

August 20, 2020

The Manager- Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.
(Scrip Code: RBLBANK)

The Manager- Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001.
(Scrip Code: 540065)

Sub: Outcome of the Board Meeting held on August 20, 2020

Ref.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Dear Sir/Madam,

Further to our letter dated August 17, 2020 and in accordance with the provisions of Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of RBL Bank Limited (the “Bank”), at its meeting held today i.e. August 20, 2020, subject to the requisite statutory and regulatory approvals, including approval of the Members of the Bank has, among other things, considered and approved the following items:

(i) **Issue of Equity Shares on a Preferential Basis**

To create, issue, offer and allot 8,84,74,577 equity shares of face value of Rs.10 each (“Equity Shares”) fully paid up, on preferential basis, to the below mentioned proposed allottees at a price of Rs. 177 per Equity Share, the total amounting to Rs. 15,66,00,00,129 (the “Preferential Issue”) which price is in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and is not below the floor price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations:

Name of the Proposed Allottees	Category	Pre-Preferential Issue Shareholding		No. of Equity Shares to be Allotted	Post-Preferential Issue Shareholding	
		Number	%		Number	%
Maple II B.V. (indirectly owned by funds affiliated with Baring Private Equity Asia)	Non Promoter Category II Foreign Portfolio Investor (other than individuals, corporate bodies and family offices)	Nil	Nil	5,64,40,700	5,64,40,700	9.45
ICICI Prudential Life	Non Promoter	Nil	Nil	1,86,69,302	1,86,69,302	3.13

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Insurance Company Limited	Insurance Company					
CDC Group plc	Non Promoter	2,82,51,041	5.55	48,90,000	3,31,41,041	5.55
	Multilateral Development Financial Institution (Foreign Company)					
Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust)	Non Promoter	Nil	Nil	4,23,728	4,23,728	0.07
	Category II Alternative Investment Fund					
Gaja Capital Fund II Limited	Non Promoter	Nil	Nil	80,50,847	80,50,847	1.35
	Category I Foreign Portfolio Investor (appropriately regulated fund)					

The Preferential Issue post closure will result in an increase of the Capital Adequacy Ratio of the Bank to 18.6% with Common Equity Tier 1 increasing to 17.4%, (based on unaudited standalone financial results (Limited Reviewed) for the quarter ended June 30, 2020).

Further, the said Preferential Issue to the proposed allottees shall be subject to (a) the approval of the members of the Bank, proposed to be sought by way of holding Extraordinary General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM"), by way of 'Remote E-Voting' and e-voting system in terms of the General Circular No.14/2020 dated April 8, 2020, read with General Circular No.17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 w.r.t. Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic (the "SEBI Circular"), given the current extra-ordinary circumstances due to COVID-19 pandemic requiring social distancing and also per Chapter V of SEBI ICDR Regulations, SEBI Listing Regulations and other applicable regulations issued by the Securities and Exchange Board of India ("SEBI"), as amended and applicable provisions of the Companies Act, 2013, as amended read with rules and other applicable laws (each as amended); and (b) in case of the allotment to Maple II B.V., approval of the Reserve Bank of India and any other statutory or regulatory approval, as may be required.

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In relation to the proposed investment by the proposed investor(s) in the Bank, the Board of Directors has today approved acceptance of binding offer / commitment letters received by the Bank from all the proposed allottees, i.e., Maple II B.V., ICICI Prudential Life Insurance Company Limited, CDC Group plc, Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust) and Gaja Capital Fund II Limited.

The details as required under the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to proposed Preferential Issue are outlined in **Annexure - I** of this intimation respectively.

(ii) **Extraordinary General Meeting**

To hold an Extraordinary General Meeting (“**EGM**”) of the Bank on Saturday, September 12, 2020 for seeking approval of the Members for raising funds through the aforesaid issue of Equity Shares on a preferential basis to the above mentioned proposed allottees.

Further, the Board of Directors accorded its consent to hold an EGM through video conferencing (“**VC**”) or other audio-visual means (“**OAVM**”) in accordance with the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder and other applicable laws and regulations and in terms of the General Circular No. 14/2020 dated April 8, General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 w.r.t. Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic, given the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing.

(iii) **Scrutinizer to the e-voting process**

Mr. Alwyn D'Souza (Membership No. FCS 5559), Partner, M/s Alwyn Jay & Co., Practicing Company Secretaries failing him Mr. Vijay Sonone, (Membership No. FCS 7301), Partner, M/s Alwyn Jay & Co., Practicing Company Secretaries have been appointed as the scrutinizer to scrutinize the e-voting and remote e-voting process fairly and transparently.

The meeting of the Board of Directors of the Bank commenced at 12 Noon and concluded at 12:30 p.m..

We request you to take the above on record and acknowledge receipt of the same.

Thanking You,

Yours faithfully,
For **RBL Bank Limited**


Niti Arya
Company Secretary



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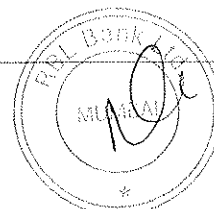
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ANNEXURE-I

Details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Issuance of Equity Shares:

S. No.	Particulars	Details
	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares
	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment, etc.)	Preferential allotment
	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	8,84,74,577 Equity Shares at an issue price of INR 177/- (Rupees One hundred and Seventy-Seven)* per Equity Share for a total aggregate consideration of INR 15,66,00,00,129 (One Thousand Five Hundred and Sixty-Six Crore and One Hundred and Twenty Nine Rupees).
	In case of a preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s): (i) Name of the investors; (ii) Post allotment of securities- the outcome of the subscription, issue price/ allotted price (in case of convertible securities), and number of investors;	<p>Name of the investor(s):</p> <ul style="list-style-type: none"> • Maple II B.V. • ICICI Prudential Life Insurance Company Limited • CDC Group plc • Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust) • Gaja Capital Fund II Limited <p>Number of investors: 5 (five)</p> <p>The outcome of Subscription: Post allotment in the Preferential Issue, the details of the percentage shareholding of each of the proposed investors in the Bank will be as under.</p>

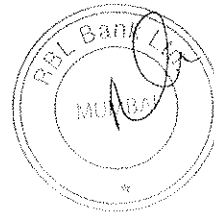


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(iii) In case of convertibles- intimation on the conversion of securities or on the lapse of the tenure of the instrument.	S. No.	Name of the Proposed Investors	Post Preferential Issue Shareholding (%)
	1.	Maple II B.V.	9.45
	2.	ICICI Prudential Life Insurance Company Limited	3.13
	3.	CDC Group plc	5.55
	4.	Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust)	0.07
	5.	Gaja Capital Fund II Limited	1.35
<p>Issue price: The Equity Shares will be issued for INR 177/- (Rupees One hundred and seventy-seven)* per Equity Share, in accordance with the SEBI ICDR Regulations.</p> <p>Not applicable.</p>			

*Being a price which is not less than the floor price determined in accordance with the Regulation 164(4) of the SEBI ICDR Regulations, assuming that the shareholders' resolution approving the Preferential Issue is passed on September 12, 2020 and the relevant date (as defined in Regulation 161 of the SEBI ICDR Regulations) is August 13, 2020.



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