

Ref No: BBL /056/2022-23

May 23, 2022

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(s)/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022 - Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")


Pursuant to Regulation 24A(2) of the SEBI LODR, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing the Annual Secretarial Compliance Report dated May 23, 2022, for the Financial Year ended March 31, 2022, issued by CS Anjan Kumar Roy, Practicing Company Secretary, Proprietor of M/s. Anjan Kumar Roy & Co., Company Secretaries.

You are requested to take the above on record.

The above Report is being simultaneously uploaded at the Bank's website, www.bandhanbank.com.

Thanking you.

Yours faithfully,
for **Bandhan Bank Limited**



Indranil Banerjee
Company Secretary & Compliance Officer

Encl.: As above

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684D000366055

SECRETARIAL COMPLIANCE REPORT
OF
BANDHAN BANK LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular No. CIR/CFD/CMD1/27/2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

To
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 **Bandhan Bank Limited** having CIN: L67190WB2014PLC204622 (hereinafter, referred as “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 financial year ended on 31st March, 2022 (hereinafter referred as “**Review Period**”) in respect of compliance with the provisions of:

(i) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, and guidelines issued thereunder; and

(ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, and 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: -

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Mobile Ph Nos. 9830201949/9831891949.



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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (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 during the Review Period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (i) Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994; and circulars/guidelines issued thereunder;

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
	NIL	NIL	NIL

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of the 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:

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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.
	NIL	NIL	NIL	NIL

- 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 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NA	NA

3. This is to also certify that the listed entity has ensured, through the letter of appointment of the Statutory Auditors of the listed entity that the conditions as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI is included in the terms of appointment of the statutory auditor.

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY

Proprietor

FCS No. 5684

CP. No. 4557

UDIN: F005684D000366055

Peer Review Certificate No. 869/2020

Place : Kolkata

Date : 23rd May, 2022



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