Date…………

To
Name: …………….
Address:……………….

Dear Sir,

Subject: Appointment as an Additional Director (Independent) on the Board of Bandhan Financial Services Limited

We are pleased to inform you that upon recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on ……………… has approved your appointment as an Additional Director (category: Independent Director) on the Board of Bandhan Financial Services Limited for a period of three years with effect from ………………. in terms of the provisions of Section 161 of the Companies Act, 2013. Your appointment as an Independent Director of the Company is subject to approval of Shareholders.

In terms of the provisions of Section 149 and Schedule IV of the Companies Act, 2013, the appointment of an Independent Director shall be formalised through a letter of appointment, which shall contain the terms and conditions as provided therein. In view of the above provisions, this letter of appointment sets out the terms and conditions of your appointment as an Independent Director, and are subject to the extant provisions of the Companies Act, 2013 (the '**Act**') and Articles of Association of the Company or other applicable statues, if any.

1. <u>Appointment</u>

1.1 In accordance with the provisions of the above statutes and Regulations and other applicable laws, your appointment as an Independent Director on the Board of Bandhan Financial Services Limited ("**BFSL**") is for a period of ……. years with effect from ………………. (subject to approval of the shareholders).

1.2 In compliance with the provisions of Section 149 and 152 of the Act, your directorship is not liable to retire by rotation.

1.3 Your re-appointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Board of Directors and shareholders of the Company or any regulatory and statutory authorities and provisions of the applicable statutes/regulations, if any.

2. Board Committees

2.1 As advised by the Board of Directors from time to time, during the tenure of your office, you may be required to serve in one or more Board Committees or any such Committee that is set up in the future.

2.2 Your appointment on such Committee(s) will be subject to the applicable statutes or regulations.

3. Role, duties and responsibilities

3.1 The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. As an Independent Director, you have the same general legal responsibilities to the Company as any other Director consistent with the Act and the Rules made thereunder.

3.2 In addition to the above requirements, you being an Independent Director shall abide by the Code for Independent Directors as laid down under Schedule IV of the Act, or any amendments thereto and duties of Directors as provided in Section 166 of the Act. A copy of the Schedule IV is attached to this letter as **Annexure - 1**.

4. Time Commitment

4.1 By accepting this appointment, you confirm that you are able to allocate sufficient time for the proper performance of your role, duties and responsibilities to meet the expectations to the satisfaction of the Board.

5. Status of Appointment

5.1 You will not be an employee of the Company and this letter shall not constitute a contract of employment. As an Independent Director, you will be paid sitting fees for attending the meetings of the Board and the Committees for which you are a member as may be decided by the Board from time to time. The sitting fees presently paid to an Independent Director is as follows:

- Board Meetings – Rs. 30,000 per meeting;
- Committee Meetings – Rs. 15,000 per meeting.

5.2 In addition to the sitting fees, the Company will, for the period of your appointment, reimburse you such fair and reasonable expenditure, as may be incurred by you while performing your role as an Independent Director of the Company.

6. <u>Liability</u>

6.1 The Company shall not be liable for acts, if any, carried out which do not form part of the normal fiduciary duties and responsibilities as Director of the Company or acts which arise out of negligence, willful omission or commission or willful concealment of fact(s) in prior knowledge or coming to the force during the course of your tenure as Director.

7. <u>Annual Declaration</u>

7.1 During your appointment, you are required to adhere and abide to the Code of Conduct as specified in Schedule IV of the Act and provide annual declarations to its adherence to the Board in the format as attached in **<u>Annexure – 2.</u>**

8. <u>Conflict of Interest</u>

8.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

8.2 It should be disclosed if there exist any circumstance that might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to assess there exist conflict of interest.

9. <u>Confidentiality</u>

9.1 All information acquired during your appointment is confidential and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior written clearance from the Chairman unless required by law or regulatory body.

10. <u>Performance Appraisal / Evaluation Process</u>

10.1 As a member of the Board, your performance will be evaluated on the basis of parameters determined either by Reserve Bank of India, Nomination and

Remuneration Committee and the Board. The criteria for performance evaluation, as laid down by the Nomination and Remuneration Committee shall be disclosed in the Company's Annual Report.

11. <u>Termination</u>

11.1 Your directorship on the Board of the Company shall terminate or cease in accordance with law.

11.2 You may resign from the directorship of the Company by giving notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which notice is received by the Company or any date, if any, specified by you in the Notice, whichever is later.

12. <u>Governing Law</u>

12.1 This letter of appointment is governed by and shall be construed in accordance with, the laws of India, and your engagement shall be subject to exclusive jurisdiction of courts in Kolkata, India.

13. <u>Acceptance of appointment</u>

13.1 We are confident that the Board and the Company will benefit immensely from your rich and varied experience.

Kindly sign the copy of this letter as an acceptance of the terms of appointment.

Thanking you,
Yours faithfully,

For and on behalf of **Bandhan Financial Services Limited**

Biplab Kumar Mani
Company Secretary
(ACS: 19883)

Acknowledgement

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signature	:	______________________
Name of the Independent Director	:	
DIN	:	
Date	:	

Thanking you,

Yours faithfully,

For and on behalf of **Bandhan Financial Services Limited**

Biplab Kumar Mani
Company Secretary
(ACS: 19883)

Annexure – 1

To
The Board of Directors
Bandhan Financial Services Limited
DN-32, Sector V, Salt Lake,
Kolkata – 700091

Dear Sirs,

Subject: Affirmation on Compliance of Code for Independent Directors as specified in schedule IV of the Companies Act, 2013

I, ……………………………………………………………, do affirm to comply with the code for Independent Directors as specified in Schedule IV of the Companies Act, 2013, as amended from time to time.

Thanking you,

Yours sincerely,

…………………………………….
Name :
DIN :
Date :
Place :

Schedule IV

[*See* section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a *bona fide* manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;

5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
    a) the term of appointment;
    b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
    c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
    d) provision for Directors and Officers (D and O) insurance, if any;
    e) the Code of Business Ethics that the company expects its directors and employees to follow;
    f) the list of actions that a director should not do while functioning as such in the company; and
    g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
    a) review the performance of non-independent directors and the Board as a whole;
    b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
    c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Annexure – 2

Name of the Company : **Bandhan Financial Services Limited**			
Declaration and Undertaking by Director **(with enclosures as appropriate as on March 31, ………………)**			
I.	**Personal details of director**		
	a.	Full name	
	b.	Date of Birth	
	c.	Educational Qualifications	
	d.	Relevant Background and Experience	
	e.	Permanent Address	
	f.	Present Address	
	g.	E-mail Address / Telephone Number	
	h.	Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle	
	i.	Relevant knowledge and experience (Refer Section 9(3-A) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970/1980	
	j.	Any other information relevant to Directorship of the Company	
II.	**Relevant Relationships of director**		
	a.	List of Relatives if any who are connected with the Company *[Refer Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014]*	
	b.	List of entities if any in which he/she is considered as being interested *(Refer Section 184 of the Companies Act, 2013)*	
	c.	List of entities in which he/she is considered as holding substantial interest within the meaning of prudential norms as prescribed in these Directions, proposed and existing	

	d.	Name of Company in which he/she is or has been a member of the board *(giving details of period during which such office was held)*	
	e.	Fund and non-fund facilities, if any, presently availed of by him/her and/or by entities listed in II (b) and (c) above from the Company	
	f.	Cases, if any, where the director or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the Company or any other NBFC/Bank.	
III.	**Records of professional achievements**		
	a.	Professional achievements relevant	
IV.	**Proceedings, if any, against the director**		
	a.	If the director is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry of at any profession/ occupation at any time.	
	b.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations	
	c.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the past against the director	
	d.	Whether the director attracts any of the disqualifications envisaged under Section 164 of the Companies Act 2013?	
	e.	Has the director or any of the entities at II (b) and (c) above been subject to any	

		investigation at the instance of Government department or agency?	
	f.	Has the director at any time been found guilty of violation of rules/regulations/ legislative requirements by customs/ excise /income tax/foreign exchange /other revenue authorities, if so give particulars	
	g.	Whether the director at any time come to the adverse notice of a regulator such as SEBI, IRDA, MCA. (*Though it shall not be necessary for a candidate to mention in the column about orders and findings made by regulators which have been later on reversed / set aside in to, it would be necessary to make a mention of the same, in case the reversal / setting aside is on technical reasons like limitation or lack of jurisdiction, etc., and not on merit. If the order of the regulator is temporarily stayed and the appellate / court proceedings are pending, the same also should be mentioned).*	
V.	**Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper**		
	Undertaking		
	I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the Company fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above.		
	I also undertake to execute the deed of covenant required to be executed by all directors of the Company.		

	Date :	Signature
	Place :	

VI.	**Remarks of Nomination and Remuneration Committee of the Company**

	Signature
Date:	
Place :	

DEED OF COVENANTS WITH ______________________________ (Name)

THIS DEED OF COVENANTS is made this ______________________ (Date of Declaration)

BETWEEN

Bandhan Financial Services Ltd., having its registered office at DN-32, Sector-V, Salt Lake, Kolkata-700091 (hereinafter called the 'BFSL) of the one part

And

____________________________ (Name) of ________________________________ (Address) (hereinafter called the 'Director') of the other part.

WHEREAS

A. The director has been appointed as a director on the Board of Directors of the BFSL (hereinafter called 'the Board') and is required as a term of his/her appointment to enter into a Deed of Covenants with the BFSL.

B. The director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS:

1. The director acknowledges that his/her appointment as director on the Board of the BFSL is subject to applicable laws and regulations including the Memorandum and Articles of Association of the BFSL and the provisions of this Deed of Covenants.

2. The director covenants with the BFSL that:

(i) The director shall disclose to the Board the nature of his/her interest, direct or indirect, if he/she has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the BFSL and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he/she becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the director becomes concerned or interested in the contract or arrangement.

(ii) The director shall disclose by general notice to the Board his/her other directorships, his/her memberships of bodies corporate, his/her interest in other entities and his/her interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.

(iii) The director shall provide to the BFSL a list of his/her relatives as defined in the Companies Act, 2013 and to the extent the director is aware directorships and interests of such relatives in other bodies corporate, firms and other entities.

(iv) The director shall in carrying on his/her duties as director of the BFSL:

(a) use such degree of skill as may be reasonable to expect from a person with his/her knowledge or experience;

(b) in the performance of his/her duties take such care as he/she might be reasonably expected to take on his/her own behalf and exercise any power vested in him/her in good faith and in the interests of the BFSL;

(c) shall keep himself/herself informed about the business, activities and financial status of the BFSL to the extent disclosed to him/her;

(d) attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as ' Board ') with fair regularity and conscientiously fulfill his/her obligations as director of the BFSL;

(e) shall not seek to influence any decision of the Board for any consideration other than in the interests of the BFSL;

(f) shall bring independent judgment to bear on all matters affecting the BFSL brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;

(g) shall in exercise of his/her judgment in matters brought before the Board or entrusted to him/her by the Board be free from any business or other relationship which could materially interfere with the exercise of his/her independent judgment; and

(h) shall express his/her views and opinions at Board meetings without any fear or favour and without any influence on exercise of his/her independent judgment;

(v) The director shall have:

(a) fiduciary duty to act in good faith and in the interests of the BFSL and not for any collateral purpose;

(b) duty to act only within the powers as laid down by the BFSL's Memorandum and Articles of Association and by applicable laws and regulations; and

(c) duty to acquire proper understanding of the business of the BFSL.

(vi) The director shall:

(a) not evade responsibility in regard to matters entrusted to him/her by the Board;

(b) not interfere in the performance of their duties by the whole-time directors and other officers of the BFSL and wherever the director has reasons to believe otherwise, he/she shall forthwith disclose his/her concerns to the Board; and

(c) not make improper use of information disclosed to him/her as a member of the Board for his/her or someone else's advantage or benefit and shall use the information disclosed to him/her by the BFSL in his/her capacity as director of the BFSL only for the purposes of performance of his/her duties as a director and not for any other purpose.

3. The BFSL covenants with the director that:

(i) the BFSL shall apprise the director about:

- (a) Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;
- (b) control systems and procedures;
- (c) voting rights at Board meetings including matters in which Director should not participate because of his/her interest, direct or indirect therein;
- (d) qualification requirements and provide copies of Memorandum and Articles of Association;
- (e) corporate policies and procedures;
- (f) insider dealing restrictions;
- (g) constitution of, delegation of authority to and terms of reference of various committees constituted by the Board;
- (h) appointments of Senior Executives and their authority;
- (i) remuneration policy,
- (j) deliberations of committees of the Board, and
- (k) communicate any changes in policies, procedures, control systems, applicable regulations including Memorandum and Articles of Association of the BFSL, delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.

(ii) the BFSL shall disclose and provide to the Board including the director all information which is reasonably required for them to carry out their functions and duties as a directors of the BFSL and to take informed decisions in respect of matters brought before the Board for its consideration or entrusted to the director by the Board or any committee thereof;

(iii) the disclosures to be made by the BFSL to the directors shall include but not be limited to the following:

- (a) all relevant information for taking informed decisions in respect of matters brought before the Board;
- (b) BFSL's strategic and business plans and forecasts;
- (c) organisational structure of the BFSL and delegation of authority,
- (d) corporate and management controls and systems including procedures;
- (e) economic features and marketing environment,
- (f) information and updates as appropriate on BFSL's products;

(g) information and updates on major expenditure;

(h) periodic reviews of performance of the BFSL; and

(i) report periodically about implementation of strategic initiatives and plans;

(iv) the BFSL shall communicate outcome of Board deliberations to directors and concerned personnel and prepare and circulate minutes of the meeting of Board to directors in a timely manner and to the extent possible within two business days of the date of conclusion of the Board meeting; and

(v) advise the director about the levels of authority delegated in matters placed before the Board.

4. The BFSL shall provide to the director periodic reports on the functioning of internal control system including effectiveness thereof.

5. The BFSL shall appoint a compliance officer who shall be a Senior executive reporting to the Board and be responsible for setting forth policies and procedures and shall monitor adherence to the applicable laws and regulations and policies and procedures including but not limited to directions of Reserve BFSL of India and other concerned statutory and governmental authorities.

6. The director shall not assign, transfer, sublet or encumber his/her office and his/her rights and obligations as director of the BFSL to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations including Memorandum and Articles of Association of the BFSL.

7. The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.

8. Any and all amendments and/or supplements and/or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the director and the duly authorized representative of the BFSL.

9. This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY, MONTH AND YEAR FIRST ABOVE WRITTEN

For **BANDHAN FINANCIAL SERVICES LIMITED** DIRECTOR

[Name]
Company Secretary

[Name]
Director

In the presence of:

1. Witness

2. Witness

FORM MBP - 1

Notice of interest by director

[Pursuant to section 184 (1) of the Companies Act, 2013 and rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014]

To
The Board of Directors
Bandhan Financial Services Limited
DN-32, Sector V, Salt Lake,
Kolkata - 700091

Dear Sirs,

I, ________________________(name), son of _____________________ (father's name), resident of ____(Address), being a Director in the Company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals: -

A. Interest in Companies / bodies corporates

Sl No.	Names of the Companies /bodies corporate	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose / changed	Category of Company (Listed / Public / Private / NPC)
1					

B. Interest in Firms / Association of Individuals / Trusts

Sl No.	Names of firms/ association of individuals / Trusts	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose / changed
1				

Signature: …………………………

Date: ____________________

Name: _____________________

Place: ___________________

DIN.: _____________________

Details with respect to related parties pursuant to the provisions of Section 2(76) read with Section 177 and 188 of the Companies Act, 2013 and rules made thereunder

A. **LIST OF RELATIVES –** ***(Section 2(77) of the Companies Act, 2013)***

Sr. No.	**Relationships**	**Names**
1.	Member of Hindu Undivided Family (HUF)	
2.	Spouse	
3.	Father (including Step-father)	
4.	Mother (including Step-mother)	
5.	Son (including Step-Son)	
6.	Son's Wife	
7.	Daughter	
8.	Daughter's husband	
9.	Brother (including Step-Brother)	
10.	Sister (including Step-Sister)	

Signature: ……………………………

Date: ____________________

Name: ______________________

Place: ___________________

DIN.: ______________________

B. Details of Companies / entities in which Director is interested directly or indirectly

i. Firm in which relative is a partner

Sl No.	Name of relatives	Name of the Firm	Nature of interest or concern	Shareholding
1				
2				

ii. Private Companies in which relative is a Director or Member

Sl No.	Name of relatives	Name of the Private Company	Nature of interest or concern	Shareholding (No. of Shares)
1				
2				

iii. Public Companies in which Director is a Director and holds along with his relatives, more than two per cent of its paid-up share capital

Sl No.	Name of the Public Company	Directorship	Shareholding	Relatives' shareholding along with name
1				
2				

iv. Body corporate whose Board of Directors, MD or Manager is accustomed to act in accordance with the advice, directions or instructions of a director:

Sl No.	Name of the Bodies Corporate	Nature of interest / concern	Date of which interest / concern arose / changes
1			
2			

v. Any person on whose advice, directions or instructions a director is accustomed to act:

Sl No.	**Name of the person**	**Nature of interest / concern**
1		
2		

Signature: …………………………

Date: ____________________

Name: ______________________

Place: ___________________

DIN.: ______________________

FORM 'DIR-8'

Intimation by Director

[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company : U70101WB1995PLC073339

Nominal Capital : Rs. 150,00,00,000

Paid-up Capital : Rs. 127,82,11,010

Name of Company : BANDHAN FINANCIAL SERVICES LIMITED

Address of its Registered Office : DN-32, Sector-V, Salt Lake City, Kolkata – 700091

To
The Board of Directors of Bandhan Financial Services Limited

I, ______________________ (Name) son of ______________________ (Father's Name) resident ______________________ (Address), Director in the Company hereby give notice that I am/was a director in the following companies during the last three years: -

Sr. No.	Name of the Company	Date of Appointment	Date of Cessation
1			
2			

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

or

I further confirm that I have incurred disqualifications under section 164(2) of the Companies Act, 2013 in the following company(s) in the previous financial year, and that I, at present stand disqualified from being a director.

Sr. No.	Name of the Company	Date of Appointment	Date of Cessation
1			-
2			

Signature: …………………………

Date: ____________________

Place: ___________________

Name: _____________________

DIN.: _________________________