



**Bandhan Bank**  
Aapka Bhalo, Sabki Bhalai.

**Bandhan Bank Limited**

Head Office: DN 32, Sector V, Salt Lake City, Kolkata 700 091 | CIN: L67190WB2014PLC204622  
Phone: +91-33-6609 0909, 4045 6456 | Fax: 033 6609 0502 | Website: www.bandhanbank.com

Ref no: BBL /098/19-20

May 28, 2019

**BSE Limited**

Dept of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**BSE Scrip Code: 541153**

**The National Stock Exchange of India Limited**

The Listing Department  
Exchange Plaza,  
Bandra Kurla Complex,  
Mumbai - 400051

**NSE Symbol: BANDHANBNK**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for FY 2018-19.**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we hereby submit the Annual Secretarial Compliance Report for FY 2018-19 issued by Mr. Deepak Kumar Khaitan, Practising Company Secretary.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

for **Bandhan Bank Limited**



**Indranil Banerjee**  
Company Secretary



*Encl.: as above*

**SECRETARIAL COMPLIANCE REPORT**

**OF BANDHAN BANK LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

I have examined:

- (a) all the documents and records made available to us and explanation provided by Bandhan Bank Limited having CIN L67190WB2014PLC204622 ("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 year ended 31<sup>st</sup> March, 2019 ("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, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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 ("SEBI LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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 to Bank during the Review Period);
- (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 (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to Bank during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that in my opinion, 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:-

| Sl. No. | Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)  | Deviations  | Observations/ Remarks of the Practising Company Secretary   |
|---------|--|---|---|
| 1.      | SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/43/2018 dated 22 <sup>nd</sup> February, 2018 read with Regulation 38 of the SEBI LODR read with Rule 19(2) and 19A of the SCRA. | The Bank has adopted the method of amalgamation to comply with one of the licensing conditions i.e. dilution of excess shareholding of the Non Operative Financial Holding Company i.e. Bandhan Financial Holdings Limited (hereinafter referred to as 'the NOFHC') in the Bank to 40% within three years from the commencement | SEBI has vide letter dated 3 <sup>rd</sup> April, 2019 approved the method of amalgamation on application by the Bank for necessary permission under the SEBI Circular. As explained by the Officers of the listed entity, the proposed amalgamation will increase the public shareholding from |

|  |  |   |  |
|--|--|---|--|
|  |  | of the operations (i.e. within three years from 23 <sup>rd</sup> August, 2015) which will also bring the public shareholding to at least 25% (within three years of listing i.e. three years from 27 <sup>th</sup> March, 2018) as required under Regulation 38 of the SEBI LODR read with Rule 19(2) and 19A of the SCRA but the method of amalgamation is not prescribed under the SEBI Circular. | current 17.74% to 39% (approx.) and also partly help to reduce the shareholding of NOFHC from current 82.26% to 61% (approx.). |
|--|--|---|--|

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ it's 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:

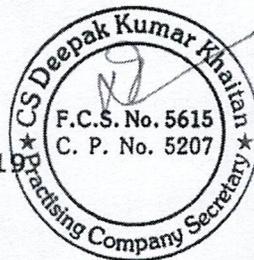
| Sr. No. | Action taken by | Details of Violation | Details of action taken e.g. fines, warning letter, debarment, etc. | Observations/Remarks of the Practising Company Secretary, if any |
|---------|-----------------|----------------------|---|--|
| NIL     |                 |                      |   |  |

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

| Sr. No.                                       | Observations of the Practising Company Secretary in the previous reports. | Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2019 | Actions taken by the listed entity, if any | Comments of the Practising Company on the actions taken by the listed entity |
|---|---|--|--|--|
| NOT APPLICABLE SINCE THIS IS THE FIRST REPORT |   |  |  |  |

Place: Kolkata

Date : 2<sup>nd</sup> May, 2019



Signature:

Name: Deepak Kumar Khaitan

F.C.S. No.: 5615 / C.P. No.: 5207

ICSI Unique Code No.: I2003WB347200

A handwritten signature in black ink, appearing to read "Deepak Khaitan".

CS Deepak Kumar Khaitan  
Practising Company Secretary  
F.C.S. No. 5615 / C. P. No. 5207