

May 29, 2024

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, 2024 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Dear Sir/Madam,

In compliance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, BSE Notice no. 20230410-41 and NSE circular NSE/CML/2023/30, both dated April 10, 2023; please find enclosed herewith the Annual Secretarial Compliance Report of the Bank dated May 29, 2024, issued by M/s. S. N. Ananthasubramanian & Co., Company Secretaries in Practice, for the financial year ended March 31, 2024.

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

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



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,
The Members,
RBL Bank Limited
CIN: L65191PN1943PLC007308
1st Lane, Shahupuri
Kolhapur – 416001

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by **RBL Bank Limited** (hereinafter referred to as 'the Bank') bearing **CIN: L65191PN1943PLC007308** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited and the Unsecured Redeemable Non-Convertible Debentures which were listed on BSE Limited were fully redeemed on April 15, 2023, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) as amended, read with SEBI's Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Bank to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Bank with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

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S. N. Viswanathan
Partner
ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955F000481847
29th May, 2024 | Thane



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF RBL BANK LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **RBL Bank Limited** ('the listed entity' / the Bank);
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the Bank;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31st March, 2024 ('review period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under 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 there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;;
- (h) Securities And Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- (i) Securities And Exchange Board of India (Depositories And Participants) Regulations, 2018.
- (j) Securities And Exchange Board of India (Merchant Bankers) Regulations, 1992

and based on the above examination, we hereby report that, during the review period:

- (a) The Bank has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder,.

The Bank had received communication from stock exchanges seeking clarification, information, justification and rumour verification during the financial year, to which Bank has replied within specified time. As informed, the Stock exchanges have not further reverted on the aforesaid submissions made by the Bank.

- (b) The Bank has taken the actions to comply with the observations made in previous reports - Not Applicable
- (c) We hereby report that, during the review period the compliance status of the listed entity with the requirements is as mentioned in Annexure – A to the report.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

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S. N. Viswanathan
Partner
ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955F000481847
29th May, 2024 | Thane



We hereby report that, during the review period, the compliance status of the Bank is as given hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1)	Secretarial Standard The compliances of the Bank are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Bank has generally complied with Secretarial Standards.
2)	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the BankAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI.	Yes	None
3)	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Bank is maintaining a functional website.Timely dissemination of the documents / information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	None





Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
4)	Disqualification of Director: None of the Director of the Bank is/are disqualified under Section 164 of Companies Act, 2013, as confirmed by the Bank.	Yes	None
5)	Details related to Subsidiaries of the Bank have been examined with respect to : a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6)	Preservation of Documents: 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	None
7)	Performance Evaluation: The Bank has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations	Yes	None
8)	Related Party Transactions: a) The Bank has obtained prior approval of Audit Committee for all Related party transactions, or b) The Bank has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified /	Yes Not Applicable	None None



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	rejected by the Audit Committee, in case no prior approval has been obtained.		
9)	Disclosure of events or information: The Bank has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10)	Prohibition of Insider Trading: The Bank is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11)	Actions taken by SEBI or Stock Exchange(s), if any: 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.	Yes	Refer to comments made elsewhere in the report.
12)	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the Bank or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with	Not Applicable	No Reportable Event.

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Company Secretaries

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	the provisions of the LODR Regulations by listed entities.		
13)	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	None

For S. N. ANANTHASUBRAMANIAN & Co.
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S. N. Viswanathan
Partner

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