

Ref. no: BBL/065/2021-22

May 28, 2021

BSE LimitedDept of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001**BSE Scrip Code: 541153****National Stock Exchange of India Limited**The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai - 400051**NSE Symbol: BANDHANBNK**

Dear Sir/ Madam,

Subject: Annual Secretarial Compliance Report of the Bank for the year ended March 31, 2021 under Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Pursuant to the provisions of Regulation 24A(2) of the SEBI LODR read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we hereby submit the Annual Secretarial Compliance Report of the Bank for the financial year ended March 31, 2021, issued by CS Anjan Kumar Roy, Practising Company Secretary.

You are requested to take note of the above.

The above is being uploaded on the website of the Bank at www.bandhanbank.com.

Thanking you,

Yours sincerely,

for **Bandhan Bank Limited****Indranil Banerjee**
Company Secretary

Encl.: as above

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684C000385283

SECRETARIAL COMPLIANCE REPORT
OF
BANDHAN BANK LIMITED

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2021

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Circular No. CIR/CFD/CMD1/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

To,
The Members,
M/s. Bandhan Bank Limited,
DN-32, SECTOR V,
Salt Lake, Kolkata -700091

1. We have examined:

(a) All the documents and records made available to us and explanation provided by **M/s. Bandhan Bank Limited** (here in after to be referred as **"the listed entity"**),

(b) The filings/ submissions made by the listed entity to the stock exchanges,

(c) Website of the listed entity,

(d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on 31st March, 2021 (here in after to be referred as **"Review Period"**) in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**) and the Regulations, circulars, and guidelines issued thereunder; and

(b) The Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India (**"SEBI"**).

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable during the period under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable during the period under review;
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- and based on the above examination, we hereby report that during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

1.	2.	3.	4.
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

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- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

3. This is to also certify that the listed entity has ensured, through the letter of appointment of the Statutory Auditors of the listed entity that the conditions as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI is included in the terms of appointment of the statutory auditor.

Place : Kolkata
Date : 28th May, 2021

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries

Anjan
Kumar Roy

Digitally signed by
Anjan Kumar Roy
Date: 2021.05.28
18:12:33 +05'30'

ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684C000385283

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