RBL BANK LIMITED

(formerly, "The Ratnakar Bank Limited")
CIN: U65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001
Tel: +91 231 6650214 I Fax: +91 231 2657386 I Website: www.rblbank.com
Email: investorgrievances@rblbank.com

Notice

Notice is hereby given that the Seventy Third Annual General Meeting ("AGM") of the Members of RBL Bank Limited ("the Bank") will be held on Tuesday, September 6, 2016 at 11.30 a.m., at Residency Club, C. T. S. No. E 2124, E Ward, Near Bawda Post Office, Opp. PWD Office, New Palace, Tarabai Park, Kolhapur 416 003 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.

2. To confirm the interim dividend paid during the year.

3. To appoint Director in place of Mr. Narayan Ramachandran (DIN 01873080), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time read with the rules made thereunder ("the Act"), the applicable provisions of the Banking Regulation Act, 1949, (including any statutory modifications or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India ("RBI"), from time to time and subject to approval of RBI, M/s. B.S.R. & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) or such other auditors as may be approved by RBI be and are hereby appointed as the statutory auditors of the Bank for a period of one (1) year, in place of retiring auditors M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E), to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting ("AGM") of the Bank, on such remuneration as shall be decided by the Board or any Committee thereof plus service tax and such other tax(es), as maybe applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Bank for the year ending March 31, 2017."

5. To appoint Branch Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the Banking Regulation Act, 1949 and subject to such regulatory approvals and consents as may be required, the Board of Directors of the Bank be and is hereby authorised to appoint branch auditors, as and when required, in consultation with the Statutory Auditors, to audit the accounts in respect of the Bank's branches/offices and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the branches/offices for the year ending March 31, 2017."

SPECIAL BUSINESS:

6. **Appointment of Mr. Rajeev Ahuja as Whole-time Director**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), applicable provisions of the Banking Regulation Act, 1949, Article 112A of Articles of Association of the Bank and any other applicable laws, and subject to the approvals, as may be necessary from the Reserve Bank of India ("RBI") and subject to the terms and conditions as may be prescribed by RBI while granting such approval, the approval of the members be and is hereby accorded for the appointment of **Mr. Rajeev Ahuja (DIN 00003545)**, as Whole-time Director (designated as "Executive Director"), liable to retire by rotation for a period of three (3) years with effect from the date of RBI approval on such terms and conditions as set out in the explanatory statement attached hereto and which is specifically approved and sanctioned with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination

Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or agreement including any components of the remuneration, as may be necessary from time to time, in view of any approvals and conditions as may be specified by RBI, in such manner as may be agreed to between the Board and Mr. Rajeev Ahuja;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said terms of appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/or officer(s) of the Bank to give effect to this resolution."

7. **Appointment of Mr. Prakash Chandra as an Independent Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), Section 10A and other applicable provisions of the Banking Regulation Act, 1949, the rules and regulations, circulars/ guidelines issued by the Reserve Bank of India, **Mr. Prakash Chandra (DIN 02839303)**, who was appointed as an Additional Director of the Bank with effect from January 25, 2016 in terms of Section 161 of the Act, and in respect of whom the Bank has received a notice in writing along with the requisite deposit amount under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, to hold office for a period of five (5) years from the date of this meeting, not liable to retire by rotation."

8. **Appointment of Mr. Ishan Raina as an Independent Director**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), Section 10A and other applicable provisions of the Banking Regulation Act, 1949, the rules and regulations, circulars/ guidelines issued by the Reserve Bank of India, **Mr. Ishan Raina (DIN 0015195)**, who was appointed as an Additional Director of the Bank with effect from April 30, 2016 in terms of Section 161 of the Act, and in respect of whom the Bank has received a notice in writing along with the requisite deposit amount under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, to hold office for a period of five (5) years from the date of this meeting, not liable to retire by rotation."

9. **Revision in the remuneration of Mr. Vishwavir Ahuja, Managing Director & Chief Executive Officer of the Bank**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Banking Regulation Act, 1949, the Articles of Association of the Bank and subject to approval of the Reserve Bank of India, consent of the members be and is hereby accorded for revision in the remuneration of Mr. Vishwavir Ahuja (DIN 00074994), Managing Director & Chief Executive Officer of the Bank to Rs. 107 lakhs p.a. (earlier Rs. 90 lakhs p.a.) and such other terms and conditions as detailed in the explanatory statement to the notice, subject to such modification as may be approved by Reserve Bank of India and agreed to by the Board of Directors and Mr. Vishwavir Ahuja.

RESOVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds and things including to execute any agreement/document as may be required to give effect to this Resolution."

10. **Issue of Long Term Bonds/ Non-convertible debentures on private placement basis**

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India ("RBI"), from time to time and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "The Board" and which term shall be deemed to include any Committee of

the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013) for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issue of debt securities including but not limited to long term bonds, non-convertible debentures, perpetual debt instruments and Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time, on a private placement basis and / or for making offers and /or invitations thereof and /or issue(s)/ issuances thereof, on private placement basis, for a period of one year from the date hereof, in one or more tranches and /or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, of an amount not exceeding ₹ 1,500 crores (Rupees One Thousand Five Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things, matters, as may be necessary and expedient and to delegate all or any of its powers conferred herein to any Committee or any director(s) or officer(s) of the Bank for giving effect to this resolution."

11. **Increase in Borrowing Powers**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the Special Resolution passed at the Seventy First Annual General Meeting held on August 26, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the members of the Bank be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) for borrowings from time to time, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its discretion think fit, notwithstanding that the money or monies to be borrowed by the Bank (apart from the temporary loans obtained or to be obtained from time to time from the bankers of the Bank in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the Paid-up Share Capital of the Bank and its free reserves that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the Bank together with the money already borrowed shall not, at any time exceed ₹ 10,000 crore (Rupees Ten Thousand Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing (s) as aforesaid or any other matter in this regard."

By Order of the Board of Directors

Vinay Tripathi
Company Secretary

Date: June 21, 2016
Place: Mumbai

NOTES:

1. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a Member of the Bank. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not less than forty eight hours before the commencement of the Meeting.**

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. Further, in case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

4. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the Bank is statutorily required to transfer to the Investor Education & Protection Fund ("IEPF") established by the Central Government, all unclaimed/ unpaid dividend for a period of seven years from the date they became due for payment and once such amount is transferred to IEPF, no claim of the members shall lie against the Bank or IEPF. Thus, the unclaimed and unpaid dividend declared up to FY 2007-08 has already been transferred to IEPF. The members who have not yet encashed their dividend warrants related to subsequent financial years are requested to do so immediately. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Bank has uploaded the details of unpaid and unclaimed amounts lying with the Bank as on July 9, 2015 (date of last Annual General Meeting) on the website of the Bank (www.rblbank.com), as also on the website of the Ministry of Corporate Affairs.

5. In terms of Section 139(1) of the Companies Act, 2013, the Statutory Auditors can be appointed for maximum two terms of five consecutive years each. However, in terms of the RBI Circular issued on the appointment of Statutory Central Auditors for Indian Private Sector Banks, an audit firm can continue as the Statutory Central Auditor of a private sector bank for a period of four years and thereafter the said firm will be compulsorily rested. Since M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E), retiring Statutory Auditors has held the office of Auditor for a period of four years, appointment of M/s. B.S.R. & Co, LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Bank for FY17, has been put up for the approval of Members, subject to approval of Reserve Bank of India.

6. Members holding shares in physical form are requested to register / notify change in address, contact details such as email IDs, cell/ telephone numbers to the Bank's R&T:

   Link Intime India Private Limited,
   C-13 Pannalal Silk Mills Compound,
   L.B.S. Marg, Bhandup (West), Mumbai-400 078,
   Tel. No.: 022 25946970 Fax No.: 022 25946969
   Email: rnt.helpdesk@linkintime.co.in.

7. The members holding shares in dematerialised form are requested to register / notify the aforesaid change in address, email id and contact details to their Depository Participants (DP).

8. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.

9. The Bank has made available the facility of De-materialisation of shares of the Bank. De-materialisation of shares will facilitate easy and convenient holding of shares, immediate, hassle-free and safe transfer of shares, no stamp duty on transfer of shares, reduced transaction cost etc. Thus, members holding shares in physical form are requested to make use of the facility for their convenience and safety.

10. Members desirous of getting any information about the accounts and/ or other operations of the Bank are requested to write to the Bank at least seven days before the date of the meeting to enable the Bank to keep the information ready at the meeting.

11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Bank on all working days between 11.00 A.M. and 1.00 P.M. up to the date of the Meeting. This notice and the Annual Report will also be available on the Bank's website www.rblbank.com for download.

12. The Annual Report for FY 2015-16 and this Notice, inter alia indicating the process and manner of Remote e-voting along with attendance slip and proxy form are being sent by speed post to all Members. The Bank has also emailed a copy of aforesaid documents to all members whose e-mail addresses have been made available to the Bank/RTA /Depository Participants.

    In support of the Green Initiative, the Bank hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) for receiving communications from Bank electronically. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Bank quoting their folio number(s).

13. **Voting through electronic means:**
    In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Bank is providing the e-voting facility to its Members holding shares in physical or dematerialised form, as on the cut-off date, being Tuesday, August 30, 2016 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on Saturday, September 3, 2016 (10:00 A.M.) and ends on Monday, September 5, 2016 (5:00 P.M.).

    The Bank is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date being August 30, 2016, subject to the provisions of the Banking Regulation Act, 1949, as amended.

    The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary, failing him, Mr. Ronald D'Mello, Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as a Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.

    The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

    The Results of voting will be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Bank (www.rblbank.com) and on the website of CDSL www.evoting.cdsl.com.

    The instructions for e-voting are as under:

    (i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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 for 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant RBL Bank Limited on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. In case you have any grievances in connection with e-voting, you may write to the Company Secretary of the Bank at investorgrievances@rblbank.com. Alternatively, you may also get in touch with the Bank's R&T at rnt.helpdesk@linkintime.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

Item No. 6
Appointment of Mr. Rajeev Ahuja (DIN 00003545) as Whole-time Director

Keeping in view the qualitative and quantitative business growth during the last five years, as also the scale and complexity of operations which are expected to grow further after the IPO, alongwith rapid changes in regulatory and competitive landscape, an urgent need is felt to appoint an Executive Director in the Bank. This appointment is also desirable from the point of view of succession planning and good corporate governance.

Accordingly, the Board of Directors at their meeting held on March 10, 2016 have considered the matter and decided to appoint Mr. Rajeev Ahuja, Head – Strategy, as an Executive Director for a period of three years subject to the approval of the Reserve Bank of India (RBI) and the shareholders. This appointment will be effective from the date of RBI approval.

Mr. Rajeev Ahuja is the senior-most executive in the Bank next to the MD & CEO and has been working in the Bank since June 1, 2010. A brief profile of Mr. Rajeev Ahuja is given below:

Mr. Rajeev Ahuja, aged 52 years, is the Head – Strategy, Retail, Transaction Banking and Financial Inclusion. He holds a bachelor's degree in commerce from the Delhi University and a postgraduate diploma in management from the Indian Institute of Management, Ahmedabad. Mr. Ahuja has about 30 years of experience in investment banking and financial markets. Prior to joining our Bank, he was associated with Citibank India, Bank of America, India and the capital markets and investment banking divisions of the Bankers Trust Company, Hong Kong and Deutsche Bank, Singapore.

Mr. Ahuja has been one of the key pillars in shaping RBL Bank's growth over the last five years. He was the second employee of the newly appointed transformation team after the MD & CEO.

The main terms and conditions of appointment of Mr. Rajeev Ahuja are given below:

Sr. No.	Particulars	Remuneration (figures in ₹)
01	Base Salary / Compensation	69.00 lac
02	Cash Allowance	27.50 lac (including Medical)
	Cash Compensation (01 + 02)	96.50 Lac per annum
03	House rent Allowance / Free furnished house	HRA of up to 60% of salary
04	Use of Bank car	Free use of Bank's car with driver for official purpose and private purpose as per Bank's policy.
05	Entertainment Allowance	Reimbursement of actual expenses on production of bills. Entertainment expenses will be inclusive of entrance fees / subscription to 1 club.
06	**Other allowance**	
	Traveling & Halting Allowances	As per Bank's policy
	Provident Fund / Gratuity	As per Bank's policy
	Sitting Fees	Not eligible

Sr. No.	Particulars	Remuneration (figures in ₹)
	Bonus	Performance related bonus as approved by the Board as per the Compensation Policy of the Bank based on RBI Guidelines on the Compensation of Whole-Time Directors /Chief Executive Officers vide circular ref. RBI/2011-12/349 dated 13 January, 2012.
	Insurance cover	For journey by road, rail or air for official purpose
	Leave fare concession	Leave Travel Allowance as per the compensation policy of the Bank. Reimbursement of upto ₹ 1.125 lac per annum.
	Employee stock Option (ESOP)	This will be offered as part of the remuneration and long term incentive package, as approved by the Board, with separate application and specific approval of RBI.

Your Directors, therefore, recommend the ordinary resolution, as set forth in Item No. 6 of the Notice for your approval.

Save and except Mr. Rajeev Ahuja, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 7
Appointment of Mr. Prakash Chandra (DIN 02839303) as an Independent Director

Mr. Prakash Chandra, who was appointed as an Additional Director of the Bank w.e.f. January 25, 2016 pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the Bank or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment.

Mr. Prakash Chandra, aged about 65 years, has served 38 years as an Indian Revenue Officer (IRS) in Government of India. During his stint as an IRS, he has held key positions in various Ministries of Government of India including Chairman of Central Board of Direct Taxes, Ombudsman for Income Tax Department, Delhi, Director of Department of Supply, Ministry of Commerce, Director of Border Roads Development Board, Ministry of Defence, Director General of Income Tax (International Taxation), Delhi, amongst others. He was also delegate of Indian Government to various international committees on tax matters.

He was a chairman at various committees set up by Government to examine ways to strengthen laws to curb generation of black money, issues of thin capitalisation, CFC Regulations, Treaty abuse and Anti-Tax Avoidance Laws. He has also represented as a leader at various Indian delegations.

He has been advisor to the Union Public Service Commission and Department of Personnel Government of India. Also served as a president of Indian Revenue Service Officers' Association and represented them before the Sixth Pay Commission. He was actively involved in the Management of Delhi Gymkhana Club in the capacity of President of the Club.

He is presently serving a member of High Court and Supreme Court BAR Associations and regularly interacts with Tax Payers/Tax Experts on All India Radio and other TV Channels regarding tax matters.

The Board considers that the appointment of Mr. Chandra as a member of the Board would be of immense benefit to the Bank. In the opinion of the Board, Mr. Chandra fulfills the conditions specified in the Act and the rules made thereunder to be appointed as an Independent Director. It is proposed to appoint Mr. Chandra as an Independent Director under Section 149 of the Act, not liable to retire by rotation, for a consecutive term of five years.

Your Directors, therefore, recommend the ordinary resolution, as set forth in Item No. 7 for your approval.

Save and except Mr. Prakash Chandra, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 8
Appointment of Mr. Ishan Raina (DIN 0015195) as an Independent Director

Mr. Ishan Raina, who was appointed as an Additional Director of the Bank w.e.f. April 30, 2016 pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the Bank or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment.

Mr. Ishan Raina, aged about 58 years, has done Post Graduate Management Diploma (PGDM) from IIM, Calcutta, has also completed diploma in International Law & Diplomacy from the Indian Academy of International Law & Diplomacy, New Delhi. He is a founder CEO of Out of Home (OOH) India, India's leading Digital OOH TV company. He has served on Boards of various global advertising firms like Havas Advertising, JWT Contract Advertising, LOWE Worldwide, Ananda Bazaar Patrika (ABP) group.

Mr. Raina has worked on Brand and Communication strategies with many major corporations in India, for e.g. Unilever, State Bank of India, HDFC Bank, Larsen & Toubro, Bajaj Auto, Tata Group, Raymond. Global advertising agency as a startup joint venture, with majority International shareholding, a model then replicated by several global advertising networks and internet solutions company is amongst his firsts of its kind ventures in India. Mr. Raina was selected as one of the top 50 Influential Indians under age forty (40) category by Business India in 1996.

The Board considers that the appointment of Mr. Raina as a member of the Board would be of immense benefit to the Company. In the opinion of the Board, Mr. Raina fulfills the conditions specified in the Act and the rules made thereunder to be appointed as an Independent Director. It is proposed to appoint Mr. Raina as an Independent Director under Section 149 of the Act, not liable to retire by rotation, for a consecutive term of five years.

Your Directors, therefore, recommend the ordinary resolution, as set forth in Item No. 8 for your approval.

Save and except Mr. Ishan Raina, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 9
Revision in remuneration of Mr. Vishwavir Ahuja, Managing Director & Chief Executive Officer of the Bank

Mr. Vishwavir Ahuja was initially appointed as Managing Director and Chief Executive Officer ("MD & CEO") on June 30, 2010 and was thereafter re-appointed twice, considering the progress made by the Bank under his stewardship.

Mr. Ahuja holds an MBA degree from IIM, Ahmedabad and MS in International Finance from University of Michigan, USA. He has worked with the Bank of America (BoA) as MD & CEO for the Indian sub-continent, based in Mumbai until September 2009. During his tenure as CEO, BoA established market leading positions in their chosen lines of business, consistently delivering significant results. He has a total work experience of about 35 years.

Under the able stewardship of Mr. Vishwavir Ahuja, the Bank has been made dramatic transformation and significant progress on all facets despite sluggish economy, internal challenges, and immense competition.

Significant progress has been made in Governance area after a new team, under the leadership of Mr. Vishwavir Ahuja. Mr. Ahuja took over the Management of the Bank to put it on a path of high governance, modernization and growth. The Bank has not only ensured compliance with RBI guidelines, improved systems and controls as well as AFI ratings, but also transformed itself into a bank with characteristics of new private sector banks, often matching and sometimes surpassing the benchmarks.

Our Board consists of eminent persons with considerable professional expertise in banking, finance, agriculture, public administration and other related fields. Their experience and professional credentials helped them participate in strategy formulation and direction setting for the bank, thus adding value to its growth objectives.

The Bank's transformation journey and plan has led to manifold growth in terms of size, geographic reach and business depth. There is a robust platform of professional governance, relationships, technology infrastructure & high quality capital. The Bank, with its considerable management bandwidth and experience, is committed to building transparent and merit-based organization with fairness, transparency and responsiveness in all dealings.

Under the stewardship of Mr. Vishwavir Ahuja, the following notable awards and accolades are received by the Bank during the year:

i) The Bank won the 'Runner Up' trophy among small banks at Indian Banking Association (IBA) Awards 2015

ii) The Bank won the IDRBT Banking Technology Excellence Award for 'Use of Technology for Financial Inclusion' for the rollout of mAtm project.

iii) The Bank won the The Asian Banker Technology Innovation Award 2015 for 'Best Corporate Payment Project' for rollout of Link banking platform for corporates.

iv) The Bank won the Finnoviti Awards 2015 for top financial innovations for its mAtm Project.

v) The Bank won the Finacle Client Innovation Award for process innovation from Infosys – For Straight through processing integration of CTS system with Finacle Core.

vi) The Bank's DB&FI business was awarded by NABARD at the Karnataka State Level Awards for Best Performance under SHG - Bank Linkage and JLG Program 2015-16

Mr Ahuja's contribution in successful turn-around of the Bank has been significant. The task was extremely onerous as the Bank lacked business scale and profitability, technology platform was outdated (with several manual branches), control systems and key process infrastructure were inadequate, unionised workforce with low productivity etc., required a complete reestablishment of a modern platform, the task was more challenging than just improving the operating performance of an existing Bank.

Keeping in view, the significant progress made by the Bank under the stewardship of Mr. Ahuja, the Board of Directors, subject to approval of the Reserve Bank of India and Members, has approved increase in remuneration of Mr. Ahuja as mentioned in the resolution.

Approval of members is hereby sought for a revision in his remuneration and the revised remuneration details of Mr. Ahuja are detailed herein below:

Sr. No.	Particulars	Existing (Amount in ₹)	Proposed (Amount in ₹)
01	Base Salary / Compensation	90 Lac per annum	107.00 Lac per annum
02	Cash Allowance (including Medical)	₹ 7.5 Lacs per annum (62,500 per month)	₹ 9.0 Lacs per annum (75,000 per month)
03	House rent Allowance / Free furnished house	Free furnished accommodation in South mid-town Mumbai	Unchanged

Sr. No.	Particulars	Existing (Amount in ₹)	Proposed (Amount in ₹)
	Dearness Allowance	N.A.	N.A.
04	Use of Bank car	Use of bank's car with driver for official purpose and private use.	Unchanged.
05	Entertainment Allowance	Reimbursement of actual expenses on production of bills. Of which ₹ 500 per entertainment to be reimbursed on the MD's own certificate. Entertainment expenses will be inclusive of entrance fees / subscription to 2 clubs	Unchanged
06	Other allowance		
	Traveling & Halting Allowances		
	As per Bank's policy	As per Bank's policy	
	Provident Fund and Gratuity (as per Bank policy)	As per Bank's policy	As per Bank's policy
	Sitting Fees	Not eligible	Not eligible
	Insurance cover	For journey by road, rail or air for official purpose	As per Bank's policy
	Leave fare concession	As per eligibility of other officers of the bank. The facility of encashment of privilege leave. (If allowed under the bank's rule) can be availed of by the MD & CEO on his demitting office.	Unchanged
	Employee stock Option (ESOP)	This will be offered as part of the remuneration and long term incentive package, as approved by the Board, with separate application and specific approval of RBI.	This will be offered as part of the remuneration and long term incentive package, as approved by the Board, with separate application and specific approval of RBI.

The Bank has submitted an application to Reserve Bank of India for its permission for increase in remuneration of Mr. Ahuja.

Your Directors, therefore, recommend the ordinary resolution, as set forth in Item No. 9 of the Notice for your approval.

Save and except Mr. Vishwavir Ahuja, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 10

Issue of Long Term Bonds/ Non-convertible debentures on private placement basis

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the company, by a special resolution, for each of the offers or invitations / subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank has obtained the approval of Members at last Annual General Meeting held on July 9, 2015 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 1,000 crores (Rupees One Thousand Crores), in one or more tranches. Pursuant to the said approval, the Bank has raised an amount of ₹ 400 Crores (Rupees Four Hundred Crores Only) by way of issue of Non-convertible, Redeemable, Unsecured, Unlisted, Rated, Basel III compliant Tier II Bonds till March 31, 2016.

The current approval of Members is valid up to July 8, 2016. In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the fresh approval of Members in place. Accordingly, the Board of Directors has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian/ foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 1,500 crores (Rupees One Thousand Five Hundred Crores), in one or more tranches.

Further, these would form part of the overall borrowing limits approved by Shareholders from time to time. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Laws.

Your Directors, therefore, recommend the special resolution as set out in Item No. 9 for your approval. This resolution is an enabling resolution and authorizes the Board of Directors of the Bank to offer or invite subscription for debt securities, as may be required by the Bank, from time to time for a year from the date of passing this resolution.

None of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 11
Increase in Borrowing powers

The members of the Bank at their Seventy First Annual General Meeting held on August 26, 2014 approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves of the Bank provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 6,000 crore.

It is now proposed to increase the borrowing limits to ₹ 10,000 crore in line with the increase in networth and business of the Bank.

Your Directors, therefore, recommend the special resolution as set out at Item No. 10 for your approval.

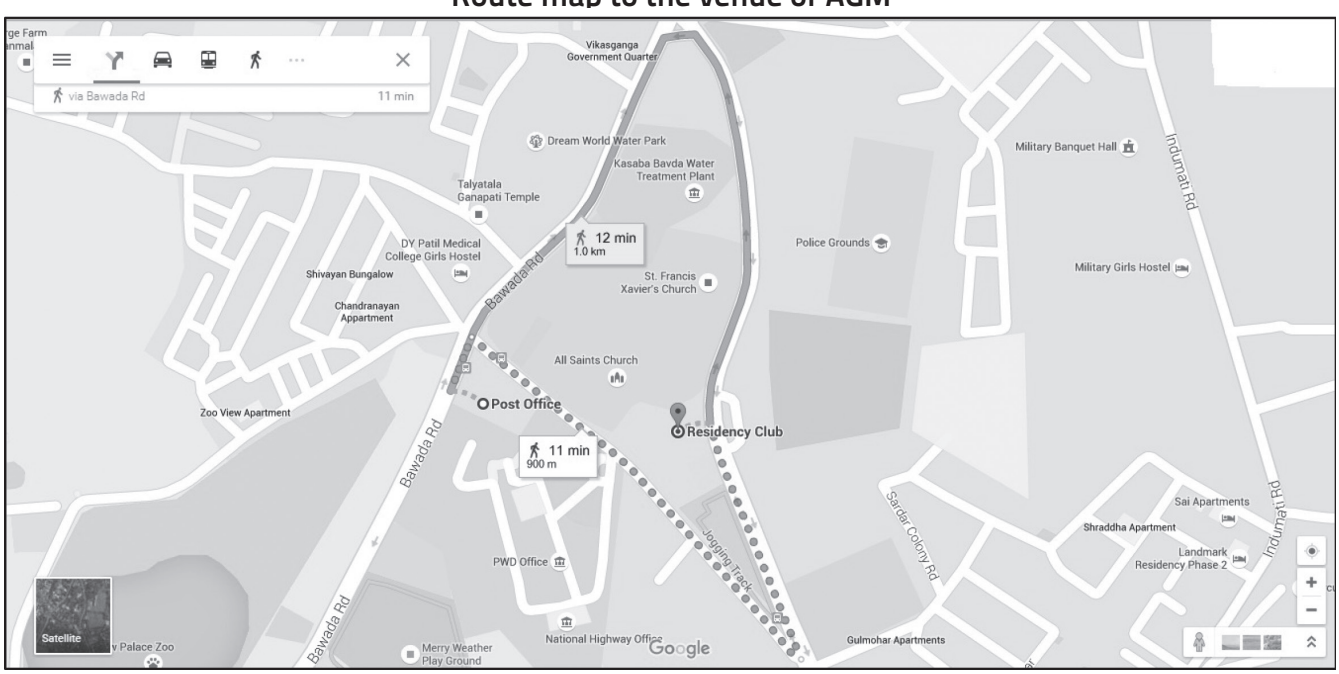
None of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors

Vinay Tripathi
Company Secretary

Date: June 21, 2016
Place: Mumbai

Route map to the venue of AGM



RBL BANK LIMITED

(formerly, "The Ratnakar Bank Limited")

CIN: U65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001

Tel: +91 231 6650214 | Fax: +91 231 2657386 | Website: www.rblbank.com | Email: investorgrievances@rblbank.com

FORM NO. – MGT 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the shareholder(s)	:
Registered address	:
E-mail ID	:
Folio No. /DP ID & Client ID*	:
No. of shares held	:

* Applicable in case shares are held in electronic form.

I/We, being the shareholder(s) of _____ shares of RBL BANK LIMITED, hereby appoint:

Name	:	
Address	:	
E-mail ID	:	or failing him

Name	:	
Address	:	
E-mail ID	:	or failing him

Name	:	
Address	:	
E-mail ID	:	

and whose signature(s) are appended below as my / our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the SEVENTY THIRD ANNUAL GENERAL MEETING of the Bank to be held on Tuesday, September 6, 2016 at 11.30 a.m., at Residency Club, C. T. S. No. E 2124, E Ward, Near Bawda Post Office, Opp. PWD Office, New Palace, Tarabai Park, Kolhapur 416 003 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

No.	Short Particulars of Resolution	For	Against
1.	To consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To confirm the interim dividend paid during the year.		
3.	To appoint Director in place of Mr. Narayan Ramachandran (DIN 01873080), who retires by rotation and being eligible, offers himself for re-appointment		
4.	To appoint Auditors and to fix their remuneration		
5.	To appoint Branch Auditors		
6.	Appointment of Mr. Rajeev Ahuja (DIN 00003545) as Whole-time Director, liable to retire by rotation		
7.	Appointment of Mr. Prakash Chandra (DIN 02839303) as an Independent Director		
8.	Appointment of Mr. Ishan Raina (DIN 0015195) as an Independent Director		
9.	Revision in remuneration of Mr. Vishwavir Ahuja, Managing Director & Chief Executive Officer of the Bank		
10.	Issue of Long Term Bonds/ Non-convertible debentures on a private placement basis		
11.	Increase in Borrowing powers		

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Affix One Rupee Revenue Stamp

Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank, not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank.
3. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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