# RBL Bank Limited

CIN: U65191PN1943PLC007308
Registered Office: 1st Lane, Shahupuri, Kolhapur - 416 001
Tel: +91 231 6650214 | Fax: +91 231 2657386
Website:www.rblbank.com | E-mail: investorgrievances@rblbank.com

## NOTICE

Notice is hereby given that the Extra-ordinary General Meeting ("EGM") of the Members of RBL Bank Limited("the Bank") will be 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 416003 to transact the following business:

**Item 1: Ratification of Employee Stock Option Plan 2013 of RBL Bank Limited**

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

**"RESOLVED THAT** pursuant to Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the 'Employee Stock Option Plan 2013' ("ESOP 2013") which was implemented from September 1, 2013, as amended from time to time, salient features and other relevant details of which are provided in the explanatory statement to the notice of extraordinary general meeting dated December 16, 2016, and a copy of the aforesaid plan as tabled at the said meeting be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Bank be and is hereby authorized to continue to grant further options under ESOP 2013 not exceeding 1,13,99,400,exercisable into not more than 1,13,99,400 equity shares of face value of ₹10/- (Rupees Ten) each fully paid-up.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable including without limitation, to make modifications, changes, variations, alterations or revisions in the employee stock option plan (s) as it may deem fit, seek requisites approvals from the appropriate authorities, appointment of consultants, advisors and other agencies.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Bank to give effect to this resolution."

**By Order of the Board of Directors**

**Vinay Tripathi**
**Company Secretary**

**Date: December 16, 2016**
**Place: Mumbai**

**NOTES:**

1. **A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a Member of the Bank. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not less than forty eight hours before the commencement of the Meeting.**

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of Notice to the Meeting.

4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. 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 Meeting.

6. Notice of the Meeting, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent to the members whose name appeared in the register of members / list of beneficiaries received from the depositories on December 16, 2016 in following manner:
   a. through email to the Members who have registered their email ID; and
   b. through speed post to other Members who have not registered their email ID.

   In support of the Green Initiative, the Bank hereby request Members who have not updated their email ID 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 addresses by writing to the Registrar & Share Transfer Agent ("R &T") of the Bank quoting their folio number(s).

7. Members holding shares in physical form are requested to register / notify change in address, contact details such as email IDs, cell/ telephone numbers to the Bank's R&T:
   Link Intime India Private Limited,
   C-13 Pannalal Silk Mills Compound,
   L.B.S. Marg, Bhandup (West), Mumbai - 400 078,
   Tel. No.:022 25946970 Fax No.: 022 25946969
   Email: rnt.helpdesk@linkintime.co.in.

8. The members holding shares in dematerialised form are requested to register / notify the aforesaid change in address, email id and contact details to their Depository Participants (DP).

9. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.

10. A copy of all the 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. and 1.00 P.M. up to the date of the Meeting. This notice will also be available on the Bank's website www.rblbank.com.

11. The Bank has made available the facility of De-materialisation of shares of the Bank. De-materialisation of shares will facilitate easy and convenient holding of shares, immediate, hassle-free and safe transfer of shares, no stamp duty on transfer of shares, reduced transaction cost etc. Thus, members holding shares in physical form are requested to make use of the facility for their convenience and safety.

**12. Voting through electronic means:**

In terms of Sections 108 of the Companies Act,2013 read with 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, January 10, 2017 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on Saturday, January 14, 2017(10:00 A.M.)and ends on Monday, January 16, 2017 (5:00 P.M.).

The Bank is also offering the facility for voting by way of physical ballot at the EGM. The Members attending the meeting 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 EGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the EGM but shall not vote at the EGM. 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 being January 10, 2017, 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 Sonnone, Practicing Company Secretary of M/s Alwyn Jay & Co.,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 the EGM of the Bank and the resolutions will be deemed to be passed on the EGM 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 (www.rblbank.com) and on the website of CDSL www.evoting.cdsl.com.

The instructions for e-voting are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.
(ii) Click on Shareholders.
(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.comand 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 demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company / Depository Participants are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details of Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company record in order to login.<br>• If the both details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details filed as mentioned in instruction (iii) |

(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 **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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same 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.

(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.comand 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.
- 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 should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

**Item No. 1**

**Ratification of Employee Stock Option Plan 2013 of RBL Bank Limited**

As per Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to the listing of its equity shares under which share based benefits are provided to its employees unless such scheme is in conformity with this Regulations and such scheme is ratified by its shareholders subsequent to IPO.

The Bank under the approval granted by shareholders prior to listing i.e. pursuant to the resolutions passed by the shareholders on August 25, 2010 and March 24, 2014 had implemented three Employee Stock Option Plans viz. Employee Stock Option Plan 2010 ("ESOP 2010"), Employee Stock Option Plan 2013 ("ESOP 2013") and Employee Retention Stock Option Plan 2014 ("RESOP 2014").Under the extant authority given by the shareholders, the Board of Directors of the Bank (including any Committee thereof) was authorised to create, offer, issue and allot at any time, the options exercisable into such number of equity shares being not more than 12% of paid-up equity share capital of the Bank at any point in time, under one or more Employee Stock Option Plan, in one or more tranches.

The Bank has not granted any further options under ESOP 2010 and RESOP 2014 post listing and accordingly these ESOP schemes will not be into operation except for the vesting and exercise of options already granted. Hence, the only plan intended to be continued is ESOP 2013 which as per above referred Regulation 12 of SEBI SBEB Regulations needs to be ratified by the shareholders after the listing of the shares. Accordingly, the Bank proposes to ratify the ESOP 2013, with certain amendments undertaken to align it with SEBI SBEB Regulations. Further, as per SEBI SBEB Regulations it is required to obtain shareholders' approval for exact quantum of options to be granted under the plans. Hence, it is proposed that future grant of stock options under ESOP 2013 in one or more tranches, exercisable into equal number of equity shares of face value of Rs.10/- each fully paid-up shall not exceed 1,13,99,400 options, which together with 3,33,40,684 outstanding exercisable options under the above referred plans for which in-principle listing approval has been granted by stock exchanges, is within the previously approved limit of 12% of outstanding paid-up equity share capital of the Bank.

Disclosures relating to ESOP 2013 as required under the SEBI Regulations are as under:

| Particulars | Description |
|---|---|
| Brief description of the scheme | The underlying philosophy of ESOP 2013 is to enable the Employees, present and future, to get a share in the value that they help to create for the organization over a certain period of time. The Bank strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the Bank. The objectives of ESOP 2013 are, among others, to attract and retain critical senior talents with Employee Stock Options as a compensation tool. Through ESOP 2013, the Bank intends to offer an opportunity of sharing the value created with those Employees who have contributed or are expected contribute to the growth and development of the Bank. |
| Total number of options, SARs, shares or benefits, as the case may be, to be granted | Stock options not exceeding 1,13,99,400 in number. |
| Identification of classes of employees entitled to participate and be beneficiaries in the scheme | The present as well as future employees and Director(s) other than Independent Directors of the Bank as determined by the Board or a Committee thereof. |
| Requirements of vesting and period of vesting | Options granted under ESOP 2013 would vest not before one year and not later than three years, which may be extended on a case to case basis to not more than five years from the date of grant of such Options. |
| Maximum period within which the options / SARs / benefit shall be vested | The vesting can extend up to five years from the date of grant of options. |
| Exercise price, SAR price, purchase price or pricing formula | Exercise Price shall be determined by Board or a Committee thereof from time to time based on the Market Price per Share as on date of grant of options. However, it will not be less than the face value of the share. |

| | |
|---|---|
| Exercise period and process of exercise | From the date of vesting of the options, the employees shall be entitled to exercise the options from time to time within such period as may be prescribed by Board or a Committee thereof, which period shall not exceed a period of three years from the date of the respective vesting of the options.<br><br>The options would be exercisable by the said employees by payment of the consideration amount and submitting the requisite application form after which the shares would be allotted.<br><br>The Board or a Committee thereof, may at its discretion, do all such acts, deeds, matters and things as may be necessary / desirable to facilitate exercise of options by the employees under full cash mode or otherwise. |
| The appraisal process for determining the eligibility of employees for the scheme | All employees mentioned above against the point “Identification of classes of employees entitled to participate and be beneficiaries in the scheme”.<br><br>Before granting the options to the employees under ESOP 2013, the Board or a Committee there of would inter alia take into consideration criticality of the role, grade and designation of the employee, length of service, conduct, past performance record, merit and future potential of the employee and/or such other criteria that may be determined by the Bank. |
| Maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate and maximum quantum of benefits to be provided per employee under a scheme | During any one year, the maximum number of Options that may be granted per Employee shall vary depending upon the designation and the appraisal / assessment process, however, shall be less than 1% (One Percentage) of the issued capital (excluding outstanding warrants and conversions) of the Bank at the time of Grant. Subject to this ceiling, the Board or a Committee thereof reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee. |
| Whether the scheme(s) is to be implemented and administered directly by the company or through a trust | Directly by the Bank |
| Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both | New issue of shares by the Bank |
| A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 | It is hereby confirmed that the Bank does conform tothe accounting policies specified in Regulation 15 of SEBI(Share Based Employee Benefits) Regulations, 2015. |
| The method which the company shall use to value its options or SARs | Not applicable, as the Bank is using intrinsic value method for accounting the cost of share based employee benefits. |
| In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors’ report and the impact of this difference on profits and on earnings per share (“EPS”) of the company shall also be disclosed in the Directors' report | It is hereby confirmed that the details as required herein will be disclosed in the Directors' Report. |

Accordingly, the Board recommends the special resolution set forth in Item No. 1, 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 except to the extent of any Director or KMP being eligible, as an employee, to participate in the ESOP 2013.

**By Order of the Board of Directors**

**Vinay Tripathi**
**Company Secretary**

**Date: December 16, 2016**
**Place: Mumbai**

# RBL Bank Limited

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**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* | : | |
| No. of shares held | : | |

* Applicable in case shares are held in electronic form.

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

| | | |
|---|---|---|
| Name | : | |
| Address | : | |
| E-mail ID | : | or failing him |

| | | |
|---|---|---|
| Name | : | |
| Address | : | |
| E-mail ID | : | or failing him |

| | | |
|---|---|---|
| Name | : | |
| Address | : | |
| E-mail ID | : | |

and whose signature(s) are appended below as my / our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the Bank to be 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 and at any adjournment thereof in respect of such resolution and in such manner as are indicated below:

| No. | Short Particulars of Resolution | For | Against |
|---|---|---|---|
| 1. | Ratification of Employee Stock Option Plan 2013 of RBL Bank Limited | | |

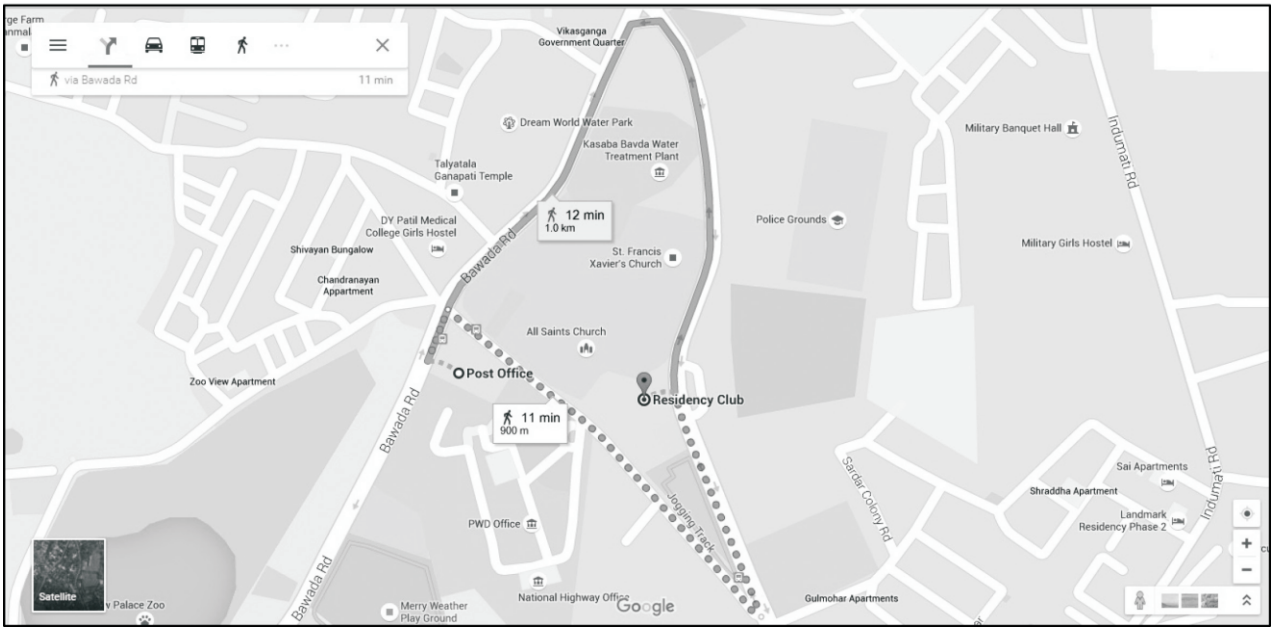
Signed this _____ day of _____ 2017

Signature of Shareholder_____

Affix One Rupee Revenue Stamp

| | | |
|---|---|---|
| _____ Signature of first proxy holder | _____ Signature of second proxy holder | _____ Signature of third proxy holder |

**Notes:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank.
3. Please put a √)in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

## ROUTE MAP OF THE VENUE OF EGM