

August 28, 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.: Proceedings of 80th Annual General Meeting (“AGM”) of RBL Bank Limited (“the Bank”) held on Monday, August 28, 2023

Dear Sir/Madam,

Pursuant to Regulation 30 Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), we hereby enclose the Proceedings of 80th AGM of the Members of the Bank held on Monday, August 28, 2023 at 11:30 a.m. (IST), through Video Conferencing (Webex facility) as provided by Central Depository Services Limited in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI Listing Regulations. The AGM has been convened and held as per the directive(s) of relevant Ministry of Corporate Affairs and SEBI Circulars.

The Proceedings of the 80th AGM is being hosted on the Bank’s website at www.rblbank.com.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For **RBL Bank Limited**

Niti Arya
Company Secretary

Encl.: As above

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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: customer@rblbank.com

Proceedings of the 80th Annual General Meeting (“AGM”) of the Members of RBL Bank Limited (“the Bank”) held through Video Conferencing (VC) on Monday, August 28, 2023 at 11.30 a.m. (IST)

The 80th AGM of the Bank was held on August 28, 2023 at 11. 30 a.m. (IST) through VC. Members were given an opportunity to join the meeting 30 minutes prior to the meeting in compliance with MCA Circulars. Mr. Prakash Chandra, Part-time Chairman of the Board of the Bank, chaired the AGM.

The requisite quorum being present at the AGM (94 members attended the AGM), the Chairman welcomed the Members and called the Meeting to order.

The Chairman apprised the Members on the arrangements made by the Bank as per regulatory requirements to enable Members to participate and vote on the items being considered at the AGM and then introduced the Directors of the Bank.

The following Directors of the Bank were present:

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

Company Secretary welcomed all the Members present through VC and informed that the Chairman of the Audit Committee – Dr. Somnath Ghosh, Chairman of the Nomination and Remuneration Committee – Mr. Manjeev Singh Puri and Chairperson of the Stakeholders' Relationship Committee – Ms. Veena Mankar were present at the AGM. Mr. Deepak Ruiya, Deputy Chief Financial Officer, representatives of the Statutory Auditors M/s. CNK & Associates LLP, Chartered Accountants and M/s G.M. Kapadia & Co., Chartered Accountants, representatives of the Secretarial Auditors for FY2022-23 viz, M/s. Alwyn Jay & Co., Practicing Company Secretaries and the representatives of the Secretarial Auditors appointed for FY2023-24 viz, M/s. S. N. Ananthasubramanian & Co, Company Secretaries, were also present at the AGM.

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Members were further informed that the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) vide their respective Circulars, permitted the holding of the AGM through Video Conferencing (“VC”) and this AGM was held in compliance with the said circulars.

Members were further informed that in accordance with relevant MCA and SEBI circulars the Annual Report for the financial year 2022-23 along with the Notice of the 80th AGM had been sent on August 4, 2023 by electronic mode to those Members whose email addresses were registered with the Bank or Depository Participants.

With the consent of the Members, the Notice convening the AGM was taken as read. Members were informed that there were no adverse observations / qualifications in the Auditors’ report on the financial statements and the Secretarial Audit Report, for the financial year ended March 31, 2023. With the consent of the Members present, the Statutory Auditor’s Report and the report of the Secretarial Auditor for the financial year ended March 31, 2023 were taken as read.

Members were informed that as per the relevant circulars, the inspection documents including the documents mentioned in the Annual Report and Notice of AGM were available for inspection through electronic mode during the AGM.

Company Secretary thereafter explained the procedure of participation by Members at the AGM. The resolutions set out in the Notice of AGM were as mentioned below:

Item No	Resolutions	Type of Resolution
Ordinary Business:		
1	To receive, consider and adopt the audited standalone financial statements of the Bank for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary Resolution
2	To receive, consider and adopt the audited consolidated financial statements of the Bank for the financial year ended March 31, 2023 and the Report of the Auditors thereon	Ordinary Resolution
3	To declare a Dividend of Rs. 1.50 per Equity (Ordinary) Share of face value of Rs. 10 each for the financial year ended March 31, 2023	Ordinary Resolution
4	To note retirement of Mr. Vimal Bhandari (DIN:00001318), who retires by rotation at this Annual General Meeting and has expressed his desire to be not re-appointed upon expiry of term; and to consider not to fill up the vacancy	Ordinary Resolution
Special Business:		
5.	To approve issue of Debt Securities on Private Placement Basis	Special Resolution

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

Managing Director & CEO then addressed the Members and apprised them about the Business, Operations and Financial Performance for FY 2022-23 of the Bank.

Thereafter, Members who had registered themselves as Speakers were invited to put forth their observations, queries and seek clarifications, if any relating to Annual Report for the Financial Year 2022-23 and matters related thereto.

Some of the speaker shareholders present at the Meeting expressed their views and sought clarifications on various issues relating to the Business and Operations of the Bank. After hearing from the speaker shareholders as above, Managing Director & CEO responded to their observations and provided clarifications to the queries raised by the Members.

Company Secretary informed the Members that as per the applicable provisions of the Companies Act, the Bank had made arrangements for remote electronic voting which was open from 10:00 a.m. IST Wednesday, August 23, 2023 to 5:00 p.m. IST Sunday, August 27, 2023.

Further, similar e-voting facility was available to the Members present for the AGM, to vote in proportion to the shares held by them. Members who had not cast their votes through remote e-voting were requested to cast their vote through e-voting facility at the AGM. It was also mentioned that Members who had already cast their votes using remote e-voting were not required to cast their votes again.

Members were also informed that the Board had appointed Mr. Alwyn D'Souza, Practicing Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as 'Scrutinizer', for conducting the e-voting process for the AGM in a fair and transparent manner and had authorized him to scrutinize the votes cast through Remote e-voting and e-voting at the AGM and to submit the Combined/Consolidated Results of voting (voting results) in compliance with the Companies Act, 2013.

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

Company Secretary thanked the Members and declared the proceedings of the AGM as closed and that it shall be concluded on completion of e-voting by Members.

A vote of thanks was given to Members and Directors for attending the AGM and the meeting was declared as concluded at 1:20 p.m. (IST).