

**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/082/2024-25

May 27, 2024

BSE Limited

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

BSE Scrip Code: 541153

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Symbol: BANDHANBNK

Dear Sir(s)/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular bearing no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, please find enclosed, the Annual Secretarial Compliance Report dated May 27, 2024, issued by Mr. Hansraj Jaria, Practicing Company Secretary, for the Financial Year ended March 31, 2024.

You are requested to take the above on record.

This Report is being simultaneously uploaded at the Bank's website, www.bandhanbank.com.

Thanking you.

Yours faithfully,

for **Bandhan Bank Limited**

Indranil Banerjee

Company Secretary & Compliance Officer



Encl.: As above

Hansraj Jaria

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

36, Abinash Sashmal Lane, Belegkata
(Near Pawanputra Hotel), Kolkata - 700 010
Mobile : 9836400884 / 9831648654
Phone : 033-46009667
Email : hansrajjaria@gmail.com
Website : hansrajjaria.com

**SECRETARIAL COMPLIANCE REPORT
OF
BANDHAN BANK LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

*[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with
Chapter IV of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023]*

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

- 1) I, Hansraj Jaria, Company Secretary in Practice, have examined:
- All the documents and records made available to me and explanation provided by **Bandhan Bank Limited**, having CIN: L67190WB2014PLC204622 (hereinafter referred as “the listed entity”),
 - The filings/ submissions made by the listed entity to the Stock Exchanges,
 - Website of the listed entity,
 - Other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the Financial Year ended on March 31, 2024 (hereinafter referred as “Review Period”) in respect of compliance with the provisions of:

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



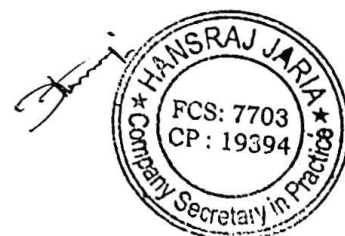
2) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred as "SEBI LODR Regulations, 2015");
 - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable during the Review Period.*
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not Applicable during the Review Period.*
 - g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - h) Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- and Circulars/ guidelines issued thereunder;

and based on the above examination, I, hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

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

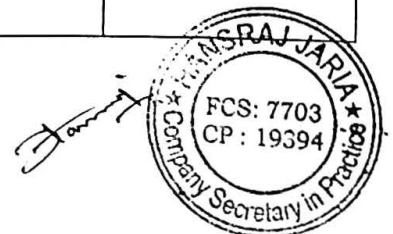


b) The listed entity has taken the following actions to comply with the observations made in previous reports:

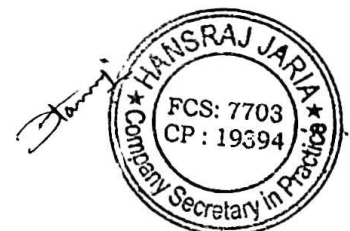
Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

3) I hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements:

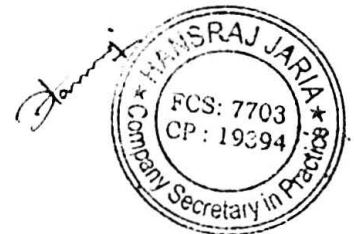
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by the SEBI. 	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The listed entity is maintaining a functional website. 	Yes	Nil



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
	<ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) of SEBI LODR Regulations, 2015 are accurate and specific which re-directs to the relevant document(s)/ section of the website. 		
4.	Disqualification of Director(s): None of the Director(s) of the listed entity are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entity have been examined w.r.t: a) Identification of material subsidiary companies. b) Disclosure requirement of material as well as other subsidiaries.	NA	The listed entity does not have any subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under the SEBI LODR Regulations, 2015.	Yes	Nil



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</p>	Yes NA	Nil No such instance during the Review Period.
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulations 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil



Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Hansraj Jaria

HANSRAJ JARIA

(Practicing Company Secretary)

Membership No.: FCS 7703

CP No.: 19394

Peer Review Certificate No.: 1060/2021

UDIN: F007703F000452598

Place: Kolkata

Date: May 27, 2024