



RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001

Tel: +91 231 6650214 | Fax: +91 231 2657386

Website: www.rblbank.com | Email: investorgrievances@rblbank.com

Notice

Notice is hereby given that the Seventy Ninth (79th) Annual General Meeting ("AGM") of the Members of **RBL Bank Limited** ("the Bank") will be held on Wednesday, September 21, 2022 at 11:30 a.m. (IST), through video conferencing ("VC") or other audio-visual means ("OAVM") to transact the following businesses, in accordance 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, 2022 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, 2022 and the Report of the Auditors thereon.
3. To note retirement of Mr. Vijay Mahajan (DIN: 00038794), who retires by rotation at this Annual General Meeting and has expressed his desire to be not re-appointed upon expiry of term; and to consider not to fill up the vacancy and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 102 and 152 of the Companies Act, 2013 and rules made thereunder, the retirement of Mr. Vijay Mahajan (DIN: 00038794), who was appointed as a Director of the Bank liable to retire by rotation, who retires by rotation at the 79th Annual General Meeting and who has expressed his desire not to seek re-appointment upon expiry of his term at this Annual General Meeting, be and is hereby noted.

RESOLVED FURTHER THAT the resulting vacancy in the Board of Directors of the Bank, be not filled."

4. To consider and appoint, M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as one of the Joint Statutory Auditors of the Bank alongwith M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036), who were already appointed as Statutory Auditors of the Bank at the 78th

Annual General Meeting held on September 21, 2021 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, approval accorded by RBI for the appointment of Statutory Auditors for the year 2022-23 in terms of section 30(1A) of the Banking Regulation Act, 1949 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 G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W), 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 Ninth (79th) Annual General Meeting until the conclusion of the Eighty Second (82nd) Annual General Meeting, further subject to the approval of the RBI for each year during this tenure and the audit fee and fees for other assignments plus out of pocket expenses (with such taxes as may be applicable) to be mutually agreed between M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) and M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036) and the Bank on such basis as further elaborated in the explanatory statement and other terms and conditions 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 G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) and M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036), who were already appointed as Statutory Auditors of the Bank at the 78th Annual General Meeting held on September 21, 2021, shall act as the Joint Statutory Auditors of the Bank until the conclusion of the Eighty-first (81st) Annual General Meeting i.e for the remaining term of M/s. CNK & Associates LLP and that M/s G.M. Kapadia & Co 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 approval of the RBI and approval of the Members of the Bank at the Eighty First (81st) Annual General Meeting.

RESOLVED FURTHER THAT the Board including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard, be and is hereby authorized on behalf of the Bank to do all such acts, deeds and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise for the implementation of the resolution, including but not limited to determination of roles and responsibilities / scope/allocation of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration as may be necessitated due to increase in scope of work which may result from amendment in Accounting Standards or regulations or conditions as may be stipulated by RBI and/or any other regulatory authority in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

5. **To approve the appointment of Mr. R Subramaniakumar (DIN: 07825083) as 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 152, 161 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"); 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") and pursuant to notice received from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, Mr. R Subramaniakumar (DIN: 07825083) who was appointed as Additional Director of the Bank by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from June 23, 2022 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Bank.

RESOLVED FURTHER THAT the Executive Director, 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 and terms of remuneration of Mr. R Subramaniakumar (DIN: 07825083) 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 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; Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder; 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 the RBL Bank Limited (the "Bank"), and based on the approval granted by the Board of Directors of the Bank on the basis of the recommendations of the Nomination and Remuneration Committee and pursuant to the approval received from the Reserve Bank of India ("RBI"), Mr. R Subramaniakumar (DIN: 07825083) be and is hereby appointed as the Managing Director & Chief Executive Officer ("MD & CEO") of the Bank, not liable to retire by rotation, for a period of three (3) years, effective June 23, 2022 (Afternoon A/N) to June 22, 2025 at the fixed pay of ₹ 2,74,25,142 per annum including perquisites and on such other terms and conditions (including variable pay) as detailed in the explanatory statement to this Notice.

RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee be and is hereby authorised to decide the fixed pay, perquisites and variable pay payable to Mr. R. Subramaniakumar during his tenure as Managing Director & CEO of the Bank subject to approval of the Reserve Bank of India and the Members of the Bank **AND THAT** the remuneration to be paid to him shall be in compliance with the applicable regulations and necessary regulatory approvals as may be required.

RESOLVED FURTHER THAT the Executive Director, Head – Human Resources, 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 Dr. Sivakumar Gopalan (DIN: 07537575) 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, 161 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”) and pursuant to notice received from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, Dr. Sivakumar Gopalan (DIN: 07537575) 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 August 22, 2022 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 August 22, 2022 to August 21, 2027 **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, 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. Gopal Jain (DIN: 00032308) 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, 161 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”) and pursuant to notice received from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, Mr. Gopal Jain (DIN: 00032308) 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 August 22, 2022 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, 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 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 Crore (Rupees Three Thousand Crore), 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."

10. **Approval for enhancement of limit for grant of equity stock options under Employees Stock Option Plan 2018 (ESOP 2018/ Plan) to the Eligible employees of the Bank and amendments to ESOP 2018**

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

"RESOLVED THAT in partial modification of the earlier resolution passed by the Members of the Bank by way of postal ballot on June 18, 2018 approving the 'Employee Stock Option Plan 2018' ("ESOP 2018" / "Plan"), further amendments to the Plan approved by the Members at their Annual General Meeting held on July 17, 2020 and, pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the relevant provisions of the Memorandum and Articles of Association of RBL Bank Limited ("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 2018 and authority to the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB & SE Regulations) to create, offer, issue and grant/allot 17,500,000 (One crore seventy five lakh) additional number of equity stock options under the ESOP 2018, in one or more tranches from time to time, to the eligible employees of the Bank, (as defined under the SEBI SBEB & SE Regulations and ESOP 2018 as amended), which upon exercise shall not exceed in aggregate (including shares arising pursuant to grant of options to eligible employees of the subsidiary(ies) of the Bank pursuant to resolution proposed under Item No. 11),

17,500,000 (One crore seventy five lakh) equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid up, of the Bank in addition to the residual/remaining options, which remain un-granted, as approved by the Members vide Special Resolutions dated June 18, 2018 and July 17, 2020, respectively, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEB & SE Regulations and the provisions of the ESOP 2018 as amended.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to Key amendments and other amendments to the ESOP 2018 as detailed in the Explanatory Statement and in line with the requirements under SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the equity shares ("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 Shares are required to be issued by the Bank to the option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the proposed ceiling in terms of number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Shares required to be issued.

RESOLVED FURTHER THAT in case the Shares of the Bank are either sub-divided or consolidated, the number of Options to be granted by the Bank and Shares to be issued by the Bank, shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per share shall bear to the revised face value of the Shares of the Bank after such sub-division or consolidation, and the ceiling in terms of number of Options and Shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the amended ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Bank to modify, change, revise, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the proposed amendments in the ESOP 2018 and 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 SBEB & SE Regulations and any other applicable laws in force and with power on behalf of the Bank to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Bank."

11. Approval for enhancement of limit for grant of equity stock options under Employees Stock Option Plan 2018 (ESOP 2018/ Plan) to the Eligible employees of the Subsidiary(ies) of the Bank and amendments to ESOP 2018

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

RESOLVED THAT in partial modification of the earlier resolution passed by the Members of the Bank by way of postal ballot on June 18, 2018 approving the 'Employee Stock Option Plan 2018' ("ESOP 2018" / "Plan"), further amendments to the Plan approved by the Members at their Annual General Meeting held on July 17, 2020 and pursuant to the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the relevant provisions of the Memorandum and Articles of Association of RBL Bank Limited ("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 2018 and to authorize the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations) to create, offer, issue and grant/allot such additional number of equity stock options under the ESOP 2018, as proposed under Item no. 10 above, in one or more tranches from time to time, to the eligible employees (as defined under the SEBI SBEB & SE Regulations and ESOP 2018 as amended) of any present or future subsidiary or subsidiaries of the Bank whether in or outside India as may be decided under the Plan exercisable into corresponding number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up, where one option would convert

into one equity share of the Bank to be issued, upon exercise, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEB & SE Regulations and the provisions of the ESOP 2018.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to key amendments and other amendments to the ESOP 2018 as detailed in the Explanatory Statement and in line with the requirements under SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the equity shares ("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 Shares are required to be issued by the Bank to the option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the proposed ceiling in terms of number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Shares required to be issued.

RESOLVED FURTHER THAT in case the Shares of the Bank are either sub-divided or consolidated, the number of Options to be granted by the Bank and Shares to be issued by the Bank, shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Share shall bear to the revised face value of the Shares of the Bank after such sub-division or consolidation, and the ceiling in terms of number of Options and Shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the amended ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Bank to modify, change, revise, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the proposed amendments in the ESOP 2018 and 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 SBEB & SE Regulations and any other applicable laws in force.

and with power on behalf of the Bank to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Bank."

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place: Mumbai

Date: August 22, 2022

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 Nos. 3 to 11 to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In accordance with the General Circular no. 14/ 2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular no. 21/2021 dated December 14, 2021 and Circular no. 02/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars"), which has permitted companies to hold annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") till December 31, 2022, the AGM of the Bank shall thus be held through VC/OAVM. The deemed venue for the 79th 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 **Thursday, September 15, 2022 to Wednesday, September 21, 2022 (both days inclusive) for the purpose of AGM.**
6. During FY2021-2022 the Bank had incurred losses, accordingly, the Directors did not recommend dividend on equity shares for FY2021-22.
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. The unclaimed dividend upto the financial year 2013-14 has already been transferred to IEPF and for the financial year 2014-15 the dividend which has remained unclaimed for seven consecutive years will be transferred to IEPF on or before September 7, 2022. 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. The concerned Members are requested to verify the details of their unclaimed dividend, if any, from the website and lodge their claim with the Bank's RTA, before the unclaimed dividends are transferred to the IEPF. Further, the shares in respect of which dividend has not been 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 Secretarial Auditors of the Bank certifying that the Bank's Employees Stock Option Plans are being implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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 Director proposed to be 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.

The Members may note that the Board at its meeting held on December 25, 2021 took note of appointment of Mr. Yogesh K Dayal, (DIN: 07594913) Chief General Manager, Reserve Bank of India as intimated by RBI vide letter dated December 24, 2021 in exercise of powers conferred under Section 36AB of the Banking Regulation Act, 1949 as an Additional Director on the Board of the Bank for a period of two years with effect from December 24, 2021 till December 23, 2023 or till further orders, whichever is earlier. The brief profile and other required information with respect to Mr. Yogesh K Dayal is enclosed with this notice.
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. SEBI vide its circular dated January 25, 2022 has also advised listed companies and RTA to issue shares in dematerialized

form while processing service requests for transmission, transposition, issue of duplicate Certificates, renewal, splitting, consolidation of share certificate etc. **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. Members holding shares in physical form can submit a self-attested copy of their PAN or declaration in Form No. 15G/15H to the Bank or RTA. Members holding shares in electronic form are requested to submit their PAN details or declaration in Form No. 15G/15H to their Depository Participants with whom they are maintaining their demat account.
14. Pursuant to MCA Circulars and SEBI Circulars, it is hereby confirmed that the Bank shall be providing the facility of attending the AGM through two-way VC or OAVM alongwith the e-voting facility during the AGM and the items of business as mentioned in the Notice of the AGM may be transacted through such voting.
15. Pursuant to MCA Circulars and SEBI Circulars as mentioned in Sr. No. 2, the Annual Report for FY 2021-22 alongwith the Notice of the 79th 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 alongwith 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.
16. In line with the MCA Circulars and SEBI Circulars, the Notice of the Seventy Ninth (79th) AGM and the Integrated Annual Report for the financial year 2021-22 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.

However, Members desiring a physical copy of the Annual Report, may either write to the Bank or send request via email on investorgrievances@rblbank.com for the same. Members are requested to include details of their

Folio No. / DP ID & Client ID and shareholding in the said communication.

17. 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. 23. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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.
18. 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.
19. 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.
20. 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.
21. 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.
22. **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 Wednesday, September 14, 2022 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, as the authorized e-Voting agency. 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 by CDSL.

The Remote e-voting commences on Saturday, September 17, 2022 10:00 a.m. (IST) and ends on Tuesday, September 20, 2022 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. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

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 2 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.

23. THE INTRUCTIONS TO 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 Saturday, September 17, 2022 10:00 a.m. (IST) and ends on Tuesday,

September 20, 2022 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 of Wednesday, September 14, 2022 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 e-voting 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.nsdl.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. 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 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
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 toll free no. 1800 22 55 33
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**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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 (3).

- (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 <**RBLBANKLIMITED**> 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) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 (designated email address by company), 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 at least **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 (company email id). These queries will be replied to by the Bank 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) along with Form ISR-1 (as available on the website of the Bank), 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) 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 toll free no. 1800 22 55 33.

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, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

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

Item No. 3:

To note retirement of Mr. Vijay Mahajan (DIN: 00038794), who retires by rotation at this Annual General Meeting and has expressed his desire to be not re-appointed upon expiry of term; and to consider not to fill up the vacancy

Mr. Vijay Mahajan (DIN: 00038794) has been serving as Non-Executive Non Independent Director on the Board of your Bank since April 27, 2018.

Pursuant to Section 152(6) of the Companies Act, 2013 ("the Act"), Mr. Vijay Mahajan is liable to retire by rotation at 79th AGM of the Bank. Mr. Mahajan has expressed his unwillingness to be re-appointed and not offered himself for re-appointment as a director liable to retire by rotation at the 79th AGM. Accordingly, Mr. Vijay Mahajan would cease to hold office as a Director of the Bank at the conclusion of the 79th AGM of the Bank.

The Nomination and Remuneration Committee and the Board of Directors at their meeting considered and decided to accept the request of Mr. Vijay Mahajan to retire at the conclusion of this AGM. The Board of Directors recorded their earnest appreciation to the valuable contribution, leadership and guidance extended by Mr. Vijay Mahajan to the Board and the Management of the Bank during his association.

Post retirement of Mr. Vijay Mahajan, the Board of the Bank would comprise of 13 Directors including, a Managing Director & CEO, an Executive Director, Seven (7) Independent Directors, Three (3) Non-Executive Directors and One (1) Additional Director appointed by RBI. In the premises aforesaid, the Board of Directors recommends that the resulting vacancy so created on the Board be not filled.

Your Directors, therefore, recommend the Ordinary resolution, as set forth at Item No. 3 of this Notice, for the approval of the Members.

Except for Mr. Vijay Mahajan and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4:

To consider and appoint, M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as one of the Joint Statutory Auditors of the Bank alongwith M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036), who were already appointed as Statutory Auditors of the Bank at the 78th Annual General Meeting held on September 21, 2021

The Reserve Bank of India issued a 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). 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.

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. Further, pursuant to the aforesaid RBI Circular which prescribed joint audit, the Board had recommended and the Members of the Bank at the 78th Annual General Meeting had appointed M/s. CNK & Associates LLP, Chartered Accountants, (Firm Registration No. 101961 W/W100036) as the other Joint Statutory Auditor for a period of three (3) years to hold office till the conclusion of 81st Annual General Meeting.

Reserve Bank of India issued a press release on October 12, 2021 vide which M/s. Haribhakti & Co LLP were debarred from undertaking any type of audit assignments in the entities regulated by RBI for a period of two years, effective 1 April 2022.

Accordingly, the Board at its meeting held on May 6, 2022 basis the recommendation 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 G.M. Kapadia & Co., Chartered Accountants, Mumbai, having Firm Registration Number:104767W, as the other Joint Statutory Auditor of the Bank, to hold office as such for a period of 3 years from the conclusion of the 79th Annual General Meeting until the conclusion of the 82nd 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.

Audit fees allocated between both the joint auditors for FY2021-22 was ₹ 1.45 crore and is expected to be within reasonable range for FY22-23. Fees for other assignment including various certification etc would depend on the scope of work and will be subject to recommendation of Audit Committee and approval of the Board.

M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036) and M/s. GM Kapadia & Co., (Firm Registration No. 104767W), 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) as amended, 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 Reserve Bank of India ("RBI").

RBI vide its letter dated April 8, 2022 has approved the appointment of M/s. CNK & Associates, LLP and M/s. G. M. Kapadia & Co as the Joint Statutory Auditors of the Bank for the year 2022-23 for their second and first year respectively. In accordance with the requirement of the aforesaid RBI Guidelines, the Bank has also framed a Board approved Policy on appointment of Statutory Auditors.

The brief profile of M/s. G. M. Kapadia & Co, Chartered Accountants is as given below:

M/s. G. M. Kapadia & Co, Chartered Accountants is a Chartered Accountancy Firm registered with The Institute of Chartered Accountants of India (ICAI) with Firm Registration No. 104767W and they hold a valid certificate issued by the Peer Review Board of ICAI.

M/s. G. M. Kapadia & Co, Chartered Accountants established in 1938 and providing services in the fields of audit & assurance, tax, transaction advisory, Accounting & Compliance.

M/s. G. M. Kapadia & Co, Chartered Accountants have been associated as Statutory Central Auditor for various banks in India.

The brief profile of M/s. CNK & Associates LLP, Chartered Accountants is as given below:

M/s. CNK & Associates LLP, Chartered Accountants is a Chartered Accountancy Firm registered with The Institute of Chartered Accountants of India (ICAI) with Firm Registration No. 101961 W/W100036 and they hold a valid certificate issued by the Peer Review Board of ICAI. M/s. CNK & Associates LLP, Chartered Accountants has been in existence for last eight decades and has experience of more than a decade in conducting Bank Audits.

M/s. CNK & Associates LLP, Chartered Accountants have been associated as Statutory Central Auditor for various banks in India.

Your Directors, therefore, recommend the Ordinary resolution, as set forth at 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 & 6:

To approve the appointment of Mr. R Subramaniakumar (DIN: 07825083) as Director of the Bank and to approve his

appointment and terms of remuneration as Managing Director & Chief Executive Officer of the Bank

As Mr. Vishwavir Ahuja, Managing Director & CEO (MD & CEO) of the Bank had proceeded on leave effective December 25, 2021, the Board appointed Mr. Rajeev Ahuja (DIN 00003545), Executive Director as interim Managing Director & CEO (interim MD & CEO) basis the approvals received from RBI effective from December 25, 2021 till June 24, 2022 or till the appointment of a regular Managing Director & CEO (MD & CEO) whichever is earlier. The Members also approved the appointment of Mr. Rajeev Ahuja as an interim MD & CEO for the aforesaid period vide postal ballot on May 27, 2022.

The Board of the Bank initiated the steps to identify and evaluate candidates for the position of regular Managing Director & CEO and constituted a Search Committee for this purpose. The Board at its meeting held on April 20, 2022 basis the recommendations of the Nomination and Remuneration Committee (NRC) and pursuant to the provisions of the Banking Regulation Act, 1949 and extant RBI guidelines finalized the names of candidates for the position of regular Managing Director & CEO of the Bank, application in this regard was duly submitted to Reserve Bank of India. RBI vide letter dated June 10, 2022 approved the appointment of Mr. R. Subramaniakumar (being one of the candidates as proposed by the Bank) as the MD & CEO of the Bank for a period of three years with effect from the date on which he assumes charge as MD & CEO.

Pursuant to the recommendation of the NRC, the Board of the Bank, approved the appointment of Mr. R Subramaniakumar as an Additional Director of the Bank with effect from June 23, 2022 to hold office till the date of the ensuing General Meeting or the date of approval by the Members whichever is earlier. Further on the recommendation of NRC, the Board subject to the approval of the Members appointed Mr. R Subramaniakumar as the Managing Director and Chief Executive Officer (MD & CEO) of the Bank for a period of three years with effect from June 23, 2022 (Afternoon A/N) to June 22, 2025 on the terms and conditions relating to the appointment as approved by RBI vide its letter dated June 10, 2022. Mr. R Subramaniakumar was also designated as a Key Managerial Personnel in terms of the provisions of Section 203 of the Companies Act, 2013. Consequent to the appointment of Mr. R. Subramaniakumar as MD & CEO effective June 23, 2022 (Afternoon A/N), Mr. Vishwavir Ahuja's term as MD & CEO ended on June 23, 2022 (Forenoon F/N).

Pursuant to the provisions of section 161 of the Companies Act, 2013, read with the Articles of Association of the Bank, Mr. R Subramaniakumar continues to hold office as Additional Director of the Bank, upto the date of this AGM. Accordingly, it is proposed to the Members to appoint Mr. R Subramaniakumar (DIN: 07825083) as the Director of the Bank (as stipulated in the resolution under item no. 5) and also approve his appointment as the Managing Director and Chief Executive Officer of the Bank

for a period of three years effective June 23, 2022 (Afternoon A/N) (as stipulated in the resolution under item no. 6) and his remuneration on the terms and conditions as stipulated below:

Basic Salary	₹ 13,462,571 per annum
Leave Fare Concession/ Allowance	₹ 112,500 per annum
Other Fixed Allowances:	
a) Car Allowance (as per Banks' Car Policy)	₹ 1,500,000 per annum
b) Other allowances	₹ 2,426,271 per annum
House Rent Allowance / Free Furnished House and its maintenance	₹ 8,077,543 per annum
Perquisites:	
Club Membership(s) (Reimbursement of actual expenses on production of bills. Inclusive of subscription to 2 clubs)	₹ 500,000 per annum
Provident Fund	As per the Bank's rules applicable to employees of the Bank
Other Benefits:	
Insurance Cover	As per Bank's Compensation Policy
Group Personal Accident	₹ 200 lakh
Group Medical Cover	₹ 4.5 lakh
Group Term Life	₹ 100 lakh
Loan Eligibility	As per RBI guidelines and Compensation Policy of the Bank
Variable Pay	As may be decided by the Board of Directors based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of RBI and determined in accordance with the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Risk Takers and Control Function Staff, etc. issued by the RBI on November 4, 2019 ("RBI Guidelines") as amended from time to time and the Compensation Policy of the Bank framed in line with the aforesaid RBI Guidelines. As per the RBI guidelines, the total variable pay shall be limited to a maximum of 300% of the fixed pay. Further the variable pay, as per the RBI Guidelines, shall be inclusive of Cash as well as any Share-linked instruments.
Employee Stock Options	As may be approved by the Nomination and Remuneration Committee subject to the approval of RBI.

In terms of Section 164 of the Companies Act, 2013, Mr. R Subramaniakumar is not disqualified from being appointed as a Director and has given his consent to act as a Managing Director & CEO of the Bank, he has also affirmed that he is not debarred from holding office of Director by virtue of any order of Securities and Exchange Board of India and any other such authority. The NRC and the Board have determined that Mr. R Subramaniakumar is a fit and proper person to be

appointed as a Managing Director & CEO of the Bank, as per the norms prescribed by the Reserve Bank of India (the "RBI"), In the opinion of the Board, Mr. R. Subramaniakumar 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.

Mr. R Subramaniakumar possesses the requisite skills, qualification, special knowledge and practical experience in the areas which are beneficial to the Bank. The brief profile of Mr. R Subramaniakumar, 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.

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

Mr. R Subramaniakumar holds 150 equity shares of the Bank as on date of this Notice and is not related to any other Director or Key Managerial Personnel of the Bank.

Your Directors, therefore, recommend the Ordinary resolutions, as set forth at Item Nos. 5 and 6 of this Notice, for the approval of the Members.

Except for Mr. R Subramaniakumar 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 Resolutions as set out at Item Nos. 5 & 6 of this Notice.

Item No. 7:

To approve the appointment of Dr. Sivakumar Gopalan (DIN: 07537575) as Non-Executive Independent Director of the Bank

The Nomination and Remuneration Committee of Board ("the NRC") evaluated the balance of skills, knowledge and experience on the Board of the Bank and on the basis of such evaluation had identified the requirement of an Independent Director with knowledge and expertise in Information Technology.

Pursuant to the recommendations of the NRC, the Board of Directors (the "Board") of the Bank, approved the appointment of Dr. Sivakumar Gopalan as (Additional) Non-Executive Independent Director of the Bank with effect from August 22, 2022. As per the provisions of Section 161 of the Companies Act, 2013 (the "Act"), read with the Articles of Association of the Bank, he will hold office as (Additional) Non-Executive Independent Director of the Bank upto the date of this Annual General Meeting.

The Bank proposes to appoint Dr. Sivakumar Gopalan as an Independent Director for a period of 5 (five) years i.e. from August 22, 2022 to August 21, 2027.

Dr. Sivakumar Gopalan has been on the faculty of the Department of Computer Science and Engineering, IIT Bombay, since 1991. His core research interests are in the applications of Logic in diverse areas of Computer Science such as Artificial Intelligence, Software Engineering and Network Security. He is the Head of the Centre for Formal Design and Verification of Software (CFDVS) which undertakes projects related to design and verification of safety critical real-time systems. He has served as an Independent Director on the Board of Andhra Bank and NPCI. He is currently Director at CCIL, NSDL, IFTAS and IIBF. He serves on several Technical Advisory Committees including those of RBI, NPCI, CCIL, NSDL and SEBI. Dr. Sivakumar Gopalan is a PhD, Computer Science from University of Illinois at Urbana-Champaign University of Illinois - USA, MS from Rensselaer Polytechnic Institute - USA and Bachelor of Technology in Electrical Engineering from Indian Institute of Technology, Madras, India. Considering his skill sets, Dr. Sivakumar Gopalan was considered by the Nomination and Remuneration Committee and recommended to the Board for appointment as an Independent Director, as he fulfilled the requirement of expertise/ knowledge as required by the Bank specifically in the area of Information Technology.

While approving the appointment, the NRC and the Board have considered that in terms of Section 164 of the Companies Act, 2013, Dr. Sivakumar Gopalan is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank. He is not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority. The NRC and the Board have determined that Dr. Sivakumar Gopalan 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. Sivakumar Gopalan 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. Sivakumar Gopalan and based on the said declaration submitted by him, the Board has opined that Dr. Sivakumar Gopalan is independent of the management.

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. Dr. Sivakumar Gopalan shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and compensation/remuneration as prescribed under RBI guidelines/circulars as amended from time to time.

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

Dr. Sivakumar Gopalan 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. Sivakumar Gopalan, 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. Sivakumar Gopalan 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. Sivakumar Gopalan has bought 500 equity shares of the Bank as on date of this Notice and is not related to any other Director or Key Managerial Personnel of the Bank.

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

Except for Dr. Sivakumar Gopalan 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. 7 of this Notice.

Item No. 8:

To approve the appointment of Mr. Gopal Jain (DIN: 00032308) as Non-Executive Non Independent Director of the Bank

The Nomination and Remuneration Committee of Board (the "NRC") evaluated the balance of skills, knowledge and experience on the Board of the Bank and on the basis of such evaluation had identified the requirement of a Director with knowledge and expertise in the areas inter-alia related to capital market, investment management and investor engagement.

Pursuant to the recommendations of the NRC, the Board of Directors (the "Board") of the Bank, approved the appointment of Mr. Gopal Jain as (Additional) Non-Executive Non Independent Director of the Bank, with effect from August 22, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), read with the Articles of Association of the Bank, he will 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. Gopal Jain 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").

In terms of Section 164 of the Companies Act, 2013, Mr. Gopal Jain 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. Gopal Jain as Non-Executive Non Independent Director of the Bank and his office shall be liable to retire by rotation. Mr. Gopal Jain shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings, and compensation/remuneration as prescribed under RBI guidelines/circulars as amended from time to time.

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

Mr. Gopal Jain has the requisite qualification, skills, experience and expertise in specific functional areas which are beneficial to the Bank. The brief profile of Mr. Gopal Jain, 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. Gopal Jain holds nil equity shares of the Bank as on date of this Notice. Mr. Gopal Jain 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. Gopal Jain 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

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 78th Annual General Meeting held on September 21, 2021 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. The subject Special Resolution as passed by the Members is valid up to September 20, 2022. Pursuant to the authority granted vide the resolution passed by Members on September 21, 2021, the Bank had during first quarter of FY 22-23, raised funds by issue of USD denominated unsecured Tier 2 subordinated notes in accordance with the Reserve Bank of India's ("RBI") Master Circular – Basel III Capital Regulations dated April 1, 2022, as amended from time to time ("**Basel III Capital Regulations**") aggregating up to ₹ 776.98 crore (the "**Notes**") offered under Section 4(a)(2) of the United States Securities Act of 1933, as amended to United States International Development Finance Corporation ("**USDFC**").

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 22, 2022 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 upto ₹ 3000 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. 9 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. 9 of this Notice.

Item Nos. 10 & 11

Approval for enhancement of limit for grant of equity stock options under Employees Stock Option Plan 2018 (ESOP)

2018/ Plan) to the Eligible employees of the Bank and Subsidiary(ies) and amendments to ESOP 2018

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 Employee Stock Option Scheme 2018 (ESOP 2018/Scheme/ Plan) was implemented under the authority of the Special Resolution passed by Members through postal ballot on June 18, 2018 where the Members approved a total of 2,00,00,000 (Two) crore equity stock options ("Options" / "ESOP") convertible into equivalent number of equity shares under the ESOP 2018 Plan. The Plan was further amended by the Special Resolution passed by the Members at the Annual General Meeting held on July 17, 2020 and the Members had approved a further increase of 1,75,00,000 (One Crore Seventy Five Lakh) equity stock options convertible into equal number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid up, of the Bank in addition to the residual/remaining options, which remain ungranted, as approved by the Members vide Special Resolution dated June 18, 2018. The aggregate number of equity shares upon exercise of Options under this Plan as per the approved limits to not exceed 3,75,00,000 (Three Crore Seventy Five Lakh) equity shares of face value of ₹ 10 each.

The Bank has granted a significant quantum of ESOPs under the ESOP 2018 and as on July 31, 2022, the Bank has a total ungranted balance of 18,52,720 and 45,871 ESOPs totalling to

18,98,591 ESOPs convertible into equivalent number of equity shares of ₹ 10 each under the ESOP Schemes 2018 and ESOP Schemes 2013, respectively. As the above mentioned remaining balance of equity stock options i.e. ungranted pool of ESOPs is expected to be completely utilised over the next few months, the Bank would require to increase the quantum of Options for grant. Also given the challenging external environment, it is extremely important to ring fence critical and key talent in the Bank and attract new senior management talent from the market for which the current ungranted pool of employee stock options will not be sufficient. Hence the Bank would like to seek approval to create, offer, issue and grant/allot 1,75,00,000 (One Crore Seventy Five Lakh) additional equity stock options under the ESOP 2018 exercisable into not more than additional 1,75,00,000 (One Crore Seventy Five Lakh) equity shares of face value of ₹ 10 each fully paid up, representing a potential dilution of 2.91% of the current paid up capital of the Bank, over and above the residual/ remaining i.e ungranted Options, approved by the Members vide Special Resolutions dated June 18, 2018 and July 17, 2020 respectively, in one or more tranches from time to time, to the eligible employees of the Bank and that of its subsidiary(ies), as defined under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and ESOP 2018. Thus, the aggregate number of equity shares upon exercise of options under ESOP 2018 as per the approved limits by the Members (including this approval) shall not exceed 5,50,00,000 (Five Crore Fifty Lakh) equity shares of face value of ₹ 10 each.

The SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") were notified by the Securities and Exchange Board of India ("SEBI") to come into force from August 13, 2021 by repealing and merging the SEBI (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002 (collectively referred to as "Erstwhile Regulations") with appropriate modifications. It is thought expedient to amend the ESOP 2018 with a view to align and comply with the requirements of the SEBI SBEB & SE Regulations.

Further, few amendments have been made to ESOP 2018 to align the terms of the Plan to meet regulatory requirements as prescribed under SEBI SBEB & SE Regulations, which pursuant to the provisions of Regulation 7(2) of SEBI SBEB & SE Regulations does not require approval of Members, except for the below Key amendments -

Sr No	Clause No	Existing provision under ESOP 2018	New Provision
1	2.1(x)- Definition of Employee	Employee" means (i) a permanent employee of the Bank working in or out of India; or (ii) a whole-time or executive Director of the Bank, or (iii) an employee, as defined in sub-clauses (i) or (ii) above, of a Subsidiary, whether present or future, in or outside India, of the Bank but excludes: a) an Independent Director; b) Any such Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Bank; c) Promoters and persons belonging to Promoter Group	Employee" means i) an employee as designated by the Bank, who is exclusively working in India or outside India or (ii) a Director of the Bank, whether whole time director or not including a non-executive director who is not a Promoter or Member of the Promoter Group or (iii) an employee, as defined in sub-clauses (i) or (ii) in this para, Subsidiary Company in India or out of India, but excludes: 1. an Independent Director; 2. an employee who is a Promoter or a person belonging to the Promoter Group. 3. Any such Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Bank;

Sr No	Clause No	Existing provision under ESOP 2018	New Provision
2	8.1 – Determination of Exercise Price	Exercise Price shall be determined by Board or Nomination and Remuneration Committee thereof from time to time based on the Market Price per Share as on date of grant of options. However, it will not be less than the face value of the share.	Exercise Price shall be determined by the Nomination and Remuneration Committee from time to time based on the Market Price per Share. The Options would be granted to the eligible employees at a price being the Market price quoted on the stock exchange(s) on the previous day of the Grant date. Since, the shares of the Bank are listed on more than one stock exchange in India, the closing price on the stock exchange having higher trading volume shall be considered as the Market Price.

The Nomination and Remuneration Committee (NRC) at its meeting held on August 22, 2022 approved the amendments to ESOP 2018 which was also approved by the Board at its meeting held on August 22, 2022. In terms of Regulation 7 of SEBI SBEB & SE Regulations, the Board of the Bank confirms that the above variations/amendments to ESOP 2018 are not detrimental to the interests of the option holders.

A draft of the ESOP Scheme 2018 with the proposed amendments will be made available for inspection by the Members electronically on all working days between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

All the features are reproduced again in terms of SEBI SBEB & SE Regulations.

Details in terms of Regulation 6(2) of SEBI (SBEB & SE) Regulations

A. Brief description of the Plan

ESOP 2018 contemplates grant of Options to the eligible employees, whole-time/ executive directors of the Bank and that of its subsidiaries. After vesting of Options, the grantees shall earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares which the Bank shall issue subject to receipt of exercise price and satisfaction of tax obligation arising thereon. The intent of the Plan is to reward grantees/allottees in line with growth in the shareholders’ value.

The Nomination and Remuneration Committee (“Committee”) of Directors shall act as Compensation Committee for the supervision and administration of the Plan as per Regulation 5 of the SEBI (SBEB & SE) Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be granted

Such number of equity Stock Options which upon exercise shall not exceed 1,75,00,000 (One Crore Seventy Five Lakh) equity shares of face value of ₹ 10/- (Rupees Ten), each fully paid up, of the Bank in addition to the residual/ balance of such un-granted equity stock options convertible into

equivalent number of fully paid equity shares of ₹ 10/- (Rupees Ten) each from the previously approved Special Resolutions passed by the Members of the Bank dated June 18, 2018 and July 17, 2020, respectively.

The SEBI (SBEB & SE) Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adopt a fair reasonable adjustment to the quantum of Options along with exercise price thereof as per principles of SEBI (SBEB & SE) Regulations to ensure the restoration of value of such options after any such corporate action. Accordingly, the aforesaid ceiling of number of options shall stand adjusted.

C. Identification of classes of employees entitled to participate in the Employee Stock option Plan

- (i) an employee as designated by the Bank, who is exclusively working in India or out of India; or
- (ii) a director of the Bank, whether a whole time director or not, including a non-executive director who is not a promotor or Member of the promotor group, but excluding an Independent Director; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) in this para, of a subsidiary company, in India or out of India.

but excludes:

- a) a promoter or person belonging to promoter group; and
- b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Bank.

D. Requirements of vesting and period of vesting

The Options granted shall vest so long as the Employee continues to be in the employment/ service of the Bank or its subsidiary, as the case may be, as per SEBI SBEB & SE Regulations, except in case of death, permanent Disability and retirement.

Provided that in the event of death or permanent Disability of an Employee, the minimum Vesting period shall not be applicable and in such instances, all the Unvested Options shall vest with effect from date of death or permanent Disability.

All the Options granted under ESOP 2018 would vest after One (1) year but not later than Five (5) years from the Grant Date of such Options. The Committee shall determine the specific Vesting percentage and schedule which may be different for different Employees or class thereof at the time of Grant.

E. The maximum period within which the options shall be vested

The Options granted shall vest not later than 5 (Five) years from the date of grant of such Options.

F. Exercise price or pricing formula

The Options would be issued to the eligible employees at a price being the price quoted on the stock exchange(s) on the previous day on which the Options are granted. Since, the shares of the Bank are listed on more than one stock exchange in India, the closing price on the stock exchange having higher trading volume shall be considered as the market price.

G. Exercise period and the process of exercise

The exercise period in respect of Options granted under ESOP 2018, would commence from the date of vesting and will expire on completion of maximum of 5 (Five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested options shall be exercisable by the grantees by an application to the Bank expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee. The Options shall lapse if not exercised within the specified exercise period.

H. Appraisal Process for determining the eligibility of the Employees

The eligible employees and the quantum of Options grants shall be determined by the NRC, after taking into account, eligibility criteria including but not limited to the criticality of the role, grade and designation of the employee, length of service, conduct, past performance record, merit and future potential of the employee and/or such other criteria that may be determined by the NRC. All decisions made by the NRC in this regard would be final

I. Maximum number of options to be issued per employee and in aggregate

During any one year, the maximum number of Options (taken together) that may be granted per employee shall vary depending upon the designation and the appraisal / assessment process, however, shall be less than 1% (One Percentage) of the Issued and Paid Up capital (excluding outstanding warrants and conversions) of the Bank at the time of grant. Subject to this ceiling, the Bank reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee.

J. Maximum quantum of benefits to be provided per Employee under the Plan

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of implementation or administration of the Scheme

The Plan shall be implemented and administered directly by the Bank.

L. Whether the Plan involves new issue of shares by the company or secondary acquisition

The Plan contemplates issue of fresh/ primary shares by the Bank only, upon exercise of Options.

M. Amount of loan to be provided for implementation of the Plan by the Bank, the Trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under ESOP 2018.

N. Maximum percentage of secondary acquisition

This is not relevant under the present ESOP 2018.

O. Disclosure and Accounting Policies

The Bank shall comply with the disclosure and the accounting policies as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 and Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time, including the disclosure requirements prescribed therein. The Bank shall also comply with the guidelines, circulars, regulations as may be issued by the Reserve Bank of India in this regard, from time to time.

P. Method of Option valuation

The Bank shall use fair value method using Black – Scholes model for valuation of the Options granted and its reporting as prescribed by the relevant regulations, from time to time.

Q. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the ESOP 2018

Subject to the provisions of the then prevailing applicable laws, the Nomination and Remuneration Committee shall determine the procedure for buy-back of Options granted under the ESOP 2018 if to be undertaken at any time by the Bank, and the applicable terms and conditions thereof. The buy-back shall be subject to approval of Members of the Bank or any other regulatory authority as may be required.

R. Lock-in period

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Bank under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

S. Declaration

In case, the Bank opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Bank shall also be disclosed in the Directors' Report.

As the ESOP 2018 is sought to be amended as stated above, consent of the Members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulation 7 of the SEBI SBEB & SE Regulations.

Your Directors, therefore, recommend the Special Resolutions, as set forth at Item Nos. 10 and 11 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 these Special Resolutions as set out at Item No. 10 and 11 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 22, 2022

RBL Bank Limited

CIN: L65191PN1943PLC007308

Registered Office:

1st Lane, Shahupuri

Kolhapur - 416001

Tel no. + 91 231 6650214

Email - investorgrievances@rblbank.com

DETAILS OF DIRECTOR SEEKING 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	Mr. R Subramaniakumar	Dr. Sivakumar Gopalan	Mr. Gopal Jain
(DIN No)	DIN: 07825083	DIN: 07537575	DIN: 00032308
Age	63 years	61 years	51 years
Date of Appointment	June 23, 2022 (A/N)	August 22, 2022	August 22, 2022
Education Qualifications	Mr. Subramaniakumar is a Physics graduate with a PGDCA (Post Graduate Diploma in Computer Application). He has acquired CISA (Certified Information System Audit) & CISM (Certified Information Security Manager) certifications from ISACA, USA. A Banker with CAIIB (Certified Associate of Indian Institute of Bankers), he also holds Advanced Banking Certificate from University of Maryland, USA.	Dr. Sivakumar Gopalan is a PhD, Computer Science from University of Illinois at Urbana-Champaign University of Illinois - USA, MS from Rensselaer Polytechnic Institute - USA and Bachelor of Technology in Electrical Engineering from Indian Institute of Technology, Madras, India.	Mr. Gopal Jain holds a B.Tech in Electrical Engineering from the Indian Institute of Technology, Delhi
Brief resume including expertise in specific functional areas	<p>Mr. R Subramaniakumar is a veteran Banker with 40 years of experience, across the Banking verticals and with Board level position for more than five years, including on the Board of Overseas JV Bank.</p> <p>His banking career commenced with Punjab National Bank ("PNB") from 1980 and has worked on various positions from front desk to General Manager and he also headed Business Transformation at PNB for 3 years and transformed the Business especially, Digital, Human resource, MSME, Retail, Overseas operations, financial inclusion. He also headed Zone and Technology divisions apart from branch banking, Innovation and SME etc.</p> <p>He was an Executive Director at Indian Bank and Indian Overseas Bank (IOB). He also held the position of Managing Director & CEO of Indian Overseas Bank. He scripted the base line for turn around of IOB by enabling the Bank to achieve highest operating profit. He specialises in the area of Retail, MSME, Agri, Technology, Process and Automation apart from Mid-corporate and Commercial Banking. He headed BPR (Business Process Re-engineering) team at various banks and provided new strategic directions to the growth of the banks, where he worked. He was an Administrator at Dewan Housing Finance Corporation Limited ("DHFL") a Housing finance Company and achieved its resolution, successfully.</p> <p>He comes with strong and positive passion for growth with controls.</p>	<p>Dr. Sivakumar Gopalan has been on the faculty of the Department of Computer Science and Engineering, IIT Bombay, since 1991. His core research interests are in the applications of Logic in diverse areas of Computer Science such as Artificial Intelligence, Software Engineering and Network Security. Dr. Sivakumar Gopalan is the Head of the Centre for Formal Design and Verification of Software (CFDVS) which undertakes projects related to design and verification of safety critical real-time systems.</p> <p>Dr. Sivakumar Gopalan has served as an Independent Director on the Board of Andhra Bank and NPCI. He is currently Director at CCIL, NSDL, IFTAS and IIBF. He serves on several Technical Advisory Committees including those of RBI, NPCI, CCIL, NSDL and SEBI.</p>	<p>Mr. Gopal Jain is a Managing Partner and founder of Gaja Capital based in Mumbai, which is a leading mid-market private equity firm in India. Mr. Gopal Jain founded Gaja Capital in 2004 and has been a financial services professional since 1991 with significant experience in global capital markets, venture capital and private equity. At Gaja Capital, Mr. Gopal Jain leads the executive and investment functions and has led/co-led several of firm's investments in financial services sector such as Avendus Capital, Suryoday Small Finance Bank and Kinara Capital. Currently Mr. Gopal Jain is on the board of Avendus Capital, India's leading investment bank and new age financial services platform. He also leads Gaja Gives, the philanthropic arm of the firm. Gaja Gives supports several social initiatives including the annual Gaja Business Book Prize.</p> <p>In many of these investments Mr. Gopal Jain has been instrumental in bringing about the transformation in the business models of these companies including technology interventions, mergers and acquisitions, governance enhancements and value creation for all stakeholders. Mr. Gopal Jain also serves on the board of high growth companies in India's digital tech ecosystem including XpressBees & LeadSquared.</p> <p>Prior to founding Gaja Capital, Mr. Gopal Jain worked from 1999 to 2004 as a country head and partner with the View Group LP, an India-focused venture capital firm with offices in Boston and Mumbai. The View Group was a pioneering venture investor in India. The firm is credited with some of the earliest investments in technology enabled services & B2B ecommerce. View Group also set up India's first venture incubator. Over the years Mr. Gopal Jain has mentored scores of budding entrepreneurs and corporate executives. Following his broader interest of developing the Indian private equity and venture capital ecosystems, Mr. Gopal Jain has been a member of SEBI's Alternative Investment Policy Advisory Committee since 2018.</p>

Name (DIN No)	Mr. R Subramaniakumar DIN: 07825083	Dr. Sivakumar Gopalan DIN: 07537575	Mr. Gopal Jain DIN: 00032308
Directorships held in other companies*	Nil	The Clearing Corporation of India limited National Securities Depository Limited	Bakers Circle (India) Pvt Ltd Shivani Mercantile Private Limited Gaja Alternative Asset Management Private Limited (Formerly Gaja Advisors Private Limited) Marketxpander Services Private Limited KooH Sports Private Limited SV Edusports Private Limited Busybees Logistics Solutions Private limited Educational Initiatives Private Limited Aventus Capital Private Limited
Memberships / Chairmanships of committees of other companies	Nil	National Securities Depository Limited (Member of CSR, Risk Management Committee, Audit, Regulatory Oversight Committee) (Chairman of Standing Committee on Technology and Nomination & Remuneration Committee) The Clearing Corporation of India Limited (Member of Audit Committee Nomination & Remuneration Committee) (Chairman of Technical Approval Committee) Indian Financial Technology And Allied Services (Member of Audit Committee) (Chairman of NRC) Indian Institute of Banking And Finance (Chairman of IT Committee)	Aventus Capital Private Limited (Member of Audit & Risk Committee) Gaja Alternative Asset Management Private Limited (Chairman of CSR Committee)
Details of listed entities from which the person has resigned in the past three years	RepcO Home Finance Limited (Resigned with effect from June 14, 2022)	None	None
Disclosure of relationships between directors inter-se	Mr. Subramaniakumar is not related to any of the Directors of the Bank	Dr. Sivakumar Gopalan is not related to any of the Directors of the Bank	Mr. Gopal Jain is not related to any of the Directors of the Bank
Number of meetings of the Board attended during the Financial year 2021-22	Not applicable	Not applicable	Not applicable

Name (DIN No)	Mr. R Subramaniakumar DIN: 07825083	Dr. Sivakumar Gopalan DIN: 07537575	Mr. Gopal Jain DIN: 00032308
Number of shares held in the Bank (including shareholding as beneficial owner)	150 Shares are held as on the date of the Notice	500 shares have been bought as on the date of the Notice	Nil

* Excludes directorship held in Foreign Companies, Section 8 Company and professional body of Banks, Financial Institutions, and their employees in India.

The terms and conditions of appointment along with terms of remuneration for the above three directors are detailed in the respective explanatory statements relating to their appointment.

Brief profile and other information with respect to Mr. Yogesh K. Dayal, Additional Director appointed by RBI.

Name (DIN No)	Mr. Yogesh K. Dayal DIN: 07594913
Age	51 years
Date of Appointment	December 24, 2021
Education Qualifications	Mr. Yogesh K. Dayal holds Diploma in Business Management, Bachelor's Degree in Science (B.Sc.) besides professional certifications like CAIIB, CelTS, CCFM, CelSB, CeAML/KYC from the Indian Institute of Banking and Finance.
Brief resume including expertise in specific functional areas	Mr. Yogesh K. Dayal, Chief General Manager, Reserve Bank of India is on the Board of the Bank as Additional Director appointed by RBI for a period of two years w.e.f December 24, 2021 till December 23, 2023 or till further orders, whichever is earlier. Mr. Yogesh K. Dayal is a career Central Banker who has worked with RBI in various capacities for 25 years. Mr. Dayal has held several positions in RBI's various Offices, including Central Office at Mumbai in Monetary Policy Department and Department of Banking Supervision as well as Regional Offices at Bangalore, New Delhi and Lucknow in the departments of Banking Supervision, Information Technology, Currency Management and Payment and Settlement System besides Financial Inclusion & Development. Currently as Chief General Manager he is in charge of the Department of Communication, Reserve Bank of India.
Directorships held in other companies	Nil
Memberships / Chairmanships of committees of other companies	Nil
Details of listed entities from which the person has resigned in the past three years	Nil
Disclosure of relationships between directors inter-se	Mr. Yogesh K Dayal is not related to any of the Directors of the Bank
Number of meetings of the Board attended during the Financial year 2021-22	7
Number of shares held in the Bank (including shareholding as beneficial owner)	Nil