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

Postal Ballot Notice

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for issue and allotment of equity shares of face value of Rs. 10/- each of the Bank to the Public (Initial Public Offer) is proposed to be passed by the members through postal ballot / electronic voting (e-voting).

Resolution:

Item No. 1- Issue and Allotment of Equity Shares to the Public (Initial Public Offer):

To consider and, if thought fit, to accord assent/dissent to the following Resolution as a **"Special Resolution":-**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) ("**Companies Act, 2013**") and the rules and regulations made thereunder, the Banking Regulation Act, 1949, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed ("**Companies Act, 1956**"), the Securities Contracts (Regulation) Act, 1956, as amended ("**SCRA**"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board ("**FIPB**"), Securities and Exchange Board of India ("**SEBI**") or any other competent authority (collectively, the "**Regulatory Authorities**"), from time to time, to the extent applicable, including equity listing agreement to be entered into with each of the stock exchanges and any rules and regulations of the stock exchanges, where the equity shares of face value of Rs. 10/- each of RBL BANK LIMITED (formerly, "The Ratnakar Bank Limited"and hereinafter referred to as the "**Bank**") are proposed to be listed and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall be deemed to include the Capital Raising Committee or any duly constituted committee of the Board of Directors), consent of the members of the Bank be and is hereby granted for the initial public offering of equity shares of face value of Rs. 10/- each of the Bank ("**Equity Shares**") on the terms and conditions and as per the authority provided pursuant to the resolution originally passed at the Extra-ordinary General Meeting ("**EGM**") held on October 29, 2014 and subsequently revalidated at the Annual General Meeting ("**AGM**") held on July 9, 2015, in relation to the initial public offering of the Equity Shares.

RESOLVED FURTHER THAT in partial modification of the resolution passed by the member at the EGM held on October 29, 2014,the aggregate number of Equity Shares to be issued and allotted pursuant to the initial public offering shall be such number of Equity Shares aggregating up to Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore Only).

RESOLVED FURTHER THAT all other terms and conditions of the resolution passed at the EGM held on October 29, 2014 will remain same and continue to be in force."

By Order of the Board of Directors

Date: April 29, 2016
Place: Mumbai

Vinay Tripathi
Company Secretary

NOTES:

1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith

2) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, April 29, 2016. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to all the Members at their registered address and to the Members who have registered their email IDs for receipt of documents in electronic form to their registered email addresses, as well.

3) Members whose names appear on the Register of Members / List of Beneficial Owners as on April 29, 2016 will be considered for the purpose of voting.

4) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

5) In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investorgrievances@rblbank.com. The Registrar and Transfer Agent / Bank shall forward the same along with postage - prepaid self - addressed Business Reply Envelope to the Member.

6) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on April 29, 2016.

7) In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The detailed instructions for electronic voting are given hereunder.

8) A Member cannot exercise his vote by proxy on postal ballot.

9) Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 p.m.(IST)on June 6, 2016. The postage will be borne by the Bank. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. (IST) on June 6, 2016, it will be considered that no reply from the Member has been received.

10) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Bank duly authorized, on or before June 8, 2016 at the registered office and will also be displayed on the website of the Bank (www.rblbank.com), besides being communicated to the Depository, Registrar and Share Transfer Agent on the said date.

11) The date of declaration of results of the postal ballot, i.e. on or before June 8, 2016, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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 all its Members holding shares in physical or dematerialised form, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Bank has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The e-voting period commences on Saturday, May 7, 2016 at 10.00 a.m. (IST) and ends on Monday, June 6, 2016 at 5.00 p.m. (IST). During this period Members of the Bank, holding shares either in physical form or in dematerialised form, as on the relevant date i.e. April 29, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary, and failing him, Mr. Jay D'souza Practicing Company Secretary of M/s Alwyn Jay & Co.,Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Results of voting will be declared and the same along with Scrutiniser'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 IDfollowed by 8 Digits Client ID,
   c. Members holding sharesin 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 sharesin 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) • Members who have not updated their PAN with the Company/Depository Participant 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 or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field 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 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 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) 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 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.
   - 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.
(xviii) 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.In case you have any grievances in connection with e-voting, you may write to the Company Secretary of the Bank at investorgrievances@rblbank.com. Alternatively, you may also get in touch with the Bank's R&T at rnt.helpdesk@linkintime.co.in.

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

In terms of the provisions of section 62(1) of the Companies Act, 2013 read with the rules made thereunder the approval accorded by the shareholders at the annual general meeting held on July 09, 2015, for revalidating the resolution passed on October 29, 2014 is valid only for 12 (twelve) months. In furtherance of your approval, the Bank filed a draft red herring prospectus with the Securities and Exchange Board of India on June 23, 2015 and the Bank is endeavoring to complete the IPO as fast as possible. As the time for completion of the allotment under the IPO is expiring on July 08, 2016, it is necessary that the time available for completing the IPO is extended for one more year, on the same terms and conditions as before. There are various stages in achieving the listing milestone and the renewal of the aforesaid resolution will ensure a seamless flow of all inter connected activities without any time lag. It is reiterated that even though the shareholders are requested for extending the timeline by one year as above, every endeavor is being made to complete the IPO at the earliest.

Further, considering the response the Bank had received in its pre-IPO round, it is proposed to increase the size of the issue (i.e. including the amount of premium on issue of shares) up to Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore Only) from Rs. 1,250 Crore (Rupees One Thousand Two Hundred Fifty Crore Only).

A Certified true copy of the special resolutions passed on October 29, 2014 and July 09, 2015 along with the relevant extract of the explanatory statements are annexed herewith as Annexure A.

Accordingly, approval of the members is hereby sought for revalidating the resolution originally passed at the EGM held on October 29, 2014, approving issue of securities to the persons or entities other than existing shareholders of the Bank and other matters incidental to the IPO and also partially modify the said resolution to increase the size of the IPO as explained above.

Accordingly, the approval of Members is being sought by way of special resolution as set out in Item No. 1 of this Notice.

None of the Directors nor Key Managerial Personnel or relatives thereof is, in any way concerned or interested in the Resolution at Item No. 1 of the Notice except to the extent of their shareholding, if any.

Byorder of the Board of Directors

Date: April 29, 2016
Place: Mumbai

Vinay Tripathi
Company Secretary

Annexure A

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE BANK HELD ON OCTOBER 29, 2014 ALONG WITH THE EXTRACT OF THE EXPLANATORY STATEMENT TO THE NOTICE OF THE AFORESAID MEETING.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the Banking Regulation Act, 1949, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable, including enabling provisions of the equity listing agreement to be entered into with each of the stock exchanges, where the equity shares of THE RATNAKAR BANK LIMITED (the "Bank") are proposed to be listed (the "Listing Agreements") and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include the Capital Raising Committee), consent of the members of the Bank be and is hereby granted for an initial public offering of the equity shares of the Bank, and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/ - (Rupees Ten only) (the "Equity Shares") each for an aggregate amount of upto Rs. 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore Only) by way of a fresh issuance of Equity Shares, out of the authorised share capital of the Bank, and the Board is authorised to provide for an offer for sale by the existing shareholders of the Bank, at its discretion, of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares to the extent of up to 10% of the offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off, including the issue and allotment of Equity Shares to the stabilising agent pursuant to the green shoe option, if any, in terms of the SEBI ICDR Regulations), to such person or persons, who may or may not be the members of the Bank and as the Board may, at its sole discretion, decide in consultation with the Book Running Lead Managers ("BRLMs"), so appointed including foreign/ resident investors, eligible Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), sub accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the Bank, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors, including anchor investors, as defined under the SEBI ICDR Regulations ("Anchor Investors") ("Initial Public Offer"), which shall include, reservation of a certain number of Equity Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined through the book building process, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the BRLMs, whether the price at which the Equity Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalised by the Board, in consultation with the BRLMs, and that the Board may finalise all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchanges as may be decided by the Board from time to time;

RESOLVED FURTHER THAT in accordance with the provisions of Section 62(1)(c), section 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder, relevant provisions of the Companies Act, 1956 and subject to such further corporate and other approvals as may be required, the Board or a Committee thereof be and is hereby in - principally authorised, on behalf of the Bank, to allot such number of Equity Shares as may be decided by it, to certain investors prior to the filing of the red herring prospectus with SEBI ("**Pre-IPO Placement**"), at such price as the Board may, in consultation with the BRLMs, determine in light of the then prevailing market conditions in accordance with the Companies Act 2013, the Companies Act, 1956, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may,

from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of the consummation of the Pre-IPO Placement, the size of the Initial Public Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Equity Shares that may be offered and proportion thereof, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek 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;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Bank to seek listing of any or all of such Equity Shares on one or more stock exchanges in India;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Bank;

RESOLVED FURTHER THAT the Equity Shares to be issued by the Bank as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Bank."

Explanatory Statement

The Bank's transformation journey towards becoming a 'New Age' Bank started in the year 2010. To achieve the transformation and growth, the Bank had raised capital from time to time. The Bank had raised Rs. 702.75 crore by allotment of 10.49 crore equity shares under the 10th Rights Issue in December 2010 and then Rs. 324.30 crore by allotment of 3 crore equity shares via preferential issue in March 2013. Further, during FY 13-14, the Bank had closed a preferential issue of 2.56 crore equity shares of face value of Rs. 10 each at a price of Rs. 128.10 per share totalling to Rs. 328.6 crore. The amount raised has been effectively used to meet the transformation and business requirements of the Bank so far.

The Bank has grown consistently during these years. Given the market opportunity, in light of the continued economic growth and the Bank's strong positioning in each of its major franchises, it is important that the Bank has adequate capital to support its growth plans. Besides, with the RBI's adoption of Basel III requirements, the minimum capital requirements for the Bank will increase in a phased manner over the next few years. The Bank's capital adequacy ratio was 14.64% as at March 31, 2014.

The Bank needs to continue with its growth plans, grow its branch network and continue to enhance its product and service capabilities. In the past few years, the Bank has been building its businesses, retaining its values and yet emerging as a modern bank. It is consistently innovating across products and services and creating value for all its stakeholders. It is helping the Bank to raise fresh capital, and thereby become the 'Bank of Choice' in its selected product, client and geographic segments. In this journey to become a new age "Bank of Choice", one of the significant milestones for the Bank would be an IPO and listing on the stock

exchanges. Also, with the recent developments in the banking industry, our Bank needs to ensure that with growing balance sheet, its capital position is enhanced commensurately.

Accordingly, to finance the growth plans of the Bank it is proposed to make an Initial Public Offer of the equity shares. The Bank proposes to raise additional capital up to a sum of Rs. 1250 crore. The proposed public issue of capital is subject to regulatory and other approvals, including the Reserve Bank of India and the applicable SEBI regulations and any other government / regulatory approvals as may be required in this regard. The proposed public issue of additional capital will strengthen the Bank's capital adequacy ratio.

The Board at its meeting held on August 26, 2014 had approved the aforesaid IPO of equity shares of the Bank and authorised the Capital Raising Committee to take all necessary steps in this regard and accordingly, pursuant to Section 62(3) of the Companies Act, 2013 ("the Act"), the consent of the shareholders is hereby sought for issue of shares to the persons other than the shareholders of the Bank. Accordingly, your Directors recommend the Resolution for the approval of the shareholders under Section 62(3) of the Act for issue of securities to the persons or entities other than its shareholders.

In addition to a fresh issue of equity shares by the Bank in the IPO, the Bank is also proposing to conduct an offer for sale of Equity Shares by the existing shareholders of the Bank. In this regard, a letter inviting the shareholders to participate in the offer for sale has also been issued simultaneously with this notice.

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE BANK HELD ON JULY 9, 2015 ALONG WITH THE EXTRACT OF THE EXPLANATORY STATEMENT TO THE NOTICE OF THE AFORESAID MEETING.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the Banking Regulation Act, 1949, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable, including enabling provisions of the equity listing agreement to be entered into with each of the stock exchanges, where the equity shares of RBL BANK LIMITED (formerly, "The Ratnakar Bank Limited") (the "Bank") are proposed to be listed (the "Listing Agreements") and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include the Capital Raising Committee), consent of the members of the Bank be and is hereby granted for revalidating the resolutions passed as item no. 1, at the EGM held on October 29, 2014, in relation to the initial public offering of the equity shares of the Bank, in their entirety."

Explanatory Statement

The shareholders of the Bank at the Extraordinary General Meeting held on October 29, 2014 had passed a Special Resolution approving the Initial Public Offering ("IPO") of the shares by the Bank. A certified true copy of the special resolution passed on October 29, 2014, along with the relevant extract of the explanatory statement provided in the notice dated September 19, 2014 is annexed herewith as Annexure A. In terms of the provisions of section 62(1) read with the rules made thereunder, the aforesaid resolution is valid for 12 (twelve) months and is expiring on October 28, 2015.

The management is anticipating that the completion of regulatory formalities for listing of shares may get extended beyond aforesaid period of 12 (twelve) months and the Bank may need to take the approval of the shareholders afresh upon expiry of said period. There are various stages in achieving the listing milestone and the renewal of the aforesaid resolution will ensure a seamless flow of all inter connected activities without any time lag.

Accordingly, approval of the members is hereby sought for renewal of the earlier resolution passed at the EGM held on October 29, 2014, approving issue of securities to the persons or entities other than existing shareholders of the Bank.

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(इंग्रजी नोटीसीचा स्वैर मराठी अनुवाद)

आरबीएल बँक लिमिटेड

(पूर्वीची ''दि रत्नाकर बँक लिमिटेड'')

CIN : U65191PN1943PLC007308

नोंदणीकृत कार्यालय : शाहूपुरी, १ली गल्ली, कोल्हापूर – ४१६ ००१

फोन : +९१ २३१ ६६५०२१४ । फॅक्स : +९१ २३१ २६५७३८६ । **Website :** www.rblbank.com

Email : investorgrievances@rblbank.com

टपाल मतपत्रिका नोटीस

नोटीस देण्यात येते की, कंपनी कायदा २०१३ कलम क्र. ११० व अन्य लागू तरतूदी कंपनी (व्यवस्थापन व प्रशासन) नियम २०१४ (त्यामधील वैधानिक सुधारणा व काही कालावधीकरिता लागू असलेल्या कायद्यांसह) आणि अन्य लागू कायदे व अधिनियम या अन्वये बँकेचे रु. १०/- इतक्या मुळ किंमतीच्या समभागांची सार्वजनिक (खुली) विक्री व प्रदान करण्यासाठी खाली दिलेला ठराव सभासदांनी टपाल मतपत्रिकेद्वारे किंवा इलेक्ट्रॉनिक वोटींग (ई-वोटींग) द्वारे संमत करण्याचा प्रस्ताव ठेवणेत आला आहे.

ठराव

विषय क्र. १ – सार्वजनिक समभाग विक्री व प्रदान (प्रारंभिक खुली भाग विक्री)

खाली नमूद केलेला ठराव विचारात घेणे व योग्य असलेस विशेष ठराव म्हणून त्यास सहमती/असहमती देणे.

ठराव संमत करण्यात येतो की, कंपनी कायदा कलम क्र. ६२ (१) (सी) व अन्य लागू तरतूदी (त्यामधील सुधारणा, बदल किंवा काही कालावधी करिता लागू असलेले कायदे यासह) व त्याआधारे बनविलेले नियम, बँकींग नियमन कायदा, १९४९ कंपनी कायदा १९५६ मधील संबंधित तरतूदी, ज्या कंपनी कायदा २०१३ मध्ये अधिक्रमित झाल्या नसतील किंवा त्यांची या कायद्यामध्ये पुर्नरावृत्ती झाली नसेल, रोखे करार (नियमन) कायदा १९५६, त्यातील बदल व त्याआधारे तयार केलेले नियम, भारतीय रोखे व विनिमय मंडळ (भांडवल उभारणी व प्रकटीकरणाच्या आवश्यकता) नियमन २००९, त्यामधील बदल, भारतीय रोखे व विनिमय मंडळ (नोंदणी व प्रकटीकरणाच्या आवश्यकता) नियमन २०१५, त्यामधील बदल, इतर लागू कायदे, नियम, नियमन, धोरणे किंवा मार्गदर्शक सूचना, यासह भारत सरकार, रिझर्व्ह बँक ऑफ इंडिया, विदेशी गुंतवणूक प्रमोशन मंडळ, भारतीय रोखे व विनिमय मंडळ (सेबी) किंवा अन्य सक्षम प्राधिकरण (एकत्रितपणे 'नियामक अधिकारी') यांनी वेळोवेळी जारी केलेले नियम, सूचना, तत्त्वे व परिपत्रके यांचे अधिन राहून, तसेच 'आरबीएल बँक लिमिटेड' (यापूर्वी ''दि रत्नाकर बँक लिमिटेड'') चे रु. १०/- दर्शनी किंमतीच्या समभागांची नियोजित नोंदणीकरिता प्रत्येक स्टॉक एक्स्चेंजशी करावयाच्या करारातील तरतुदींच्या मर्यादेत राहून आणि बँकेच्या मेमोरँडम ॲन्ड आर्टिकल्स ऑफ असोसिएशनमधील तरतुदीनुसार, नियामक अधिकारी व तृतीय पक्षकार यांचेकडून आवश्यक ती मान्यता, संमती, परवानगी व मंजुरी घेण्याच्या अटीवर व अशा मान्यता, संमती, परवानगी व मंजुरीचे वेळी घालण्यात येऊ शकणाऱ्या अटी, ज्या संचालक मंडळाने (येथून पुढे 'संचालक मंडळ' यामध्ये कॅपिटल रेजिंग कमिटी अथवा संचालक मंडळाने स्थापन केलेल्या कोणत्याही कमिटीचा समावेश आहे) मान्य करणेच्या अटीवर बँकेच्या रु. १०/- प्रती शेअर इतक्या दर्शनी किंमतीच्या समभागांच्या प्रारंभिक सार्वजनिक विक्रीस, अटी व शर्तींवर बँकेच्या सभासदांची मंजुरी देण्यात येत आहे. दि. २९ ऑक्टोबर २०१४ रोजीच्या ठरावाद्वारे याकरिता अधिकार प्रदान करण्यात आले होते व या ठरावास दि. ९ जुलै २०१५ रोजीच्या विशेष सर्वसाधारण सभेमध्ये मुदत वाढ मिळाली होती.

पुढे ठराव संमत करण्यात येतो की, विशेष सर्वसाधारण सभा दि. २९ ऑक्टोबर २०१४ रोजी सभासदांनी संमत केलेल्या ठरावामध्ये अंशत: बदल असून प्रारंभिक सार्वजनिक प्रस्तावाद्वारे रु. १५०० कोटी इतक्या रकमेचे समभाग विक्री व प्रदान करण्यात यावेत.

पुढे ठराव संमत करण्यात येतो की, विशेष सर्वसाधारण सभा दि. २९ ऑक्टोबर २०१४ रोजी संमत झालेल्या ठरावामधील इतर सर्व अटी व शर्ती यामध्ये बदल नसून त्या कायम राहतील.

संचालक मंडळाचे आदेशावरून

दि. २९ एप्रिल २०१६
स्थळ : मुंबई

विनय त्रिपाठी
कंपनी सचिव

टीप :

१) प्रस्तावासंदर्भातील वस्तुस्थिती व कारणे दर्शविणेच्या दृष्टीने कंपनी कायदा २०१३ कलम क्र. १०२ (१) अन्वये कामकाजासंबंधीचे स्पष्टीकरण सोबत जोडले आहे.

२) दि. २९ एप्रिल २०१६ रोजी सभासदांचे यादीत/नॅशनल सेक्युरिटीज डिपॉझिटरी लिमिटेड (एनएसडीएल) व सेंट्रल डिपाझिटरी सर्व्हिसेस लिमिटेड (सीडीएसएल) यांचेकडून प्राप्त झालेल्या सभासदांच्या यादीमध्ये नाव असलेल्या सभासदांना टपाल मतपत्रिका नोटीस पाठविणेत येत आहे.

३) दि. २९ एप्रिल २०१६ रोजी सभासद यादीत नाव असलेल्या सभासदांना मतदानाकरिता विचारार्थ घेण्यात येईल.

४) सभासद मतदानाकरिता प्रत्यक्ष मतपत्रिका किंवा ई-वोटींग यापैकी कोणताही एक मार्ग निवडू शकतात. सभासदांनी दोन्हीही पर्यायाद्वारे मतदान केल्यास ई-वोटींगद्वारे त्यांनी केलेले मतदान ग्राह्य धरण्यात येईल व टपाल मतपत्रिकेचे मतदान अवैध ठरविण्यात येईल.

५) छापील मतदानपत्रिका किंवा त्याचे डुप्लिकेट सभासदांना हवे असेल तर त्यांनी investorgrievances@rblbank.com या ईमेल ॲड्रेसवर ईमेल करावा. रजिस्ट्रर ॲन्ड ट्रान्स्फर एजंट/बँकेमार्फत व्यवसाय प्रतिसाद पाकीटासह असा फॉर्म सभासदांस पाठविण्यात येईल.

६) दि. २९ एप्रिल २०१६ रोजी असलेल्या सभासदांच्या यादीनुसार असणाऱ्या समभागांच्या वसूल मुल्याइतका मतदानाचा हक्क गणला जाईल.

७) कंपनी कायदा २०१३, कलम १०८ व ११० व त्याअंतर्गत बनविलेले नियम, यानुसार सभासदांना सीडीएसएलच्या ई-वोटींग सेवेद्वारे इलेक्ट्रॉनिकरित्या मतदान करण्याची व सर्व ठरावांवर ई-वोटींगद्वारे मतदान करण्याची सेवा उपलब्ध करून दिली आहे. इलेक्ट्रॉनिक वोटींगबाबत सुचनांचा तपशील खाली दिला आहे.

८) टपाल मतपत्रिकेवर सभासद प्रॉक्झीद्वारे मतदान करू शकत नाही.

९) टपालाद्वारे मतदान करणाऱ्या सभासदांनी मतपत्रिकेमध्ये नमूद केलेल्या सूचनांचे काळजीपूर्वक वाचन करावे व मतपत्रिका पूर्ण करून सोबत जोडलेल्या व्यवसाय प्रतिसाद पाकिटामध्ये बंद करून स्क्रुटीनायझर यांचेकडे दि. ६ जून २०१६ रोजी सायंकाळी ५.०० वाजेपर्यंत पोहोचेल अशा बेताने पाठवावी. सदर पाकीटाच्या पोस्टेजचा खर्च बँक अदा करणार आहे. टपाल मतपत्रिका सभासदांनी त्यांच्या खर्चाने कुरियर/रजिस्टर एडी/स्पीड पोस्टद्वारे पाठविली तरी ती स्वीकारली जाईल. सदर टपाल मतपत्रिका व्यवसाय प्रतिसाद पाकीटावर नमूद पत्त्यावर स्वत: आणून जमा केली जाऊ शकते. पूर्ण झालेली टपाल मतपत्रिका सोमवार दि. ६ जून २०१६ रोजी सायंकाळी ५.०० वाजेपर्यंत स्क्रुटीनायझर यांचेकडे पोहोचणे आवश्यक असून अशी मतपत्रिका विचारार्थ घेण्यास पात्र असेल, न पोहोचलेस सभासदाकडून काही उत्तर नाही असे समजणेत येईल.

१०) पडताळणी पूर्ण झालेनंतर स्क्रुटीनायझर त्यांचा अहवाल मा. चेअरमन यांना सादर करतील व टपाली मतदानाचा निकाल मा. चेअरमन किंवा बँकेचे अन्य अधिकृत संचालक बँकेच्या नोंदणीकृत कार्यालयात जाहीर करतील आणि डिपॉझीटरी, रजिस्ट्रार ॲन्ड ट्रान्स्फर एजंट यांना कळविण्याबरोबरच बँकेच्या www.rblbank.com या वेबसाईटवर सुद्धा दर्शविण्यात येईल.

११) आवश्यक त्या बहुमताने ठराव मंजूर झालेस, निकाल जाहीर करणेत येणारी दि. ८ जून २०१६ किंवा त्यापूर्वीची तारीख ही ठराव संमत झालेली तारीख समजणेत येईल.

१२) **इलेक्ट्रॉनिक मतदान म्हणजे :**

कंपनी कायदा २०१३ कलम १०८, कंपनी नियम २०१४ (व्यवस्थापन व प्रशासन) त्यामधील बदलासह, यानुसार बँक फिजिकल किंवा डिमॅट स्वरूपास शेअर्स धारण करीत असलेल्या सर्व भागधारकांना ई-वोटींगची सुविधा उपलब्ध करून देत आहे, ज्यामुळे त्यांना मतदानपत्रिका पोस्टाने पाठविण्याऐवजी इलेक्ट्रॉनिक माध्यमातून मतदान करता येईल. सभासदांना बँकेने सीडीएसएल यांच्या ई-वोटींगच्या सुविधेद्वारे अशी सुविधा उपलब्ध करून दिली आहे.

सदर ई-वोटींग शनिवार दि. ७ मे २०१६ रोजी सकाळी १०.०० वाजता सुरू होईल व सोमवार दि. ६ जून २०१६ रोजी सायंकाळी ५.०० वाजता संपेल. या कालावधीत फिजिकल व डिमॅट स्वरूपास शेअर्स धारण करीत असलेल्या सर्व भागधाराकांना ई-वोटींगची सुविधा उपलब्ध करून देत आहे, ज्यामुळे त्यांना मतदानपत्रिका पोस्टाने पाठविण्याऐवजी इलेक्ट्रॉनिक माध्यमातून मतदान करता येईल. सभासदांनी एकदा या ठरावावर मतदान केल्यानंतर त्यांना यामध्ये बदल करण्याची अनुमती नाही.

संचालक मंडळाने मतदान प्रक्रिया प्रामाणिकपणे व पारदर्शीपणे पार पडावी यादृष्टीने श्री. अल्विन डिसोझा, प्रॅक्टीसिंग कंपनी सेक्रेटरी व त्यांच्या गैरहजेरीत श्री. जय डिसोझा, कंपनी सेक्रेटरी मे. अल्विन जय ॲन्ड कं. यांची, मतदानाची छाननी करण्याकरिता स्क्रुटीनायझर म्हणून नियुक्ती केली आहे.

मतदानाचा निकाल स्क्रुटीनायझर यांच्या अहवालासह बँकेच्या www.rblbank.com आणि सीडीएसएल यांच्या www.evoting.cdsl.com या वेबसाईटवर प्रसिद्ध केला जाईल.

ई–वोटींगकरिता सूचना

I) भागधारकांनी ई-वोटींग वेबसाईट (www.evotingindia.com) वर लॉग ऑन करावे.

II) 'शेअर होल्डर्स' वर क्लिक करा.

III) तुमचा युजर आयडी एंटर करा.

अ) सीडीएसएल करिता १६ डिजीट बेनिफिशरी आयडी

ब) एनएसडीएल करिता ८ अक्षरी डीपीआयडी, त्यानंतर ८ डिजीट क्लायंट आयडी

क) फिजिकल फॉर्ममधील सभासदानी कंपनीकडे नोंद असलेला आपला फोलिओ क्रमांक टाकावा.

IV) दर्शविल्याप्रमाणे इमेज व्हेरिफीकेशन एंटर करणे व लॉग इन ला क्लिक करणे.

V) जर तुमचे शेअर्स डिमॅटमध्ये असतील व www.evotingindia.com ला लॉगईन केले असेल व यापूर्वीच्या कोणत्याही कंपनीच्या मतदानाकरिता मतदान केले असेल तर तुम्ही तुमचा सध्याचा पासवर्ड वापरणेचा आहे.

VI) जर तुम्ही पहिल्यांदा युजर असाल तर खालीलप्रमाणे कार्यवाही करावी :

डीमॅट व फिजिकल फॉर्ममध्ये शेअर्स असलेल्या सभासदांकरिता	
पॅन	इन्कमटॅक्स विभागाने जारी केलेला १० डिजीट पॅन क्रमांक एंटर करावा. (डीमॅट तसेच फिजिकल या दोन्ही स्वरूपात शेअर्स धारण केलेल्या सभासदांकरिता लागू) ● ज्या सभासदानी आपला पॅन क्र. कंपनी/डीपॉजिटरी पार्टीसिपंट यांचेकडे नोंद केला नसेल त्यांनी पोस्टल बॅलट पेपर किंवा अॅटेंडन्स स्लिपवरील अ. नं. पॅन फिल्डमध्ये टाकावा.
डिव्हीडंड बँक खाते तपशील **किंवा** जन्मतारीख	डीमॅट अकौन्टमध्ये किंवा कंपनीकडे नोंद केलेला डिव्हीडंड बँक अकौन्ट किंवा आपली जन्मतारीख एंटर करावी. (dd/mm/yyyy या फॉर्ममध्ये) एंटर करावा. ● हे दोन्ही तपशिल डिपॉजिटरी किंवा कंपनीकडे नोंद केला नसलेस, आपला मेंबर आयडी/फोलिओ क्रमांक 'डिव्हीडंड बँक डिटेल्स' फिल्डमध्ये एंटर करावा (सूचना ४ मध्ये नमूद केल्याप्रमाणे)

VII) हा सर्व तपशिल योग्य रितीने एंटर केल्यानंतर 'सबमिट' या टॅबवर क्लिक करावे.

VIII) फिजिकल फॉर्ममधील सभासद थेट 'कंपनी सिलेक्शन स्क्रीन' ला जातील. मात्र डीमॅट फॉर्ममधील सभासद 'पासवर्ड क्रीएशन' मेनूला येतील. येथे त्यांनी त्यांचा पासवर्ड न्यू पासवर्ड फिल्डमध्ये एंटर करावयाचा आहे. डीमॅट शेअर होल्डर हा त्यांचा पासवर्ड त्यांच्या पात्रतेनुसार इतर कंपन्यांचे ठरावांच्या मतदानासाठी जर त्या कंपन्यांनी सीडीएसएलची ई-वोटींग सुविधा वापरात आणली असेल तर, वापरू शकतात. आपण आपला पासवर्ड अन्य कोणासही सांगू नये व आपला पासवर्ड गोपनीय राहील याची खबरदारी घ्यावयाची आहे.

IX) फिजिकल फॉर्ममधील सभासदानी त्यांचा तपशिल हा फक्त सदर नोटीसमधील ठरावांच्या ई-वोटींगकरिता वापरणेचा आहे.

X) संबंधित (कंपनी नेम) साठी 'ईव्हीएसएन' वर क्लिक करा. ज्याकरिता तुम्हास मतदान निवडायचे आहे.

XI) वोटींग पेज (मतदान पान) वर तुम्हाला 'रिजोल्युशन डिस्क्रीप्शन' दिसेल. त्याकरिता 'YES/NO' हे पर्याय मतदानकरिता दिसतील. तुमच्या इच्छेनुसार 'YES' किंवा 'NO' हे पर्याय निवडा. 'YES' म्हणजे तुमची ठरावास अनुमती आहे व 'NO' म्हणजे तुमची ठरावास असहमती आहे.

XII) तुम्हाला ठरावाचा पूर्ण तपशिल पहावयाचा असेल तर 'रिजोल्युशन फाईल लिंक' ला क्लिक करा.

XIII) तुम्ही मतदानाकरिता ठराव निवडलेनंतर 'सबमिट' वर क्लिक करा. एक 'कन्फर्मेशन बॉक्स' आपणास दिसेल. तुमचे मत तुम्हाला कायम करावयाचे असलेस 'ओके' वर क्लिक करा. अन्यथा तुम्हाला तुमचे मत बदलायचे असलेस 'कॅन्सल' वर क्लिक करा व त्यानुसार तुमचे मत बदल करून घ्या.

XIV) एकदा मत कायम केल्यानंतर तुम्हाला तुमच्या मतात बदल करण्याची अनुमती नाही.

XV) वोटींग पेजवरील 'क्लिक हिअर टू प्रिंट' या ऑप्शनला क्लिक करून तुम्ही केलेल्या मतदानाची प्रिंट घेऊ शकता.

XVI) डीमॅट अकौंट धारकाने त्याचा पासवर्ड विसरला असेल, तर युजर आयडी व इमेज व्हेरीफिकेशन कोड एंटर करावा आणि 'फरगॉट पासवर्ड' वर क्लिक करा व सिस्टिमने विचारलेला तपशिल एंटर करा.

XVII) अ–व्यक्तिगत भागधारक व कस्टोडियन यांचेकरिता टिप –

- अ व्यक्तिगत भागधारक (म्हणजेच वैयक्तिक भागधारका व्यतिरिक्त एचयुएफ, एनआरआय ई) व कस्टोडियन यांनी www.evotingindia.com वर लॉग-इन करणे आवश्यक असून त्यानी स्वत:ला संस्था म्हणून नोंदणी करणे आवश्यक आहे.
- संस्थेचा शिक्का व सही असलेल्या रजिस्ट्रेशन फॉर्मची स्कॅन कॉपी helpdeskevoting@cdslindia.com येथे मेल करावी.
- लॉन इन तपशिल प्राप्त झाल्यानंतर, ॲडमिन लॉगईन व पासवर्ड वापरून कंप्लायन्स युजर निर्माण करावा. ज्या अकौंटद्वारे मतदान करावयाचे आहे ते अकौंट लिंक करणे कंप्लायन्ट युजरला शक्य होईल.
- अकौन्टस्ची यादी helpdesk.evoting@cdslindia.com येथे मेलद्वारे पाठविणेत यावी आणि अकौंटस मंजूर झालेनंतर ते मतदान करू शकतील.
- संचालक मंडळ ठरावाची स्कॅन केलेली प्रत व कस्टोडियनच्या नावे दिलेली पॉवर ऑफ अटॉर्नीची प्रत पीडीएफ फॉर्ममध्ये छाननीकरिता सिस्टिममध्ये अपलोड करावी.

XVIII) ई-वोटींग संदर्भात आपल्या काही शंका किंवा प्रश्न असलेस, फ्रिक्वेंन्टली आस्कड क्वेशनस (FAQs) व www.evotingindia.com येथे उपलब्ध असलेले ई-वोटींग मॅन्युअलचा संदर्भ घ्यावा किंवा helpdesk.evoting@cdslindia.com येथे मेल पाठवावा. आपणास ई-वोटींगसंदर्भात काही तक्रार असेल तर, बँकेचे कंपनी सचिव यांना ivestorgrievances@rblbank.com या मेल ॲड्रेसवर ई-मेल करावा. याशिवाय आपण बँकेचे रजिस्ट्रार व ट्रान्स्फर एजंट यांचेशी rnt.helpdesk@linkintime.co.in येथे संपर्क करू शकता.

कंपनी कायदा २०१३ कलम क्र. १०२ (१) अन्वये विशेष ठरावामधील वस्तुस्थिती दर्शविणेच्या दृष्टीने कामकाजासंबंधी स्पष्टीकरण

विषय क्र. १

कंपना कायदा २०१३ कलम क्र. ६२ (१) व त्याअंतर्गतचे नियम यानुसार वार्षिक वार्षिक सर्वसाधारण सभा दिनांक ९ जुलै २०१५ मध्ये दि. २९ ऑक्टोबर २९, २०१४ मध्ये संमत झालेल्या ठरावास सभासदांनी मुदतवाढ मंजूर केली होती व सदर मुदतवाढ ही १२ महिन्यांकरिता वैध होती. आपल्या मंजूरीनंतर बँकेने दि. २३ जून २०१५ रोजी सेबीकडे ड्राफ्ट रेड हेरिंग प्रॉस्पेक्टस दाखल केले आहे व बँक आपला आयपीओ लवकरच आणणेचा प्रयत्न करीत आहे. आयपीओद्वारे शेअर्स प्रदान करण्याची मुदत दि. ८ जुलै २०१६ रोजी संपत असलेने, पुन्हा एक वर्षाची मुदतवाढ देणे आवश्यक आहे, यासाठीच्या यापूर्वी निश्चित केलेल्या अटी व शर्ती कायम राहणार आहेत. बँकेच्या आयपीओच्या योजनेमध्ये मार्गक्रमण करण्याच्या दृष्टीने, यापूर्वीच्या अटी व शर्तींवरती आयपीओच्या मंजूरीस पुन्हा एक वर्षाची मुदतवाढ मंजूर करावी याकरिता आपणास विनंती करण्यात आली आहे. लिस्टींगचे उद्दीष्ट साध्य करत असताना यामध्ये विविध टप्पे असून या ठरावाच्या मंजूरीमुळे या योजनेच्या विविध उपक्रमांना विलंब न होता त्यांचे कार्य सुलभपणे चालणार आहे. सभासदांना वरीलप्रमाणे १ वर्षाच्या मुदतवाढीसाठी विनंती केली असली तरी, बँक आपला आयपीओ लवकरात लवकर आणणेसाठी सर्वतोपरी प्रयत्नशील आहे याचा बँक पुर्नउच्चार करीत आहे.

आयपीओच्या शेअर्स विक्रीस मिळालेला प्रतिसाद विचारात घेऊन आयपीओमधील विक्रीस काढण्यात येणाऱ्या शेअर्स रकमेचा (विक्रीस काढणेस येणाऱ्या शेअर्स वरील प्रिमियमसह) विस्तार रु. १२५०/- कोटी वरून रु. १५००/- कोटी करणेचा प्रस्ताव आहे.

दि. २९ ऑक्टोबर २०१४ व ०९ जुलै २०१५ रोजी मंजूर झालेल्या ठरावांची प्रमाणित सत्यप्रत स्पष्टीकरणासह, परिशिष्ट अ म्हणून दिलेली आहे.

त्यानूसार, विशेष सर्वसाधारण सभा दि. २९ ऑक्टोबर २०१४ रोजी संमत झालेल्या ठरावास मुदतवाढ मिळावी यासाठी सभासदांची मंजूरी मागितली आहे, ज्याद्वारे सध्याच्या सभासदांव्यतिरिक्त इतर व्यक्तिंना शेअर्स विक्री व आयपीओ संदर्भातील इतर अनुषंगिक बाबी तसेच आयपीओ मधील शेअर्स रक्कम विस्तारासंबंधीच्या ठरावामधील वर उल्लेखिलेला अंशत: बदल यांस मंजूरी मिळणार आहे.

त्यानूसार नोटीसमधील विषय क्र. १ ला विशेष ठरावाद्वारे सभासदांची मंजूरी मागितली आहे.

कोणतेही संचालक किंवा मुख्य व्यवस्थापन व्यक्ति किंवा त्यांचे नातेवाईक यांचा नोटीसमधील ठराव क्र. १ संमत होण्यास आपल्या शेअरहोल्डींग मर्यादा वगळता, कसलाही हितसंबंध नाही.

संचालक मंडळाचे आदेशावरून

दि. २९ एप्रिल २०१६
स्थळ : मुंबई

विनय त्रिपाठी
कंपनी सचिव

RBL BANK LIMITED

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

POSTAL BALLOT FORM

Sr No:

SR. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Registered address	
3.	Folio No. / *DP-Client ID (*Applicable to investors holding shares indematerialized form)	
4.	No. of Equity Share(s) held	

I / We hereby exercise my/ our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated April 29, 2016, by giving my/ our assent **(FOR)** or dissent **(AGAINST)** to the said resolution by placing a tick (√) mark at the appropriate box below:

SR. No.	Item No.	No. of shares	I assent to the Resolution (FOR)	I dissent to the Resolution (AGAINST)
1.	Issue and allotment of Equity Shares to the Public (Initial Public Offer)			

Place:
Date:

_____
(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN/ Password
160504003		

** Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN filed.*

INSTRUCTIONS

1. A Member desirous of exercising vote by physical postal ballot should complete the Form in all respects and send it after signature to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.

2. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the votes in favour or against or of the signature cannot be verified.

3. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.

4. Duly completed Postal Ballot forms should reach the Scrutiniser not later than 05:00 p.m. (IST) on June 6, 2016. Postal Ballot Forms received after this date will be strictly treated as invalid.

5. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Postal Ballot Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member are required to enclose an attested copy of POA. Unsigned Postal Ballot Form will be rejected.

6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter giving requisite authority to the person voting on the Postal Ballot Form.

7. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the Member in the respective column.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered.