,
Kolkata - 700091