

Annexure IB

CEO/CFO CERTIFICATION

We, Vishwavir Ahuja, Managing Director & CEO and Amrut Palan, Chief Financial Officer of RBL Bank Limited (hereinafter "the Bank") hereby certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2021 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Bank's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Bank during the year which are fraudulent, illegal or violative of the Bank's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Bank pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Bank's internal control system over financial reporting.

Sd/-
Vishwavir Ahuja
Managing Director & CEO

Sd/-
Amrut Palan
Chief Financial Officer

Place: Mumbai
Date: May 4, 2021

Annexure II

Disclosure pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended.

- A. Relevant disclosures in terms of the Guidance note on accounting for employee share based payments issued by ICAI or any other relevant accounting standards as prescribed from time to time, has been duly made in the notes to accounts of the financial statements for FY 2020-21.
- B. Diluted EPS on issue of shares pursuant to various Employee Stock Option Plans ("ESOPs"), has been duly made in the notes to accounts of the financial statements for FY 2020-21.

Sr. No.	Particulars	ESOP 2010*	ESOP 2013	RESOP 2014*	ESOP 2018
1	Description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including -				
(i)	Date of Shareholders' approval	June 30, 2010 & February 21, 2014	June 30, 2010; February 21, 2014 & January 17, 2017	June 30, 2010 & February 21, 2014	June 18, 2018 & July 17, 2020
(ii)	Total number of options approved under ESOS	Not more than 12% of the paid-up equity capital of the Company, at any point in time under one or more Employee Stock Option Schemes.	Not more than 12% of the paid-up equity capital of the Company, at any point in time under one or more Employee Stock Option Schemes. As per approval granted by shareholders on January 17, 2017, 1,13,99,400 options were approved under the ESOP in addition to the outstanding un-exercised options.	Not more than 12% of the paid-up equity capital of the Company, at any point in time under one or more Employee Stock Option Schemes.	Not more than 12% of the paid-up equity capital of the Company, at any point in time under one or more Employee Stock Option Schemes. As per approval granted by shareholders on June 18, 2018 for 2,00,00,000 options + 1,75,00,000 options on July 17, 2020 were approved under the ESOP in addition to the outstanding un-exercised options.
(iii)	Vesting requirements	<p>Till June 20, 2016 the Vesting schedule was defined as follows: 40% of granted stocks shall get vested on completion of 1 year from the grant date, 30% of granted stocks shall get vested on completion of 2 year from the grant date, 30% of granted stocks shall get vested on completion of 3 year from the grant date.</p> <p>From June 21, 2016 to March 15, 2017 the Vesting schedule was defined as follows: 30% of granted stocks shall get vested on completion of 1 year from the grant date, 30% of granted stocks shall get vested on completion of 2 year from the grant date, 40% of granted stocks shall get vested on completion of 3 year from the grant date.</p> <p>From March 16, 2017 onwards the Vesting schedule has been defined as follows: 10% of granted stocks shall get vested on completion of 1 year from the grant date, 20% of granted stocks shall get vested on completion of 2 year from the grant date, 30% of granted stocks shall get vested on completion of 3 year from the grant date and 40% of granted stocks shall get vested on completion of 4 year from the grant date.</p> <p>From March 19, 2020 onwards the Vesting schedule has been defined as follows: 30% of granted stocks shall get vested on completion of 1 year from the grant date, 30% of granted stocks shall get vested on completion of 2 year from the grant date, 40% of granted stocks shall get vested on completion of 3 year from the grant date.</p>			
(iv)	Exercise price or pricing formula	Exercise Price shall be determined by Board or a Committee thereof from time to time based on the Market Price per Share as on date of grant of options. However, it will not be less than the face value of the share.			

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Sr. No.	Particulars	ESOP 2010*	ESOP 2013	RESOP 2014*	ESOP 2018
(v)	Maximum term of options granted	Currently, the maximum vesting period for the options granted is four years from the date of grant of options. The vesting can extend up to five years from the date of grant of options. The Exercise period in respect of a vested option shall be three years from the date of vesting of such options.			
(vi)	Source of shares (primary, secondary or combination)	Primary	Primary	Primary	Primary
(vii)	Variation in terms of options	No variations in terms of options			Effective Members' resolution dated, July 17, 2020, all the options granted on any date can be exercised not later than a maximum of 5 (Five) years from the date of vesting of options. All the options granted prior to July 17, 2020 can be exercised not later than a maximum of 3 (Three) years from the date of vesting of options.
2	Method used to account for ESOS - Intrinsic or fair value	Intrinsic value			
3	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	If the Bank had adopted the Black-Scholes model based fair valuation, compensation cost for the year ended March 31, 2021, would have increased by ₹ 70.26 crore (previous year ₹ 117.90 crore) and the profit before tax would have been lower correspondingly. Accordingly, on a pro-forma basis, basic and diluted earnings per share for the year ended March 31, 2021 would have been ₹ 8.38 and ₹ 8.32, respectively (Previous year ₹ 9.21 and ₹ 9.17, respectively).			
4	Option movement during the year (For each ESOS):				
(i)	Number of options outstanding at the beginning of the period	0	15,453,675	3,450	17,394,950
(ii)	Number of options granted during the year	0	0	0	13,814,500
(iii)	Number of options forfeited / lapsed during the year	0	3,285,641	0	5,394,570
(iv)	Number of options vested during the year	0	2,869,530	0	2,504,430

Sr. No.	Particulars	ESOP 2010*	ESOP 2013	RESOP 2014*	ESOP 2018	
(v)	Number of options exercised during the year	0	843,807	3,450	0	
(vi)	Number of shares arising as a result of exercise of options	0	843,807	3,450	0	
(vii)	Money realized by exercise of options (INR), if scheme is implemented directly by the company	0	100,327,920	189,750	0	
(viii)	Loan repaid by the Trust during the year from exercise price received	NA	NA	NA	NA	
(ix)	Number of options outstanding at the end of the year	0	11,324,227	0	25,814,880	
(x)	Number of options exercisable at the end of the year	0	5,860,255	0	3,167,100	
5	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	2020-21				
		Stock option activity under the scheme	No of Options	Range of exercise prices (₹)	Weighted average exercise price (₹)	Weighted average remaining contractual life years
		Outstanding at the beginning of the year	32,852,075	55.00 – 680.35	440.42	4.27
		Granted during the year	13,814,500	126.25 – 222.75	161.01	
		Forfeited during the year	8,564,890	80.00 – 667.35	476.80	
		Exercised during the year	847,257	55.00 – 120.00	118.64	
		Expired during the year	115,321	55.00 – 476.85	308.59	
		Outstanding at the end of the year	37,139,107	100.00 – 680.35	335.85	4.33
		Options exercisable at the end of the year	9,027,355	100.00 – 680.35	422.70	1.92
6	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -					
(i)	Senior Managerial Personnel	Emp. No.	Name	Functional Designation	Exercise Price	Options Granted
		2101	R Gurumurthy	Head - Governance	222.75	300,000
					162.95	200,000
		8434	Brijesh Mehra	Head - Wholesale Bank	222.75	250,000
					Total	450,000
		4129	Harjeet Toor	Head - Retail Lending, Inclusion and Rural Business	126.25	300,000
					162.95	300,000
					Total	600,000
		3528	Surinder Chawla	Head - Geography Branch & Business Banking	162.95	300,000
					126.25	75,000
		11720	Jaideep Iyer	Head - Strategy	162.95	225,000
					Total	300,000
		12926	Sankarson Banerjee	Chief Information Officer	162.95	200,000
		13970	Pankaj Sharma	Chief Operations Officer	162.95	100,000

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Sr. No.	Particulars	ESOP 2010*	ESOP 2013	RESOP 2014*	ESOP 2018
(ii)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	-	-	-	-
(iii)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	-	-	-	-
7	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	The fair value has been calculated using the Black Scholes Option pricing model.			
(i)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model	The fair value of options granted during the year has been estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:			
	Particular	2020-21	2019-20		
	Expected dividend yield	0.67%-1.19%	0.31%-1.62%		
	Expected volatility	45.31%~48.70%	30.13%~42.13%		
	Risk free interest rates	3.45%-5.53%	5.19%-7.43%		
	Expected life of options in years (across each tranche)	1.0-5.5	1.0-5.5		
(ii)	the method used and the assumptions made to incorporate the effects of expected early exercise	N.A.			
(iii)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Expected volatility is a measure of the amount by which the equity share price is expected to fluctuate during the period. The measure of volatility used in Black-Scholes option pricing model is the annualized standard deviation of the continuously compounded rates of return on the share over a period of time. Expected volatility has been computed by considering the historical data on daily volatility in the closing equity share price on NSE of RBL Bank / similar listed banks over the expected tenor of each tranche.			
(iv)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	N.A.			
8	Disclosures in respect of grants made in three years prior to IPO under each ESOS				
(i)	Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made	-	1,305,422	0	-

* Plans have been discontinued except for the vesting and exercise of options already granted.

Annexure III

FORM NO. MR.3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
RBL Bank Limited
1st Lane, Shahupuri,
Kolhapur – 416001

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **RBL Bank Limited** (CIN: L65191PN1943PLC007308) (hereinafter called "**the Bank**") for the financial year ended as on **March 31, 2021**.

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct and statutory compliances and expressing our opinion thereon.

Based on our verification of the Banks's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Bank and the information provided by the Bank, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Bank has, during the audit period covering the financial year ended as on **March 31, 2021** complied with the statutory provisions listed hereunder and also that the Bank has followed proper Board-processes and have required compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Bank for the financial year ended as on **March 31, 2021** according to the provisions of:

- The Companies Act, 2013 (the Act) and the Rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;

- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder for compliances in respect of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, **as applicable**;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), **as applicable and as amended from time to time:-**
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not applicable as the Bank is not registered as Registrar to issue and Share Transfer Agent during the financial year under review**;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Bank has not delisted / proposed to delist its**