



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 /308/19-20

December 05, 2019

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: Results of Postal Ballot and Remote e-voting - Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

In furtherance to our letter dated November 04, 2019 and pursuant to Regulation 44(3) of the Listing Regulations, we hereby submit the voting results and scrutinizer's Report in connection with the following resolutions submitted for the Shareholders' approval through Postal Ballot Notice dated October 24, 2019:

1. Ordinary resolution for reduction in the authorized share capital to comply with Section 12(1)(i) of the Banking Regulation Act, 1949 and consequent amendment to the Capital clause of Memorandum of Association of the Bank
2. Special resolution for increase in the overall shareholding limits of Foreign Portfolio Investors ("FPIs") and Foreign Institutional Investors ("FIIs") from 24% to 49% of the paid-up voting equity capital of the Bank

The aforesaid resolutions have been approved by the Shareholders with requisite majority through Postal Ballot and Remote e-voting and deemed to be approved and passed on December 04, 2019 which was the last date of receipt of postal ballot forms and Remote e-voting.

We request you to kindly take the above on record.

The above is being uploaded on the website of the Bank at www.bandhanbank.com.

Thanking you,

Yours sincerely,

For Bandhan Bank Limited


Indranil Banerjee

Company Secretary



Encl.: as above

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Postal Ballot and Remote E-voting Results
Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company		Bandhan Bank Limited						
Date of Postal Ballot Notice		October 24, 2019						
Total number of shareholders on record date		2,44,177						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Reduction in the authorised share capital of Bandhan Bank Limited from Rs. 5200,00,00,000/- (Rupees Five Thousand Two Hundred Crore) divided into 520,00,00,000/- (Five Hundred Twenty Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 3200,00,00,000/- (Rupees Three Thousand Two Hundred Crore) divided into 320,00,00,000 (Three Hundred Twenty Crore) equity shares of Rs. 10/- (Rupees Ten) each and consequential amendment to the Capital Clause of the Memorandum 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	98,14,83,046	98,14,83,040	-	98,14,83,040	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	-	0	-	-	-
	<i>Less: Not considered as Banking Regulation Act, 1949#</i>	56,28,64,596	56,28,64,590	-	56,28,64,590	-	-	-
	Votes Considered	41,86,18,450	41,86,18,450	100.0000	41,86,18,450	0	100.0000	-
Total			41,86,18,450	100.0000	41,86,18,450	0	100.0000	-
Public- Institutions	Remote e-Voting	34,65,68,446	24,97,25,887	72.0567	24,97,25,887	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		24,97,25,887	72.0567	24,97,25,887	0	100.0000	-
Public- Non Institutions	Remote e-Voting	28,20,14,569	16,06,39,162	56.9613	16,06,37,280	1,882	99.9988	0.0012
	Poll		0	-	0	0	-	-
	Postal Ballot		1,57,448	0.0558	1,53,871	3,577	97.7281	2.2719
	Total		16,07,96,610	57.0171	16,07,91,151	5,459	99.9966	0.0034
Total		1,61,00,66,061	82,91,40,947	51.4973	82,91,35,488	5,459	99.9993	0.0007
# 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.	2							
Resolution required: (Ordinary/ Special)	SPECIAL- Increase in the total shareholdings of all Foreign Portfolio Investors ("FPIs") and Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI"), including their sub-accounts from 24% to 49% of the paid-up share capital of the Bank (which is the permissible limit)							
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	98,14,83,046	98,14,83,040	100.0000	98,14,83,040	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Less: Not considered as Banking Regulation Act, 1949#	56,28,64,596	56,28,64,590		56,28,64,590			
	Votes Considered	41,86,18,450	41,86,18,450	100.0000	41,86,18,450	0	100.0000	-
Total			41,86,18,450	100.0000	41,86,18,450	0	100.0000	-
Public- Institutions	Remote e-Voting	34,65,68,446	24,97,25,887	72.0567	24,97,25,887	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		24,97,25,887	72.0567	24,97,25,887	0	100.0000	-
Public- Non Institutions	Remote e-Voting	28,20,14,569	16,06,79,969	56.9758	16,06,77,791	2,178	99.9986	0.0014
	Poll		0	-	0	0	-	-
	Postal Ballot		1,57,448	0.0558	1,53,551	3,897	97.5249	2.4751
	Total		16,08,37,417	57.0316	16,08,31,342	6,075	99.9962	0.0038
Total		1,61,00,66,061	82,91,81,754	51.4999	82,91,75,679	6,075	99.9992	0.0008

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.



To,
The Chairman / Managing Director
Bandhan Bank Limited
DN 32, Sector V, Salt Lake City
Kolkata 700091

Date: 5th December, 2019

Sub: Scrutinizer's Report on the "Voting through Postal Ballot, including Remote electronic voting", from 5th November, 2019 to 4th December, 2019 pursuant to the Notice dated 24th October, 2019 for and in respect of 2 resolutions as set out in this report.

Dear Sir,

(A) I have been appointed as the Scrutinizer by Board of Directors of **M/s. Bandhan Bank Limited ("the Company", here in after)**, vide a resolution passed by the Board of Directors of the company on 24th October, 2019, to carry out the scrutiny of the "Postal Ballot" consisting of "Remote E – Voting" and "Voting through Postal Ballot", for the 2 resolutions as mentioned in the notice dated 24th October, 2019 ("**the Notice**", here in after) and as set out in this report, pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS 2) issued by the Institute of Company Secretaries of India in terms of Section 118 of Companies Act, 2013 and also read with Banking Regulation Act, 1949.

(B) Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 and the Banking Regulation Act, 1949 and rules, regulations and standards mentioned in the paragraph (A) of the report, I have conducted the scrutiny of the aforesaid "Voting through Postal Ballot, including Remote E- Voting", in respect of the 2 resolutions as mentioned in the notice dated 24th October, 2019, and as set out in this report. I submit my report hereunder;

(1) The Company has completed the dispatch of Postal Ballot and E-voting Notices, along with the Explanatory Statement and the Postal Ballot Forms on Monday, 4th November, 2019:

- a) through e-mail to the Members whose e-mail IDs are registered in the record of the depository participants/ the Company as on the cut – off date, that is, the 30th day of October, 2019, and;
- b) in physical mode through Registered/Air mail, along with a postage prepaid self-addressed business reply envelope to the Members whose e-mail IDs are not registered, as mentioned above.



COMPANY SECRETARIES

- (2) The company provided the Members with the option to vote electronically on the Remote e-voting platform, maintained by Karvy Fintech Private Limited, as an alternate to voting through physical Postal Ballot Forms. "The Notice" mentioned, *inter alia*, that the business shall be transacted through Remote E-Voting as well as voting by Postal Ballots and that the members can vote either by Remote E-Voting or by Postal Ballots. "The Notice" also mentioned that the company was providing its members the facility to vote electronically.
- (3) I have received copies of the advertisements of "The Notice", published in English daily newspaper, "The Economic Times" and in a Bengali daily newspaper "Anandabazar Patrika (Kolkata) Edition" both dated Tuesday, the 5th Day of November, 2019, which contained information pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.
- (4) The voting through Postal Ballot, including Remote E-Voting was open from 9:00 A.M. on 5th November, 2019 to 5:00 P. M. on 4th December, 2019.
- (5) I have considered Postal Ballots in physical form received up to 5:00 P. M. on 4th December, 2019. The Postal Ballots received were scrutinized. The Postal Ballots received were reconciled with the records maintained by M/s. Karvy Fintech Private Limited. Invalid votes were marked and segregated and summary results were prepared. For processing Postal Ballots, necessary support were provided by M/s. Karvy Fintech Private Limited.
- (6) To the best of my understanding, the Remote e-Voting for the aforesaid resolutions was open from 9:00 A.M. on 5th November, 2019 to 5:00 P.M. on 4th December, 2019.
- (7) To the best of my understanding, the aforesaid remote E- Voting facility provided in the portal i.e., <https://evoting.karvy.com>, was disabled at 5.00 P.M. on 4th December, 2019.
- (8) The said Remote E - voting provided by Karvy Fintech Private Limited at portal <https://evoting.karvy.com> was unblocked by me at 5:12 P.M. on 4th December, 2019. The said Remote E - voting was unblocked by me in the presence of the following persons;

a. Ms. Adwitiya Mukherjee *Adwitiya Mukherjee*

b. Ms. Anushka Damani *Anushka Damani*

who are not in the employment of the company and who have put their signatures alongside their names as above.

- (9) The result of Remote e-Voting, containing the detail of votes cast, has been prepared on the basis of data downloaded from **M/s. Karvy Fintech Private Limited**, the agency which was appointed by the company to provide and maintain and which provided and maintained the E-Voting platform for the aforesaid Remote E-Voting.
- (10) To the best of my understanding the relevant details of the aforesaid Remote E-Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of the Companies (Management and Administration) Rules, 2014, as amended, read with Section 108 of the Companies Act, 2013, by Karvy Fintech Private Limited and are available as on this day at the website <https://evoting.karvy.com>.
- (11) The cut-off date for determining eligibility to cast vote was 30th October, 2019 and such persons who were the members of the company as on the said date were entitled to participate in the aforesaid "Voting through Postal Ballots, including Remote E voting".
- (12) In terms of Section 12, sub-section 2 of the Banking Regulation Act 1949, read with Banking Laws Amendment Act 2012, the following persons cannot exercise voting rights of more than twenty-six percent of the total voting rights of all the shareholders of the Banking Company. Accordingly, their percentage of voting share have been considered only to the extent of twenty-six percent of the aggregate voting right of all the members of the Company.

Sl. No.	Name	Percentage Shareholding	Percentage Voting Right	Exercisable Voting Right
1	Bandhan Financial Holdings Limited	60.96	60.96	26



COMPANY SECRETARIES

(13) That the details of the aforesaid "Voting through Postal Ballots, including Remote E - voting" is as hereunder:

Item No. 1 Ordinary Resolution, Special Business: Reduction in the Authorized Share Capital and consequent amendment to the Capital Clause of the Memorandum of Association of the Bank

Voted in **favour** of the resolution:

Mode of Voting	Number of members who voted in favour	Number of votes cast (Shares) in favour	Number of votes considered	% of total number of valid votes cast and considered, in favour
Remote e-voting	684	1391846207	828981617	99.9808
Through Postal Ballot	174	153871	153871	0.0186
Total	858	1392000078	829135488	99.9993

Voted **against** the resolution:

Mode of Voting	Number of members who voted against	Number of votes cast (Shares) against	Number of votes considered	% of total number of valid votes cast and considered, against
Remote e-voting	31	1882	1882	0.0002
Through Postal Ballot	3	3577	3577	0.0004
Total	34	5459	5459	0.0007

Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	nil	Nil
Through Postal Ballot	4	154
Total	4	154

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700 026. E-mail: akroyco@yahoo.co.in/
 anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 2475 0112. Hand Held Nos.
 9830201949/9831891949.



Item No. 2 Special Resolution, Special Business: Increase in the total shareholding limits for all Foreign Portfolio Investors ('FPIs') and Foreign Institutional Investors ('FIIs') including their sub-accounts from current 24% to 49% of the paid-up voting equity capital of the Bank

Voted in **favour** of the resolution:

Mode of Voting	Number of members who voted in favour	Number of votes cast (Shares) in favour	Number of votes considered	% of total number of valid votes cast and considered, in favour
Remote e-voting	688	1391886718	829022128	99.9807
Through Postal Ballot	166	153551	153551	0.0185
Total	854	1392040269	829175679	99.9992

Voted **against** the resolution:

Mode of Voting	Number of members who voted against	Number of votes cast (Shares) against	Number of votes considered	% of total number of valid votes cast and considered, against
Remote e-voting	33	2178	2178	0.0003
Through Postal Ballot	11	3897	3897	0.0005
Total	44	6075	6075	0.0008

Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	nil	Nil
Through Postal Ballot	4	154
Total	4	154

- (14) The Postal Ballot Forms which were found defective because of signature mismatch or improper marking of votes have been treated as invalid and kept separately. I did not find any defaced or mutilated postal ballot.
- (15) The physical ballots and all other papers related to "Voting through Postal Ballot, including Remote E-Voting" will be handed over to the Company Secretary of the company.
- (16) You may accordingly declare the result of the voting by Postal Ballot and Remote E-voting.

Anjan Roy

ANJAN KUMAR ROY
FCS 5684
CP 4557
UDIN: F005684A000356298
Scrutinizer,
of ANJAN KUMAR ROY & CO.
Company Secretaries

Scrutinizer for and in respect of the "Voting through Postal Ballot, including Remote E-Voting" of M/s. Bandhan Bank Limited, pursuant to the Notice dated 24th October, 2019.

Place: Kolkata
Dated: 5th December, 2019

Adwitiya Mukherjee

Witness 1
Ms. Adwitiya Mukherjee
Add.: GR-1, Gouri Bhaban,
28A Gurupada Halder Road,
Kolkata - 700026
Date: 5th December, 2019

Anushka Damani

Witness 2
Ms. Anushka Damani
Add.: GR-1, Gouri Bhaban,
28A, Gurupada Halder Road,
Kolkata - 700026
Date: 5th December, 2019

For Bandhan Bank Ltd.

[Signature]
Managing Director & CEO

05/12/2019

