

Annual Return

Form No. MGT. 7

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

I. REGISTRATION AND OTHER DETAILS:

- (i) *Corporate Identity Number (CIN) of the company L67190WB2014PLC204622
- Global Location Number (GLN) of the company Nil
- *Permanent Account Number (PAN) of the company AAGCB1323G
- (ii) (a) Name of the Company Bandhan Bank Limited
- (b) Address of the Registered office DN-32, Sector-V, Salt Lake, Kolkata, West bengal – 700091
- (c) *e-mail ID of the company companysecretary@bandhanbank.com
- (d) *Telephone number with STD code 033-66090909
- (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
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes

(a) Details of stock exchanges where shares are listed

Sr. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

- (b) CIN of the Registrar and Transfer Agent U72400TG2017PTC117649
- (c) Name of the Registrar and Transfer Agent KFIN TECHNOLOGIES PRIVATE LIMITED
- (d) Registered office address of the Registrar and Transfer Agents Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi Telangana 500032
- (vii) *Financial year From date: 01/04/2019 To date : 31/03/2020

- (viii) *Whether Annual general meeting (AGM) held Yes
- (a) If yes, date of AGM 21/08/2020
- (b) Due date of AGM 28/09/2020
- (c) Whether any extension for AGM granted No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of Activities 1

Sr. 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

Sl. No.	Name of the Company	CIN/FCRN	Holding/ Subsidiary /Associate/Joint Venture	% of shares held
1	Bandhan Financial Holdings Limited	U67190WB2014PLC204317	Holding	60.95

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	3,200,000,000	1,610,247,843	1,610,247,843	1,610,247,843
Total amount of equity shares (in Rupees)	32,000,000,000	16,102,478,430	16,102,478,430	16,102,478,430

Number of classes 1

Class of Shares: Equity	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	3,200,000,000	1,610,247,843	1,610,247,843	1,610,247,843
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in Rupees)	32,000,000,000	16,102,478,430	16,102,478,430	16,102,478,430

(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	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in Rupees)	0	0	0	0

(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	1,193,082,855	11,930,828,550	11,930,828,550	
Increase during the year	417,164,988	4,171,649,880	4,171,649,880	40,750,860.03
(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	216,329	2,163,290	2,163,290	40,750,860.03
(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: <i>Scheme of Amalgamation of GRUH Finance with the Bank</i>	416,948,659	4,169,486,590	4,169,486,590	0
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	0	0	0	0
At the end of the year	1,610,247,843	16,102,478,430	16,102,478,430	
Preference shares				
At the beginning of the year	0	0	0	

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Increase during the year	0	0	0	0
(i) Issue of shares	0	0	0	0
(ii) Re-issue of forfeited shares	0	0	0	0
(iii) Others, specify:	0	0	0	0
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	0	0	0	0
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	0	0	0
	Face value per share	0	0	0
Total amount of preference shares (in Rupees)	Number of shares	0	0	0
	Face value per share	0	0	0

(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

Since the equity shares of the Bank are listed on stock exchnages and transfer happens through electronic platform. Further, there has not been any transfer of physical shares/Debentures during the financial year ended March 31, 2020.

(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	10,000,000	1,600,000,000
	4,528	500,000	22,64,000,000
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	-	-	29,285,754,389
Unsecured Loans (including interest outstanding/ accrued but not due for payment) excluding deposits	-	-	132,829,072,341
Deposit	-	-	0
Total	-	-	165,978,826,730

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	34,151,000,000	31,887,000,000	3,864,000,000
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 108,854,933,363

(ii) Net worth of the Company 151,954,593,270

VI. (a)*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6*	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	981,483,040	60.95	0	0
10.	Others	0	0	0	0
	Total	981,483,046	60.95	0	0

*5 Individuals holding 6 equity shares as nominees of the Promoter, Bandhan Financial Holdings Limited and they are neither the promoters nor forming part of the promoter group.

Total number of shareholders (promoters)

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(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	81,426,779	5.06	0	0
	(ii) Non-resident Indian (NRI)	9,293,240	0.58	0	0
	(iii) Foreign national (other than NRI)	475	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	18,227	0	0	0
5.	Financial institutions	4,899,643	0.30	0	0
6.	Foreign institutional investors	210,149,713	13.05	0	0
7.	Mutual funds	44,202,120	2.75	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	170,841,924	10.61	0	0
10.	Others (Foreign Bodies Corporate, Trust, AIF, NBFC, Clearing Member, HUF, IEPF, QIB, Foreign National)	107,932,676	6.70	0	0
	Total	628,764,797	39.05	0	0

Total number of shareholders (other than promoters) 316,204

Total number of shareholders (Promoters+Public/Other than promoters) 316,210

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

The details of FIIs holding shares of the Bank would be submitted to the Ministry of Corporate Affairs.

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)	198,492	316,204
Debenture holders	1	4

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. Promoters	0	1	0	1	0	0
B. Non-Promoter	1	9	1	9	0.09	0
(i) Non-Independent	1	0	1	0	0.09	0
(ii) Independent	0	9	0	9	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	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	11	1	11	0.09	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date	14
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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	Director	0	-
Mr. Chandra Shekhar Ghosh	00342477	Managing Director	1,524,436	-
Mr. Harun Rasid Khan	07456806	Director	0	-
Dr. Allamraju Subramanya	06916673	Director	0	-
Mr. Bhaskar Sen	03193003	Director	0	-
Mr. Chintaman Mahadeo Dixit	00524318	Director	0	08/07/2020
Mr. Santanu Mukherjee	07716452	Director	0	-
Mr. Sisir Kumar Chakrabarti	02848624	Director	0	-
Mr. Snehomoy Bhattacharya	02422012	Director	0	-
Ms. Raji Thekedathumadam Subramani Gain	07256149	Director	0	-
Mr. Ranodeb Roy	00328764	Director	0	-
Dr. Holger Dirk Michaelis	07205838	Nominee director	0	-
Mr. Sunil Samdani	AAEPS1571Q	CFO	30,236	-
Mr. Indranil Banerjee	AJSPB1563A	Company Secretary	1,565	-

(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)
Dr. Anup Kumar Sinha	08249893	Director	28/06/2019	Change in designation

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)
Dr. Allamraju Subramanya	06916673	Director	28/06/2019	Change in designation
Mr. Santanu Mukherjee	07716452	Director	28/06/2019	Change in designation

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 **2**

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	28/06/2019	189,609	799	82.27
NCLT Convened Shareholders' Meeting	30/07/2019	189,316	430	82.27

B. BOARD MEETINGS

Number of meetings held **12**

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of total attendance
1.	02/05/2019	12	9	75
2.	14/06/2019	12	11	91.67
3.	19/07/2019	12	10	83.33
4.	29/08/2019	12	9	75
5.	03/10/2019	12	11	91.67
6.	24/10/2019	12	12	100
7.	11/12/2019	12	12	100
8.	10/01/2020	12	12	100
9.	14/01/2020	12	10	83.33
10.	27/01/2020	12	10	83.33
11.	27/02/2020	12	11	91.67
12.	28/02/2020	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held **45**

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	01/05/2019	3	3	100
2.	Audit Committee	08/05/2019	4	3	75
3.	Audit Committee	13/06/2019	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
4.	Audit Committee	19/07/2019	4	4	100
5.	Audit Committee	28/08/2019	4	3	75
6.	Audit Committee	23/10/2019	4	4	100
7.	Audit Committee	10/12/2019	4	3	75
8.	Audit Committee	26/12/2019	4	4	100
9.	Audit Committee	14/01/2020	4	4	100
10.	Audit Committee	26/02/2020	4	3	75
11.	Nomination & Remuneration Committee	24/04/2019	4	4	100
12.	Nomination & Remuneration Committee	01/05/2019	4	3	75
13.	Nomination & Remuneration Committee	29/06/2019	4	4	100
14.	Nomination & Remuneration Committee	28/08/2019	4	3	75
15.	Nomination & Remuneration Committee	24/09/2019	4	4	100
16.	Nomination & Remuneration Committee	13/01/2020	4	3	75
17.	Risk Management Committee	15/06/2019	5	5	100
18.	Risk Management Committee	30/08/2019	5	5	100
19.	Risk Management Committee	28/11/2019	5	5	100
20.	Risk Management Committee	10/01/2020	5	5	100
21.	IT Strategy Committee	15/06/2019	4	4	100
22.	IT Strategy Committee	30/08/2019	4	4	100
23.	IT Strategy Committee	28/11/2019	4	4	100
24.	IT Strategy Committee	10/01/2020	4	4	100
25.	Customer Service Committee	16/05/2019	4	3	75
26.	Customer Service Committee	23/09/2019	4	3	75
27.	Customer Service Committee	27/11/2019	4	4	100
28.	Customer Service Committee	06/03/2020	4	3	75
29.	Corporate Social Responsibility Committee	14/06/2019	3	3	100
30.	Corporate Social Responsibility Committee	27/02/2020	3	3	100
31.	Special Committee for Monitoring High Value Frauds	28/02/2020	4	4	100
32.	Special Committee for Monitoring High Value Frauds	06/03/2020	4	4	100
33.	Stakeholders Relationship Committee	29/06/2019	3	3	100
34.	Stakeholders Relationship Committee	24/09/2019	3	3	100
35.	Stakeholders Relationship Committee	11/12/2019	3	3	100
36.	Stakeholders Relationship Committee	27/02/2020	3	3	100
37.	Committee of Directors	12/06/2019	4	4	100
38.	Committee of Directors	25/06/2019	4	3	75
39.	Committee of Directors	06/08/2019	4	3	75
40.	Committee of Directors	20/09/2019	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
41.	Committee of Directors	21/10/2019	4	4	100
42.	Committee of Directors	27/12/2019	4	4	100
43.	Committee of Directors	24/02/2020	4	4	100
44.	Independent Directors Meeting	01/05/2019	9	7	77.78
45.	Independent Directors Meeting	14/01/2020	9	9	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 21/08/2020 (Y/N/NA)
		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	
1.	Dr. Anup Kumar Sinha	12	11	91.67	2	2	100	Y
2.	Mr. Chandra Shekhar Ghosh	12	12	100	23	23	100	Y
3.	Mr. Harun Rasid Khan	12	12	100	21	19	90.48	N
4.	Dr. Allamraju Subramanya	12	10	83.33	10	9	90	N
5.	Mr. Bhaskar Sen	12	12	100	22	22	100	Y
6.	Mr. Chintaman Mahadeo Dixit	12	12	100	20	19	95	NA
7.	Mr. Santanu Mukherjee	12	12	100	19	19	100	Y
8.	Mr. Sisir Kumar Chakrabarti	12	11	91.67	29	28	96.55	Y
9.	Mr. Snehomoy Bhattacharya	12	9	75	25	22	88	Y
10.	Ms. Raji Thekedathumadam Subramani Gain	12	9	75	8	4	50	Y
11.	Mr. Ranodeb Roy	12	9	75	8	6	75	Y
12.	Dr. Holger Dirk Michaelis	12	9	75	-	-	-	N

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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 Ghosh	Managing Director & CEO	17,700,000	0	0	3,341,874	21,041,874
	Total		17,700,000	0	0	3,341,874	21,041,874

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.	Sunil Samdani	Chief Financial Officer	12,093,365	0	4,984,102	440,589	17,518,056
2.	Indranil Banerjee	Company Secretary	5,719,986	0	0	213,244	5,933,230
	Total		17,813,351	0	4,984,102	653,833	23,451,286

Number of other directors whose remuneration details to be entered 11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Dr. Anup Kumar Sinha	Chairman	2,400,000	0	0	925,000	3,325,000
2.	Dr. Allamraju Subramanya	Independent Director	0	0	0	1,200,000	1,200,000
3.	Mr. Bhaskar Sen	Independent Director	0	0	0	2,000,000	2,000,000
4.	Mr. Chintaman Mahadeo Dixit	Independent Director	0	0	0	1,850,000	1,850,000
5.	Mr. Harun Rasid Khan	Independent Director	0	0	0	1,850,000	1,850,000
6.	Mr. Sisir Kumar Chakrabarti	Independent Director	0	0	0	2,225,000	2,225,000
7.	Mr. Snehomoy Bhattacharya	Independent Director	0	0	0	1,775,000	1,775,000
8.	Mr. Santanu Mukherjee	Independent Director	0	0	0	1,850,000	1,850,000
9.	Ms. Raji Thekedathumadam Subramani Gain	Independent Director	0	0	0	875,000	875,000
10.	Mr. Ranodeb Roy	Non Executive Independent Director	0	0	0	975,000	975,000
11.	Dr. Holger Dirk Michaelis	Nominee Director	0	0	0	675,000	675,000
	Total		2,400,000	0	0	16,200,000	18,600,000

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**

B. If No, give reasons/observations

Not Applicable

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

A. DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY /DIRECTORS /OFFICERS **1**

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
Bandhan Bank Limited	Reserve Bank of India	29/10/2019	Section 47A(1)(c) read with Section 46(4)(i) of the Banking Regulation Act, 1949 for non- compliance with the guidelines on promoter holding contained in 'Guidelines for Licensing of New Banks in Private Sector' dated February 22, 2013 ('Licensing Guidelines') read with the conditions imposed by RBI in exercise of powers under section 22 of the Banking Regulation Act, 1949	Rs. 1,00,00,000	No appeal made. However, the Bank has since complied with the Licensing Guidelines on August 03, 2020 pursuant to dilution of excess shareholding by Bandhan Financial Holdings Limited, Promoter of the Bank, of 20.95% i.e. 33,73,67,189 equity shares of Rs. 10/- (Rupees Ten only) each fully paid-up in the Bank through secondary market sale

B. DETAILS OF COMPOUNDING OF OFFENCES
NIL
XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Due to volume of the data, the details would be submitted to the Ministry of Corporate Affairs.

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.

Form MGT-8 for FY 2019-20 will be obtained from the Practicing Company before filing of Form MGT-7 with the Ministry of corporate Affairs and will be attached to form MGT -7.

I/We certify that:

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- 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.

for **Bandhan Bank Limited**

Indranil Banerjee
Company Secretary
FCS 9917