

May 26, 2023

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: Annual Secretarial Compliance Report of RBL Bank Limited (“the Bank”) for the financial year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

Dear Sir/Madam,

Pursuant to the applicable regulations of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with BSE and NSE circular dated March 16, 2023; please find enclosed herewith the Annual Secretarial Compliance Report of the Bank issued by M/s. Alwyn Jay & Co., Company Secretaries in Practice, for the financial year ended March 31, 2023.

This is for your information and records.

Thanking You,

Yours faithfully,

**For RBL Bank Limited**

**Niti Arya**  
**Company Secretary**

**Encl.: As above**

[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)

# 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](mailto:alwyn@alwynjay.com) Website:[www.alwynjay.com](http://www.alwynjay.com)

Secretarial compliance report of RBL Bank Limited  
(CIN: L65191PN1943PLC007308) for the financial year ended 31<sup>st</sup> March, 2023

We, Alwyn Jay & Co., Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by RBL Bank Limited (hereinafter called "the Bank"),
- (b) the fillings/submissions made by the Bank to the stock exchanges,
- (c) Website of the Bank,
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not applicable to the Bank during the review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not applicable to the Bank during the review period;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Not applicable to the Bank during the review period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable to the Bank during the review period;
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- (l) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- (m) SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circular in the terms of appointment of statutory auditor of the listed entity.

And circulars/guidelines issued thereunder.



and based on the above examination, we hereby report that during the Review Period:

- I. (a) The Bank has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Bank Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
Please refer Note below										

**Note: 1.** In response to an email dated December 14, 2022 from BSE under SEBI Circular no. SEBI/HO/DDHS\_Div2/CIR/P/2021/699 dated December 29, 2021 pertaining to non-disclosure of line items prescribed under Regulation 52(4) of SEBI Listing Regulations, it was clarified to BSE that these disclosures were included in the financial results. Post discussion with BSE and submission of the disclosure in the expected format, the matter is understood to be closed.

2. In response to an email dated September 28, 2022 from BSE with reference to the SEBI Circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/231 dated November 13, 2020 and SEBI/HO/DDHS\_Div2/CIR/P/2021/699 dated December 29, 2021, pertaining to non-filing of disclosures under Regulation 57(1) of SEBI Listing Regulations during May 2022 and June 2022, the Bank had clarified that the intimations of such interest payment was made to BSE Limited as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Basis the same, BSE had withdrawn the fine levied and the matter was closed favourably.



(b) The Bank has taken the following actions to comply with the observation made in previous reports:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Bank Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
Not Applicable										

II. Further, we hereby confirm the following for the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of the Bank are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Not Applicable
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Bank.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as</li> </ul>	Yes	Not Applicable



	per the regulations/ circulars/ guidelines issued by SEBI.		
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>• The Bank is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	Yes	Not Applicable
4.	<u>Disqualification of Director:</u> None of the Director of the Bank are disqualified under Section 164 of Companies Act, 2013.	Yes	Not Applicable
5.	<u>To examine details related to Subsidiaries of the Bank:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	The Bank does not have material subsidiary company.  The Bank has one wholly owned subsidiary company i.e. RBL Finserve Limited



6.	<u>Preservation of Documents:</u> The Bank is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not Applicable
7.	<u>Performance Evaluation:</u> The Bank has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Not Applicable
8.	<u>Related Party Transactions:</u> (a) The Bank has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the Bank shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes	Not Applicable
9.	<u>Disclosure of events or information:</u> The Bank has provided all the required disclosure(s) under Regulation 30 along with	Yes	Not Applicable



	Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The Bank is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Applicable
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Bank/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Not Applicable	Please refer Note under point no. I. (a) above
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Not Applicable	Not Applicable

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Bank.



2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Bank.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Bank nor of the efficacy or effectiveness with which the management has conducted the affairs of the Bank.

Place : Mumbai

Date : 26<sup>th</sup> May, 2023

ALWYN JAY & Co.

Company Secretaries



Office Address :

Annex-103, Dimple Arcade,  
Asha Nagar, Kandivali (East),  
Mumbai 400101.

[Alwyn D'Souza, FCS.5559]

[Partner]

[Certificate of Practice No.5137]

[UDIN : F005559E000388601]