

December 27, 2019

The Secretary,  
Listing Department,  
BSE Limited,  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
Scrip Code: 540065

The Manager,  
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.: Proceedings /Outcome of Extra Ordinary General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

We wish to inform you that the Extra Ordinary General Meeting (EGM) of RBL Bank Limited was held today i.e. Friday, December 27, 2019 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.

Please find enclosed the following disclosures pertaining to relevant provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Companies Act, 2013:

- Proceedings of the EGM pursuant to Regulation 30 of SEBI LODR as **Annexure A**;
- Consolidated Results of the Remote e-voting together with the e-voting at the venue of the EGM pursuant to Regulation 44 of SEBI LODR as **Annexure B**;
- Report of Scrutinizer on Remote e-voting together with the e-voting at the venue of EGM as **Annexure C**;

It is further informed that the Special Business item / Resolution contained in the Notice of EGM dated December 1, 2019 read with Corrigendum to Notice of EGM dated December 12, 2019 was transacted/considered at the aforesaid EGM and was duly passed with requisite majority.

The Proceedings and Results of the Voting will also be uploaded on the Bank's website [www.rblbank.com](http://www.rblbank.com).

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For **RBL Bank Limited**

  
**Niti Arya**  
Company Secretary



Encl: As above

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

**RBL Bank Ltd.**

**Annexure A**

**PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING ('EGM') OF RBL BANK LIMITED ('THE BANK') UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Meeting Day, Date & Time	:	Friday, December 27, 2019 at 11:30 a.m.
Venue	:	Residency Club, C. T. S. No. E 2124, E Ward, Near Bawda Post Office, Opp. PWD Office, New Palace, Tarabai Park, Kolhapur 416 003
Chairman	:	Mr. Rajeev Ahuja Chaired the Meeting
Shareholders attending the Meeting	:	120 Shareholders

In absence of Mr. Prakash Chandra – Chairman of the Board, Mr. Rajeev Ahuja – Executive Director was elected as Chairman for the Meeting. As the requisite quorum being present at the EGM, the Chairman called the Meeting to order. Directors attending the EGM were introduced.

The representatives of Secretarial Auditor were also present at the meeting. Statutory Auditors had sought exemption from attending the EGM.

The shareholders were informed about the number of proxies/representations received. With the consent of the shareholders, the Notice convening the EGM was taken as read.

The Chairman of the EGM apprised the shareholders about the special business and update on the business & Operations of the Bank and specifically read out the following disclosures:

Although required disclosures for one of the investor i.e. Ishana Capital Master Fund w.r.t. Ultimate Beneficial Owner be Mark James Oakley Wittet who is a senior Management Official is part of our EGM Notice, however for further clarity we wish to state that Ishana Capital Master Fund does not have any single beneficial owner who controls more than 25% of the assets of the fund. Since there is no natural person who can be identified as beneficial owner, a senior management official i.e. Mark James Oakley Wittet (who is a director and board member for Ishana Capital Master Fund) is identified as a beneficial owner.

Further although the requisite disclosures w.r.t one of our Non-Executive Independent Director Mr. Palepu Sudhir Rao being identified as willful defaulter has been duly made in the Explanatory Statement under clause 'K' of our Extra ordinary General Meeting (EGM) notice. However, for further clarity the below details as per the format specified in relevant schedule of SEBI (ICDR) Regulations, 2018 was placed before the EGM.



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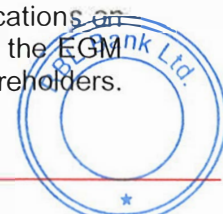
S No.	Particulars	Details
1.	Name of the company declared as a wilful defaulter in which the person was a Non-Executive Director and Nominee Director respectively.	1. Primus Retail Private Limited (“PRPL”) (where Mr. Palepu Sudhir Rao was a non-executive director); and 2. ExpressIT Logistics Worldwide Limited (“ELWL”) (where Mr. Palepu Sudhir Rao was a nominee director)
2.	Name of the bank declaring the person as a wilful defaulter	1. Andhra Bank (“ <b>Andhra Bank</b> ”) in respect to loans availed by PRPL; 2. Axis Bank Limited (“ <b>Axis Bank</b> ”) and Small Industries Development Bank of India (“ <b>SIDBI</b> ”) in respect to loans availed by ELWL.
3.	Year in which the person was declared as a wilful defaulter	December 31, 2013 (first date of declaration)
4.	Outstanding amount when the person was declared as a wilful defaulter	1. Andhra Bank: Rs. 67.3 million; 2. Axis Bank: Rs. 60.6 million; and 3. SIDBI: Rs. 30.0 million
5.	Steps taken, if any, by the person for removal of the person’s name from the list of wilful defaulters	Palepu Sudhir Rao had resigned from ELWL with effect from May 24, 2013, which is prior to the date of default. However, ELWL has not filed the required e-form for his resignation with MCA.  Andhra Bank vide its letter dated August 2, 2018 has confirmed that there are no dues and liability against Palepu Sudhir Rao as guarantor and director of PRPL  As PRPL and ELWL are under liquidation, filing of resignation from the respective post of directorship is not being allowed by the MCA.
6.	Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision	Since PRPL and ELWL are under liquidation, the financial statements or annual returns for these companies have not been filed with MCA.
7.	Any other disclosure as specified by the Board	-

The Chairman of the EGM thereafter invited the shareholders to put forth their observations and seek clarifications, if any relating to the agenda.

Some of the shareholders present at the meeting expressed their views/sought clarifications on the proposed agenda. After hearing from the speaker shareholders, the Chairman of the EGM responded to their observations and provided clarifications to the satisfaction of the shareholders.

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The following Business item as stated in the notice of EGM dated December 1, 2019 read with the corrigendum to the Notice of EGM dated December 12, 2019 was then taken up for consideration:

Item No	Resolutions
1A	Issue and allotment of equity shares on preferential basis (the "Preferential Allotment") to the investors as defined in the Notice of EGM.

While explaining the voting procedure, it was informed to the shareholders that in compliance with Section 108 of the Companies Act, 2013 and the Rules made thereunder the Bank had provided electronic voting (Remote e-voting) facility to shareholders, to enable them to cast their votes electronically. The Remote e-voting facility had been kept open from 10:00 a.m. on Tuesday, December 24, 2019 to 5:00 p.m. on Thursday, December 26, 2019.

Further, similar voting rights were available to the shareholders present, in person or through Proxies, to vote in proportion to the shares held by them. Shareholders who had not cast their votes through remote e-voting were requested to cast their vote through e-voting facility provided at the Venue of the EGM. It was also mentioned that shareholders who had already cast their votes using remote e-voting were not required to cast their votes again.

Shareholders were also informed that the Board had appointed Mr. Vijay Sonone, Practicing Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as 'Scrutinizer', for, conducting the e-voting process for the EGM in a fair and transparent manner and had authorized him to scrutinize the votes cast through Remote e-voting and e-voting at the venue of the EGM and to submit the Combined/Consolidated Results of Voting in compliance with the Companies Act, 2013.

A vote of thanks was given by Mr. Sanjay Bele to shareholders/Directors for attending the EGM and declared the meeting as concluded.



**Annexure B****Voting Result of Extra Ordinary General Meeting**Name of the Bank: **RBL Bank Limited**

Date of Extra Ordinary General Meeting	December 27, 2019
Total Number of Shareholders on Record Date (December 20, 2019)	1,99,164
No. of Shareholders present in the meeting either in person or through proxy:  - Promoters and Promoter Group  - Public	Not Applicable  120
No. of Shareholders attended the meeting through Video Conferencing:  - Promoters and Promoter Group  - Public	Not Applicable  Not Applicable

[www.rblbank.com](http://www.rblbank.com)**RBL Bank Ltd.**

Controlling Office : One Indiabulls Centre, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 | Tel:+91 22 43020600 | Fax: 91 22 43020520

Registered Office : 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 2316650214 | Fax : +91 2312657386

CIN : L65191PN1943PLC007308 . E-mail: [customercare@rblbank.com](mailto:customercare@rblbank.com)

**RBL BANK LIMITED**

(CIN No. U65191PN1943PLC007308)  
Reg. Office: 1<sup>ST</sup> Lane, Shahupuri, Kolhapur-416001.

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**CONSOLIDATED SCRUTINIZER'S REPORT**

**ON**

**REMOTE E-VOTING & ELECTRONIC VOTING CONDUCTED AT THE  
VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF RBL BANK  
LIMITED HELD ON DECEMBER 27, 2019**

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**VIJAY SONONE**

**ALWYN JAY & CO.  
COMPANY SECRETARIES**

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,  
Mira Road (E), Thane-401107 ; Tel:022-79629822 ; Mob: 09820465195; 09819334743

**Email : [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) Website:[www.alwynjay.com](http://www.alwynjay.com)**

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## **VIJAY SONONE**

**ALWYN JAY & CO.  
COMPANY SECRETARIES**

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

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Mira Road (E), Thane-401107 ; Tel:022-79629822 ; Mob: 09820465195; 09819334743

Email : [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) Website:[www.alwynjay.com](http://www.alwynjay.com)

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### **Report of the Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Companies  
(Management and Administration) Rules 2014 as amended]

To,

**The Chairman**

of Extra-ordinary General Meeting of the Equity Shareholders of RBL BANK LIMITED held on Friday, December 27, 2019 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.

Dear Sir,

I, Vijay Sonone of M/s. Alwyn Jay & Co., Company Secretaries, having office at Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101, appointed by the Board of Directors of **RBL BANK LIMITED** ("the Bank") as the Scrutinizer for the purpose of scrutinizing the remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and voting by poll (electronic voting) process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 at the venue of, and on the resolution contained in the Notice calling, the Extra-ordinary General Meeting (EGM) dated December 1, 2019, as altered pursuant to the Corrigendum to the Notice issued by the Bank dated December 12, 2019 held on Friday, December 27, 2019 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, submit report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by use of poll by the



members in person or by proxy on the resolutions proposed in the Notice calling the Extra-ordinary General Meeting of the Bank is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report to the chairman on the result of voting of the resolutions based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited (CDSL) and the report provided by the Registrar and Transfer Agents viz., Link Intime India Private Limited on the results of poll conducted at the venue of the meeting by way of electronic voting.

- b) The Public Notice regarding the details of Extra Ordinary General Meeting and e-voting information was released in Business Standard (English Edition) and in Pudhari (Marathi Edition) newspapers on December 5, 2019.
- c) The Public Notice regarding the Corrigendum to the Notice of the Extra Ordinary General Meeting of the Members of RBL Bank Limited dated December 12, 2019 was released in Business Standard (English Edition) and in Pudhari (Marathi Edition) newspapers on December 16, 2019.
- d) The remote e-voting was concluded on Thursday, December 26, 2019 (5:00 P.M.).
- e) At the Extra-ordinary General Meeting of the Bank held on December 27, 2019 the Chairman at the end of the discussions on the resolution announced the voting by use of electronic voting system provided by M/s Link Intime India Private Limited ("Link Intime"), to facilitate the members present in the meeting who could not participate in the remote e-voting, to record their votes.
- f) I have issued scrutinizer's report separately on the remote e-voting and voting through the polls(electronic voting system) at the meeting and I hereby submit a consolidated scrutinizer's report of the result of voting on the resolution contained in the Notice of the Extra-ordinary General Meeting.
- g) The consolidated result of the remote e-voting together with that of the Poll voting (electronic voting system) at the venue of the meeting is as under

AB

1. **RESOLUTION NO.1 AS A SPECIAL RESOLUTION;**

Issue and allotment of equity shares on preferential basis (the “Preferential Allotment”).

(A) To Investors as defined under item 1-A of the Notice of Extra-Ordinary General Meeting (“EGM”) dated 1<sup>st</sup> December, 2019 read with Corrigendum to the Notice of EGM dated 12<sup>th</sup> December, 2019.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	318	258892798	-
Electronic voting at the EGM	98	471705	-
<b>TOTAL</b>	<b>416</b>	<b>259364503</b>	<b>100.00</b>

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	1169	-
Electronic voting at the AGM	0	0	-
<b>TOTAL</b>	<b>3</b>	<b>1169</b>	<b>0.00</b>

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>

Based on the foregoing, the above Special Resolution shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the Extra-ordinary General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Bank for safe keeping.

Thanking you,  
Sincerely,



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**VIJAY SONONE**  
ALWYN JAY & CO.,  
Company Secretaries  
Membership No : F.C.S 7301,  
Certificate of Practice No :7991  
Practicing Company Secretary

Place : Kolhapur  
Date : December 27, 2019

Countersigned by :

For RBL BANK LIMITED



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Company Secretary

