

Ref No: BBL /90/18-19

July 19, 2018

The National Stock Exchange of India Limited
The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai - 400051
Fax No: 022-26598237/38/66418124/25 / 26

BSE Limited
Dept of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001
Fax: 022-22722037/39/41

Dear Sirs,

Sub: Proceedings/ Outcome of the 4th Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 4th Annual General Meeting (AGM) of the Bank was held on Thursday, 19th day of July, 2018 at 11:30 A.M. at Science City Auditorium, Kolkata, J.B.S Haldane Avenue, Mirania Gardens, East Topsia, Topsia, Kolkata, West Bengal - 700046.

Please find enclosed herewith proceedings of the 4th AGM pertaining to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All resolutions were passed with overwhelming majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,

for Bandhan Bank Limited



Indranil Banerjee

Company Secretary & Compliance Officer



Encl: As above

Proceedings of the 4th AGM of Bandhan Bank :

The 4th Annual General Meeting (AGM) of the Bank was held on Thursday, 19th day of July, 2018 at 11:30 A.M. at Science City Auditorium, Kolkata, J.B.S Haldane Avenue, Mirania Gardens, East Topsia, Topsia, Kolkata, West Bengal – 700046.

Mr. Harun Rasid Khan being the Chairman of the Bank took the Chair. The requisite quorum having been present, the Chairman, Mr. Harun Rasid Khan called the meeting to order. The Chairman extended a warm welcome to the members present at the 4th Annual General Meeting of the Bank and introduced the Directors and others seated on the dais.

Mr. Harun Rasid Khan stated that the Bank had received 1 corporate representation for 98,14,83,040 equity shares and 16 proxies for 4,21,977 equity shares aggregating to 82.32 % of the total voting share capital of the Bank.

Four Directors being Ms. T. S. Raji Gain, Prof. Krishnamurthy Subramanian, Ms. Georgina Elizabeth Baker, Dr. Holger Dirk Michaelis could not attend the meeting due to preoccupation. All other directors of the Bank were present. The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the meeting. The representatives of the Statutory Auditors and Secretarial Auditor were also present at the meeting.

The Chairman informed the Members that the Proxy Register and other Registers and documents as required under various laws were available for inspection of members. The Chairman further informed the members that there was no qualification, reservation, adverse remark or observation in the Auditor's Report and the Secretarial Auditor's Report for the year ended 31st March, 2018. At the instance of the members the same was taken as read.

The Chairman further stated that the facility for remote e-voting on all the resolutions as set out in the Notice of the AGM had been provided to the shareholders as per the cut-off date of July 13, 2018. The Company had engaged the services of Karvy Computershare Private Limited for providing e-voting facilities. The e-voting period commenced at 9.00 A.M. on Monday, 16th July, 2018 and ended at 5.00 P.M. on Wednesday, 18th July, 2018. He also informed that voting by electronic means was also made available at the AGM venue to those shareholders who had not already voted by means of remote e-voting. The Chairman also stated that those members,

who have not yet voted through e-voting, may vote in this meeting by Ballot Process. The Chairman further informed that the Bank has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, to scrutinize the e-voting and ballot process in fair and transparent manner and that he is present at the meeting. The volunteers distributed the Ballot Paper and those Members who had not yet voted through e-voting thereafter casted their votes at the meeting.

The following items as stated in the Notice of 4th AGM were then taken up for consideration wherein for resolution item no. 5, Mr. H.R. Khan being interested did not Chair the meeting and it was chaired by the Managing Director and CEO:

Sl. No.	Resolutions
Ordinary Business	
1	Adoption of financial statements for the year ended March 31, 2018.
2	Declaration of dividend on equity shares.
3	Appointment of a director in place of Mr. Ranodeb Roy (DIN: 00328764), who retires by rotation and being eligible, offers himself for re-appointment.
4	Re-appointment and fixation of remuneration of Statutory Auditors.
Special Business	
5	Appointment of Mr. Harun Rasid Khan (DIN 07456806), as Independent Director, Non-executive, Part time Chairman and approval of his remuneration.
6	Re-appointment of Mr. Chandra Shekhar Ghosh (DIN: 00342477) as Managing Director & CEO of the Bank and approval of his remuneration.
7	Re-appointment of Mr. Snehomoy Bhattacharya (DIN:02422012) as an Independent Director of the Bank.
8	Re-appointment of Prof. Krishnamurthy Venkata Subramanian (DIN:00487747), as an Independent Director of the Bank.
9	Re-appointment of Mr. Chintaman Mahadeo Dixit (DIN: 00524318), as an Independent Director of the Bank.
10	Re-appointment of Mr. Sisir Kumar Chakrabarti (DIN: 02848624) as an Independent Director of the Bank.
11	Re-appointment of Mr. Bhaskar Sen (DIN: 03193003) as an Independent Director of the Bank.



12	Appointment of Ms. Georgina Elizabeth Baker as Nominee Director of IFC & IFC FIG Investment Company I (jointly).
13	Appointment of Mr. Dr. Holger Dirk Michaelis as Nominee Director of Caladium Investment Pte. Ltd.

The above resolutions were proposed and seconded for voting by various shareholders.

The Chairman thereafter invited the shareholders to put forth their observations and seek clarifications, if any relating to the annual financial statements, Annual Report for the year 2017-18 and matters related thereto.

Some of the shareholders present at the meeting expressed their views and asked their queries. After hearing from the speaker shareholders as above, then Mr. Chandra Shekhar Ghosh, Managing Director & CEO, responded to the same. Then the members casted their votes by ballot process.

The Chairman then informed that the results of the remote e-voting and e-voting at the AGM, together with the Report of the Scrutinizer thereon, will be sent to the Stock Exchanges and displayed on the website of the Bank within 48 hours.

The Chairman thanked the shareholders for attending the 4th AGM of the Bank and declared the meeting as concluded. The members expressed vote of thanks to the Chair.

for **Bandhan Bank Limited**

Indranil Banerjee

Company Secretary & Compliance Officer

