

Ref no: BBL /252/2019-20

October 21, 2019

BSE Limited

Dept. 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,

Sub: Outcome of the meeting of the Committee of Directors ("CoD") of the Board of Directors of Bandhan Bank Limited ("Bank") held on October 21, 2019 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Allotment of equity shares of the Bank to the eligible shareholders of the GRUH Finance Limited ("GRUH") pursuant to effectiveness of the Scheme of Amalgamation of GRUH Finance Limited into and with the Bank under Sections 230 to 232 of the Companies Act, 2013 (including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016) and other relevant provisions under applicable law ("Scheme")

Compliance with the Minimum Public Shareholding ('MPS') norms

This is in continuation to our letter dated October 17, 2019, wherein we had informed that the Scheme had become effective pursuant to filing of the orders of the Hon'ble National Company Law Tribunal, Ahmedabad Bench and the Hon'ble National Company Law Tribunal, Kolkata Bench with jurisdiction Registrar of Companies in the prescribed e-form INC-28. We had also informed that in accordance with the Scheme, the Bank will issue and allot to those shareholders whose names would appear as a member in the records of the depositories/register of members of GRUH, as the case may be, on the Record Date, 568 (five hundred and sixty-eight) fully paid-up equity shares of Rs. 10 each of the Bank, for every 1,000 (one thousand) fully paid-up equity shares of Rs. 2 each, held by such member in GRUH.

Accordingly, the CoD, at its meeting held today, i.e. October 21, 2019, has inter-alia, considered and approved the allotment of 41,69,48,659 equity shares of Rs. 10 each of the Bank fully paid-up amounting to Rs. 4,16,94,86,590 to the eligible shareholders of

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the GRUH as on October 17, 2019, being the record date, as per the share exchange ratio, i.e., 568 equity shares of the Bank of Rs. 10 each fully paid-up for every 1,000 shares of Rs. 2 each fully paid-up held in the GRUH, as envisaged in the Scheme.

Post allotment, the issued and paid up share capital of the Bank stands increased to Rs. 16,10,06,60,610/- comprising of 1,61,00,66,061 equity shares of the Rs. 10 each fully paid-up from Rs. 11,93,11,74,020/- comprising of 119,31,17,402 equity shares of Rs. 10 each fully paid up.

Further, with respect to fractional entitlements, which would be dealt in cash in accordance with the Scheme, the Board has appointed Catalyst Trusteeship Limited as the corporate trustee who shall hold the equity shares of the Bank arising out of fractional entitlements in trust for the benefit of the respective shareholders for specific purpose of selling such equity shares in the market and pay to the Bank net proceeds for onward distribution to the concerned shareholders of the GRUH in proportion to their respective fractional entitlements, in accordance with the Scheme.

The equity shares issued and allotted by the Bank in accordance with the Scheme will be submitted for listing with BSE Limited and the National Stock Exchange of India Limited and they shall rank *pari-passu* in all respects with the existing equity shares of the Bank.

Further, in continuation to our letter ref no. BBL/005/2019-20 dated April 03, 2019 informing about the receipt of SEBI approval for adoption of the Scheme as a method to comply with Minimum Public Shareholding ('MPS') norms, we would like to inform that pursuant to the above allotment, the shareholding of Bandhan Financial Holdings Limited, the promoter of the Bank, is reduced to 60.96 per cent from 82.26 per cent, thereby making Bank compliant with the MPS norms as prescribed under Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.

We request you to kindly take the above on record.

The same 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

