

June 10, 2019

The Secretary,  
Listing Department,  
BSE Limited, 1<sup>st</sup> 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: Intimation of 76<sup>th</sup> Annual General Meeting (“AGM”) and Book Closure for AGM & Dividend**

Dear Sir/Madam,

In terms of Regulation 42 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), this is to inform you that the Seventy Sixth (76<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of the Bank will be held on Tuesday, July 9, 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 416003. The notice of 76<sup>th</sup> AGM of the Bank is enclosed.

Further, pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Book shall remain closed from Wednesday, July 3, 2019 to Tuesday, July 9, 2019 (both days inclusive) for the purpose of aforesaid AGM and for determining entitlement for Dividend, if approved by the Members at the ensuing AGM. The Dividend, if any, approved and declared by the Members at the ensuing AGM, will be credited / dividend warrant / demand draft dispatched before Wednesday, August 7, 2019, within the prescribed statutory time limit.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,  
For **RBL Bank Limited**



**Deepak Ruiya**  
Chief Financial Officer (*interim*)

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, 25 <sup>th</sup> 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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[www.rblbank.com](http://www.rblbank.com)

**RBL Bank Limited**

Controlling Office: One Indiabulls Centre, Tower 2B, 6th Floor, 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel: +91 43020600 | Fax: +9143020520

Registered Office: 1st Lane, Shahupuri, Kolhapur- 416 001, India. | Tel : +91 231 6650214 | Fax : +91 231 2657386

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



## RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1<sup>st</sup> Lane, Shahupuri, Kolhapur - 416 001

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

Website: [www.rblbank.com](http://www.rblbank.com) | Email: [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com)

### Notice

Notice is hereby given that the Seventy Sixth (76<sup>th</sup>) Annual General Meeting ("AGM") of the members of **RBL Bank Limited** ("the Bank") will be held on Tuesday, July 9, 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 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2019 and the Report of the Auditors thereon.
3. To declare dividend on equity shares.
4. To appoint a Director in place of Mr. Vijay Mahajan (DIN 00038794), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

5. **Re-appointment of Mr. Jairaj Purandare (DIN 00159886) as an Independent Director of the Bank.**

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination Committee and the Board of Directors of the Bank, Mr. Jairaj Purandare (DIN 00159886) whose initial term as an Independent Director of the Bank expires on August 25, 2019, who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Bank, be and is hereby reappointed as an Independent Director of the Bank, with effect from August 26, 2019 AND THAT Mr. Jairaj

Purandare shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

**RESOLVED FURTHER THAT** the Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this Resolution."

6. **Re-appointment of Mr. P. Sudhir Rao (DIN 00018213) as an Independent Director of the Bank.**

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination Committee and the Board of Directors of the Bank, Mr. P. Sudhir Rao (DIN 00018213) whose initial term as an Independent Director of the Bank expires on August 25, 2019, who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Bank, be and is hereby reappointed as an Independent Director of the Bank, with effect from August 26, 2019 AND THAT Mr. P. Sudhir Rao shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

**RESOLVED FURTHER THAT** the Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters

and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this Resolution."

7. **Re-appointment of Mr. D. Sivanandhan (DIN 03607203) as an Independent Director of the Bank.**

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination Committee and the Board of Directors of the Bank, Mr. D. Sivanandhan (DIN 03607203) whose initial term as an Independent Director of the Bank expires on August 25, 2019, who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Bank, be and is hereby reappointed as an Independent Director of the Bank, with effect from August 26, 2019 AND THAT Mr. D. Sivanandhan shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

**RESOLVED FURTHER THAT** the Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this Resolution."

8. **Increase in Borrowing Powers**

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

**"RESOLVED THAT** in supersession of the Special Resolution passed at the Seventy Fifth Annual General Meeting held on August 3, 2018 and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (the "Act") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant clauses of the Memorandum and Articles of Association of the Bank, the consent 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/Executives or Executive(s) authorized by the Board as permitted under the Act or any other act for the time being in force), to borrow such sum of money in any manner, from time to time, upon such terms and conditions as they may think fit,

notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from temporary loans obtained from the bank's banker in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Bank, its free reserves and securities premium and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed whether in Indian or any other equivalent foreign currency from time to time, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 22,000 Crores (Rupees Twenty Two Thousand Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take, from time to time, all decisions and steps as it may deem fit, necessary or expedient or proper to give effect to this resolution and give such directions as may, in its absolute discretion, deem fit or necessary and to settle any question that may arise in this regard."

9. **Issue of Debt Securities 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, read with the Rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949, and the rules, circulars, directions and guidelines issued by Reserve Bank of India ("RBI"), from time to time and all other relevant provisions of applicable law(s) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the clauses 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 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 issuance 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, and/or for making offers and/or invitations thereof and/ or issue(s)/issuances and/or allotment of securities 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 ₹ 2,500 Crores (Rupees Two 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."

10. **Revision in remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank**

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

**"RESOLVED THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, 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, directions and guidelines issued by Reserve Bank of India ("RBI"), the Articles of Association of the Bank and subject to approval of the Reserve Bank of India ("RBI"), consent of the members be and is hereby accorded for revision in the remuneration of Mr. Rajeev Ahuja (DIN 00003545), Executive Director of the Bank from ₹ 106.12 Lakhs per annum {includes Base salary: ₹ 76.00 Lakhs, cash allowance ₹ 30.12 Lakhs (including medical)} to ₹ 118.84 Lakhs per annum {includes Base salary: ₹ 86.00 Lakhs, cash allowance ₹ 32.84 Lakhs (including medical)} with effect from February 21, 2019 and such other terms and conditions as detailed in the explanatory statement to the notice, subject to such modification as may be approved by RBI and agreed to by the Board of Directors and Mr. Rajeev Ahuja.

**RESOLVED FURTHER THAT** the other terms and conditions pertaining to his appointment remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorized to do all such acts, deeds and things including to execute any agreement/document as may be required to give effect to this Resolution 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. **Revision in remuneration and payment of performance bonus 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), if any, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, 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, directions and guidelines issued by Reserve Bank of India ("RBI"), the Articles of Association of the Bank and subject to approval of the Reserve Bank of India ("RBI"), consent of the members be and is hereby accorded for revision in the remuneration of Mr. Vishwavir Ahuja (DIN 00074994), Managing Director and Chief Executive Officer of the Bank from ₹ 153.29 Lakhs per annum to ₹ 174.76 Lakhs per annum, a Performance Bonus / Incentives of ₹ 76.49 Lakhs which was marginally below 50% of the Fixed Compensation with effect from June 30, 2019 and such other terms and conditions as detailed in the explanatory statement to the notice, subject to such modification as may be approved by RBI and agreed to by the Board of Directors and Mr. Vishwavir Ahuja.

**RESOLVED FURTHER THAT** the other terms and conditions pertaining to his appointment remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorized to do all such acts, deeds and

things including to execute any agreement/document as may be required to give effect to this Resolution 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."

12. **Raising of equity capital by the Bank through issue of equity shares/depository receipts and other securities through a Qualified Institutions Placement/ Global Depository Receipts/ American Depository Receipts/ Foreign Currency Convertible Bonds or such other methods or combination as may be decided aggregating to an amount not exceeding ₹ 3,500 crore (Rupees Three Thousand Five Hundred Crore only)**

**"RESOLVED THAT** pursuant to the provisions of Section 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force) (the 'Act'), the provisions of the Memorandum and Articles of Association of the Bank and in accordance with any other applicable laws or regulations, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations'), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('ICDR Regulations'), Foreign Exchange Management Act, 1999 as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the stock exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Bank ("Board" which term shall include the Capital Raising Committee thereof of the Board which has been constituted to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Bank be and is hereby accorded to offer, issue and allot equity shares of face value of ₹ 10 of the Bank ("Equity Shares") and for Global Depository Receipts ("GDRs") and for American Depository Receipts ("ADRs") and/or foreign currency convertible bonds and/or fully convertible debentures/partly convertible debentures, non-convertible debentures along with warrants and for preference shares convertible into Equity Shares and/or any other financial instruments or securities convertible into or exchangeable with Equity Shares, with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (together, the "Securities") in the course of domestic and / or international offerings representing **either Equity Shares or a combination of the foregoing for an amount not exceeding**

**₹ 3,500 Crores (Rupees Three Thousand Five Hundred Crores only)**, inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and for non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and/or otherwise and/ or a combination thereof, in the course of domestic and/ or international offerings through public issue and / or private placement and / or preferential allotment and / or qualified institutions placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/ writings/ circulars/ memoranda in such manner, by way of cash at such time or times in one or more tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Bank, so as to enable the Bank to list on any stock exchange in India or any overseas stock exchange as may be permissible (each such offering, an "Issue").

**RESOLVED FURTHER THAT:**

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Bank; and
- (b) the Equity Shares that may be issued by the Bank shall rank pari-passu with the existing Equity Shares of the Bank in all respect.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of QIP to eligible QIBs in terms of Chapter VI of the ICDR Regulations, the allotment of such Securities shall be completed within 365 (three hundred and sixty five) days from the date of this resolution or such other time as may be allowed under the ICDR Regulations.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of QIP in terms of Chapter VI of the ICDR Regulations shall be at such price which is not less than the price determined shall be determined in compliance with principles and provisions set out in the ICDR Regulations. The Bank may offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under ICDR Regulations, as amended from time to time."

**RESOLVED FURTHER THAT** in the event Securities are issued to eligible QIBs by way of QIP in terms of Chapter VI of the ICDR Regulations, the 'relevant date' for the purpose of pricing of the Securities shall be the date of the meeting of the Board and / or Capital Raising Committee in which the Board or Capital Raising Committee, as the case may be, decides to open the QIP; or (ii) the date on which the holders of such Securities become entitled to apply for the Equity Shares, as applicable.

**RESOLVED FURTHER THAT the Issue shall constitute up to 12% of the post-Issue paid up equity share capital of our Bank.**

**RESOLVED FURTHER THAT** the Board and/ or and the Capital Raising Committee be and is hereby authorised to engage/ appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/ intermediaries, as are or may be required for the purposes of the Issue and to remunerate them by way of

commission, brokerage, fees or the like including reimbursement of out-of-pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies/ intermediaries.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board and/ or the Capital Raising Committee be and is hereby authorised on behalf of the Bank to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the Issue price, premium amount on Issue, if any, and all other terms and conditions in relation to offer and allotment of Securities; execution of various transaction documents including the private placement offer letter/ placement document, signing of declarations, utilization of the issue proceeds, take such steps as it may deem fit and proper for the purposes of the offerings, resolve and settle all questions or difficulties that may arise with regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions, additions with regard to the terms and conditions, as may be required by the stock exchanges where the Securities are proposed to be listed, SEBI, lead managers, or other authorities or agencies involved in or concerned with regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board and/ or the Capital Raising Committee, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board and the Capital Raising Committee be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any officer of the Bank.

**By Order of the Board of Directors**

**Rajeev Ahuja  
Executive Director**

**Date: April 18, 2019  
Place: Mumbai**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. **A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll, instead of himself/herself and the proxy need not be a Member of the Bank.**

Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights. However, a Member holding more than ten percent of the total share capital of the

- Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should be delivered at the Registered Office of the Bank not later than forty eight hours before the commencement of the AGM. Further, the proxy holder shall carry a valid proof of identity at the AGM. Proxy in prescribed Form No. MGT-11 is enclosed herewith.
3. Members/Proxies should fill the Attendance Slip for attending the AGM and bring their Attendance Slips along with their copy of the Annual Report to the AGM. Further, in case of Joint holders attending the AGM, 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 AGM.
  4. The Register of Members and the Share Transfer Books of the Bank will remain closed from **Wednesday, July 3, 2019 to Tuesday, July 9, 2019 (both days inclusive)**.
  5. Dividend on Equity Shares as recommended by the Board of Directors for the year ended March 31, 2019, if approved at the AGM, will be payable to those Members who hold shares:
    - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Tuesday, July 2, 2019**.
    - (b) In physical mode, if their names appear in the Bank's Register of Members after giving effect to all valid transfers in physical form lodged with the Bank and / or its Registrar and Transfer Agents on or before **Tuesday, July 2, 2019**.
  6. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), the Bank is statutorily required to transfer to the Investor Education & Protection Fund ("IEPF") established by the Central Government, any money transferred to the Unpaid Dividend Account and which remains unpaid or unclaimed for a period of seven years from the date of such transfer. Thus, the unclaimed/ unpaid dividend declared up to FY 2010-11 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. The Bank has uploaded the details of unpaid and unclaimed dividend as on August 3, 2018 (date of last Annual General Meeting) on the website of the Bank (<https://ir.rblbank.com/Others.aspx>), as also on the website of the Ministry of Corporate Affairs. Further, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years are also required to be transferred to the Demat account of IEPF Authority. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF Demat including all benefits accruing on such shares, if any, can be claimed back from the IEPF Authority after following the procedure prescribed under IEPF Rules.
  7. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Plans is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members of the Bank, will be available for inspection to the Members at the AGM.
  8. Brief profile and other required information about the Directors proposed to be re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with this Notice.
  9. **Members holding shares in physical form are requested to address all 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, and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.**
  10. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
  11. 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 Regulations. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
  12. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit a self-attested copy of their PAN to the Bank/ RTA.
  13. 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 AGM to enable the Bank to keep the information ready at the AGM.
  14. 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. to 1.00 P.M. up to the date of the AGM. This notice will also be available on the Bank's website <https://ir.rblbank.com> for download.
  15. Electronic copy of the Notice of the AGM and Annual Report is being sent to all the Members whose email IDs are registered with the Bank / Depository Participant for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email IDs, a physical copy of the Notice of the AGM and Annual Report is being sent by the permitted mode.  
  
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 IDs by writing to the RTA of the Bank quoting their folio number(s).
  16. The route map of the venue of the AGM is given in the Notice.

17. **Voting through electronic means:**

In terms of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of 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, July 2, 2019 to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice (the "Remote e-voting"). **The Remote e-voting commences on Thursday, July 4, 2019 (10:00 A.M.) and ends on Monday, July 8, 2019 (5:00 P.M.).**

The Bank is also offering the facility for voting at the AGM. The Members attending the AGM 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 venue of AGM for all businesses specified in the 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. 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 Annual Report 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.

The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary, failing him, Mr. Vijay Sonone, Practicing Company Secretary of M/s Alwyn Jay & Co., Practicing 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 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 at <https://ir.rblbank.com> and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

The instructions for remote e-voting are as under:

- (i) The shareholders 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:

	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) <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 printed on Attendance Slip indicated in the PAN field.</li> </ul>
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 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 (iv).</li> </ul>

- (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 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) **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. 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.**

**To Download m-Voting Mobile App  
SCAN THIS  QR CODE**



**How do you use the barcode scanner app?  
Installing Barcode Scanner**

1. Open the Play Store on your device. You can find the Play Store in your list of apps.
2. Tap the Search bar. This can be found at the top of the Play Store screen.
3. Type barcode scanner.
4. Tap QR & Barcode Scanner from Gamma Play.
5. Tap Install.
6. Tap Accept.
7. Tap Open.

**How do I find the QR code on my phone?  
To scan a QR code:**

1. Open the QR code reader app installed on your device.

2. Scan the QR code by lining it up inside the window on your screen.
3. The barcode is decoded on your device and specific instructions are sent to the app for appropriate action (e.g. open a specific website).

**(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.

(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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**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(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS**

**Item No. 5, 6 and 7**

**Re-appointment of Mr. Jairaj Purandare (DIN 00159886), Mr. P. Sudhir Rao (DIN 00018213) and Mr. D. Sivanandhan (DIN 03607203), as an Independent Director of the Bank.**

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of a company, and he shall be eligible for reappointment on passing of a special resolution by the company and no independent director shall hold office for more than two consecutive terms of five consecutive years each. However, in case of banking companies, which is governed under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of non-executive Directors is restricted for a period of 8 consecutive years.

The Ministry of Corporate Affairs vide its circular no. 14/2014 dated June 9, 2014, had clarified that the appointment of existing Independent Directors under the Companies Act, 1956, was required to be confirmed under the relevant provisions of the Act, within a period of one year from April 1, 2014 i.e. on or before March 31, 2015. Accordingly, the Bank had confirmed the appointment of all its Independent Directors for a period of 5 years with effect from August 26, 2014. The first tenure of five consecutive years of Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan, Independent Directors of the Bank, is due to expire on August 25, 2019.

Pursuant to the recommendation of the Nomination Committee (the "Committee") of the Bank, the Board of Directors (the "Board") of the Bank at its meeting held on April 18, 2019, considered and approved the proposal to reappoint Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan, as Independent Directors of the Bank, for their second term from August 26, 2019 upto the expiry of their respective tenure of 8 years, under Section 10A(2A) of the Banking Regulation Act, 1949, subject to the approval of the Members of the Bank, by means of a special resolution, detailed as under:

<b>Name of the Independent Director</b>	Mr. Jairaj Purandare	Mr. P. Sudhir Rao	Mr. D. Sivanandhan
<b>Date of appointment as a Director of the Bank, under the Banking Regulation Act, 1949</b>	September 16, 2011	January 30, 2012	December 18, 2012
<b>Date of appointment as an Independent Director of the Bank, under the Companies Act, 2013</b>	August 26, 2014	August 26, 2014	August 26, 2014
<b>Expiry of 1st term of 5 years as an independent director of the Bank, under the Companies Act, 2013</b>	August 25, 2019	August 25, 2019	August 25, 2019

<b>Expiry of tenure of 8 years as a Director of the Bank, under the Banking Regulation Act, 1949 (close of business hours)</b>	September 15, 2019	January 29, 2020	December 17, 2020
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The Committee/Board has determined that Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan are fit and proper persons to be reappointed as Directors of the Bank, as per the norms prescribed by the Reserve Bank of India. The Bank has also received declarations from Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Board has established the veracity of the declaration of independence as provided by them and based on the said declarations submitted by Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan, the Board has opined that they are independent from the Management of the Bank. In terms of the provisions of Section 149(13) of the Act, Independent Directors are not liable to retire by rotation and accordingly, during their tenure as Independent Directors of the Bank, Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan shall not be liable to retire by rotation.

Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan are not disqualified from being reappointed as Directors of the Bank in terms of Section 164 of the Act and have given their consent to act as Directors of the Bank. In the opinion of the Board, they fulfil the conditions for their reappointments as aforesaid as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, from time to time.

Based on the above, the Board is of the opinion that the said Independent Directors should continue as Independent Directors of the Bank and complete their balance tenure as provided under Section 10A(2A) of the Banking Regulation, Act, 1949 and accordingly, recommends the passing of the Special Resolutions, as set out in Item Nos. 5, 6 and 7 of this Notice.

Except for Mr. Jairaj Purandare, Mr. P. Sudhir Rao and Mr. D. Sivanandhan and their relatives, none of the other Directors or Key Managerial Personnel of the Bank and their relatives, are in any way financially or otherwise concerned or interested in the passing of the Special Resolutions as set out in Item Nos. 5, 6 and 7 of this Notice.

**Item No. 8**

**Increase in Borrowing Powers**

The members of the Bank at their Seventy Fifth Annual General Meeting held on August 3, 2018 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings (apart from temporary loans obtained from the bank's banker in the ordinary course of business), 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 ₹ 18,000 crore.

The net worth of the Bank had increased significantly during the last fiscal primarily due to retained earnings and allotment of equity shares pursuant to the exercise of stock options by the employees of the Bank. The Bank had also witnessed an overall growth in its business activities during the past few years owing to adequate capitalization and the momentum is set to persist in the coming years. In order to ensure

uninterrupted growth, the Bank may have to fuel its growth funding through borrowings or otherwise.

Keeping in view, the aforesaid increase in net worth and business of the Bank and future capital needs for business, it is now proposed to increase the borrowing limits to ₹ 22,000 crore.

Your Directors, therefore, recommend the Special resolution, as set forth in Item No. 8 of this Notice, 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.

#### Item No. 9

##### Issue of Debt Securities 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 had obtained the approval of Members at last Annual General Meeting held on August 3, 2018 for borrowing/raising funds by issue of debt securities in pursuance of the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 2,500 crores (Rupees Two Thousand Five Hundred Crores Only), in one or more tranches. The Bank did not feel the need to exercise its power of borrowing/raising of funds by issue of debt securities pursuant to the aforesaid enabling approval obtained from the members.

The current approval of Members is valid up to July 9, 2019. 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 approved through their resolution dated April 18, 2019 and 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, directions or guidelines issued by RBI and SEBI up to ₹ 2,500 crores (Rupees Two Thousand Five Hundred Crores), in one or more tranches.

Further, these would form part of the overall borrowing limits approved by Shareholders under Section 180(1)(c) of the Companies Act, 2013. 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 forth in Item No. 9 of this Notice, 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. 10

##### Revision in the remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank

The Reserve Bank of India (RBI) approved the appointment of Mr. Rajeev Ahuja as the Executive Director of RBL Bank vide letter DBR.appts.7972/08.49.001/2016-17 dated February 17, 2017. The appointment was provided for a period of three years effective from February 21, 2017. Subsequently, his remuneration was revised w.e.f. February 21, 2018 by RBI vide letter DBR.appts.no. 10768/08.49.001/2017-18 dated June 1, 2018.

At the Board meeting held on January 28, 2019, it was acknowledged that Mr. Rajeev Ahuja has been an integral part of the management team of RBL Bank. He has contributed to the sustained progress and has been of immense value on all facets of functioning of the Bank by virtue of his knowledge, expertise and proven leadership track record. He has successfully managed investor relations, built a robust retail banking business of the Bank and delivered robust growth and higher profitability through efficient use of analytics in this era of seismic changes.

Mr. Rajeev Ahuja has effectively managed a large set of responsibilities assigned to him. Induction of Mr. Ahuja on the Board as Executive Director is immensely helping the Bank in its growth agenda vis-a-vis the wide array of activities being undertaken by the Bank. The consistent, qualitative and quantitative business growth is a definite sign of his ownership and commitment towards the growth trajectory of the organisation.

Considering the above mentioned facets, the Board had proposed that Mr. Rajeev Ahuja's annual cash compensation be revised from ₹ 106.12 Lakhs per annum {includes Base salary: ₹ 76.00 Lakhs, cash allowance ₹ 30.12 Lakhs (including medical)} to ₹ 118.84 Lakhs per annum {includes Base salary: ₹ 86.00 Lakhs, cash allowance ₹ 32.84 Lakhs (including medical)} with effect from February 21, 2019.

The revised remuneration details of Mr. Rajeev Ahuja are detailed herein below:

Sr. No.	Particulars	Proposed (Amount in ₹)
1	Base Salary / Compensation	₹ 86,00,000/- per annum
2	Cash Allowance (including medical)	₹ 32,84,000/- per annum
	Total Cash Compensation	₹ 118,84,000/- per annum
3	House rent Allowance / Free furnished house	Upto ₹ 51,60,000/- per annum (HRA up to 60% of Salary)
4	Free use of Bank's car	Free use of Bank's car with driver for official purpose and private purpose as per Bank's policy.
5	Entertainment Allowance	Reimbursement of actual expenses on production of bills. Entertainment expenses will be inclusive of entrance fees / subscription to 1 club.
	<b>Other allowance</b>	
6	Travelling & Halting Allowance	As per Bank's policy

Sr. No.	Particulars	Proposed (Amount in ₹)
7	Provident Fund and Gratuity	PF: ₹ 8,60,000/- per annum (10% of Proposed Base Salary as per Bank's policy applicable) Gratuity: ₹ 4,13,660/- per annum (4.81% of Proposed Base Salary)
8	Bonus	With separate application and specific approval of RBI
9	Insurance cover	Group Personal Accident: ₹ 100 Lakhs Group Medical Cover: ₹ 4.5 Lakhs Group Term Life: ₹ 50 Lakhs
10	Leave fare concession	₹ 1,12,500/- per annum (As per Bank policy for the grade)
11	Employee stock Option (ESOP)	With separate application and specific approval of RBI
12	Loan eligibility	The Bank will be guided by RBI's circular DBR.Dir. BC.No.38/13.03.002/2015-16 dated September 16, 2015 on Guidelines on Compensation of Chief Executive Officer / Whole Time Directors-Restrictions under Section 20 of the Banking Regulation Act, 1949-Loan to Directors.

The Bank has already submitted an application to the Reserve Bank of India for its permission for revision/increase in remuneration of Mr. Rajeev Ahuja.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 10 of this Notice, for your approval.

Save and except Mr. Rajeev Ahuja and his relatives, 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

#### Revision in remuneration and payment of performance bonus of Mr. Vishwavir Ahuja, Managing Director & Chief Executive Officer of the Bank

Mr. Vishwavir Ahuja would be completing nine years of service as Managing Director and CEO of the Bank as on June 30, 2019. Mr. Ahuja's appointment is currently approved by RBI up to June 29, 2021.

Mr. Ahuja's strategic and highly engaged leadership style has helped the Bank achieve many a milestone over the past few years. The rigor and challenge of transforming a small age old institution into a vibrant, new age, competitive institution in the last nine years at RBL Bank has been much more significant than the efforts of building a new banking institution. Under the leadership of Mr. Ahuja, the Bank has done a commendable job in revamping the governance structure, attracting fresh talent, bringing in functional expertise, revamping technology, putting in risk management framework, building the architecture of the Bank as well as achieving manifold business growth and financial performance.

Today, the Bank is making its presence felt in the Banking space with several national and international accolades. The bank is now on a path of prudent, profitable growth with high standards of corporate

governance and modern banking infrastructure. It now matches, and often surpasses the standards of the leading and well managed new private sector Banks. It would be noteworthy to mention that while the Bank has shown significant growth, it has also retained the highest standard of credit quality in its loan portfolio, along with low net NPAs.

The next few years are extremely important to the Bank and the momentum needs to be sustained. The significant work done over the past few years needs to be consolidated from the point of view of customer expansion, service and satisfaction, as also enhancement of returns / shareholders value while maintaining the highest standards of governance.

Some of the key points noted are as follows:

#### A. Financial Performance for the last five years:

Below is the Bank's financial statistics over various parameters which display the significant progress made in the functioning of the Bank over the last few years:

(₹ In crores)

Particulars	Audited FY 15	Audited FY 16	Audited FY 17	Audited FY 18	Audited FY 19
<b>Key P&amp;L items:</b>					
Advances (Net)	14,450	21,229	29,449	40,268	54,308
Deposits	17,099	24,349	34,588	43,902	58,394
PBT	300	428	681	967	1,299
PAT	207	292	446	635	867
Net NPA	0.27%	0.59%	0.64%	0.78%	0.69%
No. of customers (In Million)	1.4	1.88	2.8	4.5	6.5
ROA	1.05%	0.98%	1.08%	1.21%	1.27%
ROE	12.32%	11.32%	11.67%	10.95%	12.15%
Cost/Income Ratio	62.80%	58.62%	53.46%	53.04%	51.3%

B. The Bank's advances have grown at a CAGR of 39% from FY15 till date while the Bank's deposits increased at a CAGR of 36% in the same period. At the same time the Bank has maintained robust asset quality with Net NPAs of 0.69% for FY19. The Bank has improved its operating leverage with cost to income falling from 62.80% in FY15 to 51.3% in FY19. Profitability of the Bank has improved over the last four years with PAT growth at a CAGR of 43% and return on assets improving from 1.05% in FY15 to 1.27% in FY19.

C. Under the leadership of Mr. Ahuja, the Bank has done a commendable work by attracting great professionals in the Board as well as in the Management team. The bank today has a robust management team with strong succession in place. A new culture journey is underway for the Bank as a part of Organization Development under the leadership of Mr. Ahuja.

As the Bank continues its journey in the present challenging economic terrain, Mr. Vishwavir Ahuja's role will definitely be necessary to guide the Bank to greater heights. The consistent, qualitative and quantitative business growth during the last few years is a definite sign of the immense efforts Mr. Ahuja has put in to prepare the Bank and make it capable in all respects for a prosperous future. The bank will gain immensely from his leadership if it needs to deliver consistent, qualitative and quantitative growth and higher profitability in the volatile,

uncertain, complex and ambiguous (VUCA) environment plagued with seismic economic conditions.

Given the responsibility this position holds and the benchmarking with his peers, it would be appropriate to revise Mr. Vishwvir Ahuja's salary as per industry standards.

The Board of Directors in their meeting held on April 18, 2019 were unanimous in recognizing the dramatic transformation and significant progress of the Bank over the last nine years on all parameters under Mr. Ahuja's able stewardship. In view of such all-round progress, the Bank's excellent financial performance, the importance and criticality of Mr. Ahuja's continued leadership, and based on the recommendations of the Human Resources and Remuneration Committee (HR & RC), the Board in principle approved revising Mr. Vishwvir Ahuja's annual Cash Compensation from ₹ 153.29 Lakhs per annum to ₹ 174.76 Lakhs per annum with effect from June 30, 2019, an increase of 14%. The increment proposed is extremely modest relative to the Bank's achievements, especially in the context of his low salary relative to competitor banks, an issue that has persisted for a long time now.

As an acknowledgement to Mr. Ahuja's commitment, hard work, and outstanding performance, the Board has also recommended to reward him through a Performance Bonus / Incentive of ₹ 76.49 Lakhs (marginally below 50% of the Fixed Compensation)

The revised remuneration details of Mr. Vishwvir Ahuja are detailed herein below:

Sr. No	Particulars	Proposed (Amount in ₹)
1	Base Salary / Compensation	₹ 162.00 Lakhs per annum
2	Cash Allowance (including medical)	₹ 12.76 Lakhs per annum (106,333 per month)
3	House rent Allowance / Free furnished house	Unchanged
	Dearness Allowance	N.A.
4	Use of Bank's car	Unchanged
5	Entertainment Allowance	Unchanged
6	<b>Other allowance</b>	
	Travelling & Halting Allowance	As per Bank's policy
	Provident Fund and Gratuity (as per Bank policy)	PF: ₹ 16,20,000/- per annum (10% of Proposed Base Salary as per Bank's policy applicable) Gratuity: ₹ 7,79,220/- per annum (4.81% of Proposed Base Salary)
	Sitting Fees	Not eligible
	Insurance cover	Group Personal Accident: ₹ 200 Lakhs Group Medical Cover: ₹ 4.5 Lakhs Group Term Life: ₹ 100 Lakhs
	Leave fare concession	₹ 1,12,500/- per annum (As per Bank policy for the grade)

Sr. No	Particulars	Proposed (Amount in ₹)
1	Incentive	₹ 76.49 Lakhs (49.9% of Fixed Compensation)
2	Loan eligibility	The Bank will be guided by RBI's circular DBR.Dir. BC.No.38/13.03.002/2015-16 dated September 16, 2015 on Guidelines on Compensation of Chief Executive Officer/Whole Time Directors-Restrictions under Section 20 of the banking Regulation Act, 1949 – Loan to Directors.

The Bank has already submitted an application to the Reserve Bank of India for its permission for revision/increase in remuneration of Mr. Vishwvir Ahuja.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 11 of this Notice, for your approval.

Save and except Mr. Vishwvir Ahuja and his relatives, 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. 12

#### **Raising of equity capital by the Bank through issue of equity shares/depository receipts and other securities through a Qualified Institutions Placement/ Global Depository Receipts/ American Depository Receipts/ Foreign Currency Convertible Bonds or such other methods or combination as may be decided aggregating to an amount not exceeding ₹ 3,500 crore (Rupees Three Thousand Five Hundred Crore only)**

The Bank ended March 31, 2019 with a total Capital Adequacy Ratio of 13.46% of which Common Equity Tier I capital was 12.10%.

With a view to ensure adequate capitalisation over and above the regulatory minimum and funding the growth requirements of the Bank for the next two to three years, it is proposed to seek shareholders approval at the upcoming Annual General Meeting for raising equity capital.

The Bank has achieved significant growth and improved its financial parameters during the last several years. The Bank is one of the fastest growing banks in the country with the advances and total assets growing at a CAGR of 36.8% and 27% respectively, in the last three years (FY 2016 – FY 2019).

The total capital adequacy ratio as on March 31, 2019 is 13.46% of which Tier I / CET I capital is 12.10%. 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.

Over the last three years, the Bank has made significant investments in technology, processes and platforms, branches and human resources. As a growing bank, the Bank will continue to invest in its liability franchise, technology and infrastructure platforms to expand its reach, introduce new products and services and enhance customer experience so as to become the "Bank of Choice" for its existing and potential customers.

Accordingly, the Bank proposes to raise additional equity capital aggregating upto ₹ 3,500 Crore by way of placement of shares to

Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/or private placement in international markets through ADRs/ GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, non-convertible debentures along with warrants, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into or exchangeable with Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods provided however that the aggregate amount to be raised by issue of Securities as above shall not exceed **12% of the post-Issue paid up equity share capital of our Bank**. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Bank. The proposed issue of capital is subject to the approvals of the Reserve Bank of India and applicable regulations issued by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.

The pricing of the Securities that may be issued to QIBs pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the ICDR Regulations.

The Bank may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date', less a discount of not more than 5%). The 'Relevant Date' for this purpose will be the date when the Board or the Capital Raising Committee of the Board decides to open the qualified institutions placement for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or the Capital Raising Committee in its sole discretion in consultation with

the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Securities allotted would be listed on one or more stock exchanges in India and in case of ADR / GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI LODR Regulations.

Section 62(1)(a) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Bank to persons other than existing Members of the Bank, consent of the Members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI LODR Regulations.

The Board of Directors, through its resolution dated April 18, 2019 has approved the Issue.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 12 of this Notice, for approval by the Members of the Bank.

None of the Directors or the Key Managerial Personnel ("KMPs") of the Bank and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his / her holding of Equity Shares and as also to the extent of subscription by a financial institution / company / body corporate in which the KMPs, Director or his / her relative may be directly or indirectly interested.

**By Order of the Board of Directors**

**Rajeev Ahuja**  
**Executive Director**

**Date: April 18, 2019**

**Place: Mumbai**

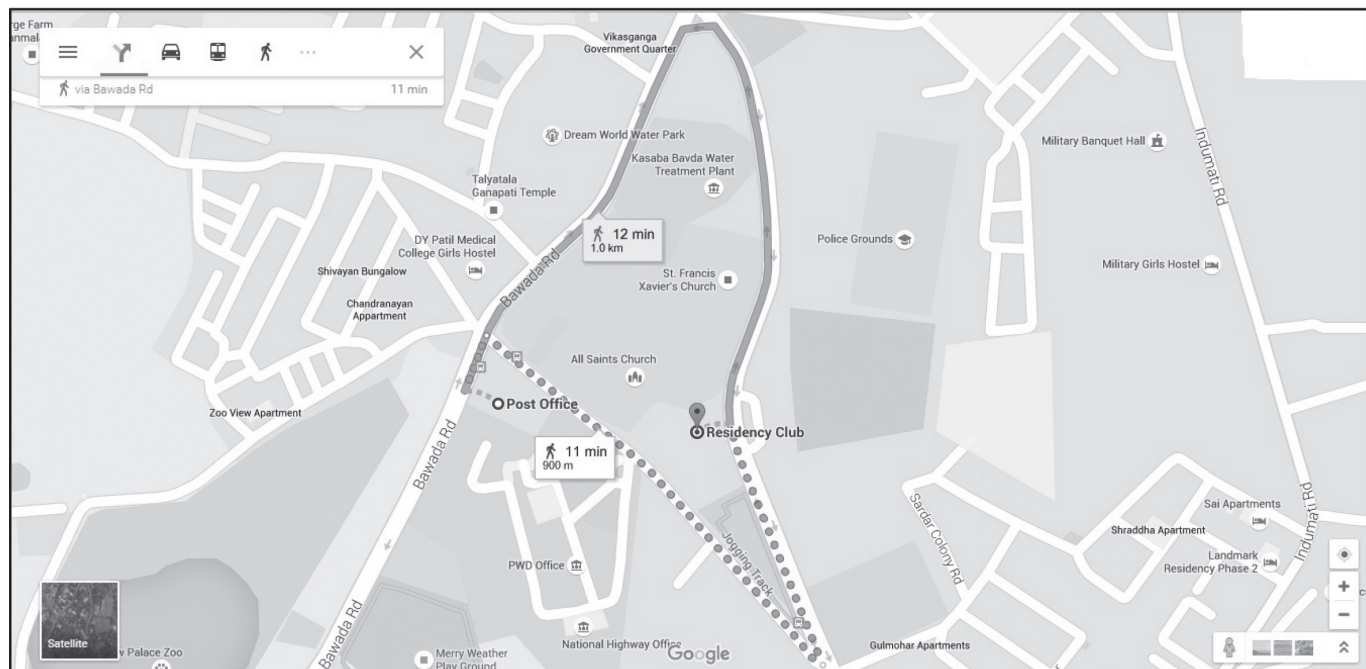
**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name</b>	<b>Mr. Vijay Mahajan</b>	<b>Mr. Jairaj Purandare</b>	<b>Mr. P. Sudhir Rao</b>	<b>Mr. D. Sivanandhan</b>
<b>Age</b>	64 years	59 years	57 years	68 years
<b>Date of Appointment (in current role)</b>	April 27, 2018	August 26, 2014	August 26, 2014	August 26, 2014
<b>Education Qualifications</b>	Mr. Vijay is a Distinguished Alumnus of IIT, Delhi and IIM, Ahmedabad and Fellow of the Woodrow Wilson School of Public and International Affairs, Princeton University, USA.	Mr. Jairaj Purandare is a fellow member of the Institute of Chartered Accountants of India and also holds Bachelor's degree in Science (Hons) from Bombay University.	Mr. P. Sudhir Rao is a member of the Institute of Chartered Accountants of India.	Mr. D. Sivanandhan is an post graduate in Economic from Madras University.
<b>Brief resume including expertise</b>	<p>Mr. Vijay Mahajan began his career working in rural livelihood promotion in 1981 with a Gandhian NGO in Bihar. In 1983, he founded PRADAN, an NGO which motivated young professionals to work at the grassroots to promote livelihood of the poor. In 1996, Mr. Mahajan founded Basix and supported three million poor households through microfinance and livelihood promotion services.</p> <p>Mr. Vijay Mahajan was named among the "60 outstanding social entrepreneurs of the world" at the World Economic Forum, Davos in 2003 and has served on policy forums including the Rajasthan Mission on Livelihoods, 2005-07, the Rangarajan Committee on Financial Inclusion 2007-08, the Raghuram Rajan Committee on Financial Sector Reforms 2008-09 and as Chair of the World Bank hosted Consultative Group to Assist the Poor (CGAP), 2012-13.</p>	<p>Mr. Jairaj Purandare is the Founder Chairman of JMP Advisors Pvt Ltd, a leading advisory, tax and regulatory services firm, based in Mumbai, India. Mr. Purandare has over three and half decades of experience in tax and business advisory matters and is an authority on tax and regulation. Mr. Purandare was Regional Managing Partner, Chairman—Tax and Country Leader—Markets &amp; Industries of PricewaterhouseCoopers India.</p> <p>Mr. Jairaj Purandare was earlier Chairman of Ernst &amp; Young India (EY) and was the Country Head of the Tax &amp; Business Advisory practice of Andersen India, before joining EY.</p> <p>Mr. Jairaj Purandare has significant expertise in advising clients such as Bechtel, Citibank, GE, HSBC, Hutchison, Mahindra &amp; Mahindra, Pepsico, Standard Chartered Bank, STAR and Tata Group. Mr. Purandare has considerable experience on various issues in the Financial Services, Infrastructure, Power, Telecom, Media, Pharma and Auto sectors.</p> <p>International Tax Review (Euromoney), in its report - World's Leading Tax Advisors, has named Mr. Purandare several times as among the leading Tax Advisors in India.</p> <p>Mr. Jairaj Purandare is frequent speaker at seminars in India and abroad, Mr. Purandare has presented several papers in areas of his expertise including inbound/outbound investment structuring, international tax, transfer pricing, M&amp;As, Indian Budget and Economy.</p> <p>Mr. Jairaj Purandare is a member of (a) Executive Committee of IFA- India Branch (b) International Tax Specialists Group (ITSG) (c) City of London Advisory Council for India and (d) Young Presidents' Organization (YPO). Mr. Purandare is also a former member of Central Direct Taxes Advisory Committee (chaired by the Finance Minister), Confederation of Indian Industry (CII) National Council and former Chairman of the Direct Tax committee.</p>	<p>Mr. P. Sudhir Rao is currently associated with over 18 companies in India including Aditya Birla Money Ltd. and Radhakrishna Foodland Pvt. Ltd. (a leading Supply Chain Solutions company), nurturing early / growth stage enterprises to assisting listed entities in the areas of Strategic Direction, Business Research and Revenue Management, Performance &amp; Capital Management and Stakeholder Relations as also providing India-entry services. As an active non-executive observer Mr. Rao gets them to focus on enhancing Customer &amp; Organisation Capital to deliver superior triple bottom line returns to all stakeholders. Mr. Rao has invested and advised a number of Technology Ventures that impact Education, Healthcare &amp; Financial Services from incubation through to listing them on Public Markets.</p> <p>Mr. Palepu Sudhir Rao was a key participant in the Indian Capital Market, between 1989 and 1999, a period that saw the emergence of structural change and reforms in the Indian Financial Services and Capital Markets. Mr. Rao is Founder Director of Karvy Investor Services Ltd. that is involved in providing Investor Services. Mr. Rao has served on the Board of Bank of Punjab Ltd. as an Independent Director before it was merged with Centurion Bank Ltd.</p>	<p>Mr. D. Sivanandhan is an economics graduate with a distinguished career in the Indian Police Services. After retiring as Director General of Police (DGP) of the Maharashtra State on February 28, 2011, Mr. Sivanandhan has been nominated on the PMO's Special Task Force for completely revamping the internal security scenario of the country. His involvement in the CSR Committee will be an extension of his uncompromised commitment to serve the nation and its people.</p> <p>Mr. Sivanandhan is also part-time Security Advisor to Reserve Bank of India and also advising on security matters to The Royal Bank of Scotland.</p>

Name	Mr. Vijay Mahajan	Mr. Jairaj Purandare	Mr. P. Sudhir Rao	Mr. D. Sivanandhan
<b>Directorships held in other listed companies</b>	NIL	2	1	3
<b>Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)</b>	NIL	3	2	5
<b>Disclosure of relationships between directors inter-se</b>	Mr. Vijay Mahajan is not related to any of the Directors of the Bank.	Mr. Jairaj Purandare is not related to any of the Directors of the Bank.	Mr. P. Sudhir Rao is not related to any of the Directors of the Bank.	Mr. D. Sivanandhan is not related to any of the Directors of the Bank.
<b>Number of shares held in the Bank as on March 31, 2019</b>	50,000	50,830	500	500

\* For other details such as number of meetings of the board attended during the year, remuneration drawn, etc. please refer to the Directors' Report and its annexures, wherever applicable.

### Route map to the venue of AGM





## RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1<sup>st</sup> Lane, Shahupuri, Kolhapur - 416 001

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

Website: [www.rblbank.com](http://www.rblbank.com) | Email: [investorgrievances@rblbank.com](mailto: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 :

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

1. Name : Address :

E-mail ID : Signature : or failing him

2. Name : Address :

E-mail ID : Signature : or failing him

3. Name : Address :

E-mail ID : Signature :

as my / our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the **SEVENTY SIXTH ANNUAL GENERAL MEETING** of the Bank to be held on Tuesday, July 9, 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 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Resolutions
<b>ORDINARY BUSINESS</b>	
1.	To consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2.	To consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2019 and the Report of the Auditors thereon.
3.	To declare dividend on equity shares.
4.	To appoint a Director in place of Mr. Vijay Mahajan (DIN 00038794), who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No.	Resolutions
<b>SPECIAL BUSINESS</b>	
5.	Re-appointment of Mr. Jairaj Purandare (DIN 00159886) as an Independent Director of the Bank.
6.	Re-appointment of Mr. P. Sudhir Rao (DIN 00018213) as an Independent Director of the Bank.
7.	Re-appointment of Mr. D. Sivanandhan (DIN 03607203) as an Independent Director of the Bank.
8.	Increase in Borrowing Powers.
9.	Issue of Debt Securities on Private Placement basis.
10.	Revision in remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank.
11.	Revision in remuneration and payment of performance bonus of Mr. Vishwvir Ahuja, Managing Director & Chief Executive Officer of the Bank.
12.	Raising of equity capital by the Bank through issue of equity shares/depository receipts and other securities through a Qualified Institutions Placement/ Global Depository Receipts/ American Depository Receipts/ Foreign Currency Convertible Bonds or such other methods or combination as may be decided aggregating to an amount not exceeding Rs. 3,500 crore (Rupees Three Thousand Five Hundred Crore only).

Affix One  
Rupee  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of Shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Note:**

**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.**



**RBL BANK LIMITED**

CIN: L65191PN1943PLC007308

Reg. Office: 1<sup>st</sup> Lane, Shahupuri, Kolhapur - 416 001

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Website: [www.rblbank.com](http://www.rblbank.com) | Email: [investorgrievances@rblbank.com](mailto:investorgrievances@rblbank.com)

**ATTENDANCE SLIP**

**Sr. No.:**

Regd. Folio / DP ID & Client ID	
Name and Address of the Member	
Name(s) of the Joint Holder(s)	
No. of Shares	
Name of Proxy Holder	

I/ We hereby record my/ our presence at the SEVENTY SIXTH ANNUAL GENERAL MEETING (“AGM”) of the Members of the Bank being held on Tuesday, July 9, 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 – 416003.

Signature of the Shareholder/ Proxy Present

*Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.*

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence No./Default PAN*

\* Only Members who have not updated their PAN with the Bank / Depository Participant shall use default PAN in the PAN field.

**Note:** Please read the instructions printed under the Notice of AGM dated April 18, 2019. The Remote e-voting commences on Thursday, July 4, 2019 (10:00 A.M.) and ends on Monday, July 8, 2019 (5:00 P.M.).

The voting module shall be disabled by CDSL for voting thereafter.