

August 21, 2020

Listing Department,  
BSE Limited, 1<sup>st</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001.  
Scrip Code: 540065

Listing Department,  
The National Stock Exchange of India Limited,  
'Exchange Plaza', C-1 Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051.  
Scrip Symbol: RBLBANK

**Sub: Notice of Extraordinary General Meeting (“EGM”) of the Members of the Bank**

Dear Sir/Madam,

This is with reference to our earlier letter dated August 20, 2020 regarding inter-alia convening the Extraordinary General Meeting (“EGM”) of the Members of the Bank on Saturday, September 12, 2020 at 12 noon (IST) through Video Conferencing / Other Audio Video Means (VC/ OAVM).

Pursuant to Regulation 30 and 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby submit that the Notice of EGM is being sent through electronic mode to the Members whose email addresses are registered with the Bank/Depository Participant(s). The requirements of sending physical copy of the Notice of the EGM to the Members have been dispensed vide MCA Circular No.17/2020 dated April 13, 2020 w.r.t. Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 22/2020 dated June 15, 2020 (collectively referred to as “MCA Circulars”) 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 (“SEBI Circular”). The Notice of EGM is enclosed herewith.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Bank has fixed Saturday, September 5, 2020 as the cut-off date to determine the eligibility of the members to cast their vote by electronic means and e-Voting during the EGM scheduled to be held on Saturday, September 12, 2020 through VC/OAVM.

The Notice of the EGM is also being uploaded on the website of the Bank at [www.rblbank.com](http://www.rblbank.com).



[www.rblbank.com](http://www.rblbank.com)

**RBL Bank Ltd.**

You are requested to take the same on your record.

Thanking you.

Yours faithfully,  
For **RBL Bank Limited**



**Niti Arya**  
Company Secretary

Encl.: As above

CC:

<b>National Securities Depository Limited</b> 4 <sup>th</sup> floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.	<b>Central Depository Services (India) Limited</b> Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.	<b>Link Intime India Private Limited</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
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## RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Registered Office: 1<sup>st</sup> Lane, Shahupuri, Kolhapur – 416 001, Maharashtra, India

Tel.: +91 231 6650214 Fax: +91 231 2657386

Website: [www.rblbank.com](http://www.rblbank.com), E-mail: [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com)

### NOTICE

Notice is hereby given that the Extraordinary General Meeting (“**EGM**”) of the Members of **RBL Bank Limited** (“the **Bank**”) will be held on Saturday, September 12, 2020 at 12 noon (IST), through video conferencing (“**VC**”) or other audio-visual means (“**OAVM**”), to transact the following business:

#### 1. To Issue, Offer and Allot Equity Shares on Preferential 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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended and other relevant rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the “**SEBI**”), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, , the Banking Regulation Act, 1949, the Reserve Bank of India (Issue and Pricing of Shares by Private Sector Banks) Directions, 2016, the Reserve Bank of India (Prior Approval for Acquisition of Shares or Voting Rights in Private Sector Banks) Directions, 2015, each as amended and any other rules, circulars, directions and guidelines issued by the Reserve Bank of India (the “**RBI**”), the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder (including any statutory amendments or modification(s) thereto or re-enactment thereof for the time being in force), any rules, regulations and guidelines of the National Stock Exchange of India Limited and BSE Limited (the “**Stock Exchanges**”), the provisions of Memorandum of Association and Articles of Association of the RBL Bank Limited (the “**Bank**”), and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs, Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Bank (hereinafter referred to as the “**Board**” or “**Board of Directors**”, which term shall deem to include Capital Raising Committee of the Board or any other committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to the Board, to create, issue, offer and allot 8,84,74,577 (Eight Crore Eighty Four Lakhs Seventy Four Thousand Five Hundred and Seventy-Seven ) equity shares of face value of Rs. 10 each (the “**Equity Shares**”), fully paid-up, on a preferential basis (such issue, the “**Preferential Issue**”), at the issue price of Rs. 177 (Rupees One hundred and Seventy-Seven) per Equity Share (including premium) aggregating to

Rs. 15,66,00,00,129 (One Thousand Five Hundred Sixty-Six Crore and One Hundred and Twenty-Nine Rupees), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following persons (the “**Proposed Allottee(s)**”) as detailed herein below:

S. No	Name of the Proposed Allottee(s)	Category	Number of Shares to be Allotted	Total Consideration (Rs.)
1.	Maple II B.V.	Non Promoter  Category II Foreign Portfolio Investor (other than individuals, corporate bodies and family offices)	5,64,40,700	9,99,00,03,900
2.	ICICI Prudential Life Insurance Company Limited	Non Promoter  Insurance company	1,86,69,302	3,30,44,66,454
3.	CDC Group plc	Non Promoter  Multilateral Development Financial Institution (Foreign Company)	48,90,000	86,55,30,000
4.	Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust)	Non Promoter  Category II Alternative Investment Fund	4,23,728	7,49,99,856
5.	Gaja Capital Fund II Limited	Non Promoter  Category I Foreign Portfolio Investor (appropriately regulated fund)	80,50,847	1,42,49,99,919
<b>Total</b>			<b>8,84,74,577</b>	<b>15,66,00,00,129</b>

**RESOLVED FURTHER THAT** the “**Relevant Date**” for determining the price of the Equity Shares being allotted in the Preferential Issue in accordance with Regulation 164(4) of the SEBI ICDR Regulations will be August 13, 2020, being the date which is 30 days prior to the date on which this special resolution will be deemed to be passed, i.e., September 12, 2020.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Proposed Allottee(s) in the Preferential Issue in terms of this resolution shall be subject to applicable laws as well as the Memorandum of Association and Articles of Association of the Bank and shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing Equity Shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Bank and the same shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Bank to the Proposed Allottee(s) in the Preferential Issue in dematerialized form within a period of 15 (fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval by any regulatory or statutory authority (including, but not limited to the RBI, the Stock Exchanges and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be issued to the Proposed Allottee(s) in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

**RESOLVED FURTHER THAT** the monies received by the Bank from the Proposed Allottee(s) for application of the Equity Shares pursuant to the Preferential Issue shall be kept by the Bank in a separate account opened/designated by the Bank for this purpose and shall be utilized by the Bank in accordance with the provisions of the Companies Act.

**RESOLVED FURTHER THAT** the Board or Capital Raising Committee or any committee thereof, be and is hereby authorized to make an offer to the Proposed Allottee(s) through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from each of the Stock Exchange(s), receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottee(s) in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

1. The Proposed Allottee(s) of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Bank by the Proposed Allottee(s) from their respective bank accounts; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Equity Shares and listing thereof with the Stock Exchanges as appropriate, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, Depositories, the RBI, the SEBI and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid Equity Shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the Members of the Bank or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors/ Officers of the Bank (as it may consider appropriate) to give effect to the aforesaid resolution including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Bank and to represent the Bank before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect

to this resolution and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection.”

**By Order of the Board of Directors  
For RBL Bank Limited**

**Niti Arya  
Company Secretary  
FCS: 5586**

**Place: Mumbai  
Date: August 20, 2020**

**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 Section 102 of the Companies Act, 2013 as amended (the “**Act**”) read with the Companies (Management and Administration Rules) 2014 and Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, setting out the material facts and reasons for the resolution in respect of the special business as set out in the Notice of EGM is annexed hereto.
2. In view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed, Ministry of Corporate Affairs (the “**MCA**”) vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020 (collectively referred to as “**MCA Circulars**”) 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 (“**SEBI Circular**”), permitted the holding of the EGM through video conferencing (“**VC**”) or other audio visual means (“**OAVM**”) and dispensed personal presence of the Members at the common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), MCA Circulars and SEBI Circular, the EGM of the Bank shall thus be held through VC/OAVM. Hence, the Members can attend and participate in the EGM through VC/OAVM.
3. In accordance with the Secretarial Standard issued by Institute of Company Secretaries of India (“**ICSI**”) on General Meetings (“**SS-2**”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Bank which shall be the deemed venue of the EGM.

4. A proxy is allowed to be appointed under section 105 of the Act to attend and to vote at general meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars and SEBI Circular, there is no requirement of appointment of proxy for this EGM, since for the EGM under this framework physical attendance of the Members in any case has been dispensed with.

Hence, instructions related to proxy and proxy form are not provided in this Notice. However, in pursuance of section 112 and section 113 of the Act, the representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM held through VC/OAVM.

5. In case of Joint holders attending the EGM, only such joint holder whose name appears first in 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 EGM.
6. Members holding shares in physical form are requested to approach for updating or change in their bank details, correspondence including change of address, mandates etc. to the Registrar and Transfer Agents of the Bank ("**RTA**") viz. M/s. Link Intime India Private Limited, 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) and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
7. Members may avail nomination facility as provided under Section 72 of the Act. Members holding shares in physical form are advised to make nomination in respect of their shareholding with the Bank or RTA and those holding shares in Dematerialised form are advised to make nomination through their depository participant.
8. The 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 shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Further, pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Bank is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. Members holding shares in physical form can submit a self-attested copy of their PAN or declaration in Form No. 15G/15H to the Bank or RTA. Members holding shares in electronic form are requested to submit their PAN details or declaration in Form No. 15G/15H to their Depository Participants with whom they are maintaining their demat account.
10. SEBI has also mandated that for registration of transfer of securities, the transferor(s) or transferee(s) shall furnish a copy of their PAN card to the Bank for registration of transfer of securities.

11. Pursuant to MCA Circulars and SEBI Circular, we hereby confirm that the Bank shall be providing the facility of attending the EGM through VC/OAVM along with the e-voting facility during the EGM.
12. In view of the prevailing COVID-19 situation, owing to difficulties involved in dispatching of physical copy of Notice of EGM and pursuant to MCA Circulars and SEBI Circular, the Notice of the EGM is being sent to the Members of the Bank only by email. Further, the Members holding shares in physical form or other Members who have not registered their email address with the Bank can get the same registered by approaching the Registrar and Transfer Agents of the Bank (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 Folio No., Name & address of the Members along with 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.
13. It is clarified that if a Member fails to provide or update relevant e-mail address to the Bank or to the DP, as the case may be, the Bank will not be in default for not delivering the notice via e-mail.
14. In line with the MCA Circulars and SEBI Circular, the Notice of the EGM 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 and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
15. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice at Note No. 21 & 22. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis as the case maybe.
16. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act, hence, attendance slip is not provided here.
17. Since the EGM shall be held through VC/OAVM, hence the requirement of providing the Route Map and Landmark for the venue of the EGM in the notice does not apply to this EGM,
18. **Voting through electronic means:**

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and MCA Circulars the Bank is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Saturday, September 5, 2020 to exercise their right to vote by electronic means on any or all of the business specified in the Notice. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using Remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

**The Remote e-voting commences on Wednesday, September 9, 2020 10:00 a.m. (IST) and ends on Friday, September 11, 2020 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Bank is also offering the facility for e-voting at the EGM. A person who is not a Member as on cut-off date should treat this Notice for information purposes only. Any Person who becomes a Member of the Bank after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein. 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, subject to the provisions of the Banking Regulation Act, 1949, as amended.

A Member can opt for only one mode of voting i.e. either through Remote e-voting or by e-voting system at the EGM.

The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary (FCS 5559), failing him, Mr. Vijay Sonone, Practicing Company Secretary (FCS 7301) of M/s. Alwyn Jay & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting at EGM and Remote e-voting process in a fair and transparent manner.

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

The Results of voting as declared along with the Scrutinizer's Report(s) will be published on the website of the Bank at <https://ir.rblbank.com> and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

19. The details of the process and manner for remote e-voting are as under:

- (i) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (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 Bank.
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number which is indicated in the PAN field.</li> </ul>

Dividend Bank Details  <b>OR</b>  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 Bank records in order to login.  <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Bank please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Bank 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 resolution 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 resolution 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 “RESOLUTION 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 changed 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) Members 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively, Non Individual shareholders are 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**20. Process for Members whose email addresses are not registered for obtaining login credentials for E-Voting for the resolution proposed in this Notice**

- a. For Members holding shares in Physical form - please provide necessary details like Folio No., Name of Member, 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 Members holding shares in Demat form - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- c. The Bank and RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned Members.

**21. Instructions for Members attending the EGM through VC/OAVM are as under:**

- a. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Members login where the EVSN of the Bank will be displayed.
- b. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance i.e. **at least 7 days prior to date of EGM** mentioning their name, demat account number/folio number, email id, mobile number at [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com). The Members who do not wish to speak during the EGM but have queries on the resolution as proposed in the Notice of EGM may send their queries in advance i.e. **at least 7 days prior to date of EGM** mentioning their name, demat account number/folio number, email id, mobile number at [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com). These queries will be replied to by the Bank suitably by email.

- f. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

**22. Instructions for Members for E-Voting during the EGM are as under:-**

- a. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
  - b. Only those Members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the business as specified in the Notice through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
  - c. If any Votes are cast by the Members through the e-voting available during the EGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
  - d. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
23. In case you have any queries or issues regarding e-voting (both for Remote e-voting and e-voting at EGM), you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, 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 1800225533.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER READ WITH REGULATION 163 OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

**Item No. 1:**

**To Issue, Offer and Allot Equity Shares on Preferential Basis**

The Bank ended the financial year ended March 31, 2020 with a total capital adequacy ratio of 16.45% of which Tier 1 common equity capital was 15.33%.

The Bank has achieved significant growth and improved its financial parameters during the last several years. The Bank is one of India's fastest growing private sector banks with an expanding presence across the country.

The Bank's total capital adequacy ratio as at June 30, 2020 was 16.14%, of which Tier I /Common Equity Capital was 14.95%. As there is significant potential for the Bank to grow and improve its market share over the next few years, it is important that the Bank is adequately capitalised to support these growth plans.

In view to augment the capital adequacy ratio of the Bank, and to strengthen its balance sheet, the Bank proposes to raise additional equity capital aggregating to Rs. 15,66,00,00,129 on private placement basis to 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 pursuant to the Preferential Issue.

Maple II B.V. is indirectly owned by funds affiliated with Baring Private Equity Asia (“**BPEA**”), one of the largest and oldest Asia-focused private equity firms. BPEA advises seven private equity funds, two real estate funds, and a credit fund, which collectively have US\$ 21 billion of commitments under advisory, including affiliated investment vehicles. BPEA is one of the premier independent private equity firms in Asia with a 23-year track record of enhancing growth and improving operating performance through a highly collaborative approach with existing management.

ICICI Prudential Life Insurance Company Limited (“**ICICI Prudential Life**”) is promoted by ICICI Bank Limited and Prudential Corporation Holdings Limited. ICICI Prudential Life began its operations in India in fiscal year 2001 and has consistently been amongst the top players in the Indian life insurance sector. As on June 30, 2020, its assets under management (AUM) were Rs.1,700.06 billion. In fiscal 2015 ICICI Prudential Life became the first private life insurer to attain assets under management of Rs.1 trillion. ICICI Prudential Life is also the first insurance company in India to be listed on National Stock Exchange of India Limited and BSE Limited.

CDC Group plc (“**CDC**”) is the UK’s first impact investor with over 70 years of experience of successfully supporting the sustainable, long-term growth of businesses in South Asia and Africa. CDC is a leading player in the fight against climate change and a UK champion of the UN’s Sustainable Development Goals – the global blueprint to achieve a better and more sustainable future.

Gaja Capital India AIF Trust is a Category II Alternative Investment Fund registered with SEBI. The fund has made investments across education, financial services and consumer sectors in India. The trust is controlled by its trustee, i.e., Gaja Trustee Company Private Limited

Gaja Capital Fund II Limited is a closed ended fund registered as a foreign portfolio investor with SEBI. The fund makes investments in high growth companies in India’s middle market.

The said proposal has been considered and approved by the Board at their meeting held on August 20, 2020, subject to receipt of necessary approvals from the Members, Stock Exchanges where the Equity Shares are listed, RBI and other statutory or regulatory authorities. The offer for the proposed allotment as mentioned above in Item No. 1 shall be made by way of an offer letter (PAS-4) to be issued to the Proposed Allottee(s).

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations, Rule 13(2)(d) of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

**I. Particulars of the preferential issue, kind of securities issued and the amount which the Bank intends to raise by way of such preferential issue:**

The Board, at its meeting held on August 20, 2020 had, subject to the approval of the Members and such other approvals including statutory or regulatory approvals as may be required, approved the preferential issue, involving the issue and allotment of 8,84,74,577 Equity Shares, fully paid-up, aggregating Rs. 15,66,00,00,129 on a preferential basis, at such price which is not less than floor price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, including Regulation 164(4) of the SEBI ICDR Regulations.

**II. Objects of the Preferential Issue**

The object of the proposed issuance is to augment the capital adequacy ratio of the Bank and to further strengthen its balance sheet. This would fortify the Bank in dealing with any possible contingencies caused by economic events driven by the outbreak of COVID-19 as well as position the Bank well for business opportunities (which may either be organic or inorganic) which may

arise in future. The Bank also intends to further accelerate its investments in enhancing its capabilities and delivery platforms, in digital and physical infrastructure and distribution network and the overall brand franchise of the Bank.

### III. Maximum Number of Specified Securities to be issued

The resolution set out at Item No. 1 in the Notice authorises the Board to issue 8,84,74,577 Equity Shares at an aggregate consideration of Rs. 15,66,00,00,129, as per the table specified below:

S. No	Name of the Proposed Allottee(s)	Maximum number of Equity Shares to be issued
1.	Maple II B.V.	5,64,40,700
2.	ICICI Prudential Life Insurance Company Limited	1,86,69,302
3.	CDC Group plc	48,90,000
4.	Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust)	4,23,728
5.	Gaja Capital Fund II Limited	80,50,847

### IV. Intention of the Directors or Key Management Personnel or their relatives to subscribe to the proposed Preferential Issue

None of the Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue.

### V. Basis on which the price has been arrived

The Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, trading at National Stock Exchange of India Limited (the Stock Exchange which had the highest trading volume in respect of the Equity Shares) has been considered.

All the Proposed Allottees are 'Qualified Institutional Buyers' in terms of Regulation 2(ss) of Chapter I of the SEBI ICDR Regulations. In terms of Regulation 164(4) of Chapter V of the SEBI ICDR Regulations, the present Preferential Issue is being made to Qualified Institutional Buyers, not exceeding 5 (five) in number, at a price not less than the average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on National Stock Exchange of India Limited during the two weeks preceding the Relevant Date.

### VI. Relevant Date and Issue Price:

The Relevant Date for determining the price of Equity Shares for the purpose of the Preferential Issue in accordance with the SEBI ICDR Regulations, would be August 13, 2020, i.e., the date 30 days prior to the date on which the special resolution is passed by the Members of the Bank, i.e., September 12, 2020.

It is proposed to issue the Equity Shares at an issue price of Rs. 177 per Equity Share, which is not less than the floor price determined in compliance with the provisions of Regulation 164(4) of SEBI ICDR Regulations and assuming that the Relevant Date will be as stated above, i.e., August 13, 2020.

## VII. Shareholding Pattern of the Bank before and after the Preferential Issue of Equity Shares:

The shareholding pattern of the Bank giving the position as on June 30, 2020, being the latest practicable date prior to the approval of Board of Directors of the Bank and issuance of notice to the Members of the Bank and after assuming the proposed preferential issue of Equity Shares is as follows:

Category	Pre Preferential Issue Shareholding Structure as on 30.06.2020		No. of Equity Shares to be Allotted	Post Preferential Issue Shareholding	
	No. of Equity Shares	Percentage (%)		No. of Equity Shares	Percentage (%)
<b>(A) Public</b>					
<b>(A1) Institutions Investors (Including Mutual Funds/Banks/ Financial institutions, etc)</b>	<b>26,10,06,859</b>	<b>51.30</b>	<b>8,35,84,577</b>	<b>34,45,91,436</b>	<b>57.70</b>
<b>A2) Government Holding</b>	<b>21,74,781</b>	<b>0.43</b>	<b>-</b>	<b>21,74,781</b>	<b>0.36</b>
<b>A3) Non Institutions</b>	<b>24,55,58,314</b>	<b>48.27</b>	<b>48,90,000</b>	<b>25,04,48,314</b>	<b>41.94</b>
<i>Individuals</i>	<i>11,10,17,984</i>	<i>21.82</i>	<i>-</i>	<i>11,10,17,984</i>	<i>18.59</i>
<i>Body Corporates</i>	<i>3,85,38,464</i>	<i>7.58</i>	<i>-</i>	<i>3,85,38,464</i>	<i>6.45</i>
<i>Any other (including HUF, Trusts, NRIs, etc)</i>	<i>9,60,01,866</i>	<i>18.87</i>	<i>48,90,000</i>	<i>10,08,91,866</i>	<i>16.89</i>
<b>Total Public Shareholding</b>	<b>50,87,39,954</b>	<b>100.00</b>	<b>8,84,74,577</b>	<b>59,72,14,531</b>	<b>100.00</b>
<b>(B) Non Promoter - Non Public</b>					
Shares Held By Employee Trust	-	-	-	-	-
<b>TOTAL (A+B)</b>	<b>50,87,39,954</b>	<b>100.00</b>	<b>8,84,74,577</b>	<b>59,72,14,531</b>	<b>100.00</b>

Note:- The above shareholding pattern and percentage are based on capital as on June 30, 2020 without taking into consideration any potential dilutions by way of allotment of shares under the Employees Stock Option Plans of the Bank.

**VIII. Proposed time limit within which the Preferential Issue shall be completed:**

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to Proposed Allottee(s) pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1.

Provided that the allotment to any of the Proposed Allottee(s) is subject to receipt of requisite approvals from any statutory or regulatory authority, including the SEBI/RBI, and shall not occur until the last of the approvals from any statutory or regulatory authority required by any Proposed Allottee(s) or the Bank is received. In particular, the allotment requires the approval of the RBI under the provisions of the Reserve Bank of India (Prior Approval for Acquisition of Shares or Voting Rights in Private Sector Banks) Directions, 2015 for acquisition by any Proposed Allottee(s) of shareholding / voting rights of 5% or more of the paid-up capital of the Bank.

Provided further that where the allotment to any of the Proposed Allottee(s) is pending on account of pendency of any application for approval or permission by any statutory or regulatory authority, the allotment for all Proposed Allottee(s) would be completed within 15 (fifteen) days from the date of last of such approvals or within such further period as may be prescribed or allowed by the SEBI, the Stock Exchange(s) or other concerned authorities.

**IX. Identity of the Proposed Allottee(s) and the percentage of post Preferential Issue capital that may be held by them:**

To meet the object of the issue, below Proposed Allottee(s), have shown its intent to subscribe to Equity Shares of the Bank.

Name of the Proposed Allottee(s)	Category	Pre Preferential Issue Shareholding		Proposed No. of Equity Shares to be Allotted	Post Preferential Issue Shareholding	
		Pre-Issue Holding	Percentage of Total Equity Capital (%)		Post-Issue Holding	Percentage of Total Equity Capital (%)
Maple II B.V.	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 Insurance Company Limited	Non Promoter Insurance company	Nil	Nil	1,86,69,302	1,86,69,302	3.13
CDC Group plc	Non Promoter Multilateral Development Financial Institution (Foreign Company)	2,82,51,041	5.55	48,90,000	3,31,41,041	5.55

Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust)	Non Promoter Category II Alternative Investment Fund	Nil	Nil	4,23,728	4,23,728	0.07
Gaja Capital Fund II Limited	Non Promoter Category I Foreign Portfolio Investor (appropriately regulated fund)	Nil	Nil	80,50,847	80,50,847	1.35

**X. The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s) is as follows:**

Name of the Proposed Allottee(s)	Details of Ultimate Beneficial Owners
Maple II B.V.	Mr. Bart van Dijk*
ICICI Prudential Life Insurance Company Limited	ICICI Bank Limited#
CDC Group plc	Secretary of State for International Development, Government of United Kingdom
Gaja Trustee Company Private Limited (on behalf of Gaja Capital India AIF Trust)	Gaja Capital India AIF Trust is a Category – II Alternative Investment Fund registered with SEBI under Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012.  The contributors to the trust are investors who have subscribed to the units of the trust.  The trust is controlled by its trustee, i.e., Gaja Trustee Company Private Limited. The Directors of Gaja Trustee Company Private Limited are Mr. Abhinav Jain, Mr. Imran Jafar and Mr. Shailesh Haribhakti.
Gaja Capital Fund II Limited	Mr. Ashraf Ramtoola, Ms. Rooksana Sahahabally and Mr. Romesh Raja Rai**

\* There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of the Allottee or who exercises control through other means. Mr. Bart van Dijk is a senior managing official (not a beneficial owner) of the Allottee.

# A scheduled commercial bank in India.

\*\* There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of the Allottee or who exercises control through other means. Mr. Ashraf Ramtoola, Ms. Rooksana Sahahabally and Mr. Romesh Raja Rai are the senior managing officials, who have been identified as its beneficial owner in accordance with the applicable regulations issued by the SEBI.

**XI. Consequential changes in the voting rights and change in management or control**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Bank. However, voting rights will change in tandem with the shareholding pattern.

**XII. Lock-in Period:**

The Equity Shares to be allotted on a preferential basis to the Proposed Allottee(s), shall be subject to lock-in for such period(s), as may be applicable to each Proposed Allottee(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (i.e., for a period of one year from the date of receipt of trading approval from the Stock Exchanges) and any other applicable law for the time being in force.

Further, the entire pre-Preferential Issue shareholding of the Proposed Allottee(s), if any, shall be locked-in as per the SEBI ICDR Regulations, except in the case of ICICI Prudential Life Insurance Company Limited, which is exempt from such lock-in under the provisions of the SEBI ICDR Regulations.

**XIII. Re-computation of Issue Price:**

Since the Bank's Equity Shares are frequently traded and have been listed on a recognized Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the Bank to re-compute the price of the Equity Shares to be issued and therefore, the Bank is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**XIV. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case as the proposed allotment is made only for consideration in cash.

**XV. Other Disclosures:**

1. A copy of the certificate from Haribhakti & Co. LLP, Chartered Accountants (FRN – 103523W/W-100048), the statutory auditors of the Bank, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, will be made available for inspection to the Members of the Bank until the date of the EGM. Members are requested to write to [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com) for inspection, which shall be made available electronically for inspection to the Members.
2. Neither the Bank's name nor any of its Directors name is appearing in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018, as amended.
3. ICICI Prudential Life Insurance Company Limited is an insurance company, in respect of which disclosure with respect to sale of Equity Shares of the Bank in the 6 (six) months preceding the Relevant Date is not required. None of the other Proposed Allottee(s) have sold the Equity Shares of the Bank in the 6 (six) months preceding the Relevant Date.
4. Prior to the proposed Preferential Issue, the Bank has not made any preferential issuance of Equity Shares or other securities or warrants convertible into or exchangeable for the Equity Shares to any person or entity, during the year commencing on April 1, 2020.

5. The Bank is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares are listed.

Section 62 of the Companies Act provides, *inter-alia*, that the aforesaid proposal shall be offered to the existing Members of the Bank in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, read with rules thereunder and SEBI ICDR Regulations.

The Members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement and/ or preferential issue as set out in the special resolution at Item No. 1 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this Notice.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 1 of this Notice.

**By Order of the Board of Directors  
For RBL Bank Limited**

**Niti Arya  
Company Secretary  
FCS: 5586**

**Place: Mumbai  
Date: August 20, 2020**

**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)**