

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

Dear Sir/Madam,

Sub.: Voting Results of 79th Annual General Meeting (“AGM”) of RBL Bank Limited (“the Bank”) pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Disclosure under Regulation 30 of the SEBI Listing Regulations

Pursuant to Regulation 44(3) of SEBI Listing Regulations, we hereby enclose the Consolidated Voting Results of the Remote e-voting together with the e-voting at the 79th AGM of the Bank held on Wednesday, September 21, 2022 at 11:30 a. m. (IST), through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) along with Scrutinizer's Report dated September 21, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

It is further informed that all items as mentioned in the Notice of 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”) and passed with requisite majority.

Please also consider this submission for the purpose of Compliance under Regulation 30 of the SEBI Listing Regulations.

The Consolidated Voting Results along with the Scrutinizer's Report dated September 21, 2022 are also being hosted on the Bank's website at www.rblbank.com.

You are requested to take note of the above.

Thanking you,

Yours faithfully,
For **RBL Bank Limited**

NITI
ARYA
Digitally signed
by NITI ARYA
Date: 2022.09.21
19:43:22 +05'30'

Niti Arya
Company Secretary

Encl.: As above

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 | Tel: +91

22 43020600 | Fax: 91 22 43020520

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

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

Voting Result of 79th Annual General Meeting

Name of the Bank: **RBL Bank Limited**

Date of Annual general Meeting	September 21, 2022
Total Number of Shareholders on Record Date (September 14, 2022)	4,96,654
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group	Not Applicable
- Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group	Not Applicable
- Public	84

RBL Bank Limited

Resolution Required : (Ordinary)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	217275867	82.1486	217074140	201727	99.9072	0.0928
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		217275867	82.1486	217074140	201727	99.9072	0.0928
Public Non Institutions	E-Voting	335023554	74458101	22.2247	69471776	4986325	93.3032	6.6968
	Poll		24555	0.0073	24555	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74482656	22.2320	69496331	4986325	93.3054	6.6946
Total		599514963	291758523	48.6658	286570471	5188052	98.2218	1.7782

RBL Bank Limited

Resolution Required : (Ordinary)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	217275867	82.1486	217074140	201727	99.9072	0.0928
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		217275867	82.1486	217074140	201727	99.9072	0.0928
Public Non Institutions	E-Voting	335023554	74458101	22.2247	74454610	3491	99.9953	0.0047
	Poll		24555	0.0073	24555	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74482656	22.2320	74479165	3491	99.9953	0.0047
Total		599514963	291758523	48.6658	291553305	205218	99.9297	0.0703

RBL Bank Limited

Resolution Required : (Ordinary)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	237141944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	237141944	0	100.0000	0.0000
Public Non Institutions	E-Voting	335023554	74457728	22.2246	69465529	4992199	93.2953	6.7047
	Poll		24555	0.0073	24390	165	99.3280	0.6720
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74482283	22.2319	69489919	4992364	93.2972	6.7028
Total		599514963	311624227	51.9794	306631863	4992364	98.3980	1.6020

RBL Bank Limited								
Resolution Required : (Ordinary)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	237141944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	237141944	0	100.0000	0.0000
Public Non Institutions	E-Voting	335023554	74457753	22.2246	74447627	10126	99.9864	0.0136
	Poll		24555	0.0073	24390	165	99.3280	0.6720
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74482308	22.2319	74472017	10291	99.9862	0.0138
Total		599514963	311624252	51.9794	311613961	10291	99.9967	0.0033

RBL Bank Limited								
Resolution Required : (Ordinary)			5 - To approve the appointment of Mr. R Subramaniakumar (DIN: 07825083) as Director of the Bank					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	237141944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	237141944	0	100.0000	0.0000
Public Non Institutions	E-Voting	335023554	74448643	22.2219	74386077	62566	99.9160	0.0840
	Poll		24555	0.0073	24390	165	99.3280	0.6720
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74473198	22.2292	74410467	62731	99.9158	0.0842
Total		599514963	311615142	51.9779	311552411	62731	99.9799	0.0201

RBL Bank Limited

Resolution Required : (Ordinary)			6 - To approve the appointment and terms of remuneration of Mr. R Subramaniakumar (DIN: 07825083) as Managing Director & Chief Executive Officer of the Bank					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	237141944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	237141944	0	100.0000	0.0000
Public Non Institutions	E-Voting	335023554	74448753	22.2219	69454599	4994154	93.2918	6.7082
	Poll		24555	0.0073	24390	165	99.3280	0.6720
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74473308	22.2292	69478989	4994319	93.2938	6.7062
Total		599514963	311615252	51.9779	306620933	4994319	98.3973	1.6027

RBL Bank Limited								
Resolution Required : (Special)			7 - To approve the appointment of Dr. Sivakumar Gopalan (DIN: 07537575) as Non-Executive Independent Director of the Bank					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	237141944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	237141944	0	100.0000	0.0000
Public Non Institutions	E-Voting	335023554	74448423	22.2218	69453910	4994513	93.2913	6.7087
	Poll		24555	0.0073	24390	165	99.3280	0.6720
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74472978	22.2291	69478300	4994678	93.2933	6.7067
Total		599514963	311614922	51.9778	306620244	4994678	98.3972	1.6028

RBL Bank Limited								
Resolution Required : (Ordinary)			8 - To approve the appointment of Mr. Gopal Jain (DIN: 00032308) as Non-Executive Non Independent Director of the Bank					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	236993539	148405	99.9374	0.0626
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	236993539	148405	99.9374	0.0626
Public Non Institutions	E-Voting	335023554	74448723	22.2219	74413754	34969	99.9530	0.0470
	Poll		24555	0.0073	24390	165	99.3280	0.6720
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74473278	22.2292	74438144	35134	99.9528	0.0472
Total		599514963	311615222	51.9779	311431683	183539	99.9411	0.0589

RBL Bank Limited								
Resolution Required : (Special)			9 - To approve issue of Debt Securities on Private Placement basis					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	234526571	2615373	98.8971	1.1029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	234526571	2615373	98.8971	1.1029
Public Non Institutions	E-Voting	335023554	74448521	22.2219	74412735	35786	99.9519	0.0481
	Poll		24555	0.0073	24555	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74473076	22.2292	74437290	35786	99.9519	0.0481
Total		599514963	311615020	51.9779	308963861	2651159	99.1492	0.8508

RBL Bank Limited

Resolution Required : (Special)			10 - Approval for enhancement of limit for grant of equity stock options under Employees Stock Option Plan 2018 (ESOP 2018/ Plan) to the Eligible employees of the Bank and amendments to ESOP 2018					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	224776800	12365144	94.7858	5.2142
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	224776800	12365144	94.7858	5.2142
Public Non Institutions	E-Voting	335023554	74448781	22.2220	69435875	5012906	93.2666	6.7334
	Poll		24555	0.0073	24555	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74473336	22.2293	69460430	5012906	93.2689	6.7311
Total		599514963	311615280	51.9779	294237230	17378050	94.4232	5.5768

RBL Bank Limited

Resolution Required : (Special)			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					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	264491409	237141944	89.6596	224961782	12180162	94.8638	5.1362
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		237141944	89.6596	224961782	12180162	94.8638	5.1362
Public Non Institutions	E-Voting	335023554	74448781	22.2220	69435752	5013029	93.2665	6.7335
	Poll		24555	0.0073	24555	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		74473336	22.2293	69460307	5013029	93.2687	6.7313
Total		599514963	311615280	51.9779	294422089	17193191	94.4826	5.5174

CONSOLIDATED SCRUTINIZER'S REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND ELECTRONIC

VOTING (E-VOTING) CONDUCTED AT THE 79TH ANNUAL

GENERAL MEETING OF RBL BANK LIMITED

HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO

VISUAL MEANS ("OAVM") ON

WEDNESDAY, SEPTEMBER 21, 2022

Alwyn Jay & Co.

Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.
Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel: 022-79629822 ; Mob: 09820465195; 09819334743
Email : alwyn@alwynjay.com Website: www.alwynjay.com

Report of the Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of
Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman

Of 79th Annual General Meeting of the Members of **RBL BANK LIMITED** held on
Wednesday, September 21, 2022 at 11:30 a.m. (IST) through Video Conferencing
("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

I, **Alwyn D'souza** of M/s. **Alwyn Jay & Co.**, Company Secretaries, having office at
Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101, appointed by
the Board of Directors of **RBL BANK LIMITED** ("the Bank") as the Scrutinizer for the
purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-
voting) conducted at the 79th Annual General Meeting ("AGM") held through Video
Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Wednesday,
September 21, 2022 at 11:30 a.m. (IST) pursuant to the provisions of Section 108 of
the Companies Act 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the
Securities and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015. I say, I am familiar and well versed with the
concept of electronic voting system as prescribed under the said Rules

I submit report as under:

- a) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 8, 2021, General Circular no. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 05, 2022 respectively (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15,

2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of this Annual General Meeting ("AGM" or "the Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

- b) In compliance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 79th Annual General Meeting of the Bank was held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Wednesday, September 21, 2022 at 11:30 a.m. (IST).

Further as confirmed by the Bank the Notice of the AGM along with the Annual Report for FY 2021-22 was sent only through electronic mode to those Members whose e-mail addresses were registered with the Bank, RTA or CDSL / NSDL ("Depositories") and was also uploaded on the website of the Bank.

- c) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 79th AGM of the Bank was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting on the resolutions.
- d) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited ('CDSL').
- e) The Members of the Bank as on the "cut-off" date i.e. Wednesday, September 14, 2022 were entitled to vote on the resolution no's 1 to 11 as set out in the notice of AGM.
- f) The remote e-voting period commenced on Saturday, September 17, 2022 10:00 a.m. (IST) and ended on Tuesday, September 20, 2022 at 5:00 p.m. (IST).
- g) At the 79th AGM of the Bank held on Wednesday, September 21, 2022 the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the remote e-Voting to record their votes on the resolutions to be passed.

- h) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Wednesday September 21, 2022 around 1.10 p.m. in the presence of two witnesses who are not in the employment of the Bank.
- i) I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 79th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by the Central Depository Services (India) Limited ('CDSL')
- j) The results of the remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:

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:

- (i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	712	286545916	-
Electronic voting at the AGM	11	24555	-
TOTAL	723	286570471	98.22

- (ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	32	5188052	-
Electronic voting at the AGM	0	0	-
TOTAL	32	5188052	1.78

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

2. **RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION:**

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:

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	716	291528750	-
Electronic voting at the AGM	11	24555	-
TOTAL	727	291553305	99.93

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	28	205218	-
Electronic voting at the AGM	0	0	-
TOTAL	28	205218	0.07

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

3. **RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:**

To note retirement of Mr. Vijay Mahajan (DIN: 00038794), who retires by rotation at this Annual General Meeting i.e. September 21, 2022 and has expressed his desire to be not re-appointed upon expiry of term and to consider not to fill up the vacancy.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	695	306607473	-
Electronic voting at the AGM	9	24390	-
TOTAL	704	306631863	98.40

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	46	4992199	-
Electronic voting at the AGM	2	165	-
TOTAL	48	4992364	1.60

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

4. **RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION:**

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

(i) **Voted in favour of the resolution:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	702	311589571	-
Electronic voting at the AGM	9	24390	-
TOTAL	711	311613961	100.00

(ii) **Voted against the resolution:**

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	40	10126	-
Electronic voting at the AGM	2	165	-
TOTAL	42	10291	0.00

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

5. **RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:**

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

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	692	311528021	-
Electronic voting at the AGM	9	24390	-
TOTAL	701	311552411	99.98

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	47	62566	-
Electronic voting at the AGM	2	165	-
TOTAL	49	62731	0.02

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

6. **RESOLUTION NO. 6 AS AN ORDINARY RESOLUTION:**

To approve the appointment and terms of remuneration of Mr. R Subramaniakumar (DIN: 07825083) as Managing Director & Chief Executive Officer of the Bank.

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	688	306596543	-
Electronic voting at the AGM	9	24390	-
TOTAL	697	306620933	98.40

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	53	4994154	-
Electronic voting at the AGM	2	165	-
TOTAL	55	4994319	1.60

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

7. RESOLUTION NO.7 AS SPECIAL RESOLUTION:

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

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	687	306595854	-
Electronic voting at the AGM	9	24390	-
TOTAL	696	306620244	98.40

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	52	4994513	-
Electronic voting at the AGM	2	165	-
TOTAL	54	4994678	1.60

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

8. **RESOLUTION NO. 8 AS AN ORDINARY RESOLUTION:**

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

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	684	311407293	-
Electronic voting at the AGM	9	24390	-
TOTAL	693	311431683	99.94

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	56	183374	-
Electronic voting at the AGM	2	165	-
TOTAL	58	183539	0.06

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

9. **RESOLUTION NO.9 AS SPECIAL RESOLUTION:**

To approve issue of Debt Securities on Private Placement basis.

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	673	308939306	-
Electronic voting at the AGM	11	24555	-
TOTAL	684	308963861	99.15

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	70	2651159	-
Electronic voting at the AGM	0	0	-
TOTAL	70	2651159	0.85

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

10. **RESOLUTION NO.10 AS SPECIAL RESOLUTION:**

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

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	617	294212675	-
Electronic voting at the AGM	11	24555	-
TOTAL	628	294237230	94.42

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	127	17378050	-
Electronic voting at the AGM	0	0	-
TOTAL	127	17378050	5.58

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

11. RESOLUTION NO.11 AS SPECIAL RESOLUTION:

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.

(i) **Voted in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	620	294397534	-
Electronic voting at the AGM	11	24555	-
TOTAL	631	294422089	94.48

(ii) **Voted against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	124	17193191	-
Electronic voting at the AGM	0	0	-
TOTAL	124	17193191	5.52

(iii) **Invalid votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No.(s) 1 to 11 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting (remote e-voting and e-voting at the AGM) is under my safe custody until the Chairman considers, approves and signs the Minutes of the 79th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Bank for safe keeping.

Thanking you,
Sincerely,

For **Alwyn Jay & Co.**
Company Secretaries



Alwyn D'Souza
Partner
FCS No.5559, CP No.5137
[UDIN: F005559D001013951]

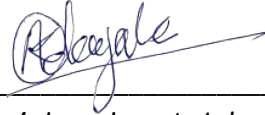
Mumbai, September 21, 2022

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (<https://www.evotingindia.com/>) in our presence on September 21, 2022 at 1.10 p.m.



Edlon Dsouza

B/508, Shree Girnar Tower CHSL
Saibaba Nagar,
Mira Road East, Thane 401107



Krishnakant Adagale

Row House No.18,
Mansi Row Co.op Hsg Soc Ltd
Kashigaon, Mira Road East,
Thane 401107

Countersigned by:

For **RBL BANK LIMITED**

NITI

ARYA

Digitally signed
by NITI ARYA
Date: 2022.09.21
19:44:21 +05'30'



Niti Arya

Company Secretary