



**RBL BANK LIMITED**

**CIN: L65191PN1943PLC007308**

**Reg. Office:** 1<sup>st</sup> Lane, Shahupuri, Kolhapur - 416 001

**Tel:** +91 231 6650214 | **Fax:** +91 231 2657386

**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. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) pertaining to holding of general meetings / conducting postal ballot process through voting by electronics 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, are appended below.

**SPECIAL BUSINESS:**

**Item No. 1**

**To approve the appointment of Mr. Murali Ramakrishnan (DIN:01028298) as Non-Executive Independent Director of the Bank, with effect from April 11, 2024**

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 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”); applicable provisions of the

Banking Regulation Act, 1949 read with the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of RBL Bank Limited (the "Bank"), Mr. Murali Ramakrishnan (DIN: 01028298), who was appointed by the Board of Directors of the Bank basis the recommendations of the Nomination and Remuneration Committee as an Additional Non-Executive Independent Director of the Bank, with effect from April 11, 2024 and who qualifies for being appointed as an Independent Director 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 his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Bank for a period of 4 (four) years with effect from April 11, 2024 to April 10, 2028 **AND THAT** he 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, Chief Financial Officer 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 RBI, 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 to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

## **Item No. 2**

### **To approve the revised ceiling of fixed remuneration payable to Non-Executive Directors (other than Part Time Non-Executive Chairman)**

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

**"RESOLVED THAT** in supersession of resolution passed by the Members of the Bank at the 78<sup>th</sup> Annual General Meeting held on September 21, 2021 and pursuant to the applicable provisions of the Companies Act, 2013 and the rules notified thereunder (the "Act"), Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the applicable provisions of the Banking Regulation Act, 1949, read with the rules, guidelines and circulars issued by the Reserve Bank of India (the "RBI") in this regard, from time to time including RBI circular dated February 9, 2024 on 'Review of Fixed Remuneration granted to Non-Executive Directors ("NEDs")', as may be amended, restated, replaced or modified from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and the provisions of the Articles of Association of the Bank and pursuant to the approval of the Board of Directors of the Bank (the "Board"), the consent of the Members of the Bank be and is hereby accorded for the payment of fixed remuneration to each NED of the Bank (other than the Part Time Non-Executive Chairman) for an amount not exceeding Rs 30,00,000 (Rupees Thirty Lakh Only), per annum, with effect from February 10, 2024 and that the same shall be in addition to payment of sitting fees and reimbursement of expenses payable to them for attending the meetings of Board and/or Committee(s) thereof;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to determine the amount of fixed remuneration payable to each NED (other than the Part Time Non-Executive Chairman) from time to time within the above ceiling;

**RESOLVED FURTHER THAT** the Board of Directors (including any duly constituted Committee of the Board of Directors) of the Bank, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including deciding on the manner of payment of remuneration, apportionment if any, and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreement, document, instructions etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

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

**Place : Mumbai**  
**Date : May 25, 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”), 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 Friday, May 24, 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 Notice will also be available on the Bank's website <https://ir.rblbank.com> for download. The 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 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 Friday, May 24, 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 viz. Articles of Association of the Bank, as referred to in this 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. Friday, June 28, 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. Friday, June 28, 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 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 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. May 24, 2024 subject to the provisions of the Banking Regulation Act, 1949 and relevant 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 Company. 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 Thursday, **May 30, 2024, 10:00 a.m. (IST) and ends on Friday, June 28, 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 Friday, May 24, 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	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

<p>Demat mode with <b>CDSL</b></p>	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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.</p> <p>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></p> <p>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.</p>
<p>Individual Members holding securities in demat mode with <b>NSDL</b></p>	<p>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.</p> <p>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>.</p> <p>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.</p>

	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
Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b>	<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
Individual Members holding securities in Demat mode with <b>CDSL</b>	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 22 55 33.
Individual Members holding securities in Demat mode with <b>NSDL</b>	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

(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 Company
- 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) 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 22 55 33.

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 22 55 33.

(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@CDSL.com](mailto:evoting@CDSL.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 Friday, June 28, 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. **Regarding receiving E-mail communication**

Members holding shares in physical form who have not registered their email address with the Bank can get the same registered by approaching the RTA viz. M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Email ID - [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) mentioning name & address of the Members alongwith a self-attested copy of the PAN card and self-attested copy of any document i.e. Driving License, Election Identity card, Passport for address proof.

Members holding shares in demat form are requested to update their email address with their Depository.

#### 12. **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.

#### 13. **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.

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

**14. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**

- I. The Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common Online Dispute Resolution (ODR) Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities in the securities market.
- II. SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- III. The Bank has registered itself on the SMART ODR Portal. The portal can be accessed at: <https://smartodr.in/login>.

15. 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 Secretarial Standard on General Meetings (SS-2) for Item No. 1 of the Postal Ballot Notice:

<b>Name of the Director</b>	<b>Mr. Murali Ramakrishnan</b>
<b>DIN</b>	<b>01028298</b>
<b>Age</b>	62 years
<b>Date of first appointment on the Board</b>	The Board at its Meeting held on April 11, 2024, approved the appointment of Mr. Murali Ramakrishnan as an Additional Non-Executive Independent Director of the Bank, for a period of four years with effect from April 11, 2024 to April 10, 2028.
<b>Education Qualifications</b>	Mr. Murali Ramakrishnan is a Chemical Engineering Graduate and holds a Post Graduate Diploma in Finance and Marketing from IIM - Bangalore.
<b>Brief resume including expertise in specific functional areas</b>	<p>Mr. Murali Ramakrishnan has over 37 years of experience in Banking and Financial Service Sector. He joined South Indian Bank as an Advisor on July 1, 2020 and was appointed as Managing Director &amp; CEO of the Bank on October 1, 2020. He has substantial experience in the various facets of banking industry viz. Retail, Small and Medium Enterprise, Corporate, Project Finance, International Business, Risk, Policy, BIU etc., in both domestic and international markets.</p> <p>Prior to joining South Indian Bank, he was associated with ICICI Bank Limited for more than two decades where he was heading various Businesses and Control functions. During the period from March 2012 to August 2016, Mr. Murali Ramakrishnan was the Head of North Asia, Sri Lanka, Middle East &amp; Africa at ICICI Bank Ltd.</p> <p>Expertise in specific functional areas- Banking, Risk Management, Business Management and Small Scale Industry.</p>
<b>Details of skills &amp; capabilities of the Director</b>	The same is detailed in the explanatory statement.
<b>Terms and conditions of appointment/ re-appointment</b>	Appointed as Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of 4 (four) years commencing from April 11, 2024 to April 10, 2028, on passing of the Special Resolution by the Members.
<b>Details of remuneration sought to be paid</b>	Mr. Murali Ramakrishnan is entitled to sitting fees for attending the Meetings of the Board of Directors and Committees where he is / would be a member, including reimbursement of expenses for attending Board/Committee meetings. In addition, he 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 remuneration last drawn</b>	Not Applicable
<b>Shareholding in the Bank (as on May 22, 2024)</b>	500 shares
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mr. Murali Ramakrishnan is not related to any of the Directors or Key Managerial Personnel of the Bank.
<b>Directorships held in other companies including listed entities</b>	Nil
<b>Chairmanship / Membership of Board Committees of other Companies including listed entities</b>	Nil
<b>Details of listed entities from which the person has resigned in the past three years</b>	Mr. Murali Ramakrishnan had served as the Managing Director & CEO of South Indian Bank Limited during the period October 1, 2020 to September 30, 2023.
<b>Number of meetings of the Board attended</b>	Since April 11, 2024 i.e. from the date of appointment of Mr. Murali Ramakrishnan as an Additional Non-Executive Independent Director of the Board till the date of this Notice, 4 Board Meetings were held and Mr. Murali Ramakrishnan has attended 3 Board Meetings.

**By Order of the Board of Directors**

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

**Place : Mumbai**  
**Date : May 25, 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 the appointment of Mr. Murali Ramakrishnan (DIN:01028298) as Non-Executive Independent Director of the Bank, with effect from April 11, 2024**

The Nomination and Remuneration Committee of Board (“the NRC”) evaluated the balance of skills, knowledge and experience on the Board of the Bank and on the basis of such evaluation had identified the requirement of an Independent Director with knowledge and expertise in Banking.

The Board of Directors of the Bank (the Board), based on the recommendation of the NRC, approved the appointment of Mr. Murali Ramakrishnan (DIN: **01028298**) as an Additional Non-Executive Independent Director of the Bank, for period of four years, with effect from April 11, 2024 upto April 10, 2028, subject to approval of the Members of the Bank.

Mr. Murali Ramakrishnan has 37 years of experience in Banking and Financial Services Sector. He had joined South Indian Bank as an Advisor on July 1, 2020 and was appointed as its Managing Director & CEO on October 1, 2020. He has substantial experience in the various facets of banking industry viz. Retail, SME, Corporate, Project Finance, International Business, Risk, Policy BIU etc. in both domestic and international markets.

Prior to joining South Indian Bank, he was associated with ICICI Bank Limited for more than two decades where he was heading various Businesses and Control functions. During the period from March 2012 to August 2016, Mr. Murali Ramakrishnan was the Head of North Asia, Sri Lanka, Middle East & Africa at ICICI Bank Ltd.

He is a chemical engineer graduate and holds post graduate Diploma in Finance and Marketing from IIM-Bangalore.

Pursuant to Section 161 of the Companies Act, 2013, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

While approving the appointment, the NRC and the Board have determined that Mr. Murali Ramakrishnan is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India (the “RBI”). The Board has established the veracity of declaration of independence received from Mr. Murali Ramakrishnan affirming that he meets 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 Mr. Murali Ramakrishnan is independent of the management.

In terms of Section 164 of the Companies Act, 2013, Mr. Murali Ramakrishnan is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Bank and he is not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

Mr. Murali Ramakrishnan has the requisite qualification, skills, experience and expertise in functional areas in terms of Section 10A of the Banking Regulation Act, 1949 viz Banking, Risk Management, Business Management and Small Scale Industry which are beneficial to the Bank. Mr. Murali Ramakrishnan 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 his name in the online databank of Independent Directors. In terms of the proviso to sub-rule 4 of Rule 6 of the aforesaid rules, he is exempted from passing the online proficiency self-assessment test.

In the opinion of the Board, Mr. Murali Ramakrishnan fulfils the conditions for appointment as Independent Director as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, Banking Regulation Act, 1949 and guidelines/circulars issued thereunder in this regard from time to time, the SEBI Listing Regulations and that his 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 his candidature for the office of Director. As a Non-Executive Independent Director of the Bank, he shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees where he 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.

Mr. Murali Ramakrishnan holds 500 equity shares of the Bank as on May 22, 2024. Mr. Murali Ramakrishnan is not related to any other Director or Key Managerial Personnel of the Bank. The brief profile of Mr. Murali Ramakrishnan, in terms of Regulation 36(3) of the SEBI Listing Regulations and other details as prescribed under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the notes to this Postal Ballot Notice

The Board, therefore, recommends the Special Resolution, as set forth at Item No. 1 of this Postal Ballot Notice, for the approval of the Members.

Except for Mr. Murali Ramakrishnan 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 Special Resolution as set out at Item No. 1 of this Postal Ballot Notice.

**Item No. 2:****To approve the revised ceiling of fixed remuneration payable to Non-Executive Directors (other than Part Time Non-Executive Chairman)**

The Members of the Bank at the 78<sup>th</sup> Annual General Meeting held on September 21, 2021, approved the payment of compensation in the form of fixed remuneration for a period of five (5) years, effective from April 1, 2021, for an amount not exceeding Rs. 20 Lakh per annum to each of the Non-Executive Directors of the Bank (other than the Part-time Non-Executive Chairman) (hereinafter referred to as NEDs) within which limit, the actual amount payable would be determined by the Board from time to time. This was in line with the provisions of the circular dated April 26, 2021, issued by the Reserve Bank of India on Corporate Governance in Banks – Appointment of Directors and Constitution of Committees of the Board (“RBI Circular”) which provides that in addition to sitting fees and expenses related to attending meetings of the Board and its committees as per extant statutory norms/practices, banks are permitted to pay their NEDs compensation in the form of a fixed remuneration commensurate with an individual director’s responsibilities and demands on time and which are considered sufficient to attract qualified competent individuals. It was also provided that such fixed remuneration shall not exceed Rs 20 lakh per annum.

RBI vide its circular dated February 9, 2024, referring to the aforesaid circular of April 26, 2021 provides that considering the crucial role of Non-Executive Directors in efficient functioning of bank Boards and its various committees and in order to enable the banks to sufficiently attract qualified competent individuals on their Board the ceiling for fixed remuneration to NEDs has been revised from Rs. 20 Lakh per annum to Rs. 30 Lakh per annum.

Accordingly, the Board, at its Meeting held on April 22, 2024, *inter alia* considered and approved the revised ceiling of Rs 30 lakh per annum with respect to the fixed remuneration payable to NEDs subject to the approval of the Members of the Bank and also approved the amendments to Policy on appointment & compensation to Non-Executive Directors (including Independent Director) and criteria for evaluation of Board and its Directors (Policy on appointment and compensation to NED’s) to give effect to the revised ceiling for the Fixed Remuneration of Rs. 30 Lakh to NEDs per annum basis the individual director’s responsibilities and demands on time, subject to approval of the Members. The Board shall stipulate the suitable criteria each time the remuneration is being determined and approve the amount of fixed remuneration to be paid to the NEDs each year based on such criteria within the overall ceiling of Rs 30 lakh per annum. The revised ceiling of Rs. 30 Lakh per annum will be effective from February 10, 2024. The fixed remuneration is paid on a pro-rata basis to all NEDs, being Members of the Board for the relevant period.

The fixed remuneration is in addition to the sitting fees for attending each meeting of the Board/Board level committees as approved by the Board from time to time within the limits as provided under Companies Act, 2013 and related rules. All the Non-Executive Directors are also entitled to reimbursement of expenses for attending Board/Committee meetings.

As per Regulation 17 (6) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Board of directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors including Independent Directors and shall require approval of Members.

The Board, therefore, recommends the Ordinary Resolution, as set forth at Item No. 2 of this Postal Ballot Notice, for the approval of the Members of the Bank in supersession of the Resolution passed at the Annual General Meeting held on September 21, 2021.

Except for the Non-Executive Directors of the Bank (excluding Part Time Non-Executive Chairman) and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in way financially or otherwise concerned or interested in the passing of the Ordinary 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 : May 25, 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)**