

March 10, 2025

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

Sub: Notice of Postal Ballot of RBL Bank Limited (“the Bank”) under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit a copy of the Postal Ballot Notice dated March 7, 2025 together with the Explanatory Statement thereto, which is being sent today for seeking consent of the Members of the Bank, for the following special business to be transacted by way of Postal Ballot only by voting through electronic means (Remote e-voting) in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“MCA”); Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and any other applicable law, rules & regulations in this regard; and as listed in the Postal Ballot Notice:

Sr. No.	Description of the Resolutions	Type of Resolution
1.	To approve the appointment of Mr. Soma Sankara Prasad (DIN: 02966311) as Non-Executive Independent Director of the Bank, with effect from January 15, 2025	Special
2.	To approve re-appointment of Mr. R. Subramaniakumar (DIN: 07825083) as the Managing Director & CEO of the Bank for a period of three years with effect from June 23, 2025 to June 22, 2028	Ordinary

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Cut-off date to determine the eligibility of the Members to cast their vote by Remote e-voting is fixed as Friday, February 28, 2025 and the Postal Ballot Notice dated March 7, 2025 along with the Explanatory Statement is being sent through electronic mode to the Members whose email addresses are registered with the Bank/Depository Participant(s) as on Friday, February 28, 2025. The Bank has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to its Members and the remote e-voting period begins on Tuesday, March 11, 2025 from 10:00 a.m. (IST) and ends on Wednesday, April 9, 2025 at 5:00 p.m. (IST).

The Notice of the Postal Ballot is also being uploaded on the website of the Bank at <https://ir.rblbank.com> and available on the website of CDSL at www.evotingindia.com.

The Board of Directors has appointed Mr. S N Viswanathan, Practicing Company Secretary (ACS: 61955),

www.rblbank.com

RBL Bank Limited

Controlling Office: One World Center, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India I Tel: +91 22 43020600 I Fax: 91 22 43020520

Registered Office: 1st Lane, Shahupuri, Kolhapur - 416001, India I Tel.: +91 231 6650214 I Fax: +91 231 2657386

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

failing him, Ms. Aparna Gadgil, Practicing Company Secretary (ACS: 14713) of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting. The results of the remote e-voting and the Scrutinizer's report will be placed on the Bank's website at <https://ir.rblbank.com>, on the website of CDSL at www.evotingindia.com and will be communicated to the Stock Exchanges.

You are requested to take the above information on your record.

Thanking you.

Yours faithfully,
For **RBL Bank Limited**

Niti Arya
Company Secretary

Encl.: As above

www.rblbank.com

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CIN: L65191PN1943PLC007308
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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 Sections 108 and 110 of the Companies Act, 2013 (“the 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 General Circular No. 14/2020 dated April 8, 2020, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) pertaining to holding of general meetings / conducting postal ballot process through voting by electronic means (“remote e-voting”) [hereinafter collectively referred to as “MCA Circulars”], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, the resolutions as set out below are 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”).

The proposed resolutions and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars and other applicable provisions, are appended below.

SPECIAL BUSINESS:

Item No. 1

To approve the appointment of Mr. Soma Sankara Prasad (DIN: 02966311) as Non-Executive Independent Director of the Bank, with effect from January 15, 2025

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulations”); Section 10A and other relevant provisions of the Banking Regulation Act, 1949 read with 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 the provisions of Articles of Association of RBL Bank Limited (“the Bank”), Mr. Soma Sankara Prasad (DIN: 02966311), who was appointed by the Board of Directors of the Bank basis the recommendations of the Nomination and Remuneration Committee as an Additional Non-Executive Independent Director of the Bank, with effect from January 15, 2025 and who meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom the Bank has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Bank for a period of 4 (four) years with effect from January 15, 2025 to January 14, 2029 **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 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 the 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 the Board of the Bank (including any Committee thereof) may delegate all or any of aforesaid powers to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

Item No. 2

To approve re-appointment of Mr. R. Subramaniakumar (DIN: 07825083) as the Managing Director & CEO of the Bank for a period of three years with effect from June 23, 2025 to June 22, 2028

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

“**RESOLVED THAT** pursuant to the provisions of 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 (“RBI”), in this regard, from time to time, Sections 196, 203 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association (“AOA”) of RBL Bank Limited (“the Bank”), pursuant to the approval granted by the Board of the Bank on the basis of recommendations of Nomination and Remuneration Committee and pursuant to the approval received from RBI vide its letter dated February 13, 2025, the approval of the Members of the Bank be and is hereby accorded for the re-appointment of Mr. R. Subramaniakumar (DIN: 07825083) as the Managing Director & CEO of the Bank, not liable to retire by rotation, for a period of three years with effect from June 23, 2025 to June 22, 2028.

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 laws/statutes and necessary regulatory approvals as may be required.

RESOLVED FURTHER THAT the Board of the Bank (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of the above powers to the officials 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 : March 7, 2025

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 Sections 102(1) and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions, setting out all material facts and reasons for the proposed resolutions is appended herein and forms part of this Postal Ballot Notice (“the Notice”).
2. The Ministry of Corporate Affairs (“the MCA”) vide its circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice is being sent only by e-mail to Members whose names appear in the Register of Members / List of Beneficial Owners, received from the Depositories [i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”)] as on Friday, February 28, 2025 and whose e-mail addresses are registered with the Depositories/ Bank’s Registrar & Transfer Agent viz ‘MUFG Intime India Private Limited’ (name changed from ‘Link Intime India Private Limited’ to ‘MUFG Intime India Private Limited’ with effect from December 31, 2024)

In line with the MCA Circulars, the Postal Ballot Notice will also be available on the Bank's website <https://ir.rblbank.com> for download. The Postal Ballot 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 Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

4. The Cut-off date for the purpose of determining the eligibility to vote by electronic means and for reckoning voting rights shall be Friday, February 28, 2025 ("Cut-off Date"). Members holding equity shares of the Bank as on the Cut-off Date ("Eligible Members") shall only be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date is not eligible to vote and should treat this Postal Ballot Notice for information purpose only.
5. The remote e-voting period begins on **Tuesday, March 11, 2025, 10:00 a.m. (IST) and ends on Wednesday, April 9, 2025, 5:00 p.m. (IST)**. During the Remote e-voting period, the documents, as referred to in this Postal Ballot Notice would be available for inspection by the Members in electronic mode only until 5:00 p.m. of the last date of remote e-voting on the Postal Ballot i.e. Wednesday, April 9, 2025 and Members can inspect the same by sending an email at investorgrievances@rblbank.com
6. The last date of the remote e-voting i.e. Wednesday, April 9, 2025, shall be the date on which the resolutions would be deemed to have been passed, if passed by the requisite majority.
7. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
8. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.
9. **Voting through electronic means:**

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended 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"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any amendments thereto, the 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 ("DPs")**. 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.

The Bank is pleased to provide the e-voting facility to its eligible Members to exercise their right to vote by electronic means on the business specified in the Postal Ballot Notice. For this purpose, the Bank has entered into an agreement with CDSL for facilitating voting through electronic means.

The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the cut-off date, i.e. Friday, February 28, 2025 subject to the provisions of the Banking Regulation Act, 1949 and relevant Reserve Bank of India (RBI) guidelines.

The Bank has appointed Mr. S N Viswanathan, Practicing Company Secretary (ACS: 61955), failing him, Ms. Aparna Gadgil, Practicing Company Secretary (ACS: 14713) of M/s. S. N.

Ananthasubramanian & Co., Company Secretaries as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit the results of the remote e-voting to the Chairperson of the Bank or the Authorised Officer(s) of the Bank after completion of the scrutiny of the e-voting.

The results of Postal Ballot will be announced within 2 working days of conclusion of remote e-voting period at the Registered Office and Controlling Office of the Bank at One World Center, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India. 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 at www.evotingindia.com.

10. Instructions for Remote E-voting

- (i) The remote e-voting period begins on **Tuesday, March 11, 2025, 10:00 a.m. (IST) and ends on Wednesday, April 9, 2025, 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 Friday, February 28, 2025, (including those Members who are Members on the cut-off date and who may not receive this postal ballot notice due to non-registration of their email address with RTA or the DPs, as applicable) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 Members holding securities in demat mode are allowed to vote by way of a single login credential, through their demat accounts / websites of Depositories / DPs.

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

Type of Members	Login Method
Individual Members 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/myeasitoken/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 e-Voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ MUFG Intime India Private Limited, 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/myeasitoken/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on the name of the Bank 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 the name of the Bank 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</p>
<p>Individual Members (holding securities in demat mode) login through their DPs</p>	<p>You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-Voting facility.</p> <p>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.</p> <p>Click on name of the Bank 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.</p>

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

Login type	Helpdesk details
Individual Members 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 21 09911.
Individual Members 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.: 022-4886 7000.

(iii) Login method for e-Voting for **Members other than individual Members holding in Demat form & physical Members:**

- 1) The Members should log on to the e-voting website www.evotingindia.com
- 2) Click on “Members” 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. Members holding shares in Physical Form should enter Folio Number registered with the Bank
- 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:

	Login Method for E-voting other than Individual Members holding securities in demat mode and Members holding securities in physical mode.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). Members who have not updated their PAN with the Bank/ DPs are requested to use the sequence number sent by Bank/RTA or contact Bank/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 Bank records in order to login. If both the details are not recorded with the depository or the Bank, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

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- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 on 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.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < **RBL BANK LIMITED** > on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Facility for Non – Individual Members and Custodians –Remote Voting**
- Non-Individual Members (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 will be mapped accordingly and can be delinked in case of any mapping.

- It is mandatory that 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.
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer@snaco.net with a copy to evoting@cdslindia.com and to the Bank at investorgrievances@rblbank.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "RBL- Postal Ballot". It should reach the Scrutinizer and the Bank by email not later than Wednesday, April 9, 2025 (5:00 p.m. IST).

(xvi) **Process for those Members whose Email/ Mobile No. are not registered with the Bank/Depositories.**

- a. For Members holding shares in physical mode - 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.
- b. For Members holding shares in dematerialised mode- Please update your email id & mobile no. with your respective DPs.
- c. For Individual Demat Members – Please update your email id & mobile no. with your respective DPs 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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), 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 at toll free no. 1800 21 09911.

- (xvii) **General Guidelines for Members:** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

11. Dematerialization of Shares

Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding (since trading is permitted in dematerialized form only) to avail the benefits of dematerialization, which includes easy liquidity, 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.

12. Updating of KYC details and Nomination

Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to the RTA of the Bank. Form ISR-1 is available on the website of the Bank at <https://ir.rblbank.com/investors-awareness.aspx> and on the website of RTA at <https://linkintime.co.in/>.

For necessary guidance on the process for updation, the Members can also reach the RTA of the Bank at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or Email at - rnt.helpdesk@linkintime.co.in. for any clarification.

Dividend/interest etc. shall be paid through electronic mode with effect from April 01, 2024, only upon furnishing and updation of details of PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature in respect of physical folios.

SEBI vide further circular dated June 10, 2024, has provided that of the aforesaid details, if only “choice of nomination” is pending from a Member, holding shares in physical form, dividend need not be withheld. However, if either of the other particulars viz the PAN, contact details including mobile number, bank account details and specimen signature are not provided by the Member, then the dividend shall be kept in the unpaid dividend account and be paid electronically only upon furnishing all the aforesaid details.

Members holding shares in dematerialized form are requested to approach their respective DPs for updating above mentioned details.

- Pursuant to the Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023 read with RBI Guidelines on Acquisition and Holding of Shares or Voting Rights in Banking Companies dated January 16, 2023 (Master Directions and Guidelines) every person, who intends to make an acquisition which is likely to result in their shareholding (directly as well as indirectly) aggregating to 5% or more of the paid up share capital of the Bank, is required to seek previous approval of the Reserve Bank of India. The said RBI circular can be accessed at <https://ir.rblbank.com/pdfs/governance/LettertoShareholdersoftheBank.pdf>.
- 13.

14. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and/or Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given hereunder:

Name of the Director	Mr. Soma Sankara Prasad (Non-Executive Independent Director)	Mr. R Subramaniakumar (Managing Director & CEO)
DIN	02966311	07825083
Age	61 years	65 years
Date of first appointment on the Board	The Board at its Meeting held on January 15, 2025, approved the appointment of Mr. Soma Sankara Prasad as an Additional Non-Executive Independent Director of the Bank, for a period of four years with effect from January 15, 2025 to January 14, 2029, subject to the approval of Members of the Bank.	Date of first appointment- June 23, 2022 (afternoon).
Education Qualifications	Mr. Soma Sankara Prasad holds a Master's degree in Commerce from Osmania University (Gold Medalist) and CAIIB.	Mr. R. Subramaniakumar is a Physics graduate with PGDCA (Post graduate diploma in computer application). He has acquired CISA (Certified information system audit) & CISM (Certified information security manager) from ISACA, USA. Banker with CAIIB. He also holds Advanced Banking Certificate from University of Maryland, USA.
Brief resume including expertise in specific functional areas	Mr. Soma Sankara Prasad has led UCO Bank as MD & CEO, successfully transforming the bank's fortunes during his tenure. With 38 years of experience in the banking sector, he has held key roles at State Bank of India, including Deputy Managing Director and Group Compliance Officer. His career spans diverse areas such as Retail Banking, Treasury Operations, Corporate Credit, International Banking, areas relating to IT and Regulatory Compliance within SBI, India's largest bank. Additionally, he has served as MD & CEO of SBI Pension Funds Pvt Ltd and as CFO of SBI General Insurance Company Ltd.	Mr. R. Subramaniakumar is a veteran in the Banking industry with 40 years of experience. Renowned as one of the top bankers in the country, Mr. R. Subramaniakumar has immense depth of knowledge in domains of business transformation, banking technology, risk management, innovation, NBFC management, business process re-engineering, among other areas, across organisations. Mr. R. Subramaniakumar began his banking career with Punjab National Bank (PNB) in 1980. During his 33-year tenure there, his work reflected the evolution of financial technology. As he rose through the ranks in various managerial capacities, he

	<p>Mr. Soma Sankara Prasad has also gained international exposure, spending 4 years as Manager (Credit and Operations) in Paris and nearly 5 years as Country Head of SBI Singapore Operations. Throughout his career, he has adeptly managed relationships with various stakeholders including regulators, shareholders, customers, employees, and the broader society. He has also held several important positions in the retail segment such as Branch Manager of a semi urban branch as well as a Personal Banking Branch in the Hyderabad Metropolitan area. He was also Regional Manager in Hyderabad controlling around 50 branches. As Regional Manager he was responsible for Business Development, HR, compliance and opening of new branches. He has also worked in rural as well as semi urban branches where he was intimately associated with lending to agriculture and micro lending besides horticulture and small scale industries.</p> <p>As Dy General Manager (Operations) in the treasury, he was in charge of back-office operations in the largest treasury in India. His other responsibilities included maintenance of CRR/SLR, preparation of financial statements of treasury operations, and handling various types of audit such as statutory audit, RBI audit and internal audit.</p> <p>He has had experience of working with several regulators in India and abroad such as RBI, IRDAI, PFRDA, Monetary Authority of Singapore and Banque de France.</p>	<p>worked across the bank's spectrum and geographies, heading Business Transformation and especially enhancing business areas such as Digital, Human Resource, MSME, Retail, Overseas Operations, among others. As part of the core team at PNB, he was instrumental in establishing the Bank's subsidiaries and its operations across international markets including the UK, Bhutan, Nepal and Kazakhstan. He has held various leadership roles through his career at PNB, including serving as the Director of DRUK-PNB, Bhutan.</p> <p>Prior to joining RBL Bank, he was the Managing Director & CEO of Indian Overseas Bank, where he spearheaded the transformation across domains. He has also held the position of Executive Director at Indian Bank and Indian Overseas Bank. He was appointed as an Administrator at Dewan Housing Finance Corporation Limited (DHFL), where he successfully led the debt resolution, a first of its kind in the country, during the pandemic.</p> <p>Over the span of his career, he has also held various board level positions. He was a member of a few committees of the Reserve Bank of India apart from being an Independent Director and Chairman of the investment committee of the LIC Pension Fund Limited. He acted as a board member of Indian Financial Technology & Allied Services (IFTAS), Repco Home Finance Ltd, and India 1 Payments Ltd. He has also chaired the role of an Advisor & Administrator at SREI Infrastructure Finance Ltd, under IBC.</p>
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		Mr. R. Subramaniakumar has received many accolades in the areas of Financial Inclusion, Technology, Retail and HR practices. He is a member of the IDRBT committee of smart card standards and the IBA-IDRBT committee on Micro ATM and the FI standards. He is also a visiting faculty at multiple training institutes and RBI staff college.
Details of skills & capabilities of the Director	Expertise in specific functional areas- Accountancy, Agriculture and rural economy, banking, finance, small scale industry, Human Resources, Risk Management, Business Management, compliance, areas relating to IT.	Commercial Banking & Business Management, Micro, Small Medium Enterprises (MSME), Micro finance banking (FI), Agri & Rural banking & Govt sponsored schemes, Retail banking, Branch Banking, Customer Service, Information Technology and Payment & Settlement Systems, NPA /Collection /Recovery, Banking Operations, Human Resource Management, Information Security and Operational Risk Management, Accountancy, Economics, Finance, Law, Compliance, Audit, Vigilance, Resolution & Restructuring, Non-Banking Finance Company Business Management.
Terms and conditions of appointment/ re-appointment	Appointment of Mr. Soma Sankara Prasad as Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of 4 (four) years commencing from January 15, 2025 to January 14, 2029, on passing of the Special Resolution by the Members.	Re-appointment of Mr. R. Subramaniakumar as the Managing Director & CEO of the Bank for a term of 3 years w.e.f. June 23, 2025 to June 22, 2028 and his office shall not be liable to retire by rotation.
Details of remuneration sought to be paid	Mr. Soma Sankara Prasad is entitled to sitting fees for attending the Meetings of the Board of Directors and Committees where he is / would be a member, including reimbursement of expenses for attending Board/Committee meetings. In addition, he would be	Mr. R. Subramaniakumar is entitled to fixed remuneration of Rs. 3,22,00,000/- p.a. effective from April 1, 2024, and variable pay of Rs. 6,02,00,000 [comprising of 50% Cash Variable Pay i.e. Rs 3,01,00,000 and 50% Non-Cash Variable Pay

	entitled to fixed remuneration as permitted under RBI guidelines / circulars / the Companies Act, 2013 and as determined each year by the Board of Directors within the limits approved by the Members of the Bank.				(Share-linked instruments) i.e. Rs 3,01,00,000] for FY 2023-24, to be paid/granted in accordance with the deferral schedule as specified under the Remuneration Policy of the Bank which is framed in line with the applicable guidelines of the Reserve Bank of India.
Details of remuneration last drawn	Not applicable				<p>The deferral schedule for Cash Variable Pay as mentioned above shall be 50% upfront payment and balance in 3 equal instalments i.e. 1/3rd of deferred amount over a period of 3 years. The vesting period for non-cash variable pay i.e. share-linked instruments will be as per the schedule specified in the ESOP scheme(s) of the Bank.</p> <p>Further revision in remuneration shall be as approved by the Nomination and Remuneration Committee, the Board, RBI and Members of the Bank from time to time.</p>
Shareholding in the Bank (as on February 28, 2025)	500 shares				56,100 equity shares
Relationship with other Directors and Key Managerial Personnel	Mr. Soma Sankara Prasad is not related to any of the Directors or Key Managerial Personnel of the Bank.				Mr. R. Subramaniakumar is not related to any of the Directors or Key Managerial Personnel of the Bank.
Directorships held in other companies including listed entities	<ol style="list-style-type: none"> Svamaan Financial Services Private Limited National Commodity and Derivatives Exchange Limited Highway Concession One Private Limited 				NIL
Chairmanship / Membership of Board Committees of other Companies including listed entities	Sr . N o.	Name of Company	Name of Committee	Member/ Chairman	NIL
	1.	Svamaan Financial Services Private Limited	Audit Committee	Chairman	
			Risk Management Committee	Chairman	

			CSR Committee	Member	
			Nomination & Remuneration Committee	Member	
			IT Strategy Committee	Member	
	2.	National Commodity and Derivatives Exchange Limited	Members Committee	Chairman	
			Audit Committee	Chairman	
			Standing Committee on Technology	Member	
			Risk Management Committee	Member	
			Investment Committee	Member	
			Public Interest Directors Committee	Member	
	3.	Highway Concession One Private Limited	NIL	NIL	
Details of listed entities from which the person has resigned in the past three years	Mr. Soma Sankara Prasad had served as the Managing Director & CEO of UCO Bank, a listed body corporate, since January 1, 2022 and demitted his office on completion of his tenure on May 31, 2023.			Repco Home Finance Limited (Resigned w.e.f. June 14, 2022)	
Number of meetings of the Board attended during the year 2024-25	Since January 15, 2025 i.e. from the date of appointment of Mr. Soma Sankara Prasad as an Additional Non-Executive Independent Director on the Board of the Bank till the date of this Postal Ballot Notice, 2 Board Meetings were held which were attended by Mr. Soma Sankara Prasad.			14 Board Meetings were held since the beginning of the Financial Year and till the date of this Postal Ballot Notice, Mr. R. Subramaniakumar has attended all the Board Meetings.	

By Order of the Board of Directors

**Niti Arya
Company Secretary
(FCS: 5586)**

**Place : Mumbai
Date : March 7, 2025**

RBL Bank Limited
CIN: L65191PN1943PLC007308

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

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

In terms of the provisions of Section 102 of the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the following statement sets out all the material facts and reasons relating to the proposed resolutions mentioned in the accompanied notice dated March 7, 2025.

Item No. 1

To approve the appointment of Mr. Soma Sankara Prasad (DIN: 02966311) as Non-Executive Independent Director of the Bank, with effect from January 15, 2025

The Nomination and Remuneration Committee of Board (“the NRC”) evaluated the balance of skills, knowledge and experience on the Board of the Bank. On the basis of such evaluation, it was identified that the requirement of an Independent Director having experience of financial services sector with banking expertise would be relevant as banking had varied segments and induction of a Director with different set of expertise in the Banking industry shall be beneficial for the Bank and further strengthen the Board.

The Board of Directors of the Bank (“the Board”), based on the recommendations of the NRC, approved the appointment of Mr. Soma Sankara Prasad (DIN: 02966311) as an Additional Non-Executive Independent Director of the Bank, for a period of four years, with effect from January 15, 2025 upto January 14, 2029, subject to approval of the Members of the Bank.

Mr. Soma Sankara Prasad has 38 years of experience in the banking sector, he has led UCO Bank as MD & CEO and has held key roles at State Bank of India, including Deputy Managing Director and Group Compliance Officer.

His career spans diverse areas such as Retail Banking, Treasury Operations, Corporate Credit, International Banking, areas relating to IT and Regulatory Compliance within SBI, India's largest bank. Additionally, he has served as MD & CEO of SBI Pension Funds Pvt Ltd and as CFO of SBI General Insurance Company Ltd.

Mr. Soma Sankara Prasad has also gained international exposure, spending 4 years as Manager (Credit and Operations) in Paris and nearly 5 years as Country Head of SBI Singapore Operations. Throughout his career, he has adeptly managed relationships with various stakeholders including regulators, shareholders, customers, employees, and the broader society. He has also held several important positions in the retail segment such as Branch Manager of a semi urban branch as well as a Personal Banking Branch in the Hyderabad Metropolitan area. He was also Regional Manager in Hyderabad controlling around 50 branches. As Regional Manager he was responsible for Business Development, HR, compliance and opening of new branches. He has also worked in rural as well as semi urban branches where he was intimately associated with lending to agriculture and micro lending besides horticulture and small scale industries.

As Dy General Manager (Operations) in the treasury, he was in charge of back-office operations in the largest treasury in India. His other responsibilities included maintenance of CRR/SLR, preparation of financial statements of treasury operations, and handling various types of audit such as statutory audit, RBI audit and internal audit. He has had experience of

working with several regulators in India and abroad such as RBI, IRDAI, PFRDA, Monetary Authority of Singapore and Banque de France.

Mr. Soma Sankara Prasad holds a Master's degree in Commerce from Osmania University (Gold Medalist) and CAIIB.

Pursuant to Section 161 of the Companies Act, 2013, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), listed entity *inter alia* shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

While approving the appointment, the NRC and the Board have determined that Mr. Soma Sankara Prasad 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"). It was also determined that the profile of Mr. Soma Sankara Prasad was very pertinent as he was a veteran banker with 38 years of experience with UCO Bank as the Managing Director & CEO and State Bank of India (SBI) where he had last held the position of Deputy Managing Director & Group Compliance Officer and also in terms of SBI being a large listed entity. His overall experience reflected a varied and extended experience of banking and his experience would add value to the Board. The Board has established the veracity of declaration of independence received from Mr. Soma Sankara Prasad affirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and opined that Mr. Soma Sankara Prasad is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Mr. Soma Sankara Prasad is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank and he is not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Mr. Soma Sankara Prasad has the requisite qualification, skills, experience and expertise in functional areas in terms of Section 10A of the Banking Regulation Act, 1949 viz Accountancy, Agriculture and rural economy, banking, finance, small scale industry, Human Resources, Risk Management, Business Management, Compliance and areas relating to IT, which are beneficial to the Bank. Mr. Soma Sankara Prasad 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 with respect to enrolment of his name in the online databank of Independent Directors. In terms of the proviso to sub-rule 4 of Rule 6 of the aforesaid rules and has qualified the online proficiency self-assessment test.

In the opinion of the Board, Mr. Soma Sankara Prasad fulfils the conditions for appointment as Independent Director as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, Banking Regulation Act, 1949 and guidelines/circulars issued thereunder in this regard from time to time, the SEBI Listing Regulations 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.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director. As a Non-Executive Independent Director of the Bank, he shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees where he is a member and

fixed remuneration as permissible to be paid to Non-Executive Directors under the RBI Circulars issued from time to time and the Companies Act, 2013 and as determined each year by the Board of Directors within the limits approved by the Members of the Bank.

Mr. Soma Sankara Prasad holds 500 equity shares of the Bank as on February 28, 2025. Mr. Soma Sankara Prasad is not related to any other Director or Key Managerial Personnel of the Bank. The brief profile of Mr. Soma Sankara Prasad, in terms of Regulation 36(3) of the SEBI Listing Regulations and other details as prescribed under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in note no. 14 to this Postal Ballot Notice.

Based on the contents of the explanatory statement as mentioned above, which sets out the facts and rationale of the proposal, the Board recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice with respect to the appointment of Mr. Soma Sankara Prasad as Non-Executive Independent Director of the Bank, for the approval of the Members.

Save and except for Mr. Soma Sankara Prasad and his relatives to the extent of their shareholding interest, if any, in the Bank, 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. 1 of this Postal Ballot Notice.

Item No. 2

To approve re-appointment of Mr. R. Subramaniakumar (DIN: 07825083) as the Managing Director & CEO of the Bank for a period of three years with effect from June 23, 2025 to June 22, 2028

Pursuant to the approvals granted by the Reserve Bank of India (RBI) vide its letter dated June 10, 2022 and the Members of the Bank at the Seventy-Ninth Annual General Meeting of the Bank held on September 21, 2022, Mr. R. Subramaniakumar (DIN: 07825083) was appointed as Managing Director & CEO of the Bank for a period of three years with effect from June 23, 2022 (A/N) upto June 22, 2025.

Basis, the recommendations of the Nomination and Remuneration Committee (NRC) at its Meeting held on December 13, 2024, the Board at its meeting held on December 16, 2024 approved the re-appointment of Mr. R. Subramaniakumar as the Managing Director & CEO of the Bank for a period of three (3) years effective June 23, 2025 upto June 22, 2028, subject to the approval of the RBI and Members of the Bank. The Board, inter alia, considered and acknowledged the below aspects.

Mr. R. Subramaniakumar is a veteran banker with over 40 years of experience and since the time he took over the reins of the Bank, there has been progress achieved in terms of strengthening operational stability, IT enhancements and structures and Risk Management structures. The Bank has significantly reduced dependence on a single co-brand card partner and has forged new partnerships/alliances in the credit cards business whilst also building in house capabilities. The Bank has expanded its product suite including Housing Loans, Business & LAP Loans, Vehicle Finance, and Gold Loans. Under his leadership, the focus was sharpened in terms of enhancement of granular deposits and secured retail business.

As of December 31, 2024, total deposits increased by 15% Year on Year (YoY) to Rs. 1,06,753 Crore, with a Current Account Savings Account (CASA) ratio of 32.8%. Granular deposits (under Rs. 3 Crore) grew by 20% YoY to Rs. 53,719 Crore, comprising 50.3% of total deposits. Total Advances grew 13% YoY to Rs. 90,412 Crore; Retail Advances grew at 19% YoY and

accounted for 61% of total advances. Secured Retail Advances grew faster at 38% YoY during the same period.

There has been increased emphasis on branch banking in terms of greater synergy with the Bank's branches, leveraging the potential of the wholly owned subsidiary viz, RBL Finserve Limited for penetration into the semi-urban and rural markets, focus on cross-sell, deepening the relationship with customers, at the same time intensifying the focus on regulatory aspects and compliance culture were noteworthy areas where Mr. R. Subramaniakumar had made a significant contribution.

The qualitative and quantitative stewardship of the Bank during the last two and a half years is a definite sign of the immense efforts Mr. R. Subramaniakumar has put in to prepare the Bank and build a transparent and sustainable institution, empowering both individuals and businesses. The Board, inter alia, recognised all the above aspects and the fact that continuation of leadership of Mr. R. Subramaniakumar was crucial at this juncture as it was imperative to continue to have a steady hand at the helm who would have an intense focus on execution and accordingly prepare the Bank for sustained growth and long-term institutional stability.

The NRC and the Board also determined that Mr. R. Subramaniakumar is a fit and proper person to be re-appointed as Managing Director & CEO of the Bank, as per the norms prescribed by the 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 Director (Managing Director & CEO) of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time.

Mr. R. Subramaniakumar 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. Mr. R. Subramaniakumar holds 56,100 equity shares of the Bank as on February 28, 2025. He 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.

RBI vide its letter dated February 13, 2025 approved the re-appointment of Mr. R. Subramaniakumar as the Managing Director & CEO of the Bank, for a further period of three (3) years with effect from June 23, 2025 to June 22, 2028.

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 in note no. 14 to this Postal Ballot Notice.

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

Based on the contents of the explanatory statement as mentioned above, which sets out the facts and rationale of the proposal, the Board recommends the Ordinary Resolution set out at Item No 2 of this Postal Ballot Notice, for the approval of the Members.

The Ordinary Resolution proposed herein, and the Explanatory Statement may be considered as a written Memorandum setting out terms and conditions for re-appointment of Mr. R. Subramaniakumar as Managing Director & CEO, in terms of Section 190 of the Companies Act, 2013.

Save and except for Mr. R. Subramaniakumar and his relatives to the extent of their shareholding interest, if any, in the Bank, 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. 2 of this Postal Ballot Notice.

By Order of the Board of Directors

**Niti Arya
Company Secretary
(FCS: 5586)**

**Place : Mumbai
Date : March 7, 2025**

**RBL Bank Limited
CIN: L65191PN1943PLC007308**

**Registered Office:
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