RBL BANK LIMITED
CIN: L65191PN1943PLC007308
Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001
Tel: +91 231 6650214 I **Fax:** +91 231 2657386 | **Website:** www.rblbank.com
Email: investorgrievances@rblbank.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s)

NOTICE is hereby given, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and subject to other applicable laws and regulations, the resolution as set out below is proposed to be passed by the Members of RBL Bank Limited ("the Bank") by means of Postal Ballot, only by voting through electronic means (remote e-voting).

Explanatory Statement pursuant to Section 102, Section 110 and other applicable provisions, if any, pertaining to the resolution setting out material facts and reasons thereof, is annexed to this Postal Ballot Notice for your consideration. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

SPECIAL BUSINESS:

To approve the appointment of Mr. Rajeev Ahuja (DIN: 00003545) as interim Managing Director & CEO for the period from December 25, 2021 till June 24, 2022 or till the appointment of a regular Managing Director & CEO whichever is earlier

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder; applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from

time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the RBL Bank Limited (the "Bank"), and in line with the approvals received from Reserve Bank of India vide its letter nos DoR. GOV. No. S 3219/08.49. 001/ 2021-22 dated December 29, 2021 and DoR. GOV. No. S 4538/08.49. 001/ 2021-22 dated March 17, 2022, approval of the Members of the Bank be and is hereby accorded for the appointment of Mr. Rajeev Ahuja (DIN: 00003545) as an interim Managing Director & CEO of the Bank, for the period from December 25, 2021 till June 24, 2022 or till the appointment of a regular Managing Director & CEO whichever is earlier.

RESOLVED FURTHER THAT the other terms and conditions of his appointment including those relating to remuneration as earlier approved by RBI and Members and as detailed in the explanatory statement annexed to this notice for reference of the Members, shall remain unchanged.

RESOLVED FURTHER THAT the Head – HR, CSR and Internal Branding, Head – Strategy, Chief Financial Officer and Company Secretary of the Bank and any other Director/Officials of the Bank as may be approved by the Board be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications or any other document 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 Officer(s) of the Bank, to give effect to this resolution."

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place: Mumbai
Date: April 20, 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"), setting out material facts and reasons for the proposed resolution is appended herein and forms part of this Notice.

2. In terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and (the "relevant Circulars"), the Postal Ballot Notice along with the instructions regarding remote e-voting is being sent only by email to all those Members, whose email addresses are registered with the Bank or with the depository(ies) / depository participants and whose names appear in the Register of Members/list of beneficial owners as on the Cut-off date i.e., Friday, April 22, 2022. The Physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-voting only. The Bank has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members.

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, April 22, 2022 will be considered for the purpose of remote e-voting.

4. For receiving copy of postal ballot notice electronically, Members who have not yet registered their email addresses are requested to send an email to investorgrievances@rblbank.com or rnt.helpdesk@linkintime.co.in by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.

5. In line with the MCA Circulars, the Notice 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) i.e. www.evotingindia.com.

6. 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.

7. 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.

8. 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 Registrar & Transfer Agents to issue shares

in dematerialised 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.**

9. SEBI has also mandated that for registration of transfer of securities, the transferor(s) or transferee(s) shall furnish a copy of their PAN card to the Bank for registration of transfer of securities.

10. Pursuant to MCA Circulars, the Notice 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.

11. During the Remote e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members in electronic mode only until the last date of remote e-voting and Members can inspect the same by sending an email at investorgrievances@rblbank.com.

12. The last date of the remote e-voting i.e. Friday, May 27, 2022 shall be the date on which the resolution would be deemed to have been passed, if passed by the requisite majority.

13. **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 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and the relevant MCA Circulars and SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** (SEBI Circular), 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 **Friday, April 22, 2022** to exercise their right to vote by electronic means on the business specified in the Notice. For this purpose, the Bank has entered into an agreement with CDSL for facilitating voting through electronic means.

    The Remote e-voting commences on Thursday, April 28, 2022 10:00 a.m. (IST) and ends on Friday, May 27, 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.

    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.

The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary (FCS: 5559), failing him, Mr. Jay D'Souza, Practicing Company Secretary (FCS: 3058) of M/s. Alwyn Jay & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

The results of Postal Ballot will be announced within 2 working days of conclusion of remote e-voting period at the Registered Office and Corporate Office of the Company either by Chairman or by any other person authorised by him for the same. The Results of remote e-voting as declared along with the Scrutinizer's Report(s) shall be intimated to the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited and the same shall be simultaneously published on the website of the Bank at https://ir.rblbank.com and on the website of CDSL www.evotingindia.com.

14. A Member cannot exercise his vote by proxy on Postal Ballot.

15. **THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

(i) The voting period begins on **Thursday, April 28, 2022 10:00 a.m. (IST) and ends on Friday, May 27, 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 Friday, April 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

(iii) 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 **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**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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**	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. 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
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.

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 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

(iv) Login method for e-Voting 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) • 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. • 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).

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(viii) Click on the EVSN for the relevant < **RBL BANK LIMITED** > on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) 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.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorgrievances@rblbank.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **investorgrievances@rblbank.com** **or** **rnt.helpdesk@linkintime.co.in**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding 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, Mafatlal 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

To approve appointment of Mr. Rajeev Ahuja (DIN: 00003545) as interim Managing Director & CEO for the period from December 25, 2021 till June 24, 2022 or till the appointment of a regular Managing Director & CEO whichever is earlier

Mr. Rajeev Ahuja was appointed as an Executive Director of the Bank for a period of three years i.e. from February 21, 2020 to February 20, 2023 with the approval of Reserve Bank of India ("RBI") and Members of the Bank at the Annual General Meeting held on July 19, 2020, on a fixed pay of Rs. 130,77,000 per annum plus allowances, perquisites and retirals. Based on request of Mr. Rajeev Ahuja no variable pay was offered to him during FY 2021-22. No stock options were granted to Mr. Rajeev Ahuja during FY 2021-22.

The Board at its meeting held on December 25, 2021 considered and accepted the request of Mr. Vishwavir Ahuja, Managing Director & CEO to proceed on leave with effect from close of business hours on December 25, 2021. The Board at the same meeting approved the appointment of Mr. Rajeev Ahuja as interim Managing Director & CEO subject to approval of Reserve Bank of India (RBI), and regulatory and other approvals. The Bank received approval from Reserve Bank of India vide its letter no DoR. GOV. No. S 3219/08.49. 001/ 2021-22 dated December 29, 2021 for appointment of Mr. Rajeev Ahuja (DIN: 00003545) as an interim Managing Director & CEO of the Bank, for a period of three months with effect from December 25, 2021 or till the appointment of a regular Managing Director & CEO, whichever is earlier. A further application was made to RBI for seeking extension of the term of Mr. Rajeev Ahuja as an interim Managing Director & CEO. RBI vide its letter reference DoR.GOV.No.S4538/08.49.001/2021-22 dated March 17, 2022 granted extension of term of Mr. Rajeev Ahuja as interim Managing Director & CEO for a further period of three months with effect from March 25, 2022 or till the appointment of a regular Managing Director & CEO, whichever is earlier. There is no change to the terms of remuneration of Mr. Rajeev Ahuja.

The Board of the Bank at its meeting held on December 30, 2021 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 and pursuant to the provisions of Banking Regulation Act, 1949 and extant RBI guidelines finalized the names of candidates for the position of regular Managing Director & CEO of the Bank and approved making of an application to Reserve Bank of India. The Bank, will soon submit an application to Reserve Bank of India and complete the process for the appointment of a regular Managing Director& CEO in a timely manner.

Mr. Rajeev Ahuja has the requisite qualification, skills, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949, which are beneficial to the Bank. The brief profile of Mr. Rajeev Ahuja and other information required 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. Rajeev Ahuja holds 50,76,127 equity shares of the Bank as on March 31, 2022. Mr. Ahuja is not holding any shares as beneficial owner. Mr. Rajeev Ahuja is not related to any other Director or Key Managerial Personnel of the Bank and is also not debarred from holding the office of director by virtue of any SEBI order or any Regulatory/Statutory/any other Authority.

It is proposed to seek the approval of the Members for appointment of Mr. Rajeev Ahuja as interim Managing Director & CEO for the period from December 25, 2021 till June 24, 2022 or till the appointment of a regular Managing Director & CEO whichever is earlier.

Your Directors, therefore, recommend the Ordinary resolution, as set forth in the Notice for the approval of the Members.

Except for Mr. Rajeev Ahuja and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary resolution as set out in the Notice.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place: Mumbai
Date: April 20, 2022

RBL Bank Limited
CIN: L65191PN1943PLC007308
Registered Office:
1st Lane, Shahupuri
Kolhapur - 416001
Tel no. + 91 231 6650214
Email - investorgrievances@rblbank.com

Annexure

Details of Director whose appointment resolution is placed for approval of the Members in the Postal Ballot Notice in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2)

Name **(DIN No)**	**Mr. Rajeev Ahuja** **(DIN: 00003545)**
Age	58 years
Date of Appointment	March 10, 2016
Education Qualifications	Mr. Ahuja holds a Master's in Business Administration from IIM, Ahmedabad and a Bachelor's degree in Commerce from the University of Delhi. He attended St. Xavier's School in New Delhi.
Brief resume including expertise in specific functional areas	Mr. Ahuja has over 33 years of experience in the financial services industry. In the course of his career he held key positions in investment banking and financial markets. Prior to joining our Bank, he was associated with Citibank India, Bank of America, India and the capital markets and investment banking divisions of the Bankers Trust Company, Hong Kong and Deutsche Bank, Singapore. He has been an integral part of the RBL Bank transformation journey and is responsible for building the overall strategy of the Bank while managing the Retail Banking and Financial Inclusion businesses of the Bank. He is also responsible for the Bank's capital raising, development of new businesses, partnerships and investor relations functions. Key Skills - Banking, Economics, Finance, Capital Markets, Treasury, FX, Microbanking & Agriculture, Risk Management, Business Management, Information Technology, Payment & Settlement Systems.
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. Rajeev Ahuja is not related to any of the Directors of the Bank

Number of meetings of the Board attended during the Financial year 2021-22	17
Number of shares held in the Bank as on March 31, 2022 (including shareholding as beneficial owner)	50,76,127 equity shares

The terms and conditions of appointment along with details of remuneration being paid to Mr. Rajeev Ahuja are detailed in the explanatory statement.