

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L67190WB2014PLC204622

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCB1323G

(ii) (a) Name of the company

BANDHAN BANK LIMITED

(b) Registered office address

DN-32, Sector V, Salt Lake, Kolkata, Kolkata, West Bengal 700091

(c) *e-mail ID of the company

companysecretary@bandhanb

(d) *Telephone number with STD code

03366090909

(e) Website

www.bandhanbank.com

(iii) Date of Incorporation

23/12/2014

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	The National Stock Exchange of India Ltd & BSE Ltd	1,025

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Karvy Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

28/06/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BANDHAN FINANCIAL HOLDIN	U67190WB2014PLC204317	Holding	82.26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,000,000,000	1,193,082,855	1,193,082,855	1,193,082,855
Total amount of equity shares (in Rupees)	50,000,000,000	11,930,828,550	11,930,828,550	11,930,828,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	5,000,000,000	1,193,082,855	1,193,082,855	1,193,082,855
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000,000	11,930,828,550	11,930,828,550	11,930,828,550

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	1,192,804,944	11,928,049,440	11,928,049,440	

Increase during the year	277,911	2,779,110	2,779,110	47,244,870
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	277,911	2,779,110	2,779,110	47,244,870
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	1,193,082,855	11,930,828,550	11,930,828,550	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	160	10000000	1,600,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,614,941,064
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			79,012,121
Deposit			432,547,121,463
Total			437,841,074,648

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1,600,000,000	0	0	1,600,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

66,440,516,749

(ii) Net worth of the Company

112,017,470,841

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	981,483,040	82.26	0	
10.	Others	0	0	0	
	Total	981,483,046	82.26	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,750,413	1.74	0	
	(ii) Non-resident Indian (NRI)	1,110,575	0.09	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	38,913	0	0	
5.	Financial institutions	3,609,673	0.3	0	
6.	Foreign institutional investors	771,050	0.06	0	
7.	Mutual funds	28,743,164	2.41	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,273,551	0.27	0	
10.	Others FOREIGN BODIES CORPORA	153,302,470	12.85	0	
	Total	211,599,809	17.72	0	0

Total number of shareholders (other than promoters)

198,492

**Total number of shareholders (Promoters+Public/
Other than promoters)**

198,498

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
RUSSELL INVESTMENT	RUSSELL INVESTMENTS 1301 SECC		US	404,203	0.03
VERITABLE, L.P. A/C VE	HSBC SECURITIES SERVICES 11TH F		IN	332,192	0.03
THE BOEING COMPAN	1 CHASE MANHATTAN PLAZA NEV		US	31,522	0
COAL STAFF SUPERAN	VENTANA HOUSE 2 CONCOURSE V		GB	3,133	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	442,549	198,492
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	9	1	9	0.13	0
(i) Non-Independent	1	0	1	0	0.13	0
(ii) Independent	0	9	0	9	0	0
C. Nominee Directors representing	0	2	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	2	0	1	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	12	1	11	0.13	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Dr. Anup Kumar Sinha	08249893	Additional director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Chandra Shekhar G	00342477	Managing Director	1,524,436	
Mr. Harun Rasid Khan	07456806	Director	0	
Dr. Allamraju Subraman	06916673	Additional director	0	
Mr. Bhaskar Sen	03193003	Director	0	
Mr. CHINTAMAN MAHA	00524318	Director	0	
Mr. Santanu Mukherjee	07716452	Additional director	0	
Mr. Sisir Kumar Chakral	02848624	Director	0	
Mr. Snehomoy Bhattach	02422012	Director	0	
Ms. RAJI THEKEDATHI	07256149	Director	0	
Mr. Ranodeb Roy	00328764	Director	0	
Dr. Holger Dirk Michaeli	07205838	Nominee director	0	
Mr. Sunil Samdani	AAEPS1571Q	CFO	15,118	
Mr. Indranil Banerjee	AJSPB1563A	Company Secretar	2,035	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ashok Kumar Lahiri	07234290	Director	09/04/2018	Cessation
Pravir Kumar Vohra	00082545	Additional director	25/06/2018	Cessation
Boggarapu Sambamurti	00246211	Director	09/07/2018	Cessation
Georgina Elizabeth Bak	06601316	Nominee director	31/08/2018	Cessation
Krishnamurthy Venkata	00487747	Director	04/01/2019	Cessation
Allamraju Subramanya I	06916673	Additional director	08/08/2018	Appointment
Anup Kumar Sinha	08249893	Additional director	07/01/2019	Appointment
Santanu Mukherjee	07716452	Additional director	07/01/2019	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	19/07/2018	182,905	802	82.32

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/04/2018	13	10	76.92
2	27/04/2018	12	6	50
3	04/06/2018	12	10	83.33
4	05/06/2018	12	10	83.33
5	18/07/2018	11	7	63.64
6	08/08/2018	11	10	90.91
7	10/10/2018	11	8	72.73
8	31/10/2018	11	9	81.82
9	14/11/2018	11	11	100
10	07/01/2019	12	12	100
11	10/01/2019	12	10	83.33
12	26/02/2019	12	10	83.33

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	27/04/2018	3	2	66.67
2	AUDIT COMM	29/05/2018	3	3	100
3	AUDIT COMM	30/05/2018	3	3	100
4	AUDIT COMM	18/07/2018	3	3	100
5	AUDIT COMM	07/08/2018	3	3	100
6	AUDIT COMM	10/10/2018	3	2	66.67
7	AUDIT COMM	13/11/2018	3	3	100
8	AUDIT COMM	07/01/2019	3	3	100
9	AUDIT COMM	10/01/2019	3	3	100
10	AUDIT COMM	25/02/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/06/2019
								(Y/N/NA)
1	Dr. Anup Kum	4	4	100	0	0	0	Yes
2	Mr. Chandra S	13	13	100	23	23	100	Yes
3	Mr. Harun Ras	13	12	92.31	9	8	88.89	No
4	Dr. Allamraju S	7	6	85.71	6	6	100	No
5	Mr. Bhaskar S	13	13	100	31	31	100	Yes
6	Mr. CHINTAM	13	12	92.31	20	19	95	Yes
7	Mr. Santanu M	4	4	100	0	0	0	Yes
8	Mr. Sisir Kuma	13	11	84.62	26	24	92.31	Yes
9	Mr. Snehomoy	13	9	69.23	24	21	87.5	Yes
10	Ms. RAJI THE	13	12	92.31	7	7	100	No
11	Mr. Ranodeb f	13	9	69.23	14	12	85.71	No

12	Dr. Holger Dirk	13	9	69.23	0	0	0	No
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X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Chandra Shekhar G	Managing Director	18,497,379		14,976,500	1,950,000	35,423,879
	Total		18,497,379	0	14,976,500	1,950,000	35,423,879

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Indranil Banerjee	Company Secretary	4,709,359	0	719,169	187,086	5,615,614
2	Sunil Samdani	CFO(KMP)	10,609,758	0	5,342,701	393,094	16,345,553
	Total		15,319,117	0	6,061,870	580,180	21,961,167

Number of other directors whose remuneration details to be entered

16

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANUP KUMAR SINI	CHAIRMAN	561,290	0	0	300,000	861,290
2	BHASKAR SEN	DIRECTOR	0	0	0	2,435,000	2,435,000
3	CHINTAMAN MAHA	DIRECTOR	0	0	0	1,780,000	1,780,000
4	SNEHOMOY BHAT	DIRECTOR	0	0	0	1,680,000	1,680,000
5	SISIR KUMAR CHA	DIRECTOR	0	0	0	2,000,000	2,000,000
6	THEKEDATHUMAD	DIRECTOR	0	0	0	1,200,000	1,200,000
7	RANODEB ROY	DIRECTOR	0	0	0	1,275,000	1,275,000
8	HARUN RASID KH	DIRECTOR	0	0	0	1,275,000	1,275,000
9	HOLGER DIRK MIC	NOMINEE DIRECTOR	0	0	0	625,000	625,000
10	ALLAMRAJU SUBR	ADDITIONAL DIRECTOR	0	0	0	750,000	750,000
11	SANTANU MUKHE	ADDITIONAL DIRECTOR	0	0	0	300,000	300,000
12	ASHOK KUMAR LA	DIRECTOR	29,032	0	0	50,000	79,032
13	BOGGARAPU SAM	DIRECTOR	0	0	0	480,000	480,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
14	KRISHNAMURTHY	DIRECTOR	0	0	0	525,000	525,000
15	GEORGINA ELIZABETH	NOMINEE DIRECTOR	0	0	0	0	0
16	PRAVIR VOHRA	ADDITIONAL DIRECTOR	0	0	0	0	0
	Total		590,322	0	0	14,675,000	15,265,322

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

DEEPAK KUMAR KHAITAN

Whether associate or fellow

Associate Fellow

Certificate of practice number

5207

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

CHANDRA
SHEKHAR
GHOSH

DIN of the director

00342477

To be digitally signed by

INDRANIL
BANERJEE

- Company Secretary
- Company secretary in practice

Membership number

9917

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT 8.pdf
Board Meeting List.pdf
Committee Meeting List.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company