

# ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

UDIN: F005684B000501916

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF

### BANDHAN BANK LIMITED

FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> March, 2020

[Pursuant to Circular No. CIR/CFD/CMDI/27/2019, dated 08<sup>th</sup> February 2019 read with the Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 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** ("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 on 31<sup>st</sup> March, 2020 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");

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;

(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  
(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; - Not Applicable  
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable  
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
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
1.	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;	Not Applicable	There were no buy back of securities during the year under review and therefore the regulation mentioned in the column no. 2 was not applicable to the company during the year under review.
2.	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	Not Applicable	There were no issue or listing of debt securities during the year under review and therefore the regulation mentioned in the column no. 2 was not applicable to the company during the during the year under review.
3.	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,	Not Applicable	There were no issue or listing of non-convertible or redeemable preference shares during the year under

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	2013;		review and therefore the regulation mentioned in the column no. 2 was not applicable to the company during the during the year under review.
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- 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 our examination of those records.
- c) The following are the details of 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.
1.	N/A	N/A	N/A	N/A

- 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 March 31, 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.		There was no negative observation		

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3. This is to also certify that the company has ensured, through an addendum to the letter of appointment of the Statutory Auditors of the company that the conditions as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 issued by Securities and Exchange Board of India are included in the terms of appointment of the statutory auditor.

Note: Due to nationwide lockdown in the wake of COVID 19 pandemic, the aforesaid examination has been carried out on the basis of documents and information received from the company over Email and telephone. However, we also intend to carry out physical verification once the situation is restored to normal.

**FOR,**  
**ANJAN KUMAR ROY & CO.**  
**Company Secretaries**

7/24/2020

**X** Anjan Kumar Roy

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ANJAN KUMAR ROY  
FCS 5684 and CP 4557  
Signed by: ANJAN KUMAR ROY

**ANJAN KUMAR ROY**  
**FCS 5684**  
**CP 4557**  
**Proprietor**  
**Place : Kolkata**  
**Date: July 24, 2020**  
**UDIN: F005684B000501916**

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