

CS Deepak Kumar Khaitan

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Practising Company Secretary

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Consolidated Report of the Scrutinizer

[In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014]

To

The Chairman

Bandhan Bank Limited

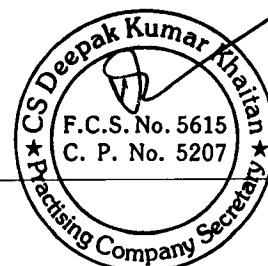
Registered Office: DN-32, Sector V Salt Lake

Kolkata - 700091

Dear Sir,

Pursuant to the letter dated 5th June, 2018 issued by Bandhan Bank Limited having CIN: U67190WB2014PLC204622 (hereinafter referred to as 'the Bank') appointing me as the Scrutinizer under Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of The Companies (Management and Administration) Rules, 2014 in respect of Notice of Annual General Meeting dated 5th June, 2018 and corrigendum thereto for the purpose of remote e-voting and voting at the meeting. I have examined the records of votings and other relevant papers as required for that purpose. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I hereby submit my consolidated report w.r.t the aforesaid remote e-voting and voting at the meeting as under :-

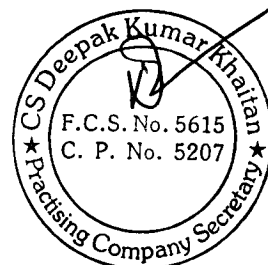
1. The shareholders of the Company had the option of voting on all the resolutions as contained in the aforesaid notice by casting their votes electronically during the remote e-voting period and also by casting their votes at the venue of the meeting held on 19th July, 2018 at 11:30 A.M., if they had not casted their votes during remote e-voting. The voting at the meeting was commenced upon the instructions of the Chairman of the meeting.



BBL/ 108/19.07.2018

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2. The remote e-voting was unblocked on 19th July, 2018 in the presence of two witnesses i.e. CS Siddhi Dhandharia and CS Shruti Singhania, who are not in employment of the Company.
3. Particulars of all the remote e-voting and voting at the meeting have been entered in a register separately maintained for the purpose.
4. The remote e-voting as well as the voting at the meeting were scrutinized wherein the shareholding was matched with the closing status of the Register of Members on the cut-off date i.e. 13th July, 2018 as provided by the Registrar & Share Transfer Agent of the Company and the votes casted have been considered accordingly.
5. I am producing before you the ballot papers, register and the related records including print out of remote e-voting as provided by Karvy Computershare Private Limited for verification at your end at the time of submitting this report but they shall remain under my safe custody till you consider, approve and sign the minutes of the meeting. Thereafter the same shall be handed over to you in terms of Rule 20(4)(xv) of The Companies (Management and Administration) Rules, 2014.
6. My duty was limited to scrutinise the voting and remote e-voting process in a fair and transparent manner.
7. Based on the above scrutiny, I hereby submit my consolidated report on voting on the 13 (thirteen) resolutions as contained in item nos. 1 to 13 of the above-mentioned notice as follows :-



Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
1.	Votes cast in favour of the resolution		
	By Remote e-voting	1064,26,163	
	By Voting at the Meeting	9819,43,748	
	Sub total (A)	10883,69,911	99.999997
	Votes cast against the resolution		
By Remote e-voting	10		
By Voting at the Meeting	24		
Sub total (B)	34	0.000003	
	TOTAL (A) + (B)	10883,69,945	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
2.	Votes cast in favour of the resolution		
	By Remote e-voting	1064,26,042	
	By Voting at the Meeting	9819,43,748	
	Sub total (A)	10883,69,790	99.99999
	Votes cast against the resolution		
By Remote e-voting	130		
By Voting at the Meeting	24		
Sub total (B)	154	0.00001	
	TOTAL (A) + (B)	10883,69,944	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
3.	Votes cast in favour of the resolution		
	By Remote e-voting	1051,00,197	
	By Voting at the Meeting	4,60,649	
	Sub total (A)	1055,60,846	99.693
	Votes cast against the resolution		
	By Remote e-voting	3,25,468	
	By Voting at the Meeting	83	
	Sub total (B)	3,25,551	0.307
	TOTAL (A) + (B)	1058,86,397	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
4.	Votes cast in favour of the resolution		
	By Remote e-voting	1038,59,234	
	By Voting at the Meeting	9819,43,689	
	Sub total (A)	10858,02,923	99.77
	Votes cast against the resolution		
	By Remote e-voting	24,79,118	
	By Voting at the Meeting	83	
	Sub total (B)	24,79,201	0.23
	TOTAL (A) + (B)	10882,82,124	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
5.	Votes cast in favour of the resolution		
	By Remote e-voting	1054,25,227	
	By Voting at the Meeting	4,60,649	
	Sub total (A)	1058,85,876	99.9997
	Votes cast against the resolution		
	By Remote e-voting	330	
By Voting at the Meeting	83		
Sub total (B)	413	0.0003	
	TOTAL (A) + (B)	1058,86,289	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
6.	Votes cast in favour of the resolution		
	By Remote e-voting	1034,47,836	
	By Voting at the Meeting	4,60,707	
	Sub total (A)	1039,08,543	98.8
	Votes cast against the resolution		
	By Remote e-voting	12,71,749	
By Voting at the Meeting	25		
Sub total (B)	12,71,774	1.2	
	TOTAL (A) + (B)	1051,80,317	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
7.	Votes cast in favour of the resolution		
	By Remote e-voting	1054,25,419	
	By Voting at the Meeting	4,60,609	
	Sub total (A)	1058,86,028	99.9997
	Votes cast against the resolution		
	By Remote e-voting	245	
	By Voting at the Meeting	123	
	Sub total (B)	368	0.0003
	TOTAL (A) + (B)	1058,86,396	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
8.	Votes cast in favour of the resolution		
	By Remote e-voting	1054,25,540	
	By Voting at the Meeting	4,60,649	
	Sub total (A)	1058,86,189	99.9998
	Votes cast against the resolution		
	By Remote e-voting	125	
	By Voting at the Meeting	83	
	Sub total (B)	208	0.0002
	TOTAL (A) + (B)	1058,86,397	100

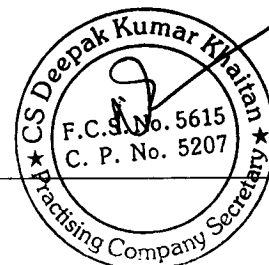
Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
9.	Votes cast in favour of the resolution		
	By Remote e-voting	1054,25,475	
	By Voting at the Meeting	4,60,649	
	Sub total (A)	1058,86,124	99.9997
	Votes cast against the resolution		
	By Remote e-voting	190	
	By Voting at the Meeting	83	
	Sub total (B)	273	0.0003
	TOTAL (A) + (B)	1058,86,397	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
10.	Votes cast in favour of the resolution		
	By Remote e-voting	1054,25,449	
	By Voting at the Meeting	4,60,649	
	Sub total (A)	1058,86,098	99.9997
	Votes cast against the resolution		
	By Remote e-voting	215	
	By Voting at the Meeting	83	
	Sub total (B)	298	0.0003
	TOTAL (A) + (B)	1058,86,396	100

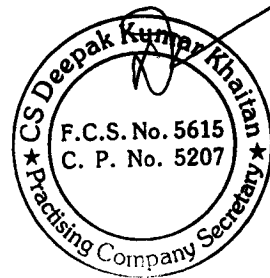


Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
11.	Votes cast in favour of the resolution		
	By Remote e-voting	1054,25,526	
	By Voting at the Meeting	4,60,609	
	Sub total (A)	1058,86,135	99.9998
	Votes cast against the resolution		
	By Remote e-voting	138	
	By Voting at the Meeting	123	
	Sub total (B)	261	0.0002
	TOTAL (A) + (B)	1058,86,396	100

Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
12.	Votes cast in favour of the resolution		
	By Remote e-voting	759,29,759	
	By Voting at the Meeting	4,60,648	
	Sub total (A)	763,90,407	79.28
	Votes cast against the resolution		
	By Remote e-voting	199,66,927	
	By Voting at the Meeting	84	
	Sub total (B)	199,67,011	20.72
	TOTAL (A) + (B)	963,57,418	100



Item No.	Particulars	In terms of no. of Shares	Percentage out of valid votes cast
13.	Votes cast in favour of the resolution		
	By Remote e-voting	759,67,532	
	By Voting at the Meeting	4,60,648	
	Sub total (A)	764,28,180	79.32
	Votes cast against the resolution		
	By Remote e-voting	199,29,159	
	By Voting at the Meeting	84	
	Sub total (B)	199,29,243	20.68
	TOTAL (A) + (B)	963,57,423	100

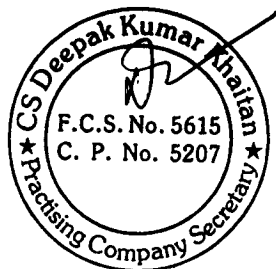



8. Decimals have been suitably rounded off, wherever required.

9. You may accordingly satisfy yourself and declare the result.

Thanking you,

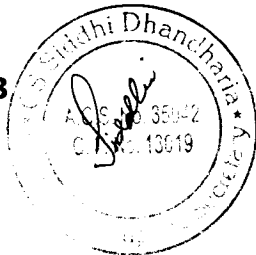
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Date:19.07.2018

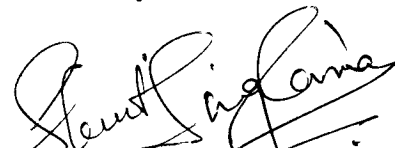


Signature: 
Name: Deepak Kumar Khaitan
F.C.S. No.: 5615 / C.P. No.: 5207
ICSI Unique Code No.: 12003WB347200



Witness 1 : CS Siddhi Dhandharia
Place : Kolkata
Date : 19.07.2018




Witness 2: CS Shruti Singhania
Place : Kolkata
Date : 19.07.2018



Place: Kolkata
Date: 19.07.2018




Countersigned by
Mr. Harun Rasid Khan
(Chairman)