RBL BANK LIMITED
(Formerly, "The Ratnakar Bank Limited")
CIN: U65191PN1943PLC007308
Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001
Tel: +91 231 6650214 I **Fax:** +91 231 2657386 | **Website:** www.rblbank.com
Email: investorgrievances@rblbank.com

SCRUTINIZERS' REPORT ON POSTAL BALLOT

ALWYN D'SOUZA
Alwyn Jay & Co.
Company Secretaries
Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East),Mumbai 400101.
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To,

The Chairman
RBL Bank Limited
1st Lane, Shahupuri, Kolhapur - 416 001

Dear Sir,

RE : SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made by the Board of Directors of RBL Bank Limited (the Bank) for conducting the Postal Ballot process for seeking members assent/or dissent in respect of the Special Resolution for Issue and Allotment of Equity Shares to the Public (Initial Public Offer) as specified in the notice dated 29th April, 2016.

I have carried out the work as Scrutinizer from the close of working hours on 6th June, 2016 to 7th June, 2016. In this connection I need to bring to your attention the following aspects:-

1. All the Specimen Signatures have been verified with the specimen signature records maintained by the Bank's Registrar and Share Transfer Agents viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai -400 078 and I have relied on the certification given by them for the same .

2. The Bank has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members whereby the members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In such cases the voting is taken into consideration based on the e-voting data provided by the CDSL.

3. I enclose the Scrutinizer's Report along with the relevant listings.

Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Mumbai
7th June, 2016

ALWYN D'SOUZA
Alwyn Jay & Co.
Company Secretaries
Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East),Mumbai 400101.
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SCRUTINIZERS' REPORT

To

The Chairman
RBL Bank Limited
1st Lane, Shahupuri,
Kolhapur - 416 001.

Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing Special **Resolution** contained in the Notice dated 29th April, 2016

Dear Sir,

I, Mr. Alwyn D'souza, Partner of Alwyn Jay & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of RBL Bank Limited (the Bank) for scrutinizing postal ballot voting including voting by electronic means in respect of the Special Resolution contained in the Notice dated 29th April, 2016 through postal ballot.

The Compliance with the provisions of the Companies Act, 2013 relating to Postal Ballot including voting by electronic means is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a scrutinizer's report on the voting to the Chairman on the Special Resolution

contained in the Notice dated 29th April, 2016 based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited (CDSL) and the scrutiny of the physical ballot forms received till 5.00 p.m on Monday 06th June, 2016 and reports provided by the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited.

I submit my report as under

1. After the time fixed for closing of the e-voting i.e. 5.00 p.m on Monday 06th June, 2016 the votes were unblocked at 5.04 p.m. on the e-voting website of the Central Depository Services (India) Limited, (http//www.evoting.cdsl.com) and a final electronic report was generated by me The data generated was diligently scrutinized.

2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e., 5.00 p m on Monday 06th June, 2016 were diligently scrutinized and reconciled with the records maintained by the Bank through their Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited and the authorisations lodged with the Bank.

3. The data for the purpose of verification of the number of shares was taken as of 29th April, 2016 which was the cut-off date (record date) fixed for determining voting rights of the members entitled to participate in the voting process.

4. In cases where the members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the instructions to the Postal Ballot Form.

5. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records.

The results of the scrutiny of the above postal ballot voting including voting by electronic means in respect to passing of resolution contained in the Notice dated 29th April, 2016 through postal ballot are as under .

ITEM NO.1: SPECIAL RESOLUTION

Issue and Allotment of Equity Shares to the Public (Initial Public Offer).

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	380	30,956,225	25.336
E-voting	197	91,190,883	74.636
TOTAL	577	122,147,108	99.972

(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	4	9,920	0.008
E-voting	1	24,000	0.020
TOTAL	5	33,920	0.028

(iii) Invalid votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	43	6,440,861
E-voting	Nil	Nil
TOTAL	43	6,440,861

Based on the foregoing, the Special Resolution for Issue and Allotment of Equity Shares to the Public (Initial Public Offer) may be considered as carried by the requisite majority.

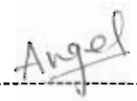
The relevant records relating to the electronic voting alongwith the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Minutes.

Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Mumbai dated 07th June, 2016

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (htpp// www.evoting.cdsl.com) in our presence at 5.04 P.M. on 06th June, 2016 at the office of the Scrutinizer at B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107.

Mr.Vijay Sonone
507, E3, Lokdhara Phase III, Kalyan East, 421306



Ms. Jelphine Angel
A-102, Suyash CHS Ltd, Damodar Nagar, Virar West 401 303