

October 22, 2024

BSE Limited,  
1<sup>st</sup> 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 October 18, 2024 together with the Explanatory Statement thereto, which is being sent today for seeking consent of the Members of the Bank, for the following special businesses 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 Notice:

Sr. No.	Description of the Resolutions	Type of Resolutions
1.	To approve Fixed Remuneration payable to Mr. Chandan Sinha (DIN 06921244) as Non-Executive Part-time Chairman of the Bank;	Ordinary
2.	To approve the re-appointment of Ms. Ranjana Agarwal (DIN: 03340032) as Non-Executive Independent Director of the Bank.	Special

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 Tuesday, October 15, 2024 and the Postal Ballot Notice dated October 18, 2024 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 Tuesday, October 15, 2024. The Bank has engaged the services of Central Depository Services Limited (CDSL) to provide remote e-voting facility to its Members and the remote e-voting period begins on Wednesday, October 23, 2024 from 10:00 a.m. (IST) and ends on Thursday, November 21, 2024 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](http://www.evotingindia.com).

The Board of Directors 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.

[www.rblbank.com](http://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](mailto:customercare@rblbank.com)

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](http://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](http://www.rblbank.com)

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**RBL BANK LIMITED**  
**CIN: L65191PN1943PLC007308**  
**Reg. Office:** 1<sup>st</sup> Lane, Shahupuri, Kolhapur - 416 001  
**Tel:** +91 231 6650214  
**Website:** [www.rblbank.com](http://www.rblbank.com) | **Email:** [investorgrievances@rblbank.com](mailto: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 Fixed Remuneration payable to Mr. Chandan Sinha (DIN 06921244) as Non-Executive Part-time Chairman of the Bank**

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

**"RESOLVED THAT** pursuant to the applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Banking Regulation Act, 1949 and rules, guidelines, notifications and circulars issued by the Reserve Bank of India, in this regard, from time to time (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval received from the Reserve Bank of India, the approval of the Members of the Bank be and is hereby accorded for the payment of fixed remuneration of Rs. 27,00,000 (Rupees Twenty-Seven Lakhs) per annum to Mr. Chandan Sinha (DIN 06921244) [Non-Executive Independent Director] in his capacity as Non-Executive Part-time Chairman of the Bank (which appointment is from the period with effect from August 3, 2024 till May 20, 2026), in addition to sitting fees and meeting of expenses for attending Board and Committee meetings of the Bank.

**RESOLVED FURTHER THAT** Managing Director & CEO, Executive Director 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 Reserve Bank of India, 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 the aforesaid powers to any Director(s)/Officer(s) of the Bank, to give effect to this Resolution.”

## **Item No. 2**

### **To approve the re-appointment of Ms. Ranjana Agarwal (DIN: 03340032) as Non-Executive Independent Director of the Bank**

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 Qualification of Directors) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”); Section 10A and other relevant provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India in this regard from time to time; any other applicable laws (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the Bank) and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Bank, Ms. Ranjana Agarwal (DIN: 03340032) whose initial term as Non-Executive Independent Director of the Bank expires on November 29, 2024 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 who is eligible to be re-appointed as an Independent Director of the Bank 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 her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Bank for the second consecutive term of three years with effect from November 30, 2024 upto November 29, 2027 i.e. till the completion of her 8 continuous years as Director on the Board of the Bank, under Section 10A(2A) of the Banking Regulation Act, 1949 **AND THAT** she 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 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 Reserve Bank of India, 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 the aforesaid powers to any Director(s)/Officer(s) of the Bank, to give effect to this Resolution.”

**By Order of the Board of Directors**

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

**Place : Mumbai**  
**Date : October 18, 2024**

**RBL Bank Limited**  
**CIN: L65191PN1943PLC007308**  
**Registered Office:**  
**1<sup>st</sup> Lane, Shahupuri,**  
**Kolhapur – 416001.**  
**Tel no. + 91 231 6650214**  
**Email - [investorgrievances@rblbank.com](mailto: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. NSDL & CDSL) as on Tuesday, October 15, 2024 and whose e-mail addresses are registered with the Bank’s Registrar and Transfer Agent (RTA) viz. M/s. Link Intime India Private Limited / Depositories. 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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 Tuesday, October 15, 2024 (“Cut-off Date”). Members holding equity shares of the Bank as on the Cut-off Date (“Eligible Members”) only shall 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. 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. Thursday, November 21, 2024 and Members can inspect the same by sending an email at [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com).
6. The last date of the remote e-voting i.e. Thursday, November 21, 2024, 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**. 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 businesses 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. Tuesday, October 15, 2024 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 Corporate Office of the Bank. 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](http://www.evotingindia.com).

#### 10. Instructions for Remote E-voting

- (i) The remote e-voting period begins on **Wednesday, October 23, 2024, 10:00 a.m. (IST) and ends on Thursday, November 21, 2024, 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 Tuesday, October 15, 2024, (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 / Depository Participants.

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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Members holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant 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
<p>Individual Members holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 21 09911.</p>
<p>Individual Members holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>

(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](http://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](http://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/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.

Dividend Bank Details 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.

**OR** Date of Birth (DOB) 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).

- (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](http://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](mailto: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.
  - Alternatively Non Individual Members are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Bank at the email address viz; [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- a. For Physical Members- 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](mailto:investorgrievances@rblbank.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b. For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

(xvii) **General Guidelines for Members:**

- (a) 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](mailto:scrutinizer@snaco.net) with a copy to [evoting@cdslindia.com](mailto:evoting@cdslindia.com) and to the Bank at [investorgrievances@rblbank.com](mailto: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 Thursday, November 21, 2024, (5:00 p.m. IST).

- (b) 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](http://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 to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, effective April 1, 2019 requests for effecting transfer of securities are not being processed unless the securities are held in a dematerialized form with a depository. SEBI vide its circular dated January 25, 2022 has also advised listed companies and Registrar & Transfer Agents to issue shares in dematerialised form while processing service requests for transmission, transposition, issue of duplicate certificates, renewal, splitting, consolidation of share certificate etc. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

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 Registrar and Transfer Agents of the Bank ("RTA") viz. M/s. Link Intime India Private Limited. Form ISR-1 is available on the website of the Bank at <https://ir.rblbank.com/investors-awareness.aspx> and on the website of Linkintime 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](mailto:rnt.helpdesk@linkintime.co.in). for any clarification.

In case of non-updating of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid through electronic mode with effect from April 01, 2024, only upon furnishing all the aforesaid details in entirety.

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. Further, relevant FAQs published by SEBI can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).

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

13. 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 sharecapital of the Bank, is required to seek previous approval of the Reserve Bank of India.

If the Member is directly or indirectly holding or whose shareholding directly or indirectly crossing aggregates to 5% or more of the paid-up share capital, he/she shall immediately inform the Bank at the email id [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com).

The said RBI circular can be accessed at <https://ir.rblbank.com/pdfs/governance/LettertoShareholdersoftheBank.pdf>

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) with respect to resolutions under item 1 and 2 of this Postal Ballot Notice is given below:

<b>Name of the Director</b>	<b>Mr. Chandan Sinha</b>	<b>Ms. Ranjana Agarwal</b>
<b>DIN</b>	<b>06921244</b>	<b>03340032</b>
<b>Age</b>	67 years	67 years
<b>Date of first appointment on the Board</b>	May 21, 2021	November 30, 2019
<b>Education Qualifications</b>	Mr. Chandan Sinha holds a Master's degree in Physics from St. Stephens College, Delhi University and his professional qualifications include MBA (in Finance) from Patna University and CAIIB.	Ms. Ranjana Agarwal is a Bachelor of Economics (Hons.) and a Fellow Member of the Institute of Chartered Accountants of India.
<b>Brief resume including expertise in specific functional areas</b>	Mr. Chandan Sinha served as an Executive Director of the Reserve Bank of India and has been a career central banker for over 35 years, and is associated with banking & financial services for over 40 years. Post-retirement, he served as the Interim Director at the Centre for Advanced Financial Research and Learning (CAFRAL). He has held other key positions outside the Reserve Bank of India like Chief Investment Officer of Postal Life Insurance (Gol); Director, Indian Institute of Bank Management and Chief Dealer, Securities Trading Corporation of India. He was also the RBI nominee director on the board of State Bank of India. He has earlier, also served as nominee Director of the Reserve Bank of India on the Boards of Allahabad Bank, Union Bank of India, ECGC and Reserve Bank Information Technology Ltd. (ReBIT).	Ms. Ranjana Agarwal, founded Vaish & Associates, Chartered Accountants in 1985 and has experience in audit, tax, succession planning and business valuations. Ms. Agarwal was senior partner in Deloitte Haskins & Sells up to the year 2000. She is on the board of many reputable listed companies and chairs a number of key committees.  She is the recipient of the Indira Gandhi Priyadarshini Award for professional excellence and entrepreneurship and was National President of women wing of FICCI FLO and is responsible for their women director's programme and has been a jury member of the FICCI CSR Awards. She is involved with a number of NGOs working in the field of education and health.
<b>Details of skills &amp; capabilities of the Director</b>	Mr. Chandan Sinha has relevant skills and experience in the areas of Banking, Finance, Payment and settlement systems, Financial markets, Information Technology, Risk	Ms. Ranjana Agarwal has expertise in Accountancy, Audit, Taxation and Finance, Regulatory Affairs, Governance, Succession Planning, Business Valuation and Compliance.

	management, bank board experience, Regulatory supervision, Domain / Industry Specialist and Compliance.									
<b>Terms and conditions of appointment/ re-appointment</b>	Pursuant to approval of shareholders, he holds office as a Non-Executive Independent Director of the Bank upto May 20, 2026. RBI has granted approval for his appointment as Non-Executive Part-time Chairman of the Bank with effect from August 3, 2024 till May 20, 2026.	Re-appointed as Non-Executive Independent Director of the Bank for the second term, not liable to retire by rotation, to hold office for a period of 3 (three) years commencing from November 30, 2024 to November 29, 2027, on passing of the Special Resolution by the Members.								
<b>Details of remuneration sought to be paid</b>	Fixed remuneration of Rs. 27,00,000 per annum in addition to sitting fees and meeting of expenses for attending Board and Committee meetings..	Ms. Ranjana Agarwal is entitled to sitting fees for attending the Meetings of the Board of Directors and Committees where she is / would be a member, including reimbursement of expenses for attending Board/Committee meetings. In addition, she would be entitled to fixed remuneration as permitted under RBI guidelines / circulars and as determined each year by the Board of Directors within the limits approved by the Members of the Bank								
<b>Details of last remuneration paid</b>	Rs. 14,90,000 was paid to Mr. Chandan Sinha by way of sitting fees for attending Board / Committee meetings from April 1, 2024 till September 30, 2024.  In addition, Mr. Chandan Sinha received Rs. 21,39,344 during FY 2024-25 towards compensation in the form of fixed remuneration for FY 2023-24, as allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.	Rs. 15,40,000 was paid to Ms. Ranjana Agarwal by way of sitting fees for attending Board / Committee meetings from April 1, 2024 till September 30, 2024.  In addition, Ms. Ranjana Agarwal received Rs. 21,39,344 during FY 2024-25 towards compensation in the form of fixed remuneration for FY 2023-24, as allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.								
<b>Directorships held in other companies including listed entities (other than Bank), as on September 30, 2024</b>	Nil	Indo Rama Synthetics (India) Limited ICRA Limited ICRA Analytics Limited Indag Rubber Limited RBL FinServe Limited								
<b>Memberships / Chairmanships of Committees of other Companies including listed entities (other than Bank), as on September 30, 2024</b>	Nil	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td rowspan="2">ICRA Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Position	ICRA Limited	Audit Committee	Chairperson	Stakeholders Relationship Committee	Member
Name of the Company	Name of the Committee	Position								
ICRA Limited	Audit Committee	Chairperson								
	Stakeholders Relationship Committee	Member								

		Indo Rama Synthetics (India) Limited	Audit Committee	Member
		Indag Rubber Limited	Audit Committee	Member
<b>Details of listed entities from which the person has resigned in the past three years</b>	None	Ms. Ranjana Agarwal resigned from the post of Independent Director from Ugro Capital Limited on February 8, 2022. She has completed her term as an Independent Director on KDDL Limited on August 6, 2024.		
<b>Disclosure of relationships between directors inter-se</b>	Mr. Chandan Sinha is not related to any of the Directors of the Bank.	Ms. Ranjana Agarwal is not related to any of the Directors of the Bank.		
<b>Number of meetings of the Board attended during the financial year 2024-25 upto September 30, 2024</b>	8 Board Meetings were held since the beginning of the Financial Year and till September 30, 2024, Mr. Chandan Sinha has attended all the Board Meetings.	8 Board Meetings were held since the beginning of the Financial Year and till September 30, 2024, Ms. Ranjana Agarwal has attended all the Board Meetings.		
<b>Number of shares held in the Bank (including shareholding as beneficial owner) as on September 30, 2024</b>	500 equity shares	17,118 equity shares		

**By Order of the Board of Directors**

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

**Place : Mumbai**  
**Date : October 18, 2024**

**RBL Bank Limited**  
**CIN: L65191PN1943PLC007308**  
**Registered Office:**  
**1<sup>st</sup> Lane, Shahupuri**  
**Kolhapur - 416001**  
**Tel no. + 91 231 6650214**  
**Email - [investorgrievances@rblbank.com](mailto: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 for the proposed resolutions at item nos. 1 and 2 of this Postal Ballot Notice:

### **Item No. 1:**

#### **To approve Fixed Remuneration payable to Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Part-time Chairman of the Bank**

The term of Mr. Prakash Chandra as a Non-Executive Independent Director as well as Non-Executive Part-time Chairman of the Bank completed on August 2, 2024.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee, had approved the appointment of Mr. Chandan Sinha, one of the existing Non-Executive Independent Director as Non-Executive Part-time Chairman of the Bank subject to the approval of Reserve Bank of India (RBI). Pursuant to the application made by the Bank, RBI conveyed its approval for the appointment of Mr. Chandan Sinha as the Non-Executive Part-time Chairman of the Bank with effect from August 3, 2024 till May 20, 2026 in terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949.

Pursuant to the approval granted by the Shareholders at the 78th AGM held on September 21, 2021, Mr. Chandan Sinha is serving as a Non-Executive Independent Director on the Board of the Bank since May 21, 2021 and his first term as an Independent Director is for a period of 5 years upto May 20, 2026.

Mr. Chandan Sinha has relevant skills and experience in the areas of Banking, Finance, Payment and settlement systems, Financial markets, Information Technology, Risk management, bank board experience, Regulatory supervision, Domain / Industry Specialist and Compliance.

Pursuant to the approval granted by the Reserve Bank of India, approval of the Members is sought for payment of fixed remuneration of Rs. 27 lakhs per annum to Mr. Chandan Sinha in his capacity as Non-Executive Part-time Chairman of the Bank in addition to the sitting fees and meeting of expenses for attending Board and Committee meetings.

The brief resume including educational qualifications of Mr. Chandan Sinha along with other 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) is included in the notes to this Postal Ballot Notice.

Your Directors, therefore, recommend the Ordinary Resolution for payment of fixed remuneration to Mr. Chandan Sinha as Non-Executive Part-time Chairman of the Bank as set forth at Item No. 1 of this Postal Ballot Notice for the approval of the Members of the Bank.

Except for Mr. Chandan Sinha and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 1 of this Postal Ballot Notice.

### **Item No. 2:**

#### **To approve the re-appointment of Ms. Ranjana Agarwal (DIN: 03340032) as Non-Executive Independent Director of the Bank.**

The Members of the Bank at the 77<sup>th</sup> Annual General Meeting held on July 17, 2020 approved the appointment of Ms. Ranjana Agarwal (DIN: 03340032) as Non-Executive Independent Director on the Board of the Bank, for the first term of 5 (five) years effective from November 30, 2019 upto November 29, 2024.

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act") and Regulation 25(2) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and no independent director shall hold office for more than two consecutive terms of five consecutive years each.

As per the provisions of the Banking Regulation Act, 1949 and the Reserve Bank of India (the "RBI") circular dated April 26, 2021 on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board, the total tenure of a Non-Executive Director of the Bank, should not exceed eight years.

Pursuant to the recommendations of the Nomination and Remuneration Committee (the "Committee") of the Board and outcome of her performance evaluation, the Board of Directors (the "Board") of the Bank, considered and approved the proposal to reappoint Ms. Ranjana Agarwal as Independent Director of the Bank, for the second consecutive term of 3 (three) years w.e.f. from November 30, 2024 upto November 29, 2027 i.e. till completion of her 8 continuous years as Director on the Board of the Bank, subject to the approval of the Members of the Bank, by means of a Special Resolution.

In terms of Section 164 of the Companies Act, 2013, Ms. Ranjana Agarwal is not disqualified from being appointed as a Director and has given her consent to act as a Director of the Bank and she is not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority. Ms. Ranjana Agarwal has the requisite qualification, skills, capabilities, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949 viz. Accountancy, Audit, Taxation and Finance. The Board is of the view that considering the above skill and capabilities, continued association of Ms. Ranjana Agarwal as an Independent Director would be beneficial to the Bank.

The NRC and the Board have determined that Ms. Ranjana Agarwal continues to be a fit and proper person to hold office as a Director of the Bank, as per the norms prescribed by the RBI. The Board has assessed the veracity of declaration of independence received from Ms. Ranjana Agarwal affirming that she continues to meet 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 Ms. Ranjana Agarwal is independent of the management.

Ms. Ranjana Agarwal 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 her name in the online databank of Independent Directors and the enrolment continues to be in force. In terms of the proviso to sub-rule 4 of Rule 6 of the aforesaid rules, she has qualified the online proficiency self-assessment test.

In the opinion of the Board, she fulfils the conditions for the said appointment as Independent Director as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines/circulars issued by RBI. Ms. Ranjana Agarwal's 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 her candidature for the office of Director. As a Non-Executive Independent Director of the Bank, she shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees where she 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 as determined each year by the Board of Directors within the limits approved by the Members of the Bank.

Ms. Ranjana Agarwal holds 17,118 equity shares of the Bank as on September 30, 2024. Ms. Ranjana Agarwal is not related to any other Director or Key Managerial Personnel of the Bank.

The brief resume including educational qualifications of Ms. Ranjana Agarwal along with other information as required under Regulation 36(3) of the SEBI Listing Regulations, as amended and/or Secretarial Standard on General Meetings (SS-2) is included in the notes to this Postal Ballot Notice. Your Directors, therefore, recommend the Special Resolution, as set forth at Item No. 2 of this Postal Ballot Notice, for the approval of the Members of the Bank.

Except for Ms. Ranjana Agarwal and her relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Special 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 : October 18, 2024**

**RBL Bank Limited  
CIN: L65191PN1943PLC007308  
Registered Office:  
1<sup>st</sup> Lane, Shahupuri,  
Kolhapur – 416001.  
Tel no. + 91 231 6650214  
Email - [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com)**