



**Bandhan
Bank**

Ref No: BBL /86/2023-24

Bandhan Bank Limited

Head Office: Floors 12-14, Adventz Infinity@5, BN 5, Sector V, Salt Lake City, Kolkata - 700091

CIN: L67190WB2014PLC204622 | Phone: +91 33 6609 0909, 4045 6456 | Fax: +91 33 6609 0502

Email: companysecretary@bandhanbank.com | Website: www.bandhanbank.com

May 20, 2023

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, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Pursuant to Regulation 24A of the SEBI LODR, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are enclosing the Annual Secretarial Compliance Report dated May 20, 2023 for the Financial Year ended March 31, 2023, issued by our Secretarial Auditor, Mr. Hansraj Jaria, Practicing Company Secretary.

You are requested to take the above on record.

This 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

**SECRETARIAL COMPLIANCE REPORT
OF
BANDHAN BANK LIMITED
FOR THE YEAR ENDED MARCH 31, 2023**

*[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/CMDI/27/2019 dated February 8, 2019, issued by Securities and Exchange
Board of India, and Circulars dated March 16, 2023 and April 10, 2023 issued by the National
Stock Exchange of India Limited and BSE Limited]*

To
Bandhan Bank Limited
DN-32, Sector-V, Salt Lake
Kolkata – 700091

1) I, Hansraj Jaria, Company Secretary in Practice, have examined:

- a) All the documents and records made available to me 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 March 31, 2023 (hereinafter referred as “**Review Period**”) in respect of compliance with the provisions of :

- i. The Securities and Exchange Board of India Act, 1992 (hereinafter referred as “**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
- ii. The Securities Contracts (Regulation) Act, 1956 (hereinafter referred as “**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (hereinafter referred as “**SEBI**”);



- 2) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
 - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable during the Review Period.*
 - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; *Not Applicable during the Review Period.*
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- and Circulars/ guidelines issued thereunder;
- 3) I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil

Hansraj Jaria



Hansraj Jaria

(FCS, LLB, M.Com, CAIIB. Insolvency Profession &
Registered Valuer-SFA)
Practicing Company Secretary

36, Abinash Sashmal Lane, Belegkata
(Near Pawanputra Hotel), Kolkata-700 010
Mobile : 9836400884 / 9831648654

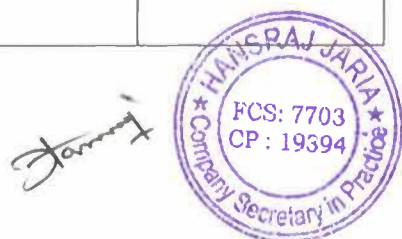
Phone : 033-46009667, Email : hansrajaria@gmail.com

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI.	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) of SEBI LODR Regulations, 2015 are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	Nil
4.	Disqualification of Director: <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies. b) Disclosure requirements of material as well as other subsidiaries.	NA	The Listed Entity does not have any subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	Yes NA	Nil No such instance during the Review Period.



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Mobile : 9836400884 / 9831648654
Phone : 033-46009667, Email : hansrajjaria@gmail.com

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulations 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (*)	Yes	Nil
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	Yes	Nil

Hansraj Jaria



- 4) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There is no instance of resignation by the Statutory Auditor during the Review Period. Further, the listed entity has ensured that the conditions as mentioned in paras 6(A) and 6(B) of aforesaid circular issued by SEBI are included in the appointment letter of the Statutory Auditors.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed</p>	NA	There is no such instance during the Review Period.

Hansraj



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
	<p>entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation remarks by PCS
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	There is no instance of resignation by the Statutory Auditor 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:

Sl No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Place: Kolkata
Date: May 20, 2023




HANSRAJ JARIA
(Practicing Company Secretary)
Membership No.: FCS 7703
CP No.: 19394
Peer Review Certificate No.: 1060/2021
UDIN: F007703E000342466