



**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 /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(2) of the

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					
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	-	-	-
	Less: Not considered as Banking Regulation Act, 1949#	56,28,64,596	56,28,64,590	-	56,28,64,590	-	-	-



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?	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	-	100.0000	-

Handwritten signature

- (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:

	Number of	Number of	Number of	% of total number
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Total	34	5459	5459	0.0007
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Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes
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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

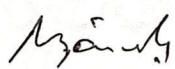
Voted against the resolution:

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 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.


Managing Director & CEO

05/12/2019

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.

