

September 21, 2022

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.: Proceedings of 79th Annual General Meeting (“AGM”) of RBL Bank Limited (“the Bank”) held on Wednesday, September 21, 2022.

Dear Sir/Madam,

Pursuant to Regulation 30 Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), we hereby enclose the Proceedings of 79th AGM of the Members of the Bank held on Wednesday, September 21, 2022 at 11:30 a. m. (IST), through Video Conferencing (“VC”) 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 Regulations. The AGM has been convened and held as per the directive(s) of relevant Ministry of Corporate Affairs (“MCA”) and SEBI Circulars.

The Proceedings of the 79th 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
Digitally signed
by NITI ARYA
Date: 2022.09.21
17:46:17 +05'30'

Niti Arya
Company Secretary

Encl.: As above

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RBL Bank Limited

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

CIN: L65191PN1943PLC007308 . E-mail: customer-care@rblbank.com

Proceedings of the 79th Annual General Meeting (“AGM”) of the Members of the RBL Bank Limited (“the Bank”) held through Video Conferencing (VC) on Wednesday, September 21, 2022 at 11.30 a.m. (IST).

The 79th AGM of the Bank was held on September 21, 2022 at 11. 30 a.m. (IST). Mr. Prakash Chandra, Part-time Chairman of the Board of the Bank, chaired the AGM.

The requisite quorum being present at the AGM (84 members attended the AGM), the Chairman welcomed the Members, called the Meeting to order and introduced the Directors of the Bank. The following Directors of the Bank were present:

Name of the Director	Designation
Mr. Prakash Chandra	Non-Executive Independent Director/ Part-time Chairman
Mr. R. Subramaniakumar	Managing Director & CEO
Mr. Rajeev Ahuja	Executive Director
Dr. Somnath Ghosh	Independent Director and Chairman of Audit Committee
Mr. Manjeev Singh Puri	Independent Director and Chairman of Nomination and Remuneration Committee
Ms. Veena Mankar	Non-Executive Director and Chairperson of Stakeholders' Relationship Committee
Mr. Ishan Raina	Independent Director
Ms. Ranjana Agarwal	Independent Director
Mr. Chandan Sinha	Independent Director
Dr. Sivakumar Gopalan	Additional Non-Executive Independent Director
Mr. Gopal Jain	Additional Non-Executive Director

The Company Secretary welcomed all the Members present through VC and informed that the Chairman of the Audit Committee – Dr. Somnath Ghosh, Chairman of the Nomination and Remuneration Committee – Mr. Manjeev Singh Puri and Chairperson of the Stakeholders' Relationship Committee – Ms. Veena Mankar were present at the AGM. The representatives of proposed joint Statutory Auditor M/s G.M. Kapadia & Co., Chartered Accountants, current joint Statutory Auditor M/s. CNK & Associates LLP, Chartered Accountants and outgoing Statutory Auditor M/s. Haribhakti & Co. LLP were present at the meeting. The representatives of the Secretarial Auditor M/s. Alwyn Jay & Co., Practicing Company Secretaries were also present at the AGM. Members were informed that the 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 this AGM was held in compliance with the said circulars.

Members were further informed that in accordance with relevant MCA and SEBI circulars the Annual Report for the financial year 2021-22 along with the Notice of the 79th AGM had been sent on August 26, 2022 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

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the Annual Report and Notice of AGM which were available for inspection through electronic mode during the AGM in terms of the requirements of the Companies Act, 2013 and the Rules made 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, 2022. 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, 2022 were taken as read.

Members were further informed that during FY2021-22 the Bank had incurred losses, accordingly, the Directors did not recommend dividend on equity shares for FY2021-22.

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

The Managing Director & CEO then addressed the Members and apprised them about the Business, Operations and Financial Performance for FY 2021-22 of the Bank.

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

Thereafter Members who had registered themselves as speakers were invited to put forth their observations, queries and seek clarifications, if any relating to the Annual Report for the financial year 2021-22 and matters related thereto.

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 queries raised by the Members.

The Company Secretary explained the voting procedure and informed 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" i.e. e-voting from a place other than venue of the AGM) facility to members, to enable them to cast their votes electronically. The Remote e-voting facility had been kept open from Saturday, September 17, 2022 10.00 a.m. (IST) to Tuesday, September 20, 2022 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.

Following items forming part of the Notice for the said AGM, were considered and voted by the Members through Remote e-voting system as well as e-voting during the proceeding of the AGM ("e-voting at the AGM"):

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Item No	Resolutions	Type of Resolution
Ordinary Business:		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2022 and the Report of the Auditors thereon.	Ordinary Resolution
3	To note retirement of Mr. Vijay Mahajan (DIN: 00038794), who retires by rotation at this Annual General Meeting and has expressed his desire to be not re-appointed upon expiry of term; and to consider not to fill up the vacancy.	Ordinary Resolution
4	To consider and appoint, M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as one of the Joint Statutory Auditors of the Bank alongwith M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961 W/W100036), who were already appointed as Statutory Auditors of the Bank at the 78 th Annual General Meeting held on September 21, 2021	Ordinary Resolution
Special Business:		
5.	To approve the appointment of Mr. R Subramaniakumar (DIN: 07825083) as Director of the Bank	Ordinary Resolution
6.	To approve the appointment and terms of remuneration of Mr. R Subramaniakumar (DIN: 07825083) as Managing Director & Chief Executive Officer of the Bank	Ordinary Resolution
7.	To approve the appointment of Dr. Sivakumar Gopalan (DIN: 07537575) as Non-Executive Independent Director of the Bank	Special Resolution
8.	To approve the appointment of Mr. Gopal Jain (DIN: 00032308) as Non-Executive Non Independent Director of the Bank	Ordinary Resolution
9.	To approve issue of Debt Securities on Private Placement basis.	Special Resolution
10.	Approval for enhancement of limit for grant of equity stock options under Employees Stock Option Plan 2018 (ESOP)	Special Resolution

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

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 (voting results) in compliance with the Companies Act, 2013.

The Company Secretary informed that the voting results alongwith the Scrutinizer's report would be disclosed to the Stock Exchanges as well as uploaded on the website of the Bank as well as CDSL within two working days from the conclusion of the AGM. The Chairman authorized the Company Secretary to declare the voting results.

A vote of thanks was given to Members/Directors for attending the AGM and the meeting was declared as concluded at 12.51 p.m. (IST).