

September 21, 2021

BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 540065

National Stock Exchange of India Limited,
'Exchange Plaza', C-1 Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Scrip Symbol: RBLBANK

Dear Sir/Madam,

Sub.: Proceedings of 78th Annual General Meeting of RBL Bank Limited (“the Bank”) held on Tuesday, September 21, 2021.

Pursuant to Regulation 30 Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), we hereby submit the Proceedings of 78th Annual General Meeting (“AGM”) of the Members of the Bank held on Tuesday, September 21, 2021 at 11:30 a. m. (IST), through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) through Webex facility provided by Central Depository Services Limited (“CDSL”) in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The AGM has been convened and held as per the directive(s) of relevant Authorities in view of the prevailing COVID -19 pandemic.

The Proceedings of the 78th AGM is being hosted on the Bank’s website at www.rblbank.com.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,
For **RBL Bank Limited**



Niti Arya
Company Secretary

Encl.: As above

www.rblbank.com

RBL Bank Ltd.

Controlling Office : One Indiabulls Centre, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 | Tel: +91 22 43020600 | Fax: 91 22 43020520

Registered Office : 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 2316650214 | Fax : +91 2312657386

CIN : L65191PN1943PLC007308 , E-mail: customercare@rblbank.com

PROCEEDINGS OF THE SEVENTY EIGHTH (78TH) ANNUAL GENERAL MEETING (“AGM”) OF RBL BANK LIMITED (“THE BANK”) UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Meeting Day, Date & Time : Tuesday, September 21, 2021 at 11:30 a.m. (IST), through video conferencing (“VC”) or other audio-visual means (“OAVM”).

Chairman : Mr. Prakash Chandra, Chairman of the Bank, Chaired the Meeting

Members attending the Meeting : 152 Members

Directors present:

Name of the Director	Designation	Location
Mr. Prakash Chandra	Non-Executive Independent Director/ Part-time Chairman	Joined through VC from Noida
Mr. Vishwvir Ahuja	Managing Director & CEO	Joined through VC from Corporate Office at Mumbai
Mr. Rajeev Ahuja	Executive Director	Joined through VC from Corporate Office at Mumbai
Ms. Ranjana Agarwal	Independent Director	Joined through VC from Delhi
Dr. Somnath Ghosh	Independent Director	Joined through VC from Indore
Mr. Ishan Raina	Independent Director	Joined through VC from Alibaugh
Ms. Veena Mankar	Non-Executive Director	Joined through VC from Mumbai
Mr. Vimal Bhandari	Non-Executive Director	Joined through VC from Mumbai
Mr. Manjeev Singh Puri	Independent Director	Joined through VC from Delhi

Key Managerial Personnel (“KMP”) Present:

Name of the KMP	Designation	Location
Mr. Amrut Palan	Chief Financial Officer	Joined through VC from Corporate Office at Mumbai
Ms. Niti Arya	Company Secretary	Joined through VC from Corporate Office at Mumbai

Statutory Auditors and Secretarial Auditor:

Name of the Firm	Name of the representatives	Location
M/s. Haribhakti & Co. LLP, Chartered Accountants (Joint Statutory Auditors)	Mr. Diwakar Bansal Mr. Zujer Dalal Ms. Uma Pahuja	Joined through VC from Mumbai
M/s. CNK & Associates LLP, Chartered Accountants (Joint Statutory Auditors)	Mr. Manish Sampat Mr. Suresh Agaskar	Joined through VC from Mumbai
M/s. Alwyn Jay & Co., Practicing Company Secretaries (Secretarial Auditors)	Mr. Alwyn Dsouza	Joined through VC from Mumbai

www.rblbank.com

RBL Bank Ltd.

Controlling Office : One Indiabulls Centre, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 | Tel: +91 22 43020600 | Fax: 91 22 43020520

Registered Office : 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 2316650214 | Fax : +91 2312657386

CIN : L65191PN1943PLC007308 . E-mail: customercare@rblbank.com

As the requisite quorum being present at the AGM, the Chairman welcomed the Members and called the Meeting to order.

The Company Secretary welcomed all the Members present through VC and informed that the Chairman of the Audit Committee - Mr. Prakash Chandra, Chairperson of the Nomination and Remuneration Committee – Ms. Ranjana Agarwal and Chairman of the Stakeholders' Relationship Committee – Dr. Somnath Ghosh were present at the AGM. The representatives of Statutory Auditors and Secretarial Auditor were also present at the AGM. Members were informed that in view of the situation arising due to COVID-19 global pandemic, social distancing was a norm to be followed, Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) vide their respective Circulars, permitted the holding of the AGM through Video Conferencing ("VC") and dispensed personal presence of the Members at the common venue during AGM and this AGM was held in compliance with the said circulars.

Members were further informed that in accordance with these circulars the Annual Report for the financial year 2020-21 along with the Notice of the 78th AGM had been sent on August 26, 2021 by electronic mode to those Members whose email addresses were registered with the Bank or Depository Participants.

With the consent of the Members, the Notice convening the Meeting was taken as read. Members were informed about the availability of Statutory Registers and other documents as mentioned in the Annual Report and Notice of AGM for inspection through electronic mode during the AGM in terms of the requirements of the Companies Act, 2013 and the Rules thereunder.

Members were informed that there were no adverse observations / qualifications in the Auditors' report on the financial statements and the Secretarial Audit Report, for the financial year ended March 31, 2021. With the consent of the Members present, the Statutory Auditor's Report and the report of the Secretarial Auditor for the financial year ended March 31, 2021 were taken as read.

Members were further informed that the Bank considered it prudent to not propose any dividend for the financial year ended March 31, 2021, in light of the situation developing around COVID-19 Pandemic in the country and related uncertainty that it creates.

Thereafter, the Chairman addressed the Members and delivered his speech.

Further, the Managing Director & CEO also delivered his speech and apprised the members about the Business and Operations of the Bank.

The Company Secretary thereafter explained the procedure of participation at the AGM by the speaker shareholders.

Thereafter questions from the Members who had registered themselves as speakers were invited to put forth their observations and seek clarifications, if any relating to the Annual Report for the financial year 2020-21 and matters related thereto.

www.rblbank.com



RBL Bank Ltd.

Some of the speaker shareholders present at the meeting expressed their views/sought clarifications on various issues relating to the Business and Operations of the Bank. After hearing from the speaker shareholders as above, the Managing Director & CEO responded to their observations and provided clarifications to the satisfaction of the Members.

Following items forming part of the Notice for the said AGM, were considered and voted by the Members through remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM"):

Item No	Resolutions	Type of Resolution	Method of Voting
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2021 and the Report of the Auditors thereon.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
3	To appoint a Director in place of Ms. Veena Mankar (DIN: 00004168), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
4	To consider and appoint M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 WW100036) as one of the joint Statutory Auditors of the Bank	Ordinary Resolution	Remote e-voting and e-voting at the AGM
5	To approve the appointment of Mr. Vimal Bhandari (DIN: 00001318) as Non-Executive Non Independent Director of the Bank.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
6	To approve the appointment of Dr. Somnath Ghosh (DIN: 00401253) as Non-Executive Independent Director of the Bank.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
7	To approve the appointment of Mr. Manjeev Singh Puri (DIN: 09166794) as Non-Executive Independent Director of the Bank.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
8	To approve the appointment of Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Independent Director of the Bank.	Ordinary Resolution	Remote e-voting and e-voting at the AGM

www.rblbank.com

RBL Bank Ltd.

Controlling Office : One Indiabulls Centre, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 | Tel: +91 22 43020600 | Fax: 91 22 43020520

Registered Office : 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 2316650214 | Fax: +91 2312657386

CIN : L65191PN1943PLC007308 . E-mail: customercare@rblbank.com

9	To approve re-appointment of Mr. Prakash Chandra (DIN: 02839303) as Non-Executive Independent Director of the Bank.	Special Resolution	Remote e-voting and e-voting at the AGM
10	To approve re-appointment and revision in remuneration of Mr. Prakash Chandra (DIN: 02839303) as Non-Executive (Part-Time) Chairman of the Bank.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
11	To approve the re-appointment of Mr. Ishan Raina (DIN: 00151951) as Non-Executive Independent Director of the Bank.	Special Resolution	Remote e-voting and e-voting at the AGM
12	Re-appointment of Mr. Vishwavir Ahuja (DIN: 00074994) as Managing Director & Chief Executive Officer of the Bank.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
13	To approve the revised remuneration of Non-Executive Directors except for Part Time Non-Executive Chairman.	Ordinary Resolution	Remote e-voting and e-voting at the AGM
14	To approve issue of Debt Securities on Private Placement basis.	Special Resolution	Remote e-voting and e-voting at the AGM
15	Approval for amendment in Employees Stock Option Plan 2013 of the Bank.	Special Resolution	Remote e-voting and e-voting at the AGM

While explaining the voting procedure, it was informed to the Members that in compliance with Section 108 of the Companies Act, 2013 and the Rules made thereunder the Bank had provided electronic voting (Remote e-voting) facility to members, to enable them to cast their votes electronically. The Remote e-voting facility had been kept open from Friday, September 17, 2021 10.00 a.m. (IST) to Monday, September 20, 2021 5.00 p.m. (IST).

Further, similar e-voting facility was available to the members present for the AGM, to vote in proportion to the shares held by them. Members who had not cast their votes through remote e-voting were requested to cast their vote through e-voting facility at the AGM. It was also mentioned that Members who had already cast their votes using remote e-voting were not required to cast their votes again.

Members were also informed that the Board had appointed Mr. Alwyn D'Souza, Practicing Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as 'Scrutinizer', for, conducting the e-voting process for the AGM in a fair and transparent manner and had authorized him to scrutinize the votes cast through Remote e-voting and e-voting at the AGM and to submit the Combined/Consolidated Results of Voting in compliance with the Companies Act, 2013.

A vote of thanks was given by the Company Secretary to Members/Directors for attending the AGM and the meeting was declared as concluded.

www.rblbank.com

RBL Bank Ltd.