



**Bandhan
Bank**

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

Ref no: BBL/097/2020-21

August 21, 2020

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/Madam,

Sub: Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') - Outcome of the 6th Annual General Meeting of the Bandhan Bank Limited

This is in continuation to our letter dated July 21, 2020, we would like to inform that the 6th Annual General Meeting ('AGM') of the Bank was held on Friday, August 21, 2020 at 11.00 A.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 44 of the SEBI LODR and the applicable provisions of the Companies Act, 2013, the Bank has provided the facility to the Shareholders to cast their vote on the resolutions proposed by way of electronic means i.e. through remote e-voting from August 18, 2020 at 9:00 A.M. till August 20, 2020 at 5:00 P.M. and during the AGM through e-voting ('Instapoll'). The Bank had appointed CS Deepak Kumar Khaitan (FCS No.5615/CP No. 5207), Practicing Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Accordingly, the Scrutinizer had submitted the Consolidated Scrutinizer's Report on remote e-voting and Instapoll. On the basis of Scrutinizer's Report, all resolutions proposed in the AGM Notice were approved by the Shareholders with requisite majority and the resolutions were declared to be passed in the AGM on August 21, 2020.

In view of the above and pursuant to Regulation 30 of the SEBI LODR, we hereby submit the following disclosures:

1. Voting Results in the format prescribed under Regulation 44 of SEBI LODR;
2. Consolidated Scrutinizer's Report on e-voting; and
3. Summary of AGM proceedings.



The above are also being posted on the website of the Bank.

You are requested to take note of the above.

Thanking you,

Yours faithfully,
for **Bandhan Bank Limited**


Indranil Banerjee
Company Secretary



Encl.: as above

E-Voting Results - 6th Annual General Meeting
Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|----------------------|
| Name of the Company | BANDHAN BANK LIMITED |
| Date of the AGM/EGM | August 21, 2020 |
| Total number of shareholders on record date | 4,25,522 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | NOT APPLICABLE |
| Public: | NOT APPLICABLE |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 6* |
| Public: | 137 |

*Includes 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

| Resolution No. | 1 | | | | | | | |
|--|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - To consider and adopt the Audited Annual Financial Statements of the Bank for the financial year ended on March 31, 2020 and the Report of the Board of Directors and Auditors' thereon | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 64,41,15,857 | 64,41,15,851 | 100.0000 | 64,41,15,851 | 0 | 100.0000 | 0.0000 |
| | Less: Not considered as per Banking Regulation Act, 1949# | | 22,54,40,545 | - | 22,54,40,545 | 0 | - | - |
| | Votes Considered | | 41,86,75,306 | - | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,86,75,306 | 100.0000 | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 64,90,95,900 | 44,45,56,787 | 68.4886 | 44,32,04,633 | 13,52,154 | 99.6958 | 0.3041 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 44,45,56,787 | 68.4886 | 44,32,04,633 | 13,52,154 | 99.6958 | 0.3042 |
| Public- Non Institutions | Remote E-Voting | 31,70,77,885 | 11,41,667 | 0.3601 | 11,37,794 | 3,873 | 99.6607 | 0.3392 |
| | InstaPoll | | 19,74,571 | 0.6228 | 19,74,571 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31,16,238 | 0.9829 | 31,12,365 | 3,873 | 99.8757 | 0.1243 |
| | Total | 1,61,02,89,642 | 86,63,48,331 | 53.8008 | 86,49,92,304 | 13,56,027 | 99.8435 | 0.1565 |

#pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.



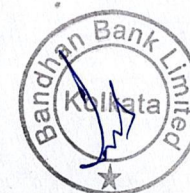
| Resolution No. | 2 | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint a Director in place of Mr. Ranodeb Roy (DIN 00328764), who retires by rotation and, being eligible, offers himself for re-appointment | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 64,41,15,857 | 64,41,15,851 | 100.0000 | 64,41,15,851 | 0 | 100.0000 | 0.0000 |
| | Less: Not considered as per Banking Regulation Act, 1949# | | 22,54,40,545 | - | 22,54,40,545 | 0 | - | - |
| | Votes Considered | | 41,86,75,306 | - | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,86,75,306 | 100.0000 | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 64,90,95,900 | 43,03,93,418 | 66.3066 | 23,29,25,764 | 19,74,67,654 | 54.1192 | 45.8807 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 43,03,93,418 | 66.3066 | 23,29,25,764 | 19,74,67,654 | 54.1193 | 45.8807 |
| Public- Non Institutions | Remote E-Voting | 31,70,77,885 | 11,41,645 | 0.3601 | 11,35,885 | 5,760 | 99.4954 | 0.5045 |
| | InstaPoll | | 19,74,571 | 0.6228 | 19,71,056 | 3,515 | 99.8219 | 0.1780 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31,16,216 | 0.9829 | 31,06,941 | 9,275 | 99.7024 | 0.2976 |
| | Total | 1,61,02,89,642 | 85,21,84,940 | 52.9212 | 65,47,08,011 | 19,74,76,929 | 76.8270 | 23.1730 |
| #pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered. | | | | | | | | |



| Resolution No. | 3 | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN 00869913) as an Independent Director, for a period of three years, with effect from May 08, 2020 | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 64,41,15,857 | 64,41,15,851 | 100.0000 | 64,41,15,851 | 0 | 100.0000 | 0.0000 |
| | Less: Not considered as per Banking Regulation Act, 1949# | | 22,54,40,545 | - | 22,54,40,545 | 0 | - | - |
| | Votes Considered | | 41,86,75,306 | - | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,86,75,306 | 100.0000 | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 64,90,95,900 | 44,83,05,108 | 69.0661 | 44,60,57,197 | 22,47,911 | 99.4985 | 0.5014 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 44,83,05,108 | 69.0661 | 44,60,57,197 | 22,47,911 | 99.4986 | 0.5014 |
| Public- Non Institutions | Remote E-Voting | 31,70,77,885 | 11,41,705 | 0.3601 | 11,36,215 | 5,490 | 99.5191 | 0.4808 |
| | InstaPoll | | 19,74,571 | 0.6228 | 19,71,071 | 3,500 | 99.8227 | 0.1772 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31,16,276 | 0.9829 | 31,07,286 | 8,990 | 99.7115 | 0.2885 |
| | Total | 1,61,02,89,642 | 87,00,96,690 | 54.0336 | 86,78,39,789 | 22,56,901 | 99.7406 | 0.2594 |
| #pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered. | | | | | | | | |



| Resolution No. | 4 | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. Vijay Nautamlal Bhatt (DIN 00751001) as an Independent Director, for a period of three years, with effect from May 08, 2020 | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 64,41,15,857 | 64,41,15,851 | 100.0000 | 64,41,15,851 | 0 | 100.0000 | 0.0000 |
| | Less: Not considered as per Banking Regulation Act, 1949# | | 22,54,40,545 | - | 22,54,40,545 | 0 | - | - |
| | Votes Considered | | 41,86,75,306 | - | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,86,75,306 | 100.0000 | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 64,90,95,900 | 44,83,05,108 | 69.0661 | 44,60,57,197 | 22,47,911 | 99.4985 | 0.5014 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 44,83,05,108 | 69.0661 | 44,60,57,197 | 22,47,911 | 99.4986 | 0.5014 |
| Public- Non Institutions | Remote E-Voting | 31,70,77,885 | 11,41,602 | 0.3601 | 11,35,872 | 5,730 | 99.4980 | 0.5019 |
| | InstaPoll | | 19,74,571 | 0.6228 | 19,71,071 | 3,500 | 99.8227 | 0.1772 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31,16,173 | 0.9829 | 31,06,943 | 9,230 | 99.7038 | 0.2962 |
| | Total | 1,61,02,89,642 | 87,00,96,587 | 54.0335 | 86,78,39,446 | 22,57,141 | 99.7406 | 0.2594 |
| #pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered. | | | | | | | | |



| Resolution No. | 5 | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL - Alteration of Articles of Association of the Bank | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 64,41,15,857 | 64,41,15,851 | 100.0000 | 64,41,15,851 | 0 | 100.0000 | 0.0000 |
| | Less: Not considered as per Banking Regulation Act, 1949# | | 22,54,40,545 | - | 22,54,40,545 | 0 | - | - |
| | Votes Considered | | 41,86,75,306 | - | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,86,75,306 | 100.0000 | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 64,90,95,900 | 43,77,67,022 | 67.4426 | 43,77,67,022 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 43,77,67,022 | 67.4426 | 43,77,67,022 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Remote E-Voting | 31,70,77,885 | 11,41,547 | 0.3600 | 11,37,021 | 4,526 | 99.6035 | 0.3964 |
| | InstaPoll | | 19,74,571 | 0.6228 | 19,74,571 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31,16,118 | 0.9828 | 31,11,592 | 4,526 | 99.8548 | 0.1452 |
| | Total | 1,61,02,89,642 | 85,95,58,446 | 53.3791 | 85,95,53,920 | 4,526 | 99.9995 | 0.0005 |
| #pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered. | | | | | | | | |




| Resolution No. | 6 | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL - Increase in Borrowing Limits of the Bank to a sum of not more than Rs. 50,000 crore (Rupees Fifty Thousand Crore) | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 64,41,15,857 | 64,41,15,851 | 100.0000 | 64,41,15,851 | 0 | 100.0000 | 0.0000 |
| | Less: Not considered as per Banking Regulation Act, 1949# | | 22,54,40,545 | - | 22,54,40,545 | 0 | - | - |
| | Votes Considered | | 41,86,75,306 | - | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 41,86,75,306 | 100.0000 | 41,86,75,306 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 64,90,95,900 | 44,83,05,108 | 69.0661 | 43,93,74,727 | 89,30,381 | 98.0079 | 1.9920 |
| | InstaPoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 44,83,05,108 | 69.0661 | 43,93,74,727 | 89,30,381 | 98.0080 | 1.9920 |
| Public- Non Institutions | Remote E-Voting | 31,70,77,885 | 11,41,477 | 0.3600 | 11,35,331 | 6,146 | 99.4615 | 0.5384 |
| | InstaPoll | | 19,74,571 | 0.6228 | 19,74,571 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 31,16,048 | 0.9828 | 31,09,902 | 6,146 | 99.8028 | 0.1972 |
| | Total | 1,61,02,89,642 | 87,00,96,462 | 54.0335 | 86,11,59,935 | 89,36,527 | 98.9729 | 1.0271 |
| #pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered. | | | | | | | | |



Deepak Khaitan & Co.

Company Secretaries

 +91 90070 55560 /98303 06692 /33 4004 8935 @khaitan52@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

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 of the Board of Directors of

Bandhan Bank Limited

Registered Address: DN-32, Sector V, Salt Lake, Kolkata – 700091

**Address other R/o: Adventz Infinity@5, BN-5, 12th – 14th Floors, Sector V
Salt Lake City, Kolkata – 700091**

Dear Sir,

Pursuant to the decision taken at the board meeting held on 13th July, 2020 of Bandhan Bank Limited having CIN: L67190WB2014PLC204622 (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 13th July, 2020 as per General Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No.20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as 'MCA') read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter referred to as 'SEBI') for the purpose of remote e-voting and e-voting at the meeting (hereinafter collectively referred to as the 'electronic voting') at the meeting through video conferencing (VC), I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion and to the best of my information and according to the online verification and examinations to the extent possible due to COVID-19 and subsequent lockdown situation, carried out by me and explanations furnished to me by the Bank, its officers and Registrar and Share Transfer Agents I hereby submit my consolidated report w.r.t the electronic voting as under:-

Deepak Khaitan & Co.

Company Secretaries

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GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

1. Remote E-voting & E-voting at the meeting

The shareholders of the Bank 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 e-votes at the meeting through VC held on 21st August, 2020 at 11:00 A.M., if they had not casted their votes during remote e-voting.

The Bank has appointed Kfin Technologies Private Limited as the Service provider, for the purpose of extending the facility of remote e-voting and e-voting at the meeting to the members of the Bank and Kfin Technologies Private Limited is also the Registrar and Share Transfer Agents of the Bank.

2. Remote E-voting Process

(a) The remote e-voting period remained open from Tuesday, 18th August, 2020 (9:00 a.m.) (IST) to Thursday, 20th August, 2020 (5:00 p.m.) (IST).

(b) The votes cast were unblocked on Friday, 21st August, 2020 after the conclusion of meeting, in the presence of 2 witnesses, Siddhi Dhandharia and Shruti Singhania, who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Siddhi Dhandharia


Name: Shruti Singhania.

(c) Thereafter, the details containing, inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website at <https://evoting.karvy.com> [as provided by Kfin Technologies Private Limited].

(d) Particulars of all the remote e-voting have been entered in a register separately maintained for the purpose.

Deepak Khaitan & Co.

Company Secretaries

 +91 90070 55560 /98303 06692 /33 4004 8935 @khaitan52@gmail.com/officedkk@gmail.com

GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

3. E-Voting Process at the AGM

- (a) The e-voting at the meeting was commenced upon the instructions of the Chairman of the meeting for those shares who had not casted their votes during remote e-voting.
- (b) The e-voting at the meeting was scrutinized. The votes were reconciled with the records.
- (c) Particulars of all the e-voting at the meeting have been entered in a register separately maintained for the purpose.

4. Cut-off date

The equity shareholders of the Bank as on the "cut-off" date, i.e., Friday, 14th August, 2020 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling the AGM).

5. Documents

I am producing before you the register and the related records including details of remote e-voting and e-voting at the meeting as available from the login Id from the website being <https://evoting.karvy.com> [as provided by Kfin Technologies Private Limited] for verification at your end at the time of submitting this report.

6. Consolidated Tabulation

I submit herewith my Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the meeting based on the reports generated by Kfin Technologies Private Limited and considering into account the provisions of Section 12(2) of the Banking Regulation Act 1949, which does not allow to consider the voting rights of any member exceeding 26% of the total voting rights of all the shareholders of the Bank and relied upon by me as under:-

Deepak Khaitan & Co.

Company Secretaries

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GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071

| Item No. 1 of the Notice | Votes cast in favour of the resolution | | Votes cast against the resolution | | Invalid votes [#] |
|--------------------------|--|-----------------------------|-----------------------------------|-----------------------------|----------------------------|
| | Nos. | % of total Valid Votes cast | Nos. | % of total Valid Votes cast | Nos. |
| Remote e-voting | 86,30,17,733 | 99.62 | 13,56,027 | 0.16 | 22,54,40,545 |
| E-voting at the meeting | 19,74,571 | 0.22 | 0 | 0 | 0 |
| Total | 86,49,92,304 | 99.84 | 13,56,027 | 0.16 | 22,54,40,545 |

| Item No. 2 of the Notice | Votes cast in favour of the resolution | | Votes cast against the resolution | | Invalid votes [#] |
|--------------------------|--|-----------------------------|-----------------------------------|-----------------------------|----------------------------|
| | Nos. | % of total Valid Votes cast | Nos. | % of total Valid Votes cast | Nos. |
| Remote e-voting | 65,27,36,955 | 76.60 | 19,74,73,414 | 23.17 | 22,54,40,545 |
| E-voting at the meeting | 19,71,056 | 0.23 | 3,515 | 0.00 | 0 |
| Total | 65,47,08,011 | 76.83 | 19,74,76,929 | 23.17 | 22,54,40,545 |

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Company Secretaries

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| Item No. 3 of the Notice | Votes cast in favour of the resolution | | Votes cast against the resolution | | Invalid votes [#] |
|--------------------------|--|-----------------------------|-----------------------------------|-----------------------------|----------------------------|
| | Nos. | % of total Valid Votes cast | Nos. | % of total Valid Votes cast | Nos. |
| Remote e-voting | 86,58,68,718 | 99.51 | 22,53,401 | 0.26 | 22,54,40,545 |
| E-voting at the meeting | 19,71,071 | 0.23 | 3,500 | 0.00 | 0 |
| Total | 86,78,39,789 | 99.74 | 22,56,901 | 0.26 | 22,54,40,545 |

| Item No. 4 of the Notice | Votes cast in favour of the resolution | | Votes cast against the resolution | | Invalid votes [#] |
|--------------------------|--|-----------------------------|-----------------------------------|-----------------------------|----------------------------|
| | Nos. | % of total Valid Votes cast | Nos. | % of total Valid Votes cast | Nos. |
| Remote e-voting | 86,58,68,375 | 99.51 | 22,53,641 | 0.26 | 22,54,40,545 |
| E-voting at the meeting | 19,71,071 | 0.23 | 3,500 | 0.00 | 0 |
| Total | 86,78,39,446 | 99.74 | 22,57,141 | 0.26 | 22,54,40,545 |

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| Item No. 5 of the Notice | Votes cast in favour of the resolution | | Votes cast against the resolution | | Invalid votes [#] |
|-----------------------------------|---|-----------------------------------|--------------------------------------|---|-------------------------------|
| | Nos. | % of total Valid Votes cast | Nos. | % of total Valid Votes cast | Nos. |
| Remote e- voting | 85,75,79,349 | 99.77 | 4,526 | 0.00 | 22,54,40,545 |
| E-voting at the meeting | 19,74,571 | 0.23 | 0 | 0.00 | 0 |
| Total | 85,95,53,920 | 100 | 4,526 | 0.00 | 22,54,40,545 |

| Item No. 6 of the Notice | Votes cast in favour of the resolution | | Votes cast against the resolution | | Invalid votes [#] |
|-----------------------------------|---|-----------------------------------|--------------------------------------|---|-------------------------------|
| | Nos. | % of total Valid Votes cast | Nos. | % of total Valid Votes cast | Nos. |
| Remote e- voting | 85,91,85,364 | 98.74 | 89,36,527 | 1.03 | 225440545 |
| E-voting at the meeting | 19,74,571 | 0.23 | 0 | 0.00 | 0 |
| Total | 86,11,59,935 | 98.97 | 89,36,527 | 1.03 | 225440545 |

[#]Holding of Bandhan Financial Holdings Limited in excess of 26% of the total voting rights of all the shareholders of the Bank has not been considered in accordance with Section 12(2) of the Banking Regulation Act 1949.

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7. Management's Responsibility

The Management of the Bank is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and the Circulars issued by the Ministry of Corporate Affairs, Government of India as mentioned hereinabove and the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 as amended relating to electronic voting on the resolutions contained in the Notice calling the AGM.

8. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting and e-voting at the meeting on the system provided by Kfin Technologies Private Limited, the Agency authorised under the Rules and engaged by the Bank to provide electronic voting facilities and attendance records produced to me for my verification.

9. Restriction on Use

This report has been issued at the request of the Bank for (i) submission to Stock Exchanges, (ii) to be placed on website of the Bank (iii) website of Kfin Technologies Private Limited and (iv) to be kept at the registered office/head office of the Bank. This report is not to be used for any other purpose or to be distributed by the Bank to any other parties. Accordingly, I do not accept or assume any liability to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

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

Thanking You

CS Deepak Kumar Khaitan
Practising Bank Secretary
(F.C.S. No.: 5615 /C.P. No.: 5207)
UDIN : F005615B000604125
ICSI Unique Code No.:I2003WB347200
Deepak Khaitan & Co.
ICSI Unique Code No.:S2019WB676500
Dated: 21st August, 2020 at Kolkata

Countersigned by
(Chairman/Company Secretary)
Dated: 21.08.2020

Proceedings of the 6th Annual General Meeting of Bandhan Bank Limited

The 6th Annual General Meeting ('AGM') of the Bank was held on August 21, 2020 at 11.00 AM through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in compliance with the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA'), and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('SEBI').

Dr. Anup Kumar Sinha, Non-Executive Chairman of the Board chaired the AGM. The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the AGM. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the meeting.

Dr. A.S. Ramasastri, Mr. Harun Rasid Khan and Mr. Holger Dirk Michaelis could not attend the meeting owing to their personal commitments. All other directors were present at the meeting.

The requisite quorum having been present, the Chairman, Dr. Anup Kumar Sinha called the meeting to order and welcomed the Shareholders to the Bank's 6th AGM. Dr. Sinha stated that since this meeting was conducted through electronic mode, no proxies were allowed to attend the meeting in terms of the aforesaid circulars issued by MCA.

The Chairman further informed 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 in proportion to their voting rights as on the cut-off date, i.e. August 14, 2020. He also informed that voting by electronic means ('Instapoll') was also made available during the AGM to those Shareholders who had not already voted by means of remote e-voting. The Chairman further informed that CS Deepak Kumar Khaitan, Practising

Company Secretary, had been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner and that he was present at the meeting.

The Chairman further informed that in terms of the provisions of the Companies Act, 2013 and other applicable regulations, documents referred in the Notice including statutory registers were made available for inspection by the Shareholders.

The Chairman thereafter addressed the Shareholders and thereafter Managing Director & CEO addressed the Shareholders on the performance of the Bank.

The Chairman informed that the report of the Statutory Auditors' on the audited financial statements of the Bank for the financial year ended March 31, 2020 did not contain any qualification, observation or comment or other remarks, which may have any adverse effect on the functioning of the Bank. He also informed that the report of the Secretarial Auditors' for the financial year ended March 31, 2020 did not contain any qualification, reservation or other remarks, which may have any adverse effect on the functioning of the Bank, except one observation with respect to RBI letter dated October 29, 2019; the same has been explained in the director's report on page no. 60 of the Annual Report of the Bank for FY 2019-20. The Chairman then informed that your Bank has complied with the only remaining licensing conditions of bringing down the Promoter's shareholding in the Bank to 40% of its total voting equity paid-up capital on August 03, 2020.

The Chairman thereafter invited the shareholders to put forth their observations and seek clarifications, if any, relating to the Annual Financial Statements for the financial year 2019-20 and matters stated in the Notice for the AGM.

The Shareholders who had registered as Speaker Shareholders and present at the meeting expressed their views/ sought clarifications on various issues relating to the business and operations of the Bank. After hearing from the speaker Shareholders as above, Mr. Chandra Shekhar Ghosh, MD & CEO and Mr. Sunil Samdani, CFO, responded to their observations and provided clarifications satisfactorily.

The following items as stated out in the Notice of 6th AGM were then taken up for consideration:

| Sl. No | Resolutions Description | Type of Resolution |
|--------------------------|--|--------------------|
| Ordinary Business | | |
| 1. | To consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; | Ordinary |
| 2. | To appoint a Director in place of Mr. Ranodeb Roy (DIN: 00328764), who retires by rotation and, being eligible, offers himself for re-appointment; | Ordinary |
| Special Business | | |
| 3. | Appointment of Mr. Narayan Vasudeo Prabhutendulkar (DIN: 00869913) as an Independent Director, for a period of three years, with effect from May 08, 2020; | Ordinary |
| 4. | Appointment of Mr. Vijay Nautamlal Bhatt (DIN: 00751001) as an Independent Director, for a period of three years, with effect from May 08, 2020; | Ordinary |
| 5. | Alteration of Articles of Association of the Bank; | Special |
| 6. | Increase in Borrowing Limits of the Bank to a sum of not more than Rs. 50,000 crore (Rupees Fifty Thousand Crore). | Special |

The Chairman then informed the results of the remote e-voting and e-voting at the AGM, together with the Combined Report of the Scrutinizer thereon, will be informed to the Stock Exchanges and displayed on the website of the Bank and Service Provider, Kfin Technologies Private Limited within 48 hours from the conclusion of the AGM. The result will also be displayed at the Registered office of the Bank.

The Chairman thanked the Shareholders for attending the 6th AGM of the Bank through VC/OAVM and declared the meeting as concluded.

The meeting concluded at 1:13 P.M. with a vote of thanks to the Chair.

On the basis of the Scrutinizer's Combined Report dated August 21, 2020 on the remote e-voting and Instapoll conducted at the AGM, all the resolutions as set out in the AGM Notice dated July 13, 2020, were passed with requisite majority by the Members and accordingly deemed to be passed on the date of 6th AGM.