

Ref no: BBL/127/19-20

June 28, 2019

BSE Limited

Dept of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

BSE Scrip Code: 541153

The 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 ('Listing Regulations') - Outcome of the 5th Annual General Meeting of the Bandhan Bank Limited

This is in continuation to our letter dated May 31, 2019, we would like to inform that the 5th Annual General Meeting ('AGM') of the Bank was held on Friday, June 28, 2019 at 11.00 A.M. at Mini Auditorium, Biswa Bangla Convention Centre, DG Block (Newtown), Action Area I, New Town, West Bengal - 700 0156.

Pursuant to Regulation 44 of the Listing Regulations 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 June 25, 2019 at 9:00 A.M. till June 27, 2019 at 5:00 P.M. and at the AGM through e-voting ('insta poll'). 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 voting process in a fair and transparent manner. Accordingly, the Scrutinizer submitted the Combined Scrutinizer's Report on remote e-voting and insta poll to the Chairman. The Chairman on the basis of Scrutinizer's Report declared the result on the resolutions proposed. 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 June 28, 2019.

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

1. Voting Results in the format prescribed under Regulation 44 of Listing Regulations;
2. Combined Scrutinizer's Report on voting; and
3. Summary of AGM proceeding.





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

Voting Results of the 5th AGM of Bandhan Bank Limited

Name of the Company	BANDHAN BANK LIMITED
Date of the AGM/EGM	28-06-2019
Total number of shareholders on record date	189609
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4*
Public:	795
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

* Includes voting by three individuals holding shares as nominees of Bandhan Financial Holdings Limited

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, 2019 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						
Promoter and Promoter Group	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	E-Voting	-	0	0	0.0000	0.0000	
	Poll	981,483,046	981,483,044				
	Less: Not considered as Banking Regulation Act, 1949#	671,279,225	671,279,223				
Public- Institutions	Votes Considered	310,203,821	310,203,821	310,203,821	0	100.00	
	Postal Ballot (if applicable)	-	0.00	0.00	0.00	0.00	
	Total		310,203,821	310,203,821	0	100.0000	0.0000
Public- Non Institutions	E-Voting	187,934,431	126,787,637	126,787,637	0	100.0000	0.0000
	Poll		-	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	0	0	0.0000	0.0000
	Total		126,787,637	126,787,637	0	100.0000	0.0000
Public- Non Institutions	E-Voting	23,674,143	451,676	451,664	12	99.9973	0.0027
	Poll		84,675	84,475	200	99.7638	0.2362
	Postal Ballot (if applicable)		-	0	0	0.0000	0.0000
	Total		536,351	536,139	212	99.9605	0.0395
	Total	1,193,091,620	437,527,809	437,527,597	212	100.0000	0.0000

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



Resolution No.	ORDINARY - To declare dividend on equity shares of the Bank for the financial year ended March 31, 2019.									
Resolution required: (Ordinary / Special)	No									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949#	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,787,637	67.4638	126,787,637	0	100.0000	0.0000		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,787,637	67.4638	126,787,637	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	23,674,143	478,111	2.0198	478,051	60	99.9875	0.0125		
	Poll		84,675	0.3453	84,475	200	99.7638	0.2362		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		562,786	2.3651	562,526	260	99.9538	0.0462		
	Total	1,193,091,620	437,554,244	36.6740	437,553,984	260	99.9999	0.0001		

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



Resolution No.	ORDINARY - To appoint a director in place of Dr. Holger Dirk Michaelis DIN 07205838, 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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949#	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	123,240,130	65.5761	84,414,097	38,826,033	68.4956	31.5044		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		123,240,130	65.57613171	84,414,097	38,826,033	68.4956	31.5044		
Public- Non Institutions	E-Voting	23,674,143	451,666	1.9081	451,235	431	99.9046	0.0954		
	Poll		84,675	0.3453	84,474	201	99.7626	0.2374		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		536,341	2.2534	535,709	632	99.8822	0.1178		
	Total	1,193,091,620	433,980,292	36.3744	395,153,627	38,826,665	91.0534	8.9466		

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



Resolution No.	ORDINARY - To appoint Deloitte Haskins Sells, Chartered Accountants (Firm Registration Number 117365W), as the Statutory Auditors of the Bank and fix the remuneration thereof									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949*	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,787,637	67.4638	124,330,908	2,456,729	98.0623	1.9377		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,787,637	67.4638	124,330,908	2,456,729	98.0623	1.9377		
Public- Non Institutions	E-Voting	23,674,143	451,579	1.9077	450,793	786	99.8259	0.1741		
	Poll		84,675	0.3453	84,474	201	99.7626	0.2374		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		536,254	2.253	535,267	987	99.8159	0.1841		
	Total	1,193,091,620	437,527,712	36.6718	435,069,996	2,457,716	99.4383	0.5617		

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



Resolution No.	ORDINARY - Appointment of Dr. Allamraju Subramanya Ramasastry (DIN 06916673) as an Independent Director for a period of three years									
Resolution required: (Ordinary / Special)	No									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949 [#]	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,238,892	67.1718	126,238,892	0	100.0000	0.0000		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,238,892	67.1718	126,238,892	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	23,674,143	478,088	2.0197	477,843	245	99.9488	0.0512		
	Poll		84,675	0.3453	84,474	201	99.7626	0.2374		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		562,763	2.365	562,317	446	99.9207	0.0793		
	Total	1,193,091,620	437,005,476	36.6280	437,005,030	446	99.9999	0.0001		

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



Resolution No.	ORDINARY - Appointment of Dr. Anup Kumar Sinha (DIN 08249893) as an Independent Director for a period of three years									
Resolution required: (Ordinary/ Special)	No									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949*	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,238,892	67.1718	126,238,892	0	100.0000	0.0000		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,238,892	67.1718	126,238,892	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	23,674,143	478,088	2.0197	477,855	233	99.9513	0.0487		
	Poll		84,675	0.3453	84,474	201	99.7626	0.2374		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		562,763	2.365	562,329	434	99.9229	0.0771		
	Total	1,193,091,620	437,005,476	36.6280	437,005,042	434	99.9999	0.0001		

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



Resolution No.	ORDINARY - Appointment of Mr. Santanu Mukherjee (DIN 07716452) as an Independent Director for a period of three years									
Resolution required: (Ordinary/ Special)	No									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949*	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310203821	0	100.0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	E-Voting	187,934,431	126,238,892	67.1718	125,831,913	406,979	99.6776	0.3223		
	Poll		-	0.0000	0	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,238,892	67.1718	125,831,913	406,979	99.6776	0.3224		
	E-Voting	23,674,143	478,088	2.0197	477,700	388	99.9188	0.0811		
	Poll		84,675	0.3453	84,475	200	99.7638	0.2362		
Total	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		562,763	2.365	562,175	588	99.8955	0.1045		
Total		1,193,091,620	437,005,476	36.6280	436,597,909	407,567	99.9067	0.0933		

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



Resolution No.	ORDINARY - Appointment and remuneration of Dr. Anup Kumar Sinha (DIN 08249893) as Non-Executive Part-time Chairman for a period of three years									
Resolution required: (Ordinary / Special)	No									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949 [#]	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,238,892	67.1718	126,238,891	1	100.0000	0.0000		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,238,892	67.1718	126,238,891	1	100.0000	0.0000		
Public- Non Institutions	E-Voting	23,674,143	478,101	2.0198	477,742	359	99.9249	0.0751		
	Poll		84,675	0.3453	84,475	200	99.7638	0.2362		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		562,776	2.3651	562,217	559	99.9007	0.0993		
	Total	1,193,091,620	437,005,489	36.6280	437,004,929	560	99.9999	0.0001		

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



Resolution No.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?	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
9	SPECIAL - Re-appointment of Ms. Thekedathumadam Subramani Raji Gain (DIN 07256149) as an Independent Director for second term of four years, by way of special resolution	No								
	Promoter and Promoter Group		E-Voting	-	-	0.0000	0	0	0.0000	0.0000
			Poll	981,483,046	981,483,044					
			Less: Not considered as Banking Regulation Act, 1949#	671,279,225	671,279,223					
			Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000
			Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000
			Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000
	Public- Institutions		E-Voting	187,934,431	126,238,892	67.1718	126,238,892	0	100.0000	0.0000
			Poll			0.0000	0	0	0.0000	0.0000
			Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
			Total		126,238,892	67.1718	126,238,892	0	100.0000	0.0000
			E-Voting	23,674,143	478,093	2.0198	477,705	388	99.9188	0.0812
			Poll		84,675	0.3453	84,475	200	99.7638	0.2362
			Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000
			Total		562,768	2.3651	562,180	588	99.8955	0.1045
			Total	1,193,091,620	437,005,481	36.6280	437,004,893	588	99.9999	0.0001

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



Resolution No.	SPECIAL - To ratify 'Bandhan Bank Employee Stock Option Plan Series 1' by way of special resolution									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949 [#]	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,787,637	67.4638	125,891,254	896,383	99.2930	0.7070		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,787,637	67.4638	125,891,254	896,383	99.2930	0.7070		
Public- Non Institutions	E-Voting	23,674,143	478,096	2.0198	477,284	812	99.8302	0.1698		
	Poll		78,323	0.3453	78,122	201	99.7434	0.2566		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		556,419	2.3651	555,406	1,013	99.8179	0.1821		
	Total	1,193,091,620	437,547,877	36.6735	436,650,481	897,396	99.7949	0.2051		

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



Resolution No.	SPECIAL - Approval of increase in total number of options for grant under 'Bandhan Bank Employee Stock Option Plan Series 1' by way of special resolution									
Resolution required: (Ordinary / Special)	resolution									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	981,483,044							
	Less: Not considered as Banking Regulation Act, 1949*	671,279,225	671,279,223							
	Votes Considered	310,203,821	310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		310,203,821	100.0000	310,203,821	0	100.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	126,787,637	67.4638	125,891,254	896,383	99.2930	0.7070		
	Poll		-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		126,787,637	67.4638	125,891,254	896,383	99.2930	0.7070		
Public- Non Institutions	E-Voting	23,674,143	478,060	2.0196	477,273	787	99.8354	0.1646		
	Poll		78,323	0.3453	78,122	201	99.7434	0.2566		
	Postal Ballot (if applicable)		-	0.0000	0	0	0.0000	0.0000		
	Total		556,383	2.3649	555,395	988	99.8224	0.1776		
	Total	1,193,091,620	437,547,841	36.6734	436,650,470	897,371	99.7949	0.2051		

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



Resolution No.	ORDINARY - Holding of office or Place of Profit by Mr. Vaskar Ghosh									
Resolution required: (Ordinary/ Special)	No									
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	E-Voting	-	-	0.0000	0	0	0.0000	0.0000		
	Poll	981,483,046	-							
	Less: Not considered as Banking Regulation Act, 1949 [#]	671,279,225	-							
	Votes Considered	310,203,821	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total	310,203,821	-	0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting	187,934,431	123,550,572	65.7413	123,550,571	1	99.9999	0.0000		
	Poll	-	-	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		123,550,572	65.7413	123,550,571	1	100.0000	0.0000		
Public- Non Institutions	E-Voting	23,674,143	478,000	2.0194	476,965	1,035	99.7834	0.2165		
	Poll	-	78,323	0.3453	78,123	200	99.7446	0.2554		
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0.0000	0.0000		
	Total		556,323	2.3647	555,088	1,235	99.7780	0.2220		
	Total	1,193,091,620	124,106,895	10.4021	124,105,659	1,236	99.9990	0.0010		

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



Deepak Khaitan & Co.

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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 2nd May, 2019 issued by Bandhan Bank Limited having CIN: L67190WB2014PLC204622 (hereinafter referred to as 'the Bank' or 'the Company') 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 2nd May, 2019 for the purpose of remote e-voting and voting at the meeting. I have examined the records of voting 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 meetings 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 28th June, 2019 at 11:00 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/ 108/28.06.2019



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2. The remote e-voting was unblocked on 28th June, 2019 in the presence of two witnesses i.e. CS Siddhi Dhandharia and CS Sonam Agarwal, 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. 21st June, 2019 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 details, register and the related records including print out of remote e-voting and voting at the meeting as provided by Karvy Fintech Private Limited for verification at your end at the time of submitting this report.
6. My duty was limited to scrutinise the voting in a fair and transparent manner.
7. Based on the above scrutiny, I hereby submit my consolidated report on voting on the 12 (twelve) resolutions as contained in item nos. 1 to 12 of the above-mentioned notice which has also been considered taking 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%, as follows :-



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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	127239301	
	By Voting at the Meeting	310288296	
	Sub total (A)	437527597	99.99
	Votes cast against the resolution		
	By Remote e-voting	12	
	By Voting at the Meeting	200	
	Sub total (B)	212	0.01
	TOTAL (A) + (B)	437527809	100.00

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	127265688	
	By Voting at the Meeting	310288296	
	Sub total (A)	437553984	99.99
	Votes cast against the resolution		
	By Remote e-voting	60	
	By Voting at the Meeting	200	
	Sub total (B)	260	0.01
	TOTAL (A) + (B)	437554244	100.00



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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	84865332	
	By Voting at the Meeting	310288295	
	Sub total (A)	395153627	91.05
	Votes cast against the resolution		
	By Remote e-voting	38826464	
By Voting at the Meeting	201		
Sub total (B)	38826665	8.95	
	TOTAL (A) + (B)	433980292	100.00

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	124781701	
	By Voting at the Meeting	310288295	
	Sub total (A)	435069996	99.43
	Votes cast against the resolution		
	By Remote e-voting	2457515	
By Voting at the Meeting	201		
Sub total (B)	2457716	0.57	
	TOTAL (A) + (B)	437527712	100.00



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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	126716735	
	By Voting at the Meeting	310288295	
	Sub total (A)	437005030	99.99
	Votes cast against the resolution		
	By Remote e-voting	245	
By Voting at the Meeting	201		
Sub total (B)	446	0.01	
	TOTAL (A) + (B)	437005476	100.00

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	126716747	
	By Voting at the Meeting	310288295	
	Sub total (A)	437005042	99.99
	Votes cast against the resolution		
	By Remote e-voting	233	
By Voting at the Meeting	201		
Sub total (B)	434	0.01	
	TOTAL (A) + (B)	437005476	100.00



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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	126309613	
	By Voting at the Meeting	310288296	
	Sub total (A)	436597909	99.90
	Votes cast against the resolution		
	By Remote e-voting	407367	
	By Voting at the Meeting	200	
	Sub total (B)	407567	0.10
	TOTAL (A) + (B)	437005476	100.00

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	126716633	
	By Voting at the Meeting	310288296	
	Sub total (A)	437004929	99.99
	Votes cast against the resolution		
	By Remote e-voting	360	
	By Voting at the Meeting	200	
	Sub total (B)	560	0.01
	TOTAL (A) + (B)	437005489	100.00



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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	126716597	
	By Voting at the Meeting	310288296	
	Sub total (A)	437004893	99.99
	Votes cast against the resolution		
	By Remote e-voting	388	
	By Voting at the Meeting	200	
	Sub total (B)	588	0.01
	TOTAL (A) + (B)	437005481	100.00

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	126368538	
	By Voting at the Meeting	310281943	
	Sub total (A)	436650481	99.79
	Votes cast against the resolution		
	By Remote e-voting	897195	
	By Voting at the Meeting	201	
	Sub total (B)	897396	0.21
	TOTAL (A) + (B)	437547877	100.00



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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	126368527	
	By Voting at the Meeting	310281943	
	Sub total (A)	436650470	99.79
	Votes cast against the resolution		
	By Remote e-voting	897170	
By Voting at the Meeting	201		
Sub total (B)	897371	0.21	
	TOTAL (A) + (B)	437547841	100.00

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	124027536	
	By Voting at the Meeting	78123	
	Sub total (A)	124105659	99.99
	Votes cast against the resolution		
	By Remote e-voting	1036	
By Voting at the Meeting	200		
Sub total (B)	1236	0.01	
	TOTAL (A) + (B)	124106895	100.00



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

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

Thanking you,

Place: Kolkata
Date : 28.06.2019



For Deepak Khaitan & Co.

Deepak Khaitan

CS Deepak Kumar Khaitan

F.C.S. No.: 5615 /C.P. No.: 5207

ICSI Unique Code No.: S2019WB676500

Sidhhi

Witness 1: CS Sidhhi Dhanadharia

Place : Kolkata

Date : 28.06.2019



Sonam Agarwal

Witness 2: CS Sonam Agarwal

Place : Kolkata

Date : 28.06.2019



Place: Kolkata

Date: 28.06.2019



Countersigned by

A. Sinha
Dr. Anup Kumar Sinha
(Chairman)

Proceedings of the 5th Annual General Meeting of Bandhan Bank Limited

The 5th Annual General Meeting ('AGM') of the Bank was held on June 28, 2019 at 11.00 AM at Mini Auditorium, Biswa Bangla Convention Centre, DG Block (New Town), Action Area I, New Town, West Bengal -700156.

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

Dr. Anup Kumar Sinha, non-executive part-time Chairperson of the Board chaired the AGM. The Chairmen 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.

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 5th AGM. Dr. Sinha stated that the Bank had received 1 corporate representation for 98,14,83,040 equity shares aggregating to 82.26% of the total voting share capital of the Bank and 12 proxies for 440 equity shares aggregating to 0.00 % of the total voting share capital of the Bank.

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. June 21, 2019. 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 Chairmen 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.

He also informed that the Bank has also provided one-way live web cast of the proceedings of this AGM to the Members of the Bank, in terms of the provisions of SEBI LODR.

The Chairman further informed that in terms of the provisions of the Companies Act, 2103 and other applicable regulations, documents referred in the Notice and registers were available for inspection by the Members.

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



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 2018-19 and matter related thereto.

Some of the shareholders 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, responded to their observations and provided clarifications.

The following items as stated out in the Notice of 5th AGM were then taken up for consideration:

Sl.No	Resolutions Description	Type of Resolution
Ordinary Business		
1.	To consider and adopt the Audited Annual Financial Statements of the Bank for the financial year ended on March 31, 2019 and the Report of the Board of Directors and Auditors' thereon.	Ordinary
2.	To declare dividend on equity shares of the Bank for the financial year ended March 31, 2019.	Ordinary
3.	To appoint a director in place of Dr. Holger Dirk Michaelis (DIN: 07205838), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To appoint Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 117365W), as the Statutory Auditors of the Bank and fix the remuneration thereof.	Ordinary
Special Business		
5.	Appointment of Dr. Allamraju Subramanya Ramasastry (DIN: 06916673) as an Independent Director for a period of three years with effect from August 08, 2018.	Ordinary
6.	Appointment of Dr. Anup Kumar Sinha (DIN 08249893) as an Independent Director for a period of three years with effect from January 07, 2019.	Ordinary
7.	Appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director for a period of three years with effect from January 07, 2019.	Ordinary
8.	Appointment and remuneration of Dr. Anup Kumar Sinha (DIN 08249893) as Non-Executive (Part-time) Chairman for a period of three years with effect from January 07, 2019.	Ordinary
9.	Re-appointment of Ms. Thekedathumadam Subramani Raji Gain (DIN: 07256149) as an Independent Director for a second term of four years with effect from August 06, 2018, by way of special resolution.	Special
10.	To ratify 'Bandhan Bank Employee Stock Option Plan Series 1' by way of special resolution.	Special

11.	Approval of increase in total number of options for grant under 'Bandhan Bank Employee Stock Option Plan Series 1' by way of special resolution.	Special
12.	Holding of office or Place of Profit by Mr. Vaskar Ghosh.	Ordinary

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

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, Karvy Fintech 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 5th AGM of the Bank and declared the meeting as concluded.

The meeting concluded at 1:30 P.M. with a vote of thanks to the Chair.

On the basis of the Scrutinizer's Combined Report dated June 28, 2019 on the remote e-voting and the e-voting conducted at the AGM, all the resolutions as set out in the AGM Notice dated May 02, 2019, were passed with requisite majority by the Members and accordingly deemed to be passed on the date of AGM.

