



January 11, 2019

**Compliance report as per format specified in circular dated March 10, 2017 issued by Securities and Exchange Board of India ("SEBI"), bearing reference no CFD/DIL3/CIR/2017/21, as amended ("SEBI Circular").**

It is hereby certified that the draft scheme of amalgamation of GRUH Finance Limited into and with Bandhan Bank Limited under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions ("**Scheme of Amalgamation**") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the SEBI Circular, including the following:

Sl.	Reference	Particulars	Compliance
1.	Regulations 17 to 27 of the SEBI Listing Regulations	Corporate governance requirements	Yes, complied
2.	Regulation 11 of the SEBI Listing Regulations	Compliance with securities laws	Yes, complied
<b>Requirements of SEBI Circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not applicable
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement that the Scheme of Amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it is <b>not applicable</b> in the present case. The requirement relating to provisions of approval of public shareholders through e-voting will be complied with.



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

**Bandhan Bank Limited**

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Phone: +91-33-6609 0909, 2706 2396 | Fax: 033 6609 0502 | Website: www.bandhanbank.com

**For Bandhan Bank Limited**

**Indranil Banerjee**  
Company Secretary  
Membership No. F9917

**Chandra Shekhar Ghosh**  
Managing Director and Chief Executive  
Officer  
DIN: 00342477

Certified that the transactions/ accounting treatment provided in the draft Scheme of Amalgamation involving the Transferor Company (i.e., GRUH Finance Limited) and the Transferee Company (i.e. Bandhan Bank Limited) are in compliance with all the Accounting Standards applicable to a listed entity.

**Sunil Samdani,**  
Chief Financial Officer

**Chandra Shekhar Ghosh**  
Managing Director and Chief Executive  
Officer  
DIN: 00342477