Bandhan Group

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 31st Annual General Meeting of the members of Bandhan Financial Services Limited (hereinafter referred to as the "Company") will be held on Tuesday, 22nd September, 2026 at Adventz Infinity@5, BN Block, 5th Floor, Unit 507, Sector-V, Salt Lake, Kolkata – 700 091, West Bengal, India at 11:30 am (IST) to transact the following businesses: -

ORDINARY BUSINESS:

1. **Consideration and adoption of the Audited Annual Financial Statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2026 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 the 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, 2026 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members and laid before this Meeting, 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 the 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, 2026 and together with the Reports of the Auditors thereon, as circulated to the members and laid before this Meeting, be and are hereby considered and adopted."

2. **To confirm the Interim Dividend of ₹ 3.80 per equity share of ₹ 10 each, fully paid up, for the financial year 2025-26, approved by the Board of Directors and already paid to the eligible shareholders.**

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

   "**RESOLVED THAT** the Interim Dividend at the rate of ₹ 3.80 per equity share of ₹ 10 each fully paid-up, for the financial year 2025-26, as approved by the Board of Directors and already paid to the eligible shareholders, be and is hereby confirmed."

3. **Appointment of Mr. Pankaj Sood (DIN: 05185378), 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 Association, Mr. Pankaj Sood (DIN: 05185378), the Non-Executive and Non-Independent Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. **Appointment of Ms. Hulya Kefeli, (DIN: 08836080), who retires by rotation and being eligible, offers herself 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, Ms. Hulya Kefeli, (DIN: 08836080), the Non-Executive and Non-Independent Director, who retires by rotation at this meeting and being eligible, offers herself 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 other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time, and any other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the revision in remuneration of Mr. Arvind Agrawal (DIN: 02268683), Managing Director of the Company to ₹ 1,97,38,834/- (Rupees One Crore Ninety-Seven Lakhs Thirty-Eight Thousand Eight Hundred and Thirty-Four only) per annum, with effect from April 01, 2026, and payment of variable pay of ₹ 22,63,628/- (Rupees Twenty-Two Lakh Sixty-Three Thousand Six Hundred and Twenty-Eight only) till the remaining duration of his tenure, as more particularly set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorised 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), Whole Time 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 other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable guidelines and circulars issued by the Reserve Bank of India ("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), the provisions of the Articles of Association of the Company, and pursuant to the recommendation 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 revision in remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Whole Time Director of the Company to ₹ 3,98,55,962/- (Rupees Three Crore Ninety-Eight Lakh Fifty-Five Thousand Nine Hundred and Sixty-Two only) per annum, with effect from April 01, 2026, and payment of variable pay of ₹ 54,84,765/- (Rupees Fifty-Four Lakh Eighty-Four Thousand Seven Hundred and Sixty-Five only) for the Financial Year 2026-27, as more particularly set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorised 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."

7. Appointment of Mr. Bhargeshwar Banerji (DIN: 11111406) 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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), read with the 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 applicable provisions of the Articles of Association and the 'Policy on Appointment and Fit & Proper Criteria for Directors' of Bandhan Financial Services Limited (the "Company") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Bhargeshwar Banerji (DIN: 11111406), who was appointed as an Additional Director (Independent) of the Company with effect from April 28, 2026, pursuant to the provisions of Section 161 of the Companies Act, to hold office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act from a Member proposing his candidature for the office of Director, being eligible for appointment and having submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act and the applicable RBI guidelines, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years, with effect from April 28, 2026 up to April 27, 2029 as more particularly set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including but not limited to filing the necessary returns/forms and intimating and/or dealing with the regulatory authorities/RBI/Ministry of Corporate Affairs in connection with the above, and issuing certified copies of this resolution."

8. **Appointment of Mr. Joe Theo Pretto (DIN: 11680291) 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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), read with the 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 applicable provisions of the Articles of Association and the 'Policy on Appointment and Fit & Proper Criteria for Directors' of Bandhan Financial Services Limited (the "Company") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Joe Theo Pretto (DIN: 11680291), who was appointed as an Additional Director (Independent) of the Company with effect from April 28, 2026, pursuant to the provisions of Section 161 of the Companies Act, to hold office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act from a Member proposing his candidature for the office of Director, being eligible for appointment and having submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act and the applicable RBI guidelines, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years, with effect from April 28, 2026 up to April 27, 2029 as more particularly set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including but not limited to filing the necessary returns/forms and intimating and/or dealing with the regulatory authorities/RBI/Ministry of Corporate Affairs in connection with the above, and issuing certified copies of this resolution."

9. **Approval for Payment of commission to Independent Directors**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and applicable provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 / Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 26th February, 2026 and the approval of the Board of Directors at its meeting held on 27th February, 2026, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to each of the Independent Directors of the Company, not exceeding ₹ 12,00,000/- (Rupees Twelve Lakh only) per annum, for the financial year 2026-27, to be paid amongst the Independent Directors in such manner as may be decided by the Board of Directors (or a Committee thereof) from time to time, in addition to sitting fees for attending meetings of the Board and Committees thereof;

RESOLVED FURTHER THAT the said remuneration shall be paid to the Independent Directors after the close of the financial year 2026-27, upon the annual accounts of the Company for the said year being adopted by the Members, and subject to the availability/adequacy of profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. **Sub-Division of Equity Shares from the face value of ₹10/- per share to ₹ 2/- per share**

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

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable guidelines of the Reserve Bank of India, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the relevant provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concern statutory authorities or bodies or third parties and subject such other conditions and modifications as may be prescribed or imposed while granting such approvals and on the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee constituted / to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the Members of the Company be and is hereby accorded, for sub-dividing the equity shares of the Company, such that 1 (One) equity share having face value of ₹ 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 5 (Five) equity shares having face value of ₹ 2/- (Rupees Two only) each, fully paid-up, ranking pari passu with each other in all respect with effect from such date as may be fixed for this purpose ("Record Date") by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of ₹ 10/- (Rupees Ten Only) each existing on the record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 5 (five) Equity Shares of nominal value of Re. 2/- (Two Rupees) each fully paid up and the details are as given below:

Particulars	No. of Shares	Face Value (₹)	Capital (₹)
Authorised Share Capital — Pre sub-division	15,00,00,000	10	150,00,00,000
Authorised Share Capital — Post sub- division	75,00,00,000	2	150,00,00,000
Issued, Subscribed & Paid-up — Pre sub-division	12,78,21,101	10	127,82,11,010
Issued, Subscribed & Paid-up — Post sub-division	63,91,05,505	2	127,82,11,010

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid and with effect from the Record Date i.e. 20.08.2026. (date of Board Meeting):

(a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of ₹ 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and that the Board/Company's Registrar and Share Transfer Agents ("RTA"), without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s) or letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the applicable laws/ guidelines in this regard; and

(b) the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. Alteration of the capital clause of the Memorandum of Association of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to receipt of such other approvals, consents and permissions as may be required from the concerned statutory authorities, and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the approval of the Members of the Company be and is hereby accorded to sub-divide each existing equity share of face value of ₹ 10/- (Rupees Ten only) into 5 (five) equity shares of face value of ₹ 2/- (Rupees Two only) each, and to alter the existing Clause V of the Memorandum of Association of the Company by substituting it with the following new Clause V:

"**V**. *The Authorised Share Capital of the Company is ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of face value ₹ 2/- (Rupees Two only) each"*

RESOLVED FURTHER THAT the total Authorised Share Capital of the Company shall remain unchanged at ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only), and only the face value and the corresponding number of equity shares comprised therein stand altered pursuant to the sub-division aforesaid.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as it may, in its absolute discretion, deem necessary, proper or desirable, to delegate all or any of the powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, including the execution and filing of all relevant documents with the Registrar of Companies, Registrar and Transfer Agent, Depositories and other appropriate authorities, in due compliance with the applicable rules and regulations, and that all actions taken by the Company in connection with any matter referred to or contemplated in this resolution be and are hereby approved."

By Order of the Board of Directors
For Bandhan Financial Services Limited
Biplab Kumar Mani
Company Secretary
Mem No. 19883

Place : Mumbai
Date: 20 August, 2026

Notes:

i) 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.

ii) Brief profile and other requisite information relating to the Directors, in respect of items concerning their proposed appointment, re-appointment and/ or fixation or variation of remuneration, as required under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, also form part of the Explanatory Statement annexed to this Notice.

iii) In compliance with AGM related Circulars, Notice of the 31st AGM, along with the Annual Report for the financial year ended March 31, 2026 ('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 Registrar and Share Transfer Agent, Kfin Technologies Limited ('KFintech' or 'RTA') [in respect of shares held in physical form] or with the Depositories/ Depository Participants ('DP') [in respect of shares held in dematerialized form]. Physical copy of the same may be provided to the Members on request.

iv) Members may note that the Notice and the Integrated Annual Report will also be available on the Company's website at https://bandhangroup.com/investors-relation/results-and-reports/annual-reports/index.html

v) Members holding shares in dematerialised mode are requested to register/ update their e-mail addresses with their respective DPs. Members holding shares in physical mode and who have not yet updated their e-mail address, bank account details, etc., are requested to update the same by submitting relevant documents, to the RTA. The communication details of RTA are as under:

KFin Technologies Limited (Unit:Bandhan Financial Services Limited),
Selenium Building, Tower B, Plot Nos. 31 and 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana,
India-500032; Website: www.kfintech.com ; Toll-free number:18003094001

vi) Transfer of unclaimed/ unpaid dividends to the IEPF

Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, as per the provisions of Section 124 of the Companies Act, 2013, and the rules made thereunder, be transferred to the Investor Education and Protection Fund ('IEPF'). Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, 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 IEPF Authority. As on 31 March 2026, the Company did not have any unclaimed / unpaid dividends.

vii) 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.

viii) 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.

ix) 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.

x) 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.

xi) 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.

xii) 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.

xiii) 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.

xiv) The Notice is being sent to all the Members (shareholders), whose names appear in the Register of Members as on 20th August, 2026

xv) 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 Tuesday, 15th September 2026 to Tuesday, 22nd September 2026 (both days inclusive).

xvi) Members are requested to bring their attendance slip to the Meeting.

xvii) 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.

xviii) 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 April 8, 2022, upon recommendation received from the Nomination and Remuneration Committee, had approved the appointment of Mr. Arvind Agrawal as Managing Director of the Company for a period of 5 years with effect from April 8, 2022. The Shareholders had approved the said appointment and remuneration payable to Mr. Arvind Agrawal 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 with Future Group as CEO of Foodhall and Managing Director of Galaxy Cloud Kitchens Limited. Prior to joining Future Group, he was the Business CFO and Head of Strategic Investment (West) for the HT English business at HT Media Ltd. He also managed Brand Capital (Treaties) for West and South at HT Media Ltd and helped grow this business significantly under his leadership. In his earlier stint at Neo Sports (Nimbus Group), Mr. Agrawal (DIN- 02268683) was the CFO and was responsible for overall direction and control of the company's financial matters and investor relationships. He also led the initiative for listing Neo Sports on AIM and its IPO in India, and successfully obtained a funding facility worth $150 million. He has worked in key finance leadership positions at PepsiCo and Star TV and has 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 its growth and the emerging opportunities. In view of the growing business activities of the Company, the responsibilities of the Managing Director have considerably increased. Further, considering the Company's performance, the progress made, and the targets achieved by it, and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on June 24, 2026, approved the revision in the remuneration payable to Mr. Arvind Agrawal (DIN- 02268683), Managing Director, for FY 2026-27, with effect from April 1, 2026.

Pursuant to Section 197 read with Schedule V to the Companies Act, 2013, pertaining to managerial remuneration, the remuneration payable to Mr. Arvind Agrawal (DIN: 02268683) as Managing Director of the Company, as set out on the terms and conditions mentioned hereinafter, is now being placed before the Shareholders at the Annual General Meeting for their approval by way of an Ordinary Resolution as follows:

Particulars	Amount in (₹)
Basic Pay	96,37,632
House Rent Allowance	48,18,815
Other Allowances and Perquisites*	36,62,303
Retiral Benefits (Provident Fund and Gratuity)	16,20,084
Total Fixed Pay and Perquisites	**1,97,38,834**
Variable Pay	**22,63,628**

** Includes Special Allowance, National Pension Scheme, Meal Coupon, Gift Coupon, Child Education Allowance, and Leave Travel Allowance (LTA).*

***The Managing Director shall additionally be entitled to such other benefits, as are applicable to the employees of the Company generally, in accordance with the Company's Human Resources ("HR") policy in force from time to time, including but not limited to Group Medical Insurance, Group Term Life Insurance, and other similar benefits.*

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 approved by the Board of Directors is required to be approved by the Members at their meeting.

The remuneration proposed is in line with the industry standards applicable to managerial personnel falling under the same cadre.

The Memorandum setting out the terms of the contract, as required under Section 190 of the Act, shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) 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 for the revision in remuneration of Mr. Arvind Agrawal (DIN- 02268683), Managing Director, as set out at Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective 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 July 10, 2024, upon recommendation received from the Nomination and Remuneration Committee, had approved the appointment of 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 the Nomination and Remuneration Committee, appointed Mr. Chandra Shekhar Ghosh (DIN: 00342477) as an Whole Time 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 September 30, 2024, approved the appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477) as an Whole Time Director.

Mr. Chandra Shekhar Ghosh has been one of India's foremost proponents of financial inclusion. He has more than three decades of experience in microfinance, banking, and development sectors. He set up Bandhan in April 2001, with the objective of changing the lives of the underprivileged by giving them small loans and handholding them in their entrepreneurial journey. The entity transformed from an NGO to an NBFC in April 2006, and finally into a universal bank in August 2015. Under Mr. Ghosh's leadership, the Bank, with a pan-India presence, catered to 3.44 crore customers with more than 76,000 employees on its payroll as of June 2024.

In July 2024, Mr. Ghosh retired from the services of Bandhan Bank and assumed the office of Chairman of Bandhan Group, an NBFC-CIC aimed at investing in businesses with a purpose to create sustainable and meaningful impact in the lives of people. Under his leadership, Bandhan Group has evolved into a global institution and is now present across 3 continents. Over the next decade, Bandhan Group is aiming for large-scale expansion to create a much larger impact in the lives of people across the globe. As of date, Bandhan Group's diversified portfolio includes Bandhan Bank, Bandhan AMC, Bandhan Life, and Bandhan Technologies.

Mr. Ghosh has been the recipient of numerous awards and accolades in his distinguished career. Among these, the more prominent ones include the following:-

- 'Good Human Being Award' - for contribution in the field of Humanitarian Affairs – in 2025 by Good Human Being Index, USA
- Lifetime Achievement Award at India's Best Bank Awards 2023 by Financial Express
- 'Banker of the Year' for 2018-19 by Business Standard
- CNN-IBN 'Indian of the Year' in 2016 in the Business category
- 'Entrepreneur with Social Impact' 2014 by Forbes India Leadership Awards
- 'Entrepreneur of the Year' 2014 by The Economic Times
- 'Serar Sera Bangali Award' – Best of the Best Bengali Award – in 2014 by ABP Ananda
- 'Senior Ashoka Fellow' – social entrepreneurship award – in 2007 by Ashoka Foundation

Mr. Ghosh holds a master's degree in Statistics. He has attended the HBS-ACCION Program on Strategic Leadership at Harvard Business School.

He also holds an Honorary Doctorate in Science – Doctor of Science (Honoris Causa) – from ICFAI University, Tripura, and two Honorary Doctorates in Literature – D.Litt. (Honoris Causa) – from Sister Nivedita University and University of North Bengal.

He serves as a Director of Bandhan AMC Limited, Bandhan Life Insurance Limited, and Bandhan Technologies Private Limited (formerly Genisys Information Systems (India) Private Limited), and several other companies. He also serves as a Director of the educational institute IISWBM, Kolkata

The business activities of the Company are increasing along with its growth and the emerging opportunities. In view of the growing business activities of the Company, the responsibilities of the Whole time Director have considerably increased. Further, considering the Company's performance, the progress made, and the targets achieved by it, and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on June 24, 2026, approved the revision in the remuneration payable to Mr. Chandra Shekhar Ghosh (DIN- 00342477), Whole time Director, for FY 2026-27, with effect from April 1, 2026.

Pursuant to the provisions of Section 197 and Schedule V to the Companies Act, 2013 ("the Act"), pertaining to Managerial Remuneration, the remuneration payable to Mr. Chandra Shekhar Ghosh (DIN: 00342477), Whole Time Director of the Company, on the terms and conditions set out below, is now placed before the Shareholders at the ensuing Annual General Meeting for their approval by way of an Ordinary Resolution, as follows:

Particulars	**Amount in (₹)**
Basic	2,03,71,080
House Rent Allowance	1,01,85,541
Other Allowances and Perquisites*	83,19,493
Retiral Benefits (Gratuity)	9,79,848
Total Fixed Pay and Perquisites	**3,98,55,962**
Variable Pay	**54,84,765**

**Includes Special Allowance*

*** The Whole time Director shall additionally be entitled to such other benefits, as are applicable to the employees of the Company generally, in accordance with the Company's Human Resources ("HR") policies in force from time to time, including but not limited to Group Medical Insurance, Group Term Life Insurance, and other similar benefits.*

Pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013 ("the Act"), the revision of remuneration of Mr. Chandra Shekhar Ghosh (DIN- 00342477) Whole Time Director as approved by the Board of Directors is required to be approved by the Members at their meeting

The remuneration proposed is in line with the industry standards applicable to managerial personnel falling under the same cadre.

The Memorandum setting out the terms of the 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 the rules made thereunder, the consent of the members is sought by way of an Ordinary Resolution for the revision of the remuneration of Mr. Chandra Shekhar Ghosh (DIN: 00342477), Whole Time Director, as set out in Item No. 6 of the Notice.

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.

ITEM NO- 7

The Board of Directors (the "Board") of the Company, at its meeting held on April 28, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Bhargeshwar Banerji (DIN: 11111406) as an Additional Director (Independent) of the Company with effect from April 28, 2026.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Banerji shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting ("AGM") of the Company or the last date on which the AGM is required to be held, whichever is earlier, and is eligible for appointment as an Independent Director.

In terms of Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Banerji (DIN: 11111406) for the office of Director of the Company. Mr. Banerji (DIN: 11111406) has furnished his consent to act as a Director and the necessary declarations and confirmations as required under the Companies Act, 2013 and the Rules made thereunder, including a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act and the rules made thereunder.

The Nomination and Remuneration Committee ("NRC") has assessed and determined that Mr. Bhargeshwar Banerji (DIN: 11111406) is a fit and proper person to be appointed as a Director of the Company in accordance with the fit and proper criteria prescribed by the Reserve Bank of India ("RBI"). The NRC has further satisfied itself that Mr. Banerji (DIN: 11111406) fulfils the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as well as the applicable directions, guidelines and circulars issued by the RBI from time to time. Further, Mr. Banerji (DIN: 11111406) is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013, and has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by any authority. Accordingly, the NRC recommended his appointment to the Board.

The Company has received the necessary declarations and confirmations from Mr. Bhargeshwar Banerji (DIN: 11111406), including a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, and a confirmation regarding the inclusion of his name in the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs. Based on the declarations received and the evaluation carried out, the Board is of the opinion that Mr. Banerji (DIN: 11111406) is independent of the management of the Company and fulfils the conditions specified under Section 149(6) of the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director. The Board is also satisfied that Mr. Banerji (DIN: 11111406) is a person of integrity and possesses the requisite skills, knowledge, experience and expertise relevant to the Company's business and governance requirements, making him suitable for appointment as an Independent Director of the Company.

Mr. Bhargeshwar Banerji (DIN: 11111406) is a seasoned banking and financial regulatory professional with over 33 years of experience at the Reserve Bank of India (RBI), from which he retired on April 30, 2024, in the rank of Chief General Manager. Of his tenure at RBI, over 17 years were spent in the domain of Supervision and Regulation of banks and NBFCs, giving him deep expertise in bank inspection and supervision, risk management, cyber security, financial fraud risk management, HR management, and training.

During his career at RBI, he held several significant positions, including Chairman of the Technical Advisory Group set up to review the RBS and CAMELS rating models, and Member Secretary of the High-Level Group on Electronic Banking, Controls, Governance and Technology Risk Management Standards (chaired by Shri G. Gopalakrishnan, then ED, RBI) — a report that continues to serve as a benchmark for electronic banking practices. He also served as Senior Supervisory Manager for Bank of Baroda, Bank of Maharashtra, and Credit Agricole Credit and Investment Bank, overseeing Risk-Based Supervision inspections covering governance, risk management, and IT & cyber security adequacy.

He pioneered the establishment of a Risk Specialist Division within RBI's Department of Supervision, successfully set up the College of Supervisors as a capacity-building institution, and led the creation of the RBI Academy (2016–2018) — translating a concept conceived by former RBI Governor Dr. Raghuram Rajan into a functioning institution for high-level central banking courses. He was also instrumental in designing and executing collaborative risk supervision programmes with the Monetary Authority of Singapore and CAFRAL, including the first CAFRAL Advanced Leadership Programme for senior bank executives.

Your Board of Directors, therefore, recommends passing the Ordinary Resolution as set out at Item No. 7 of this Notice, with respect to the proposed appointment of Mr. Bhargeshwar Banerji (DIN: 11111406) as an Independent Director of the Company, for a period of three consecutive years, with effect from April 28, 2026 upto April 27, 2029, not liable to retire by rotation.

Except Mr. Bhargeshwar Banerji (DIN: 11111406) and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

ITEM NO-8

The Board of Directors (the "Board") of the Company, at its meeting held on April 28, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Joe Theo Pretto (DIN: 11680291) as an Additional Director (Independent) of the Company with effect from April 28, 2026.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Joe Theo Pretto (DIN: 11680291) shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting ("AGM") of the Company or the last date on which the AGM should have been held, whichever is earlier, and is eligible for appointment as a Director of the Company.

In terms of Section 160(1) of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Joe Theo Pretto (DIN: 11680291) for appointment as a Director of the Company. The Company has also received his consent to act as a Director and the necessary declarations and confirmations as required under the Companies Act, 2013 and the Rules made thereunder, including a declaration confirming that he is not disqualified from being appointed as a director under Section 164 of the Act and the rules made thereunder.

The NRC has assessed and determined that Mr. Joe Theo Pretto (DIN: 11680291) is a fit and proper person to be appointed as a Director of the Company in accordance with the fit and proper criteria prescribed by the Reserve Bank of India ("RBI"). The NRC has further satisfied itself that he fulfils the conditions prescribed under the Companies Act, 2013 and the rules made thereunder. Further, Mr. Pretto (DIN: 11680291) has confirmed that he is not debarred from holding the office of director by virtue of any order passed by any authority. Accordingly, the NRC recommended his appointment to the Board.

The Company has received the necessary declarations and confirmations from Mr. Joe Theo Pretto (DIN: 11680291), including a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, and a confirmation regarding the inclusion of his name in the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Joe Theo Pretto (DIN: 11680291) fulfils the conditions specified under Section 149(6) of the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director and is independent of the management of the Company. The Board is also of the opinion that Mr. Pretto (DIN: 11680291) is a person of integrity and possesses the requisite skills, knowledge, experience and expertise required for appointment as an Independent Director of the Company.

Mr. Joe Theo Pretto (DIN: 11680291) is a distinguished finance professional and strategic advisor with over 20 years of experience in Assurance, Advisory, and Regulatory Compliance. A former Partner at Deloitte in the Audit and Advisory division, he has built a strong reputation for navigating the financial complexities of a wide range of organizations, from high-growth startups and SMEs to multi-billion-dollar Indian conglomerates and global multinational corporations.

During his tenure at Deloitte, Joe led several high-stakes engagements across diverse sectors, including Finance, Manufacturing, Technology, and Automotive. He is particularly recognized for his expertise in Capital Markets, having provided critical due diligence support for Red Herring Prospectuses in relation to Initial Public Offerings (IPOs) and debt offerings. His client portfolio included India's largest multinational conglomerate and technology services company, startups and microfinance companies.

Beyond traditional corporate audit, Joe has developed deep specialization in the social development sector. He has served as a trusted advisor and auditor to several organizations across social development sectors including Healthcare, Education, Livelihood amongst others, helping them establish robust governance frameworks and financial transparency. Combining technical rigor with a pragmatic approach to risk, Joe remains a versatile leader capable of delivering audit excellence and strategic foresight in rapidly evolving markets.

Your Board of Directors, therefore, recommends passing the Ordinary Resolution as set out at Item No. 8 of this Notice with respect to the proposed appointment of Mr. Joe Theo Pretto (DIN: 11680291) as an Independent Director of the Company, for a term of three (3) consecutive years with effect from April 28, 2026 up to April 27, 2029, not liable to retire by rotation.

Except Mr. Joe Theo Pretto (DIN: 11680291) and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of this Notice.

ITEM NO- 9

The Company is registered as a Core Investment Company ("CIC") under the Core Investment Companies (Reserve Bank) Directions, 2016 and is, accordingly, governed not only by the provisions of the Companies Act, 2013 ("the Act"), but also by the applicable regulatory framework prescribed by the Reserve Bank of India ("RBI") for Core Investment Companies/Non-Banking Financial Companies ("NBFCs"), including the corporate governance requirements relating to the composition and functioning of the Board of Directors and its Committees.

The Independent Directors on the Board play a significant role in providing objective judgement, strategic guidance and independent oversight in matters relating to governance, risk management, regulatory compliance and the overall affairs of the Company. They actively participate in the deliberations of the Board and its Committees and devote considerable time and expertise towards ensuring robust governance and compliance with the applicable regulatory framework.

In recognition of the valuable contributions made by the Independent Directors and the responsibilities discharged by them, it is proposed to pay them a fixed remuneration by way of commission, in addition to the sitting fees payable for attending meetings of the Board and its Committees.

Pursuant to the provisions of Sections 149(9), 197 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder , Independent Directors may receive remuneration by way of sitting fees and profit-related commission, subject to the approval of the Members and the limits prescribed under the Act.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 26th February, 2026, the Board of Directors, at its meeting held on 27th February, 2026, approved, subject to the approval of the Members, the payment of remuneration by way of commission to each of the Independent Directors of the Company, not exceeding ₹12,00,000 (Rupees Twelve Lakh only) per annum for the Financial Year 2026-27 in addition to sitting fees for attending meetings of the Board and Committee thereof.

The commission payable to each Independent Director shall be determined by the Board of Directors after taking into consideration factors including, but not limited to, attendance at Board and Committee meetings, participation in deliberations, contribution to the Company's governance and regulatory oversight, and the time devoted to the affairs of the Company. Such commission shall be paid after the close of the relevant financial year upon finalisation and adoption of the annual financial statements and shall be subject to the Company having adequate profits computed in accordance with Section 198 of the Act.

Except the Independent Directors of the Company, to the extent of the commission that may be payable to them, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 9 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

ITEM NO- 10

In order to enhance the liquidity of the Company's equity shares, make them more affordable for retail investors, and broaden the Company's shareholder base, the Board of Directors of the Company, at its meeting held on December 2, 2025, approved the proposal for sub-division (split) of each existing equity share of face value of ₹ 10/- (Rupees Ten only) into 5 (Five) equity shares of face value of ₹ 2/- (Rupees Two only) each, subject to the approval of the Members.

The Record Date for the aforesaid sub-division of the Equity Shares shall be the date of Board Meeting i.e. 20th August, 2026.

The rationale for the proposed sub-division of equity shares is set out below:

1. Facilitating Future Listing and Wider Investor Participation**:** The Company proposes to list its equity shares in the near future. In anticipation of this, the sub-division will increase the number of outstanding shares and reduce the per-share value, making the shares more affordable and attractive to a wider base of investors, including retail participants.

2. Enhancing Marketability and Liquidity: A higher number of shares post-sub-division is expected to improve liquidity and market depth once the Company is listed, ensuring smoother trading and better price discovery.
3. Alignment with Market Norms: The proposed sub-division aligns the Company's capital structure with prevailing market practices among listed peers, where a lower face value and higher share count typically aid in achieving better market acceptance and investor accessibility.
4. No Change in Share Capital or Shareholder Value: The sub-division will not affect the Company's paid-up share capital or net worth. It only changes the number of shares in proportion to the reduced face value, ensuring that the overall value of each shareholder's investment remains unchanged.
5. Strategic Preparation for Growth and Corporate Actions: The sub-division also provides flexibility for future corporate actions such as issue of shares through an IPO, ESOPs, or other equity-linked incentives, thereby supporting the Company's long-term growth and capital-market readiness

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of ₹ 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of ₹ 2/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

The sub-division of equity shares will not result in any change in the aggregate amount of the authorised share capital, issued share capital, subscribed share capital or paid-up share capital of the Company.

Consequent upon the proposed sub-division, alteration of Clause V of the Memorandum of Association is proposed under Item No. 11 of this Notice.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 10 of the accompanying Notice as an Ordinary Resolution.

ITEM NO- 11:

The existing Authorised Share Capital of the Company is ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only), divided into 15,00,00,000 (Fifteen Crores) equity shares of face value of ₹ 10/- (Rupees Ten only) each.

The Board of Directors, at its meeting held on 2nd December, 2025, has approved, subject to the approval of the Members, the sub-division of each equity share of face value of ₹ 10/- (Rupees Ten only) into 5 (Five) equity shares of face value of ₹ 2/- (Rupees Two only) each. Pursuant to this sub-division, the Authorised Share Capital of the Company will stand reclassified into 75,00,00,000 (Seventy-Five Crores) equity shares of face value of ₹ 2/- (Rupees Two only) each. The total Authorised Share Capital of the Company remains unchanged at ₹ 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) only the face value per share and the corresponding number of shares stand altered.

As a consequence of the proposed sub-division, it is necessary to alter Clause V (the Capital Clause) of the Memorandum of Association of the Company to reflect the revised face value and the corresponding number of equity shares, as set out in the resolution.

Consequent upon the proposed sub-division of equity shares under Section 61(1)(d) of the Companies Act, 2013, it is necessary to alter Clause V of the Memorandum of Association under Section 13 of the Act to reflect the revised authorised share capital structure. Accordingly, the Board recommends the resolution set out at Item No. 11 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice, except to the extent of their respective shareholding, if any, in the Company, and to the extent they too shall receive shares in the sub-divided proportion as any other shareholder.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

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 Directors	Mr. Pankaj Sood	Ms. Hulya Kefeli
DIN	05185378	08836080
Age	52 years	66 years
Qualification	Post Graduate Diploma from IIM Calcutta and B. Tech Degree from IIT Kharagpur	Graduated from Robert College Istanbul and Istanbul Technical University, Department of Management Engineering
Date of Appointment on Board	May 08, 2015	November 26, 2020
Brief Resume including Experience	Mr. Pankaj Sood has a Post Graduate Diploma from IIM Calcutta and a B. Tech Degree from IIT Kharagpur. He has more than 20 years of work experience in Private Equity and Mergers & Acquisitions transactions in India. He has a very strong understanding of financial service sector in India, including banks, through multiple investments in banks and NBFCs. He oversees the direct investments (private equity) business of Government of Singapore Investment Corporation (GIC) in India and Africa. He had earlier worked in the investment banking/advisory businesses of Kotak Investment Bank, Ernst & Young and SBI Capital Markets.	Hulya Kefeli graduated from Robert College Istanbul and Istanbul Technical University, Department of Management Engineering. Kefeli started her career in banking at Akbank in 1983 as International Banking Officer followed by various positions at the Bank. Between 2007 and 2015, she served as Assistant General Manager in charge of International Banking. Having assumed Board Member roles at various Akbank subsidiaries, Hulya Kefeli has been a Member of the Board of Directors at Fibabanka, Istanbul since May 15, 2017.
Nature of his expertise in specific functional areas	• Strong understanding of financial services sector in India, including banks, through past investments in banks and NBFCs • As an investment banker, advised clients in the area of mergers and acquisitions, fund raising and restructuring Oversees the India private equity business of GIC, Singapore and has leadership and strategic skills to help businesses	• Strong understanding of financial services sector in India, specifically banks, non-banking financial company.
Other Directorship	Bandhan Financial Holdings Ltd MPHASIS Limited Ather Energy Limited Singapore Investcorp (India) Private Limited Spore Investment Management (India) Private Limited Aditya Birla Lifestyle Brands Limited	Bandhan Financial Holdings Limited
Chairmanship / Membership of Committees in other Companies during FY 2025-26	Mphasis Ltd. - Member of Treasury and Operation Committee. Bandhan Financial Holdings Ltd.- Chairman of Nomination and Remuneration Committee. Ather Energy Ltd. - Member of Nomination and Remuneration Committee.	Bandhan Financial Holdings Limited : Audit Committee – Member Risk Management Committee - Member
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL	NIL

Name of Directors	Mr. Pankaj Sood	Ms. Hulya Kefeli
No. of Equity Shares held in the Company	Nil	Nil
No. of Board meeting attended during the FY 2025-26	4 out of 5	5 out of 5
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	₹ 3,20,000/- (sitting fees for attending Board and Committee meetings for the FY 2025-26. Mr. Sood being the Nominee Director of Caladium Investment Pte. Ltd. the payment of sitting fees was made to Caladium.	₹ 3,10,000/- (sitting fees for attending Board and Committee meetings for the FY 2025-26. Ms. Kefeli being the Nominee Director of International Finance Corporation, the payment was made to IFC).

Name of Directors	Mr. Bhargeshwar Banerji	Mr. Joe Theo Pretto
DIN	11111406	11680291
Age	62 years	58 years
Qualification	**i.** Master of Science in International Business (First Class with Merit) from Birmingham Business School **ii.** Obtained under RBI's Golden Jubilee scholarship scheme, from University of Birmingham, UK (2005–06), **iii.** Bachelor's degree in economics **iv.** Certified Associate of the Indian Institute of Bankers (CAIIB)	**i.** MBA from XLRI Jamshedpur **ii.** Chartered Accountant (CA) **iii.** Associate Member of the Institute of Cost and Works Accountants of India.
Date of Appointment on Board	28 April, 2026	28 April, 2026
Brief Resume including Experience	Please refer to the Explanatory Statement forming part of the Notice	Please refer to the Explanatory Statement forming part of the Notice
Nature of his expertise in specific functional areas	Regulatory framework, Governance effectiveness, Compliance, Audit Independence, and risk oversight.	Assurance, Advisory, and Regulatory Compliance, Capital Market,
Other Directorship	Unlisted Companies: i) Novo Epay India Pvt Limited ii) Resilient Finance Pvt Ltd (formerly known as Trillionloans Fintech Pvt Ltd)	Nil
Chairmanship / Membership of Committees in other Companies during FY 2025-26	Resilient Finance Pvt Ltd - Chairman of Nomination and Remuneration Committee and Risk Management Committee. Novo Epay India Pvt Limited- Member of Audit Committee	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Nil	Nil
No. of Equity Shares held in the Company	Nil	Nil
No. of Board meeting attended during the FY 2025-26	Not Applicable	Not Applicable

Name of Directors	Mr. Bhargeshwar Banerji	Mr. Joe Theo Pretto
Terms and conditions of appointment or re-appointment including remuneration	Appointment as an Independent Director, not liable to retire by rotation, for a period of three years effective April 28, 2026. Mr. Banerji will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and remuneration by way of commission, as may be approved by the Board and Members, from time to time.	Appointment as an Independent Director, not liable to retire by rotation, for a period of three years effective April 28, 2026. Mr. Joe Theo Pretto will be eligible for sitting fees and reimbursement of expenses for attending the Board and Committee meetings, as applicable, and remuneration by way of commission, as may be approved by the Board and Members, from time to time.
Remuneration last drawn	Not Applicable	Not Applicable

Name of Director	Mr. Arvind Agrawal	Mr. C S Ghosh
DIN	02268683	00342477
Age	56	66
Qualification	Bachelor’s Degree, University of Lucknow, Cost Accountant	M.Sc. (Statistic)
Date of Appointment on Board	April 08, 2022	10th 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 Bandhan Technologies Pvt. Ltd	Bandhan Technologies Pvt. Limited Bandhan AMC Limited Bandhan Life Insurance Limited
Chairmanship / Membership of Committees in other Companies during FY 2025-26	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 shares
No. of Board meeting attended during the FY 2025-26	5 out of 5	5 out of 5
Terms and conditions of appointment or re-appointment including remuneration	Managing Director not liable to retire by rotation.	Whole Time Director not liable to retire by rotation.
Remuneration last drawn	Remuneration of Rs. 21.01 million for the FY 2025-26,	Remuneration of Rs. 38.91 million for the FY 2025-26,

ATTENDANCE SLIP

31st Annual General Meeting held on Tuesday, 22nd September, 2026 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 hereby certify that I/we am/are a Member/Proxy/Authorised Representative of the Member(s) of the Company.

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company to be held on Tuesday, 22nd September, 2026 at 11:30 A.M. 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 31st Annual General Meeting of the Company, to be held on **Tuesday, 22nd September, 2026** 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:

Sl. No.	Resolution	Vote		
Ordinary Business		**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, 2026 and the Reports of the Board of Directors and Auditors thereon			
2	Confirmation of payment of Interim Dividend during the FY 2025-26			
3	Appointment of Mr. Pankaj Sood (DIN: 05185378), who retires by rotation and being eligible, offers himself for re-appointment			
4	Appointment of Ms. Hulya Kefeli (DIN: 08836080), who retires by rotation and being eligible, offers herself for re-appointment			
Special Business				
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 Whole time Director			
7	Appointment of Mr. Bhargeshwar Banerji (DIN- 11111406) as an Independent Director for a period of three years			
8	Appointment of Mr. Joe Theo Pretto (DIN 11680291) as an Independent Director for a period of three years			
9.	Payment of commission to Independent Directors			
10	Sub-division of equity shares from the face value of ₹10/- per share to ₹ 2/- per share			
11	Alteration of the capital clause of the Memorandum of Association of the Company			

Signed this ....

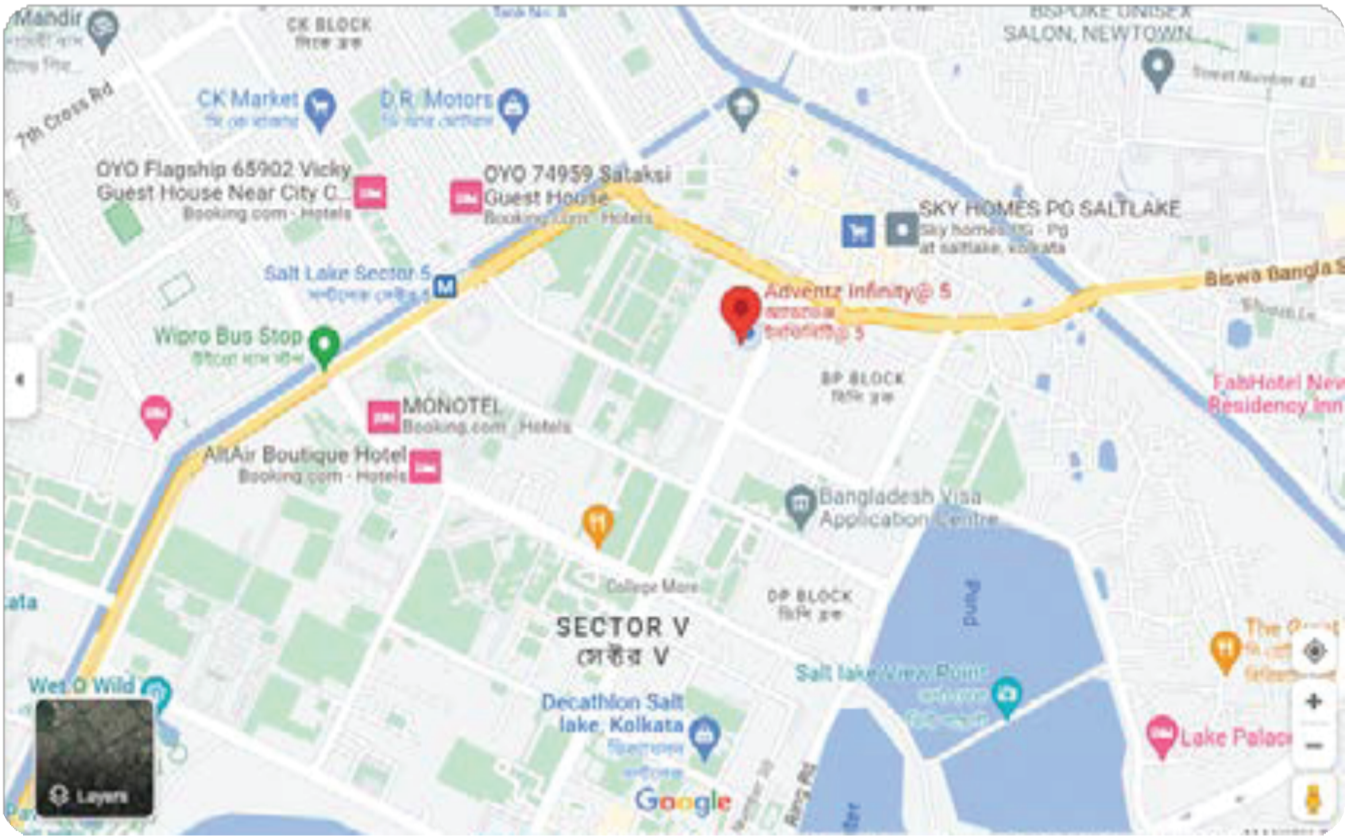
Signature of shareholder Signature of first Proxy holder(s)

Affix Re.1
Rev Stamp

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

Annexure - A

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