

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

I. BACKGROUND

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, (the “Listing Regulations”) requires RBL Bank Limited (“The Bank”) (upon Listing) to familiarize Independent Directors with the following:

- (i) Nature of the industry
- (ii) Business Model
- (iii) Roles, rights, responsibilities of independent directors, and
- (iv) Any other relevant information

Such Familiarization Programme shall be disclosed on the Website of the Bank pursuant to Regulations 46(2)(i) of Listing Regulations, including the following details:

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details

II. METHOD OF FAMILIARISATION

1. Initial Familiarisation

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Bank. The Bank conducts an introductory familiarisation program / presentation, when a new Independent Director comes on the Board of the Bank

All the Directors are sent with the orientation documents including in particular-

- Memorandum and Article of Association of the Bank
- Annual Reports for last three financial years
- Code of Conduct for Directors
- RBL Trading Code
- Organization Chart
- List of Directors with details
- Board Committees Chart

The Managing Director & CEO, Executive Director and other members of the Senior Management also meet with the newly appointed Independent Directors and brief him/her on matters relating to Finance, Strategy, Business Operations, Risk Management, Compliance & Governance Framework, Internal Audit, Human Resources, CSR activities of the Bank and Information Technology/Security.

The above updates help the Director to understand the Bank, its business and the regulatory framework in which the Bank operates and equips him to effectively fulfill his role as a Director of the Bank.

Each director has special knowledge and practical experience in various areas as required in terms of provisions of Section 10-A (2)(a) of the Banking Regulation Act, 1949.

2. Continual Familiarization :

Presentations are made at quarterly Board Meetings which include updates on performance review, strategy and key regulatory developments including specifically all new RBI Circulars/ notifications/ guidelines issued from time to time. Specific presentations as per the terms of reference of the respective Board sub-Committees are also made at regular intervals- like updates on CSR projects in the CSR Committee, presentation on Risk Management in the Risk Management Committee, update on Information Security/Cyber Security in the IT Strategy Committee, update on the Customer Service & marketing initiatives in the Customer Service, Branding & Marketing Committee.

An exclusive meeting of the Board to discuss and approve the strategy of the Bank is convened on an annual basis which covers future strategy of the Bank and provides updates on emerging developments in the economy and banking sector.

The Independent Directors are also members of various Committees and at each Committee meeting, they are presented with the necessary information to enable them to review and grant approvals as per the terms of reference of the Committee. Presentations are made at Committee meetings which *interalia* covers specific industry overview, customerservice, new digital initiatives risk profile etc. Based on specific requests, arrangements are also made for Directors to attend conferences/seminars on topics of interest relevant to them. Periodic meetings are also conducted on a one-on-one basis between the independent directors and senior functional heads for more elaborate understanding of various aspects of business.

The Bank also arranges for training programs/sessions, through reputed consulting firms/training institutes, on areas which are helpful to the Board.

The Directors are also nominated by the Bank for attending “Certification Programme in IT and Cyber Security for Board Members” conducted by Institute for Development and Research in Banking Technology.

3. The details of programmes conducted by the Bank for Independent Directors is as under:

Sr.no.	Financial Year	Particulars/Topics Covered	Time
1	2015-16	<ul style="list-style-type: none"> • Review of Portfolio Analysis Report • Peer Group Review • Review of Domestic Market • Update on Regulatory/ Customer Service Initiatives • Update and review of the CSR activities undertaken by the Bank 	1 hour

		<ul style="list-style-type: none"> • Presentation on the Technology Strategy and roadmap for key strategic initiatives. 	
2	2016-17	<ul style="list-style-type: none"> • Review of Domestic Market • Review of Portfolio Analysis Report • Peer Group Review • Update on Regulatory/ Customer Service Initiatives, training & Client feedback/ Branding & Marketing • Presentation on “Digital Strategy and Roadmap • Presentation on “IT Strategy and Roadmap” covering the future technology architecture • Presentation on Technology updates and Cyber security 	2 hours 55 mins
3	2017-18	<ul style="list-style-type: none"> • Review of Domestic Market • Update on Regulatory/ Customer Service/ Branding & Marketing/Service Enhancements undertaken by Bank • Presentation on Technology Road Map for major IT initiatives and Cyber Security Awareness session • Presentation on Cloud Strategy , Data Strategy and Cyber Security / RBI Circulars and Advisories • Review of Portfolio Analysis Report • Peer Group Review • Presentation on governance practices in financial services companies by external consultant. • Board session on Cyber Security 	20 hours 55 mins
4	2018-19	<ul style="list-style-type: none"> • Review of Domestic Market • Update on Regulatory/ Client Engagement Platforms/ Branding & Marketing • Presentation on Banking and Technology Trends • Presentation on Cyber Security / Resilience • Presentation on Technology Strategy • Review of Portfolio Analysis Report • Peer Group review information • Certification Programme in IT and Cyber Security • Program for Non-Executive Directors on Audit & Risk Management Committees 	50 hours, 55 mins
5	2019-20	<ul style="list-style-type: none"> • Review of Domestic Market • Presentation on Technology Strategy • Presentation on Cyber Security • Update on Regulatory / Service Enhancements/ customer Service • Review of Portfolio Analysis Report • Peer Group review for the period June, 2018 • Risk Overview Report • Initial Familiarisation session -Presentation covering broadly the highlights of the various businesses of the Bank, financial performance on various parameters, distribution network etc • Certification Programme in IT and Cyber Security 	41 hours 5 mins
6	2020-21	<ul style="list-style-type: none"> • Review of Domestic Market 	57 hours 5 mins

		<ul style="list-style-type: none"> • Discussion on various impacted industry sectors & corporates between members of BICC and Senior Management • Risk Overview Report • Impact of COVID 19 on wholesale and Retail Business • Update on IT Strategy -COVID Update • Presentation on Cyber Security • Update on Regulatory / Customer Service • Discussion on the Brand Journey, Strategy and Budgets of the Bank • Update on the discussion paper on “Governance in Commercial Banks in India” released by RBI • Update on Technology Strategy • COVID-19 Stress Testing- Impact Assessment on the Balance Sheet • Environmental, Social and Governance (ESG) practice in RBL Bank – a synopsis • Risk Overview Report • Peer Group Review Cybersecurity Maturity Assessment Report – Presentation by PWC • Initial Familiarisation session -Presentation covering broadly the highlights of the various businesses of the Bank, financial performance on various parameters, distribution network etc • Discussion on strategy between the Board members and Senior Management on key focus area being Deposits, advances, liquidity buffers, risk appetite, compliance, control, operational risk, board governance, capital adequacy and technology architecture etc • Presentation on CRM Enterprise and Credit Card • Presentation on Digital Payments and Acquiring • Risk Management Framework including Key Risks and Mitigation under various sectors • Certification Programme in IT and Cyber Security • Discussion on overall Business Strategy • Impact of New Labour Laws 	
7	2021-22	<ul style="list-style-type: none"> • Update on Bank’s Investments • Update on Sustainability • Risk Overview Report • Presentation on cyber security • Presentation by PWC on State of Cybersecurity – An outside-in & Inside-out view • Update on the revised Business Strategy of the Bank • Update on Amendments in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) 	42 hours 45 mins

		<ul style="list-style-type: none"> • Update on RBL Cyber Program Maturity Assessment Board Presentation • Review of Domestic Market • AML/CFT Training: Global trends & local impact • Update on Marketing & Communications • Regular Updates on Chat Bot and Channel Penetration • Certification Programmes in IT & Cyber Security for Board Member • Update on “Nationwide bank customers’ satisfaction survey –CEPD • Update on Technology Strategy • Presentation covering broadly the Overview of the Bank, highlights of the various businesses of the Bank, Core Business, Distribution Network + Customer Numbers, Strategic Framework, financial performance on various parameters, distribution network alongwith brief about the shareholding, Directors & management of the Bank • Update on ABACUS 1.0 & 2.0 • Presentation of the new CSR Amendment rules 2021 by Sattva consultancy Pvt. Ltd • Update on Financial Outsourcing • Update on Early Warning Portfolio (EWS) portfolio • Presentation on Industry Research & Sectoral Risk Management (IR & SRM) function - Update on Renewable Energy and NBFC-MFI sectors • Presentation on Internal Capital Adequacy Assessment Process (ICAAP) Document • Update on Financial Outsourcing • Update on the Role of Risk Management Committee (RMCB) of the Board • Orientation session w.r.t financials related matters as discussed at the ACB • Orientation session w.r.t internal audit related matters • Presentation on ALM and funding • Presentation on Sugar and Food Processing sectors • Presentation on the Audit Scope & Objective, Detailed Scope – Process Review, Detailed Scope – IT Review, Observations – Process Review, Observations – IT Review • Presentation on Key Ind AS impact for the Bank, Ind AS Proforma Financial Statement • Presentation on Financial Inclusion Business • Virtual Leadership Program on Advanced Technologies 	
8	2022-23	<ul style="list-style-type: none"> • CSITE IT Examination Report and Presentation on Cyber Security Risk • Update on Bank’s Investments 	31 hours 35 mins

		<ul style="list-style-type: none"> • Update on Right to Information notices received by the Bank • Update on Sustainability • Update on RBL Bank's ESG (Environmental, Social, Governance) ratings • Risk Overview Report • Update on amendments/ circulars issued by various regulatory authorities i.e Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) and Stock Exchanges i.e BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) • Update on Cyber Security • Presentation on Strategy - Business Plan • Update on Amendment to E&S Risk Policy • Review of Domestic Markets • Update on Marketing & Communications • Update on Information Technology Strategy • Update on CSITE 2022 • Update on Abacus • Update on CSR • Update on Segment-wise program and flagship program • Update on Annual Action Plan • Presentation on Investor Meetings • Update on Russia-Ukraine Conflict Impact Analysis • Update on Financial Outsourcing • Update on Early Warning (EWS) Portfolio of the Bank • Update on Industry Research & Sectoral Risk Management (IR & SRM) function - Review of incremental standard asset provisioning rates (in bps) for stressed sectors. • Update on Internal Capital Adequacy Assessment Process (ICAAP) Document • Update on Industry/Sector Outlook and suggested exposure strategy. • Update on MOU signed with Rotary International • Update on the Ind AS Financial Statement for the Year • Update on Financial Inclusion • Initial Familiarization session -Presentation covering broadly the highlights of the various businesses of the Bank, financial performance on various parameters, distribution network etc • Update on Information Technology • Seminar on Corporate Governance for the Directors on the Board of Banks 	
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9	2023-24	<ul style="list-style-type: none"> • Update on Sustainability • Update on Bank's Investments • Update on Annual Review Report on Anti – Bribery • Update on assessment of the Fit and Proper status of Major Shareholder • Update on amendments/ circulars issued by various regulatory authorities i.e Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) and Stock Exchanges i.e BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) • Update the Board on Key Strategic Objectives, Business Plan and Strategy • Updates to Board on Microfinance Performance • Risk Overview Report • Update on CSR • Update on Financial Outsourcing • Update on Industry/Sector Outlook and suggested exposure strategy. • Emerging risks in financial markets in U.S./Europe and its impact on Indian economy • Update on Incorporation of CIBIL and Application Score cut-offs in the Credit Card Procedure Manual • Update on Import of Gold/Silver by Qualified Jewellers through 'India International Bullion Exchange IFSC Ltd' • Update on Customer Service Vision Projects & Key Highlights of Contact Centre & Wholesale Client Services and Rewards & Recognition for Branches • Session by Customer Service Expert • Update on Key Projects Roadmap and Digital Initiatives on Changing Face of Customer Service • Integrated Marketing and Brand Development Roadmap • Presentation by Adfactors on Public Relations: Review & way forward and Session on Media and Reputation Management • Update on Master Direction on IT Outsourcing • IT Organization – Business Alignment • Presentation on Key Initiatives –Digital Transformation, Business Strategy & IT Readiness alignment, Road ahead and CSITE update • Presentation on IR Plan and Objectives • Review of Domestic Market • Update on Report of Ernst & Young LLP on the Perception Study of Investor Relations • Program on Governance for Directors on Boards of Banks, FIs and NBFCs attended by Independent Director • Presentation made by Avendus Spark on overall banking industry 	33 hours 10 mins
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10	2024-25	<ul style="list-style-type: none"> • Update on amendments/ circulars issued by various regulatory authorities i.e Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) and Stock Exchanges i.e BSE Limited (BSE), National Stock Exchange of India Limited (NSE) Ministry of Corporate Affairs (MCA) and Institute of Company Secretaries of India (ICSI). • Update on Bank’s Equity and VCF Investments. • Update on Revalidation of the Bank’s Vision and Mission Statement. • Appreciation and recognition received for Fraud Control & Risk management department. • Update on Change in Accounting Policy and amortisation methodology in case of Investments and Derivatives Accounting. • Update on Financial Outsourcing • Update on CSR • Update on RBI Master Direction on Credit Card and Debit Card – Issuance and Conduct Directions • Risk Overview Report • Update on Sustainability • Presentation on Strengthening Banks ability to manage regulatory data and reporting requirements. • Update on Business Strategy • Updates to Board on Microfinance Performance • Update on Credit Card Business • Update on Operational Risk Management and Resilience Framework. • Update on Capital Market Exposure. • Presentation on Strategic Plans • Presentation on Financial Plans • Update on NPCI Circulars • Presentation on Internal Capital Adequacy Assessment Process (ICAAP) Document • Presentation on Digital Journey, Key Initiatives – Digital Transformation and Critical Projects, 	71 hours 30 mins

		<p>Enterprise Data Strategy, CSITE and CSAP updates, Infosec Update, Run the Bank Update, IT Budget/IT Manpower and Road Ahead</p> <ul style="list-style-type: none"> • Presentation on Governance & Compliance update, Infosec Update, Enterprise Architecture Update, Operational Resilience – IT Readiness and Budget Update • Presentation on Customer Service Key Projects • Update on New Initiatives of Marketing • Update on Marketing & Communications • Presentation by Adfactors on PR & Communications approach • Review of Domestic Market • Initial Familiarization session -Presentation covering broadly the highlights of the various businesses of the Bank, financial performance on various parameters, distribution network etc. • Program for Non-Executive Chairman & Directors on Boards of Banks, FIs and NBFCs • Certification Programme in IT & Cyber Security for Board Members • Program on Governance and Assurance for Directors on Board of Banks, FIs and NBFCs • Program on Know Your Customer (KYC) and Anti Money Laundering (AML) 	
		Cumulative no. of hours	353 hours 20 minutes