



RBL BANK LIMITED

CIN: L65191PN1943PLC007308

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Notice

Notice is hereby given that the Seventy Eighth (78th) Annual General Meeting ("AGM") of the Members of **RBL Bank Limited** ("the Bank") will be held on Tuesday, September 21, 2021 at 11:30 a.m. (IST), through video conferencing ("VC") or other audio-visual means ("OAVM"), to transact the following businesses, on account of outbreak of COVID-19 Pandemic, in compliance with the provisions of relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2021 and the Report of the Auditors thereon.
3. To appoint a Director in place of Ms. Veena Mankar (DIN: 00004168), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To consider and appoint, M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036) as one of the joint Statutory Auditors of the Bank and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Section 30 and all other applicable provisions, if any, of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Bank be and is hereby accorded to the appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules and the guidelines issued by RBI vide Circular dated April 27, 2021, as one of the Joint Statutory Auditors of the Bank, for a period of three (3) years i.e. to hold office as such from the conclusion

of the Seventy Eighth (78th) Annual General Meeting until the conclusion of the Eighty-first (81st) Annual General Meeting, further subject to the approval of the RBI for each year during this tenure, and on such terms and conditions, including remuneration, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Bank.

RESOLVED FURTHER THAT subject to the applicable statute and regulations including the relevant guidelines and circulars as issued by the RBI from time to time, M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W-100036) and M/s. Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. 103523W/W100048), who were already appointed as Statutory Auditors of the Bank at the 77th Annual General Meeting held on July 17, 2020, shall act as the Joint Statutory Auditors of the Bank until the conclusion of the Seventy Ninth (79th) Annual General Meeting i.e. for the remaining term of M/s. Haribhakti & Co. LLP and that M/s. CNK & Associates LLP shall thereafter act as one of the Joint Statutory Auditors of the Bank with such other joint Statutory Auditor(s) who will be appointed by the Bank subject to prior permission of the RBI and approval of the Members of the Bank at the Seventy Ninth (79th) Annual General Meeting.

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head – Strategy and Chief Financial Officer of the Bank, be and are hereby severally/jointly authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **To approve the appointment of Mr. Vimal Bhandari (DIN: 00001318) as Non-Executive Non Independent Director of the Bank.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014; applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI") in this

regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of RBL Bank Limited (the "Bank"), Mr. Vimal Bhandari (DIN: 00001318) who was appointed as (Additional) Non-Executive Non Independent Director of the Bank by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from October 1, 2020 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Non Independent Director of the Bank **AND THAT** his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head - Strategy, Chief Financial Officer and Company Secretary of the Bank, be and are hereby severally/ jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

6. **To approve the appointment of Dr. Somnath Ghosh (DIN: 00401253) as Non-Executive Independent Director of the Bank.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder; applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); Section 10A of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of RBL Bank Limited (the "Bank"), Dr. Somnath Ghosh (DIN: 00401253) who was appointed as (Additional) Non-Executive Independent Director of the Bank by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from December 7, 2020 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director of the Bank, for a period of 5 (five) years i.e. from December 7, 2020 to December 6, 2025 **AND THAT** he shall not be liable to retire by rotation during the said period, in terms of the provisions of Section 149(13) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head - Strategy, Chief Financial Officer and Company Secretary of the Bank, be and are hereby severally/

jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

7. **To approve the appointment of Mr. Manjeev Singh Puri (DIN: 09166794) as Non-Executive Independent Director of the Bank.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder; applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); Section 10A of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of RBL Bank Limited (the "Bank"), Mr. Manjeev Singh Puri (DIN: 09166794) who was appointed as (Additional) Non-Executive Independent Director of the Bank by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from May 21, 2021, and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director of the Bank for a period of 5 (five) years i.e. from May 21, 2021 to May 20, 2026 **AND THAT** he shall not be liable to retire by rotation during the said period, in terms of the provisions of Section 149(13) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head - Strategy, Chief Financial Officer and Company Secretary of the Bank, be and are hereby severally/ jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

8. **To approve the appointment of Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Independent Director of the Bank.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder; applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); Section 10A of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of RBL Bank Limited (the “Bank”), Mr. Chandan Sinha (DIN: 06921244) who was appointed as (Additional) Non-Executive Independent Director of the Bank by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from May 21, 2021, and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director of the Bank for a period of 5 (five) years i.e. from May 21, 2021 to May 20, 2026 **AND THAT** he shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head - Strategy, Chief Financial Officer and Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

9. **To approve the re-appointment of Mr. Prakash Chandra (DIN: 02839303) as Non-Executive Independent Director of the Bank.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the “Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Section 10A and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the “Bank”) and pursuant to the recommendations of the

Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Prakash Chandra (DIN: 02839303) whose initial term as an Independent Director of the Bank expires on September 5, 2021 and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Bank, be and is hereby reappointed as an Independent Director of the Bank, for the second term with effect from September 6, 2021 upto August 2, 2024 **AND THAT** he shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head - Strategy, Chief Financial Officer and Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

10. **To approve re-appointment and revision in remuneration of Mr. Prakash Chandra (DIN: 02839303) as Non-Executive (Part-Time) Chairman of the Bank.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder (the “Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines, notifications and circulars issued by the Reserve Bank of India (“RBI”), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the “Bank”) and pursuant to the approval as received from the Reserve Bank of India, approval of the Members be and is hereby accorded for the re-appointment of Mr. Prakash Chandra (DIN: 02839303), Independent Director, as the Non-Executive (Part-time) Chairman of the Bank for a period of three (3) years i.e from August 3, 2021 to August 2, 2024.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any, of the Act, Section 35B and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines, notifications and circulars issued by the RBI, in this regard, from time to time, and any other applicable laws (including

any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Bank and pursuant to approval as received from the Reserve Bank of India, approval of the Members be and is hereby accorded for the payment of honorarium to Mr. Prakash Chandra (DIN: 02839303), as Non-Executive (Part-time) Chairman of the Bank for a period of three (3) years i.e. from August 3, 2021 to August 2, 2024, detailed as under:

Particulars	Amount
Remuneration (honorarium)	₹ 18,00,000 p. a.
Sitting Fees	As payable to other Non-Executive Directors
Perquisites	
Company Car	Free use of the Bank's car for official purposes
Touring	Travelling and official expenses to be borne by the Bank for Board functions as a Chairman

"RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Head – Human Resources, CSR and Internal Branding, Head – Strategy, Chief Financial Officer and Company Secretary of the Bank be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this Resolution."

11. **To approve the re-appointment of Mr. Ishan Raina (DIN: 00151951) as Non-Executive Independent Director of the Bank.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the "Bank") and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. Ishan Raina (DIN: 00151951) whose initial term as Non-Executive Independent Director of the Bank expires on September 5, 2021 and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and

who is eligible to be reappointed as an Independent Director of the Bank, be and is hereby reappointed as an Independent Director of the Bank, for the second term with effect from September 6, 2021 upto April 29, 2024 i.e. till the completion of his 8 continuous years as Director on the Board of the Bank, under Section 10A(2A) of the Banking Regulation Act, 1949 **AND THAT** he shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

RESOLVED FURTHER THAT the Managing Director & CEO, Executive Director, Head - Strategy, Chief Financial Officer and Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

12. **Re-appointment of Mr. Vishwavir Ahuja (DIN: 00074994) as Managing Director & Chief Executive Officer of the Bank.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder; Section 35B and other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of RBL Bank Limited (the "Bank"), Mr. Vishwavir Ahuja (DIN: 00074994) be and is hereby re-appointed, as per the approval received from the Reserve Bank of India ("RBI"), as the Managing Director & Chief Executive Officer ("MD & CEO") of the Bank, not liable to retire by rotation, for a period of one (1) year, effective June 30, 2021 to June 29, 2022, on such other terms and conditions as detailed in the explanatory statement to this notice, subject to such conditions/stipulations/modifications as may be prescribed/approved by RBI whilst granting such approval and agreed to by the Board of Directors and Mr. Vishwavir Ahuja.

RESOLVED FURTHER THAT the re-appointment of Mr. Vishwavir Ahuja (DIN: 00074994) shall not be treated as break in the office of Managing Director & CEO.

RESOLVED FURTHER THAT the Executive Director, Head – HR, CSR and Internal Branding, Head – Strategy, Chief Financial Officer and Company Secretary of the Bank be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute

discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

13. **To approve the revised remuneration of Non-Executive Directors except for Part Time Non-Executive Chairman.**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT in supersession of resolution passed by the Members of the Bank at the 74th Annual General Meeting held on August 4, 2017, and pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949 read with circulars or notifications issued by the Reserve Bank of India's ("RBI") in this regard, including the RBI Circular on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board dated April 26, 2021, as may be amended, restated, replaced or modified from time to time, the consent of the Members of the Bank be and is hereby accorded to pay compensation to each Non-Executive Director (NED) of the Bank (other than the Part Time Non-Executive Chairman) in the form of fixed remuneration not exceeding ₹ 20,00,000 (Rupees Twenty Lakhs Only), per annum, for a period of five (5) years, with effect from the financial year 2021-22, as may be determined by the Board of Directors or the relevant Committee thereof, and that the same shall be in addition to payment of sitting fees and reimbursement of out of pocket expenses payable to them for attending the Board and Committee(s) meetings.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee of the Board of Directors) of the Bank, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all approvals as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

14. **To approve issue of Debt Securities on Private Placement basis.**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder; the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars, directions and guidelines issued by the Reserve Bank of India ("RBI") and/or the Securities and Exchange Board of India in this regard, from time to time; all other relevant provisions of applicable law(s) (including any statutory amendment(s) or modification(s)

or re-enactment(s) thereof for the time being in force); the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013), for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issuance of debt securities including but not limited to long term bonds, green bonds, non-convertible debentures, perpetual debt instruments, notes and Tier II Capital Bonds or such other debt securities, in domestic and/or overseas market as may be permitted under RBI guidelines from time to time, and/or for making offers and/or invitations thereof and/or issue(s)/issuances and/or allotment of securities thereof, on private placement basis, for a period of one year from the date of passing of this resolution, in one or more tranches and/or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series / tranches, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors, as per the structure and within the limits permitted by the RBI, of an amount not exceeding ₹ 3,000 Crores (Rupees Three Thousand Crores), within the overall borrowing limits of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things, matters, as may be necessary and expedient and to delegate all or any of its powers conferred herein to any Committee or any director(s) or officer(s) of the Bank for giving effect to this resolution."

15. **Approval for amendment in Employees Stock Option Plan 2013 of the Bank.**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification to the Special Resolution passed by the Members of the Bank on January 17, 2017 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Regulations or Act, the relevant clauses of the Memorandum and Articles of Association of the Bank and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Members of the Bank be and is hereby accorded for the amendment to the Employees Stock Option Plan 2013 ("ESOP 2013") (referred to as "Plan") i.e. the Exercise Period in respect of a Vested Options shall be five (5) years from the date of Vesting of such Options, change in the vesting schedule i.e. Options granted

under ESOP 2013 would vest after one (1) year but not later than five (5) years from the grant date of such options, the Nomination and Remuneration Committee of the Board shall determine the specific vesting percentage and schedule which may be different for different employees or class thereof at the time of Grant, in respect of the stock options granted to the eligible employees of the Bank in accordance with the provisions of SEBI Regulations and the ESOP 2013, with effect from date of this resolution; and that any reference to Human Resource and Remuneration Committee ('HRRC') in ESOP 2013 shall be substituted with Nomination and Remuneration Committee ('NRC').

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Bank.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are issued by the Bank to the grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Bank are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten) per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, revise, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, revision, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Bank, SEBI Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at

its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place: Mumbai

Date: August 23, 2021

RBL Bank Limited

CIN: L65191PN1943PLC007308

Registered Office:

1st Lane, Shahupuri

Kolhapur - 416001

Tel no. +91 231 6650214

Email - investorgrievances@rblbank.com

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") pertaining to Item No. 4 to 15 to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs (the "MCA") vide General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 and the Securities and Exchange Board of India (the "SEBI") vide Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 (the "relevant Circulars"), has permitted companies to hold annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), during the calendar year 2021. In compliance with the relevant Circulars and other applicable provisions of the Companies Act, 2013, the AGM of the Bank shall thus be held through VC/OAVM. The deemed venue for the 78th AGM shall be the Registered Office of the Bank.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and to vote at general meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars and SEBI Circulars, there is no requirement of appointment of proxy for this AGM, since for the AGM under this framework physical attendance of the Members in any case has been dispensed with.

Hence, instructions related to proxy and proxy form are not provided in this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM held through VC or OAVM.

4. In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote. Corporate Members are requested to send a duly certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the AGM.
5. The Register of Members and the Share Transfer Books of the Bank will remain closed from **Wednesday, September 15, 2021 to Tuesday, September 21, 2021 (both days inclusive) for the purpose of AGM.**
6. The Bank considered it prudent to not propose any dividend for the financial year ended March 31, 2021, in light of the situation developing around COVID-19 Pandemic in the country and related uncertainty that it creates.
7. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), the Bank is statutorily required to transfer to the Investor Education & Protection Fund ("IEPF") established by the Central Government, any money transferred to the Unpaid Dividend Account and which remains unpaid or unclaimed for a period of seven years from the date of such transfer. Thus, the unclaimed/ unpaid dividend declared up to FY 2012-13 has already been transferred to IEPF. The Members who have not yet encashed their dividend warrants/demand drafts related to subsequent financial years are requested to do so immediately. The Bank has uploaded the details of unpaid and unclaimed dividend on the website of the Bank at <https://ir.rblbank.com> and also on the website of the Ministry of Corporate Affairs. Further, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years are also required to be transferred to the Demat account of IEPF Authority. Members may note that both the unclaimed dividend and corresponding shares transferred to Demat Account of IEPF Authority including all benefits accruing on such shares, if any, can be claimed back from the IEPF Authority after following the procedure prescribed under IEPF Rules.
8. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Plans are being implemented in accordance with the applicable Regulations of the Securities and Exchange Board of India in this regard and the respective resolutions passed by the Members of the Bank, shall be available electronically for inspection by the Members at the AGM.
9. Brief profile and other required information in respect of the Directors proposed to be appointed/re-appointed, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is enclosed with this Notice. Requisite declarations have been received from the Directors seeking appointment/ reappointment.
10. Members holding shares in physical form are requested to approach for updating or change in their bank details, correspondence including change of address, mandates etc. to the Registrar and Transfer Agents of the Bank ("RTA") viz. M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or Email at - rnt.helpdesk@linkintime.co.in and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
11. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013. Members holding shares in physical form are advised to make nomination in respect of their shareholding with the Bank or RTA and those holding shares in Dematerialised form are advised to make nomination through their depository participant.
12. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, effective April 1, 2019 requests for effecting transfer of securities are not being processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Further, pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Bank is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. Members holding shares in physical form can submit a self-attested copy of their PAN to the Bank or RTA. Members holding shares in electronic form are requested to submit their PAN details to their Depository Participants with whom they are maintaining their demat account.
14. SEBI has also mandated that for registration of transfer of securities, the transferor(s) or transferee(s) shall furnish a copy of their PAN card to the Bank for registration of transfer of securities.
15. Pursuant to MCA Circulars and SEBI circulars, we hereby confirm that the Bank shall be providing the facility of attending the AGM through VC or OAVM alongwith the e-voting facility during the AGM.

16. In view of the prevailing COVID-19 situation, owing to difficulties involved in dispatching of physical copies of Integrated Annual Report for FY 2020-21 & Notice of 78th AGM and pursuant to MCA Circulars and SEBI circulars, the Integrated Annual Report for FY 2020-21 along with the Notice of the 78th AGM is being sent to the Members of the Bank only by email. Further, the Members holding shares in physical form or other Members who have not registered their email address with the Bank can get the same registered by approaching the Registrar and Transfer Agents of the Bank (RTA) viz. M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Email ID - rnt.helpdesk@linkintime.co.in mentioning Name & address of the Members along with a self-attested copy of the PAN card and self-attested copy of any document i.e Driving License, Election Identity card, Passport for address proof. Members holding shares in demat form are requested to update their email address with their Depository.
17. In line with the MCA Circulars and SEBI circulars, the Notice of the Seventy Eighth (78th) AGM and the Integrated Annual Report for the financial year 2020-21 will also be available on the Bank's website <https://ir.rblbank.com> for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice at Note No. 24. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013, hence, attendance slip is not provided here.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members at the AGM.
21. Members are requested to write to investorgrievances@rblbank.com for inspection of all the relevant documents referred to in the accompanying Notice and Explanatory Statement up to the date of the AGM.
22. Since the AGM shall be held through VC or OAVM, hence the requirement of providing the Route Map and Landmark for the venue of the AGM in the notice does not apply to this AGM.
23. **Voting through electronic means:**

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and MCA Circulars the Bank is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being **Tuesday, September 14, 2021** to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means. The facility of casting votes by a member using Remote e-voting as well as the e-voting system on the date of the AGM will be provided.

The Remote e-voting commences on Friday, September 17, 2021 10:00 a.m. (IST) and ends on Monday, September 20, 2021 5:00 p.m. (IST). During this period Members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Bank is also offering the facility for e-voting at the AGM. A person who is not a Member as on cut-off date should treat this Notice for information purposes only. Any Person who becomes a Member of the Bank after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date, subject to the provisions of the Banking Regulation Act, 1949, as amended.

A Member can opt for only one mode of voting i.e. either through Remote e-voting or by e-voting system at the AGM.

The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary (FCS: 5559), failing him, Mr. Vijay Sonone, Practicing Company Secretary (FCS: 7301) of M/s. Alwyn Jay & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting at AGM and Remote e-voting process in a fair and transparent manner.

The Results on above resolutions shall be declared not later than two working days from the conclusion of AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

The Results of voting as declared along with the Scrutinizer's Report(s) will be published on the website of the Bank at <https://ir.rblbank.com> and on the website of CDSL www.evotingindia.com. The results shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

24. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **Friday, September 17, 2021 10:00 a.m. (IST) and ends on Monday, September 20, 2021 5:00 p.m. (IST)**. During this period shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 14, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders**
- 6) If you are a first-time user follow the steps given below:

1) The shareholders should log on to the e-voting website www.evotingindia.com .		For Shareholders holding shares in Demat Form other than individual and Physical Form
2) Click on "Shareholders" module.		
3) Now enter your User ID		
a. For CDSL: 16 digits beneficiary ID,		
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,		
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.		
4) Next enter the Image Verification as displayed and Click on Login.		
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.		
	PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
		<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
	Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
		<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < **RBL BANK LIMITED** > on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorgrievances@rblbank.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorgrievances@rblbank.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorgrievances@rblbank.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the

share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorgrievances@rblbank.com or rnt.helpdesk@linkintime.co.in.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 4:

Appointment of M/s. CNK & Associates LLP, Chartered Accountants, (Firm Registration No. 101961 W/W100036) as one of the Joint Statutory Auditors of the Bank.

The Members of the Bank at the 77th Annual General Meeting had appointed M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) as Statutory Auditors for a period of two (2) years to hold office till the conclusion of 79th Annual General Meeting.

Pursuant to the Reserve Bank of India Circular RBI/2021-22/25 Ref. No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021: Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) is applicable to the Bank from the financial year 2021-22 and onwards. The provisions of Clause 8 of the said RBI Guidelines states that the Statutory Auditors shall be appointed for a continuous period of three years, subject to the Audit firms satisfying the eligibility norms as stipulated therein, each year. Further, Clause 4 of the said RBI Guidelines states that the Statutory Audit of Banks should be conducted under joint audit with a minimum of two eligible audit firms.

Accordingly, the Board at its meeting held on August 2, 2021 basis the recommendations of the Audit Committee, pursuant to the approval received from the Reserve Bank of India and subject to the approval of Members of the Bank, approved the appointment of M/s. CNK & Associates LLP, Chartered Accountants, Mumbai, having Firm Registration Number 101961W/W100036, as the other Joint Statutory Auditors of the Bank, to hold office as such for a period of 3 years from the conclusion of the 78th Annual General Meeting until the conclusion of the 81st Annual General Meeting, subject to the approval of the RBI every year and on such terms and conditions, including remuneration, as may be recommended by the Audit Committee and approved by the Board of Directors.

M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) and M/s. CNK & Associates LLP, Chartered Accountants have confirmed their eligibility under Section 141 of Companies Act, 2013 read with the relevant rules made thereunder and the subject RBI Guidelines, to be appointed as the Joint Statutory Auditors of the Bank. Further, as required under the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), both the Joint Statutory Auditors have also confirmed that they had subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the Peer Review Board of ICAI. Further, they have confirmed that they fulfill the eligibility norms for appointment of Statutory Central Auditor of Private Sector Banks as prescribed by the Reserve Bank of India ("RBI").

Further, the RBI vide its letter dated July 20, 2021 has approved their appointment as the Joint Statutory Auditors of the Bank. In accordance with the requirement of the aforesaid RBI Guidelines, the Bank has also framed a Board approved Policy on appointment of Statutory Auditors and has also identified an internal set of evaluation criteria for assessing the goodness of fit in terms of

experience and eligibility for the audit firms including auditor independence.

M/s. CNK & Associates LLP, Chartered Accountants established in the year 1936, offers services in the areas of statutory audits, internal/ management audits and information systems audits, taxation - both direct and indirect and transaction advisory services. They assembled from diverse backgrounds, comprising of over 450 personnel and specializing in respective service lines, and has worked alongside companies/entities of all sizes.

The headquarter of the Firm is in Mumbai with branches at Vadodara, Chennai and Bengaluru and associate firms at Ahmedabad, Gandhinagar & Delhi (together referred to as CNK), they cater to clients across several geographies and service lines. They also have 2 offices in United Arab Emirates (in Dubai and Sharjah) to cater to clients in the Middle Eastern region.

They have experience in the Banking, Financial Services and Insurance (BFSI) sector providing audit/non-audit and consultancy services to private, public and foreign banks.

The terms and conditions of the Joint Statutory Auditors, including their remuneration, shall be as may be determined and recommended by the Audit Committee of the Board in consultation with the Joint Statutory Auditors and approved by the Board of Directors of the Bank. The remuneration paid to the Joint Statutory Auditors would depend on the scope of work and commensurate efforts involved.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth in Item No. 4 of this Notice, for the approval of the Members.

None of the Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out at Item No. 4 of this Notice.

Item No. 5:

To approve the appointment of Mr. Vimal Bhandari (DIN: 00001318) as Non-Executive Non Independent Director of the Bank.

Pursuant to the recommendations of the Nomination and Remuneration Committee of Board (the "NRC"), the Board of Directors (the "Board") of the Bank, approved the appointment of Mr. Vimal Bhandari as (Additional) Non-Executive Non Independent Director of the Bank, with effect from October 1, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), read with the Articles of Association of the Bank, he continues to hold office as (Additional) Non-Executive Non-Independent Director of the Bank upto the date of this Annual General Meeting (AGM).

The NRC and the Board has determined that Mr. Vimal Bhandari is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI").

Under Section 164 of the Companies Act, 2013, Mr. Vimal Bhandari is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. As per the recommendations of the NRC, the Board is of the opinion that he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 read with the Rules made thereunder, the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (SEBI Listing Regulations), the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and therefore it is desirable to appoint Mr. Vimal Bhandari as Non-Executive Non-Independent Director of the Bank and his office shall be liable to retire by rotation and he shall be eligible for sitting fees, reimbursement of expenses for attending Board and Committee meetings and compensation in the form of fixed remuneration, in terms of the RBI Circular no RBI/2021-22/24 DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Mr. Vimal Bhandari has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Vimal Bhandari, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Mr. Vimal Bhandari holds 50,000 equity shares of the Bank. Mr. Vimal Bhandari is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 5 of this Notice, for the approval of the Members.

Except for Mr. Vimal Bhandari and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 5 of this Notice.

Item No. 6:

To approve the appointment of Dr. Somnath Ghosh (DIN: 00401253) as Non-Executive Independent Director of the Bank.

Pursuant to the recommendations of the Nomination and Remuneration Committee of Board (the "NRC"), the Board of Directors (the "Board") of the Bank, approved the appointment of Dr. Somnath Ghosh as (Additional) Non-Executive Independent Director of the Bank with effect from December 7, 2020.

As per the Reserve Bank of India (the "RBI") circular dated April 26, 2021 on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board, the upper age limit for Non-Executive Directors ("NEDs"), including the Chair of the board had been increased to 75 years i.e. they could continue their positions till they attain the age of 75 years. Further, as per the subject RBI circular the total tenure of a Non-Executive Director of the Bank, should not exceed eight years.

Accordingly, the Bank proposes to appoint Dr. Somnath Ghosh for a period of 5 (five) years i.e. from December 7, 2020 to December 6, 2025. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), read with the Articles of Association of the Bank, he continues to hold office as (Additional) Non-Executive Independent Director of the Bank upto the date of this Annual General Meeting.

The NRC and the Board have determined that Dr. Somnath Ghosh is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI"). The Bank has also received a declaration from Dr. Somnath Ghosh that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Dr. Somnath Ghosh and based on the said declaration submitted by him, the Board has opined that Dr. Somnath Ghosh is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Dr. Somnath Ghosh is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time and that his office shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013 and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and compensation in the form of fixed remuneration, in terms of the RBI Circular no. RBI/2021-22/24 DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Dr. Somnath Ghosh has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Dr. Somnath Ghosh, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Dr. Somnath Ghosh has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Dr. Somnath Ghosh holds 500 equity shares of the Bank. Dr. Somnath Ghosh is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 6 of this Notice, for the approval of the Members.

Except for Dr. Somnath Ghosh and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 6 of this Notice.

Item No. 7:**To approve the appointment of Mr. Manjeev Singh Puri (DIN: 09166794) as Non-Executive Independent Director of the Bank.**

Pursuant to the recommendations of the Nomination and Remuneration Committee of Board (the "NRC"), the Board of Directors (the "Board") of the Bank, approved the appointment of Mr. Manjeev Singh Puri as (Additional) Non-Executive Independent Director of the Bank for a period of 5 (five) years i.e. from May 21, 2021 to May 20, 2026.

Accordingly, the Bank proposes to appoint Mr. Manjeev Singh Puri for a period of 5 (five) years i.e. from May 21, 2021 to May 20, 2026. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), read with the Articles of Association of the Bank, he continues to hold office as (Additional) Non-Executive Independent Director of the Bank upto the date of this Annual General Meeting.

The NRC and the Board have determined that Mr. Manjeev Singh Puri is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI"). The Bank has also received a declaration from Mr. Manjeev Singh Puri that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Mr. Manjeev Singh Puri and based on the said declaration submitted by him, the Board has opined that Mr. Manjeev Singh Puri is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Mr. Manjeev Singh Puri is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time and that his office shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013 and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and compensation in the form of fixed remuneration, in terms of the RBI Circular no. RBI/2021-22/24 DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Mr. Manjeev Singh Puri has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Manjeev Singh Puri, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Mr. Manjeev Singh Puri has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Mr. Manjeev Singh Puri holds 500 equity shares of the Bank. Mr. Manjeev Singh Puri is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 7 of this Notice, for the approval of the Members.

Except for Mr. Manjeev Singh Puri and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 7 of this Notice.

Item No. 8:**To approve the appointment of Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Independent Director of the Bank.**

Pursuant to the recommendations of the Nomination and Remuneration Committee of Board (the "NRC"), the Board of Directors (the "Board") of the Bank, approved the appointment of Mr. Chandan Sinha as (Additional) Non-Executive Independent Director of the Bank for a period of 5 (five) years i.e. from May 21, 2021 to May 20, 2026.

Accordingly, the Bank proposes to appoint Mr. Chandan Sinha for a period of 5 (five) years i.e. from May 21, 2021 to May 20, 2026. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), read with the Articles of Association of the Bank, he continues to hold office as (Additional) Non-Executive Independent Director of the Bank upto the date of this Annual General Meeting.

The NRC and the Board have determined that Mr. Chandan Sinha is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI"). The Bank has also received a declaration from Mr. Chandan Sinha that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Mr. Chandan Sinha and based on the said declaration submitted by him, the Board has opined that Mr. Chandan Sinha is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Mr. Chandan Sinha is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time and that his office shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013 and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and compensation in the form of fixed remuneration, in terms of the RBI Circular no. RBI/2021-22/24 DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Mr. Chandan Sinha has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Chandan Sinha, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Mr. Chandan Sinha has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Mr. Chandan Sinha holds 500 equity shares of the Bank. Mr. Chandan Sinha is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 8 of this Notice, for the approval of the Members.

Except for Mr. Chandan Sinha and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 8 of this Notice.

Item No. 9 & 10:

To approve the re-appointment of Mr. Prakash Chandra (DIN: 02839303) as Non-Executive Independent Director of the Bank.

&

To approve re-appointment and revision in remuneration of Mr. Prakash Chandra (DIN: 02839303) as Non-Executive (Part-Time) Chairman of the Bank.

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of a company, and he shall be eligible for reappointment on passing of a special resolution by the company and no independent director shall hold office for more than two consecutive terms of five consecutive years each.

Mr. Prakash Chandra (DIN: 02839303) was appointed as an Additional Director on January 25, 2016 and subsequently appointed as Non-Executive Independent Director at the Annual General Meeting to hold office for a period of five (5) years upto September 5, 2021.

The Reserve Bank of India (the "RBI") had approved the appointment of Mr. Prakash Chandra as a Non-Executive (Part-Time) Chairman of the Bank for a period of two years w.e.f. July 24, 2018. Further, the RBI approved the reappointment of Mr. Prakash Chandra as Non-Executive (Part-Time) Chairman of the Bank for a period of another one year i.e till July 23, 2021, being within the age cap of 70

years, in accordance with the RBI regulations existing at that point in time.

Thereafter, as per RBI circular dated April 26, 2021 on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board, the upper age limit for Non-Executive Directors ("NEDs"), including the Chair of the board has been increased to 75 years i.e. they could continue their positions till they attain the age of 75 years.

Further, the Bank has received approval of the RBI in respect of reappointment and revision in the remuneration of Mr. Prakash Chandra as Non-Executive (Part-Time) Chairman of the Bank w.e.f. August 3, 2021 for a period of three years. Accordingly, pursuant to the recommendations of the Nomination and Remuneration Committee (the "Committee") of the Board, the Board of Directors (the "Board") of the Bank, considered and approved the proposal to reappoint Mr. Prakash Chandra as an Independent Director of the Bank, from September 6, 2021 upto the August 2, 2024, for the second term, subject to the approval of the Members of the Bank, by means of a special resolution. The Board also recommends the re-appointment and revision in the remuneration of Mr. Prakash Chandra as Part Time Chairman of the Bank, in terms of the approval received from the RBI, for approval of the Members of the Bank.

The Bank has immensely benefited from Mr. Chandra's leadership of the Bank's Board. His rich administrative experience based on his background as a top Government Official (Chairman, Central Board of Direct Taxes) and practical experience in the field of finance, law, risk management, accountancy and taxation have been very useful in his role as Chairman and he has held the respect of all Board members. Mr. Chandra diligently attended all the Board /Committees Meetings since his appointment as the Part time Chairman of the Bank and actively participates in the discussions held in the said meetings. Mr. Chandra displayed the qualities of a distinguished leader and had the capability of carrying the entire Board along on matters of great importance while at the same time ensuring that such decisions are taken in a timely manner. Mr. Chandra has been a great mentor to the Board & the management of the Bank. Mr. Chandra's views/suggestions on important strategic matters were often considered paramount by the Board. He is always available for discussion and guidance whenever required by the Bank officials. He is a keen listener and has always respected the views of every member of the Board. He has always encouraged different perspectives and points of view on all matters, including dissent, in a fair & equitable manner. He interacts regularly with other Board Members. As a Chairman of the Bank, he has placed the highest importance on issues of Governance and regulatory guidelines.

The NRC and the Board have determined that Mr. Prakash Chandra is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI"). The Bank has also received a declaration from Mr. Prakash Chandra that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Mr. Prakash Chandra and based on the said declaration submitted by his, the Board has opined that Mr. Prakash Chandra is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Mr. Prakash Chandra is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and that his office shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013 and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and honorarium as approved by the RBI.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Mr. Prakash Chandra has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Prakash Chandra, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Mr. Prakash Chandra has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Mr. Prakash Chandra holds 10,565 equity shares of the Bank. Mr. Prakash Chandra is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Your Directors, therefore, recommend the Special Resolution, as set forth at Item No. 9 & Ordinary Resolution as set forth at Item No. 10 of this Notice, for the approval of the Members.

Except for Mr. Prakash Chandra and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out at Item No. 9 & Ordinary Resolution as set out at Item No.10 of this Notice.

Item No. 11:
To approve the re-appointment of Mr. Ishan Raina (DIN: 00151951) as Non-Executive Independent Director of the Bank.

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of a company, and he shall be eligible for reappointment on passing of a special resolution by the company and no independent director shall hold office for more than two consecutive terms of five consecutive years each.

As per the Banking Regulation Act, 1949 and RBI circular dated April 26, 2021 on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board, the total tenure of a Non-Executive Director of the Bank, should not exceed eight years.

Mr. Ishan Raina (DIN: 00151951) was appointed as an Additional Director on April 30, 2016 and subsequently appointed as Non-Executive Independent Director at the Annual General Meeting, to hold office for a period of five (5) years upto September 5, 2021.

Pursuant to the recommendations of the Nomination and Remuneration Committee (the "Committee") of the Board, the Board of Directors (the "Board") of the Bank, considered and approved the proposal to reappoint Mr. Ishan Raina as Independent Director of the Bank, for the second term from September 6, 2021 i.e. till completion of his 8 continuous years as Director on the Board of the Bank, subject to the approval of the Members of the Bank, by means of a Special Resolution.

The NRC and the Board have determined that Mr. Ishan Raina is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI"). The Bank has also received a declaration from Mr. Ishan Raina that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The Board has established the veracity of the said declaration as provided by Mr. Ishan Raina and based on the said declaration submitted by him, the Board has opined that Mr. Ishan Raina is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Mr. Ishan Raina is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and that his office shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013 and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and compensation in the form of fixed remuneration, in terms of the RBI Circular no. RBI/2021-22/24 DOR.GOV. REC.8/29.67.001/2021-22 dated April 26, 2021.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director.

Mr. Ishan Raina has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Ishan Raina, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Mr. Ishan Raina has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Mr. Ishan Raina holds 900 equity shares of the Bank. Mr. Ishan Raina is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of

director by virtue of any SEBI order or any other regulatory/statutory authority.

Your Directors, therefore, recommend the Special Resolution, as set forth at Item No. 11 of this Notice, for the approval of the Members.

Except for Mr. Ishan Raina and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out at Item No. 11 of this Notice.

Item No. 12:

Re-appointment of Mr. Vishwavir Ahuja (DIN: 00074994) as Managing Director & Chief Executive Officer of the Bank.

Since his association with the Bank as Managing Director & CEO in June 2010, Mr. Vishwavir Ahuja is widely recognised for having led one of the most difficult and unique transformations in the Indian Banking Space. He, along with the core management team, took on the challenge to resurrect the Bank from a weak & vulnerable position & over the past decade have built a high quality, professional institution with a pan India franchise and strong business fundamentals. The Institution has been founded on strong governance standards and has robust controls, modern infrastructure, and a customer centric culture. The rigor and challenge of transforming a small, age-old institution into a vibrant, new age, competitive institution in the last decade at RBL Bank by Mr. Vishwavir Ahuja and his team have been much more significant than the efforts of starting a new banking institution.

Mr. Ahuja is an Industry leader, leading by example, with focus on financial inclusion and rural lending as a larger mission. Over the past few years, the Bank has expanded its rural footprint for driving last mile credit through the Bank's Microfinance business. He was instrumental in further strengthening this credit availability for the bottom of the pyramid through the Bank's acquisition of Swadhar (now RBL FinServe) in 2018. As a captive banking correspondent, RBL FinServe acts as a major catalyst in enabling the Bank to grow further in the micro-banking segment along with improving Financial Literacy to this segment of the population. The Bank won the award for 'INDIA'S BEST BANK FOR MICROFINANCE' at the prestigious and coveted Asiamoney Awards, 2019 for the efforts in the Financial Inclusion space.

The Bank is also ranked amongst the top 10 Banks in overall MeITY Digital Performance. Under the leadership of Mr. Ahuja, the Bank was awarded the 'Most Promising Company of the Year' at the CNBC- Awaaz CEO Awards, 2018-19.

Amidst unprecedented times of COVID-19, RBL Bank introduced a host of interesting digital initiatives to ensure seamless and convenient banking experience for the customers. The Bank launched an AI powered conversational banking chatbot, 'RBL Cares', which registered over 1 Million interactions in just one month. Aligned to the 'New Normal' of physical distancing and contactless transactions, the Bank went live with several Contactless Banking initiatives in order to eliminate the need for physical contact.

Along with its digital initiatives, the Bank has also aggressively grown its physical distribution infrastructure to ensure granular and high quality growth in retail deposits, a key focus area of the Bank.

In the recent past, the Bank has faced asset quality challenges in its retail segments, due to the Covid 19 pandemic and the associated challenges. The Bank, under the able leadership of Mr. Ahuja, has taken several steps to control the asset quality related financial impact and has materially strengthened the risk management architecture of the Bank. The Bank also raised equity capital of ₹ 1566 Crore in FY 2021, from marquee private equity investors – both existing and new investors, thereby positioning the Bank well to capitalize on the growth opportunities in the post pandemic world.

Mr. Ahuja having studied in one of India's premier business school always aimed at giving back to the society and hence, under the Bank's CSR umbrella adopted Udbhav RBL School for encouraging education of the girl child. This initiative was in partnership with the Alumni Association of Indian Institute of Management, Ahmedabad (IIM-A), Mr. Ahuja's alma mater, in the slum community of Fatehnagar, Hyderabad, in 2019. The school serves the children of the low-income families with high quality education and nutritional support for their well-rounded development. The long-term vision is to enable these children break the cycle of poverty through the access of quality education. The Bank has also been associated with Aajeevika Bureau, for providing vocational training to 5000 rural youth and women. They help women self-help groups to access Govt. benefits schemes and finance through microfinance providers. The Bank also worked very closely with the NGO to support migrant workers during the lockdown.

Below is the Bank's financial statistics over various parameters which display the significant progress made in the functioning of the Bank over the last few years:

In INR Crores where applicable	Audited FY '17	Audited FY '18	Audited FY '19	Audited FY '20	Audited FY '21
Key items and ratio :					
Advances (Net)	29,449	40,268	54,308	58,019	58,623
Deposits	34,588	43,902	58,394	57,812	73,121
PPOP	916	1,310	1,900	2,714	3,091
PAT	446	635	867	506	508
Net NPA	0.64%	0.78%	0.69%	2.05%	2.12%
No. of customers (In Million)	2.8	4.5	6.5	8.49	9.63
ROA	1.08%	1.21%	1.27%	0.59%	0.54%
ROE	11.67%	10.95%	12.15%	5.75%	4.35%
Cost/Income Ratio	53.67%	53.79%	52.30%	51.0%	47.1%
Net Interest Margin	3.29%	3.80%	4.14%	4.56%	4.48%
CRAR	13.72%	15.33%	13.46%	16.45%	17.50%

Under the leadership of Mr. Ahuja, the Bank has done a commendable job by attracting high quality professional talent in the management team. As the Bank continues its journey in the present challenging economic terrain, Mr. Vishwavir Ahuja's role will definitely be critical to guide the Bank to greater heights.

At the Annual General Meeting of the Bank held on July 17, 2020, the Members passed an ordinary resolution for revision in remuneration of Mr. Vishwavir Ahuja (DIN: 00074994), Managing Director & Chief Executive Officer of the Bank from ₹ 174.76 Lakhs per annum to ₹ 190.53 Lakhs per annum with effect from June 30, 2020 and grant of Performance Bonus/ Incentive of ₹ 75.00 Lakhs for FY 2019-20. The performance bonus / incentive of ₹ 75.00 Lakhs for FY 2019-20 has been paid post requisite RBI approvals. However, the MD & CEO on his own volition, on the grounds of the general distress due to Covid, with its attendant impact on financial position of the Bank and the need to conserve resources, has requested the Nomination and Remuneration Committee of the Board ("the NRC") to offer him no increment in fixed pay for the period w.e.f. June 30, 2020 until June 29, 2021 and no variable pay for FY 2021. The NRC considered and agreed to the request of the MD & CEO to not effect any increment in fixed pay w.e.f. June 30, 2020 upto June 29, 2021 nor consider any variable pay for FY 2020-21.

The Board of Directors at their meeting held on January 18, 2021 were unanimous in recognizing the dramatic transformation and significant progress of the Bank over the last several years on multiple financial and business parameters, under Mr. Ahuja's able stewardship, as also very courageously handling challenges posed by Covid since March, 2020. Thus, the Board of the Bank at its meeting held on January 18, 2021, on the recommendations of the NRC had approved the reappointment of Mr. Vishwavir Ahuja as Managing Director and CEO, subject to the approval of the RBI and Members of the Bank. The Bank has received approval from RBI vide letter dated June 03, 2021 for reappointment of Mr. Vishwavir Ahuja as the Managing Director & Chief Executive Officer ("MD & CEO") of the Bank, not liable to retire by rotation, for a period of one (1) year, effective June 30, 2021 to June 29, 2022.

The NRC has determined that Mr. Vishwavir Ahuja is a fit and proper person to be appointed as Managing Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI").

In terms of Section 164 of the Companies Act, 2013, Mr. Vishwavir Ahuja is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time.

Mr. Vishwavir Ahuja has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Vishwavir Ahuja, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided as an Annexure to this Notice.

Mr. Vishwavir Ahuja is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any other Regulatory/Statutory Authority.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 12 of this Notice, for the approval of the Members.

Except for Mr. Vishwavir Ahuja and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 12 of this Notice.

**Item No. 13:
To approve the revised remuneration of Non-Executive Directors except for Part Time Non-Executive Chairman.**

The Members of the Bank at the 74th Annual General Meeting held on August 4, 2017, had approved the payment of profit related commission of an amount not exceeding ₹ 10 lacs per annum, to be paid to each of the Non-Executive Directors except the Non-Executive Part time Chairman, in terms of the guidelines on compensation for NEDs (other than Non-Executive Chairman) of Private Sector Banks issued by the Reserve Bank of India (the "RBI") vide its notification no. RBI/2014-15/617/DBR. NO.BC.97/29.67.001/2014-15 dated June 1, 2015. The profit related commission was payable in addition to sitting fees being paid to the NEDs of the Bank for attending the meetings of the Board of Directors ("the Board") / Committee(s) thereof.

The RBI on April 26, 2021 issued the Guidelines on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board ("RBI Guidelines"). In terms of the RBI Guidelines, in addition to sitting fees and expenses related to attending meetings of the Board and its committees as per extant statutory norms/ practices, the Banks may provide for payment of compensation to non-executive directors in the form of a fixed remuneration commensurate with an individual director's responsibilities and demands on time and which are considered sufficient to attract qualified competent individuals, however, such fixed remuneration for a Non-Executive Director including independent directors, other than the Chair of the board, shall not exceed ₹ 20 lakh per annum each. The said guidelines supersedes the earlier RBI Guidelines dated June 1, 2015 which provided for payment of profit related compensation for NEDs [other than Non-Executive (Part-time) Chairman] of Private Sector Banks.

Accordingly, the Board of the Bank had considered and approved the payment of fixed remuneration, for a period of five (5) years, effective from April 1, 2021, for an amount not exceeding ₹ 20 lacs per annum to each of the NEDs of the Bank, as may be determined by the Board from time to time, in terms of the revised RBI Guidelines, subject to the approval of the Members of the Bank. The said fixed remuneration shall be in addition to the sitting fees payable to the NEDs for attending the meetings of the Board of Directors of the Bank and the Committee(s) thereof.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 13 of this Notice, for the approval of the Members.

Except for the Non-Executive Directors of the Bank (excluding Non-Executive Part time Chairman) and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 13 of this Notice.

Item No. 14:**To approve issue of Debt Securities on Private Placement basis.**

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the company, by a Special Resolution, for each of the offers or invitations / subscriptions. In case of offer or invitation for non-convertible debentures ("NCDs") on a private placement basis, it shall be sufficient if the company passes a Special Resolution only once in a year for all the offers or invitation for issue of such NCDs during the year.

Accordingly, the Bank had obtained the approval of Members of the Bank at the 77th Annual General Meeting held on July 17, 2020 for borrowing/raising funds by issue of debt securities in pursuance of the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 3,000 crores (Rupees Three Thousand Crores Only), in one or more tranches. However, the Bank did not feel the need to exercise its power of borrowing/raising of funds by issue of debt securities pursuant to the aforesaid enabling approval obtained from the Members of the Bank.

The subject Special Resolution as passed by the Members was valid up to July 16, 2021. In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to obtain a fresh approval from the Members of the Bank. Accordingly, the Board of Directors has approved through their resolution dated August 2, 2021 and proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian / foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars, directions or guidelines issued by RBI, Companies Act, 2013 and SEBI up to ₹ 3,000 crores (Rupees Three Thousand Crores), in one or more tranches.

Further, this would form part of the overall borrowing limits as approved by Members of the Bank under Section 180(1)(c) of the Companies Act, 2013. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Laws.

Your Directors, therefore, recommend the Special Resolution, as set forth at Item No. 14 of this Notice, for the approval of the Members. This resolution is an enabling resolution and authorizes the Board of Directors of the Bank to offer or invite subscription for debt securities, as may be required by the Bank, from time to time during the period of one year from the date of passing this resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out at Item No. 14 of this Notice.

Item No. 15:**Approval for amendment in Employees Stock Option Plan 2013 of the Bank.**

The underlying philosophy of equity based compensation is, among others, to attract and retain key talent with employee stock options as a compensation tool and provide a sense of ownership to the employee. It enables the employees, present and future, to get a share in the value that they help to create for the organisation over a certain period of time. Moreover, the Bank strongly believes that equity compensation as a part of the overall compensation goes a long way in aligning the objectives of the employee with those of the Bank. The Bank thus has followed a compensation model that is based on a conservative approach to fixed pay balanced by Employee Stock Options (ESOPs) to create effective compensation for key employees at managerial and leadership positions.

The Bank pursuant to the approval granted by the Board of Directors and shareholders i.e. pursuant to the resolutions passed by the shareholders on January 17, 2017 and June 18, 2018, respectively had implemented Employee Stock Option plans viz. Employee Stock Option Plan 2013 ("ESOP 2013"), and Employees Stock Option Plan 2018 ("ESOP 2018"). Presently, the Bank grants ESOPs only under ESOP 2013 and ESOP 2018.

In order to align the terms of ESOP 2018 and ESOP 2013, few amendments are proposed in ESOP 2013, which shall be effective from the date of passing of this resolution by the Members of the Bank. The Bank proposes a change in the Exercise period upto five (5) years from the date of vesting of options from the current three (3) years period as mentioned in ESOP 2013, and change in the vesting schedule i.e. Options granted under ESOP 2013 would vest after one (1) year but not later than five (5) years from the grant date of such options, the Nomination and Remuneration Committee of the Board shall determine the specific vesting percentage and schedule which may be different for different employees or class thereof at the time of Grant. The extension in the Exercise period will provide additional time for employees to plan their exercise. It will also help increase the retention span of employees and to continue to create compelling value proposition for existing and new employees.

Further, the Board had at its meeting held on March 20, 2020 approved the merger of Nomination Committee and Human Resources and Remuneration Committee ("HRRC") into Nomination and Remuneration Committee ("NRC"), thus the Bank also seeks approval for change in the reference of HRRC to NRC in the ESOP 2013.

Apart from the amendments as mentioned above, other terms & features of the ESOP 2013 remains the same as approved by shareholders through special resolution passed at the Extraordinary

General Meeting of the Bank held on January 17, 2017 along with extract of the explanatory statement to the notice of the said general meeting.

The Board of the Bank confirms that the above variations/ amendments to ESOP 2013 are not prejudicial to the interests of the option holders and seeks your approval to the afore-mentioned amendments.

Your Directors, therefore, recommend the Special Resolution, as set forth at Item No. 15 of this Notice, for the approval of the Members.

A draft copy of the revised ESOP Plan 2013 will be available electronically for inspection by the Members at the AGM.

None of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of these Special Resolution

as set out at Item No. 15 of this Notice, except to the extent they may be lawfully granted options under the Plan.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place: Mumbai

Date: August 23, 2021

RBL Bank Limited

CIN: L65191PN1943PLC007308

Registered Office:

1st Lane, Shahupuri

Kolhapur - 416001

Tel no. + 91 231 6650214

Email - investorgrievances@rblbank.com

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Name (DIN No)	Ms. Veena Mankar (DIN: 00004168)	Mr. Vimal Bhandari (DIN: 00001318)	Dr. Somnath Ghosh (DIN: 00401253)	Mr. Vishwavir Ahuja (DIN: 00074994)
Age	68 years	62 Years	68 Years	61 Years
Date of Appointment	October 22, 2019	October 1, 2020	December 7, 2020	February 23, 2010
Education Qualifications	Ms. Veena Mankar is a Bachelors of Arts in Economics (H) and is also a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad.	Mr. Vimal Bhandari is Commerce graduate from Mumbai University (Sydenham College) and Chartered Accountant from the Institute of Chartered Accountants of India	Dr. Somnath Ghosh is Bachelors of Arts in English, Bhagalpur University, second position in University. Master in Arts (politics), JNU, 1 class, M.Phil (Industrial Relations), JNU, 1 Class, Ph.D. (Industrial Relations), JNU	Mr. Vishwavir Ahuja holds an MBA degree from IIM, Ahmedabad and MS in International Finance from University of Michigan, USA.
Brief resume including expertise	<p>Ms Veena Mankar has over four decades of experience in banking & financial service and has been actively engaged in financial inclusion for over a decade. She started her career with ICICI Ltd. (the precursor to the Bank) and has worked with leading financial institutions including Emirates Bank in Dubai, West LB group, Germany and FimBank, Malta. She also served as an Independent Non - Executive Chairperson of IDFC First Bank Limited. She is the founder of two entities i.e Swadhaar FinServe Pvt. Ltd. (now a subsidiary of RBL Bank) and Swadhaar FinAccess (SFA). She is also on the Board of Alicon Castalloy Ltd, IDFC Foundation, IDFC Asset Management Company Ltd., PB Fintech Limited and Paisabazaar Marketing and Consulting Private Limited.</p> <p>Ms. Veena Mankar has expertise in Banking & Financial Services, including Agriculture & Rural economy and Financial Inclusion, Finance for MSMEs, Trade and Structured Finance and Business Management.</p>	<p>Mr. Vimal Bhandari is an accomplished and focused professional with experience of over thirty-five years in the financial services industry, of which twenty-five years have been at the Board level. He has wide experience & exposure of Credit & Risk environment and has knowledge of various industries and promoter groups across the country, with deep insight of their businesses. He serves as an Independent Director on Boards of various other companies in diverse business segments including Bharat Forge Ltd, Kalpataru Power Transmission Ltd, HDFC Trustee Company Ltd, JK Tyre & Industries Ltd, DCM Shriram Ltd. and Arka Financial Holdings Private Limited. Presently, he is Executive Vice Chairman & CEO of Arka Fincap Ltd.</p> <p>Mr. Vimal Bhandari has expertise in Accountancy, Financial services, banking, Economics, Finance, Risk Management and Business Management.</p>	<p>Dr Somnath Ghosh retired as Professor & Founding Dean (Academics) from IIM, Kashipur. Dr. Somnath Ghosh is an Industrial Relations, HR, Organization Design and Institutional Development specialist. Before shifting to academics, he was with the Reserve Bank of India for five years. Later, he continued his association with the banking sector as a board member with Krishna Bhima Samruddhi Local Area Bank which he served for two terms. He has also been a consultant to The World Bank and authored over 75 articles, chapters, reports and cases.</p> <p>Dr. Somnath Ghosh has expertise in Human Resource, Banking, financial inclusion and agri-allied services.</p>	<p>Mr. Vishwavir Ahuja, is a veteran banker with around 40 years of experience. He joined RBL Bank in 2010 when it was a small, regional, southern Maharashtra based old-age private sector Bank. Mr. Ahuja guided the transformation of the institution into a vibrant, professionally run, new-age bank with a national presence. He spearheaded one of the most successful IPOs in the country in 2016. Prior to RBL Bank, Mr. Ahuja was the MD & CEO of Bank of America, India, from 2001-2009, prior to which he successfully managed assignments in USA, Hong Kong and various offices in India.</p> <p>Mr. Vishwavir Ahuja has expertise in Banking, Economics, Finance, Risk Management and Business Management.</p>
Directorships held in other listed companies	Alicon Castalloy Limited	Bharat Forge Limited Kalpataru Power Transmission Ltd. JK Tyre & Industries Limited DCM Shriram Limited	NIL	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	Kalpataru Power Transmission Limited Audit Committee - Member	NIL	NIL

Name (DIN No)	Ms. Veena Mankar (DIN: 00004168)	Mr. Vimal Bhandari (DIN: 00001318)	Dr. Somnath Ghosh (DIN: 00401253)	Mr. Vishwavir Ahuja (DIN: 00074994)
Disclosure of relationships between directors inter-se	Ms. Veena Mankar is not related to any of the Directors of the Bank.	Mr. Vimal Bhandari is not related to any of the Directors of the Bank.	Dr. Somnath Ghosh is not related to any of the Directors of the Bank.	Mr. Vishwavir Ahuja is not related to any of the Directors of the Bank.
Number of shares held in the Bank	500	50,000	500	64,80,000

Name (DIN No)	Mr. Manjeev Singh Puri (DIN: 09166794)	Mr. Chandan Sinha (DIN: 06921244)	Mr. Prakash Chandra (DIN: 02839303)	Mr. Ishan Raina (DIN: 00151951)
Age	61 Years	63 Years	70 Years	63 years
Date of Appointment	May 21, 2021	May 21, 2021	January 25, 2016	April 30, 2016
Education Qualifications	Mr. Manjeev Singh Puri is Master in Management Sciences from Jamnalal Bajaj Institute of Management Studies, University of Bombay and B.A. (Hons) Economics from St. Stephen's College, Delhi	Mr. Chandan Sinha holds Master's degree in Physics from St. Stephens College, Delhi University and MBA (in Finance) and CAIIB.	Mr. Prakash Chandra is a Bachelor of Science (B.Sc.) and Bachelor of Laws (LLB) degree from University of Allahabad and Diploma in Development Policy University of Glasgow, U.K. He also attended a programme named "Leading from the Chair Programme" organized by The Business School for the World, held at INSEAD, France in December 2018.	Mr. Ishan Raina is Post Graduate Diploma in Management (PGDM) from Indian Institute of Management Calcutta, Diploma in International Law & Diplomacy from The Indian Academy of International Law & Diplomacy, New Delhi, B.Com (Honors) from Sriram College of Commerce, New Delhi
Brief resume including expertise	Mr. Manjeev Singh Puri is a former Indian Diplomat and served as Ambassador to the European Union, Belgium, Luxembourg, Nepal and United Nations. He has an in-depth understanding of economics (including International economics), finance and business management. Heading some of India's largest Embassies overseas, he also has requisite experience of general management and human resource management, including of senior personnel. Mr. Manjeev Singh Puri has expertise in Economics (including International Economics), International Politics & Foreign Relations, Business Management, Corporate Law, Human Resource and Global economic management.	Mr. Chandan Sinha served as an Executive Director of the RBI and has been a career central banker for over 35 years, and is associated with banking & financial services for over 40 years. Post-retirement, he served as the Interim Director at the Centre for Advanced Financial Research and Learning (CAFRAL). He has held other key positions outside RBI like Chief Investment Officer of Postal Life Insurance (Gol); Director, Indian Institute of Bank Management and Chief Dealer, Securities Trading Corporation of India. Till very recently, he was the RBI nominee director on the board of State Bank of India. He has earlier, also served as nominee Director of RBI on the Boards of Allahabad Bank, Union Bank of India, ECGC and Reserve Bank Information Technology Ltd. (ReBIT). Mr. Chandan Sinha has expertise in Banking, Finance, Payment & settlement systems, Financial markets, Information Technology, Risk Management, Bank Board experience and Regulatory supervision.	Mr. Prakash Chandra retired as Chairman, CBDT post serving 38 years at key positions as Indian Revenue Officer (IRS) in various Ministries of Government. He acted as a Chairman at various committees set up by the Government to examine ways to strengthen laws to curb generation of black money, issues of thin capitalisation, CFC Regulations, Treaty abuse and Anti-Tax Avoidance Laws. He was delegate of Indian Government to various international committees on tax matters. Apart from Law, he also carries a rich experience in the field of Finance, Risk Management and Accountancy. Post retirement, Mr. Chandra served as Ombudsman, Income Tax Department, Delhi for 2 years. Presently, he is practicing as a lawyer and is a member of High Court & Supreme Court Bar Associations. Mr. Prakash Chandra has expertise in Finance, Law (Investigation, Legal Matters like, corporate laws, other Mercantile laws, constitutional matter etc.), Risk Management, Taxation and Accountancy.	Mr. Ishan Raina has experience in the field of Advertising/ brand & communication strategy, Business strategy, Risk Management and Human Resources and is founder of Out of Home (OOH) India Limited, India's leading network that displays video advertising content to engage consumers. He is on the advisory Board of FICCI/Indian Sanitation Council and SOIL (School of Inspired Leadership), Manesar. Previously, he was the CEO of Ignitee Digital Solutions, JWT Contract Advertising (India) and Lintas Advertising (India). Mr. Ishan Raina has expertise in Advertising/ brand and communication strategy, Business strategy, Human Resources and Risk Management.

Name (DIN No)	Mr. Manjeev Singh Puri (DIN: 09166794)	Mr. Chandan Sinha (DIN: 06921244)	Mr. Prakash Chandra (DIN: 02839303)	Mr. Ishan Raina (DIN: 00151951)
Directorships held in other listed companies	NIL	NIL	NIL	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	NIL	NIL
Disclosure of relationships between directors inter-se	Mr. Manjeev Singh Puri is not related to any of the Directors of the Bank.	Mr. Chandan Sinha is not related to any of the Directors of the Bank.	Mr. Prakash Chandra is not related to any of the Directors of the Bank.	Mr. Ishan Raina is not related to any of the Directors of the Bank.
Number of shares held in the Bank	500	500	10,565	900

Note: For other details such as other Directorship, Chairmanship / Membership of Committees in other Companies, number of meetings of the board attended during the year, remuneration drawn, etc. please refer to the Directors' Report and its annexures, wherever applicable.