RBL BANK

January 18, 2017

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

Dear Sir/Madam,

Sub.: Voting Results of the Extra-ordinary General Meeting (EGM) pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit the consolidated Results of Remote e-voting and Poll on the Resolution set out in the Notice of EGM dated December 16, 2016.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, the Scrutinizer's Report on Remote e-voting together with that of the poll at the EGM is also enclosed herewith.

The Special Resolution at the EGM was passed with requisite majority.

The Results of the Voting are also being hosted on the Bank's website www.rblbank.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For **RBL Bank Limited**

Vinay Tripathi
Company Secretary

Encl: a/a

RBL Bank Limited
Controlling Office: One Indiabulls Centre, Tower 28, 6th Floor, 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel:+91 22 43020 600 | Fax:+9122 43020 520
Registered Office: 1st Lane, Shahupuri, Kolhapur- 416 001, India. | Tel. : +91 231 6650214 | Fax : +91 231 2657386
CIN: U65191PN1943PLC007308 • E-mail: customercare@rblbank.com

RBL BANK

RBL Bank Limited								
Resolution Required : (Special)			1 - Ratification of Employee Stock Option Plan 2013 of RBL Bank Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	81,599,244	48,994,310	60.04	41,715,006	7,279,304	85.14	14.86
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		48,994,310	60.04	41,715,006	7,279,304	85.14	14.86
Public Non Institutions	E-Voting	291,535,749	106,515,523	36.54	106,504,527	10,996	99.99	0.01
	Poll		19,230,531	6.60	19,230,431	100	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		125,746,054	43.14	125,734,958	11,096	99.99	0.01
Total		373,134,993	174,740,364	46.83	167,449,964	7,290,400	95.83	4.17

RBL BANK LIMITED Mumbai (F-370)

RBL BANK LIMITED

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

CONSOLIDATED SCRUTINIZER'S REPORT

ON

THE ELECTRONIC VOTING AND POLL AT THE VENUE OF THE

EXTRA-ORDINARY GENERAL MEETING OF RBL BANK LIMITED

ON JANUARY 17, 2017

ALWYN D'SOUZA

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:022-28125781 ; Mob: 09820465195; 09819334743
Email : alwyn.co@gmail.com Website: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 the Extra-ordinary General Meeting of the Equity Shareholders of RBL BANK LIMITED held on Tuesday, January 17, 2017 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, Alwyn D'souza 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 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 resolutions contained in the Notice calling, the Extra-ordinary General Meeting of the Bank held on Tuesday, January 17, 2017 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.

b) The remote e-voting was concluded on Monday, January 16, 2017 at 5:00 P.M.

c) At the Extra-ordinary General Meeting of the Bank held on January 17, 2017 the Chairman at the end of the discussions on the resolution(s) announced the voting by use of polling papers, to facilitate the members present in the meeting who could not participate in the remote e-voting, to record their votes.

d) I have issued scrutinizer's report separately on the remote e-voting and voting through the polls 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.

e) The consolidated result of the remote e-voting together with that of the polls at the venue of the meeting is as under:

1. RESOLUTION NO.1 AS A SPECIAL RESOLUTION:

Ratification of Employee Stock Option Plan 2013 of RBL Bank Limited

(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	227	14,82,19,533	-
Voting by Poll at the EGM	75	1,92,30,431	-
TOTAL	302	16,74,49,964	95.83

(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	35	72,90,300	-
Voting by Poll at the EGM	1	100	-
TOTAL	36	72,90,400	4.17

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	NIL	-
Voting by Poll at the EGM	1	560
TOTAL	1	560

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,

ALWYN D'SOUZA
ALWYN JAY & CO.,
Company Secretaries
Membership No :F.C.S 5559,
Certificate of Practice No :5137
Practising Company Secretary

Place : Mumbai
Date : January 18, 2017

Countersigned by :

For RBL BANK LIMITED

Company Secretary