# ADDENDUM TO THE NOTICE OF THE SEVENTY FOURTH ANNUAL GENERAL MEETING OF RBL BANK LIMITED

## RBL BANK LIMITED

**CIN: U65191PN1943PLC007308**
Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416001
Tel: +91 231 6650214 I Fax: +91 231 2657386
Website: www.rblbank.com | Email: investorgrievances@rblbank.com

In continuation to the Notice of the Seventy Fourth Annual General Meeting ("AGM") of the Members of RBL Bank Limited ("the Bank") dated May 2, 2017 which was sent previously, notice is hereby given that the following additional special business will also be transacted at the AGM and this notice be read in consonance with the foresaid notice.

**SPECIAL BUSINESS:**

**12. Further issue of equity shares on preferential basis ("Preferential Issue")**

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

**"RESOLVED THAT** subject to the provisions of the Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Rules thereunder ("the Act"), the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act 2013), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, the Banking Regulation Act, 1949 and the provisions of any rules/regulations/guidelines issued/ framed/ prescribed by the Central Government, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time or any other authority including stock exchanges (hereinafter collectively referred to as the "Appropriate Authorities"), enabling provisions of the Memorandum and Articles of Association of RBL Bank Limited ("the Bank"); and subject to the Bank obtaining requisite approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Bank (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute or any person authorized by the Board or such Committee to exercise its powers including the power conferred by this resolution), the consent, authority and approval of members of the Bank be and is hereby accorded to the Board to create, offer, issue, and allot up to 3,26,21,354 Equity Shares of face value of Rs.10/- each, fully paid-up, on a preferential basis, at a price of Rs. 515/- (Rupees Five Hundred and Fifteen only) each (including premium of Rs. 505/- each) which has been arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, on such terms and conditions, including payment of full consideration before or at the time of allotment of above shares and in such manner as may be approved or finalised by the Board to the following Proposed Allottees:

| Sr. No. | Name of the proposed allottee | Number of shares proposed to be allotted | Category | Address | Occupation |
|---|---|---|---|---|---|
| 1. | ABG Capital | 4,52,621 | Non-Promoter | 4th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Mauritius | Foreign Portfolio Investor |
| 2. | CDC Group PLC | 1,24,27,184 | Non-Promoter | 123 Victoria Street, London, England, SW1E6DE | Development Financial Institution |
| 3. | Global IVY Ventures LLP | 38,83,495 | Non-Promoter | 1-A, Friends Colony (West), New Delhi 110065 | Various Business activities including investments |
| 4. | HDFC Standard Life Insurance Company Limited | 38,83,495 | Non-Promoter | Lodha Excelus, 13th Flr, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi, Mumbai 400011 | Life Insurance Company |
| 5. | ICICI Lombard General Insurance Company Limited | 9,70,873 | Non-Promoter | Plot 414, ICICI Lombard House, Swatantrya Veer Savarkar Marg, Delta Plaza, Prabhadevi, Mumbai 400025 | General Insurance Company |

| Sr. No. | Name of the proposed allottee | Number of shares proposed to be allotted | Category | Address | Occupation |
|---|---|---|---|---|---|
| 6. | LTR Focus Fund | 1,91,067 | Non-Promoter | 4th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Mauritius | Foreign Portfolio Investor |
| 7. | Multiples Private Equity Fund II LLP | 6,04,117 | Non-Promoter | A/701, Poonam Chambers, 'B' Wing, Dr. Annie Besant Road, Worli, Mumbai – 400 018 | SEBI registered Alternative Investment Fund |
| 8. | Plenty CI Fund I Limited | 32,21,669 | Non-Promoter | 1st Floor, Saint Jean Road, Quatre Bornes, Mauritius | FDI Dentity |
| 9. | Plenty Private Equity Fund I Limited | 56,88,775 | Non-Promoter | 1st Floor, Saint Jean Road, Quatre Bornes, Mauritius | FDI Dentity |
| 10. | Steadview Capital Mauritius Limited | 12,98,058 | Non-Promoter | 4th Floor, 19 Bank Street, Cybercity, Ebene, 72201, Mauritius | Foreign Portfolio Investor |

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the 'Relevant Date' for the purposes of determining the floor price of the Equity Shares in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, shall be Wednesday, July 5, 2017, i.e., 30 days prior to the date of passing of the Special Resolution.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted pursuant to this resolution shall rank pari-passu in all respects with the existing fully paid up Equity Shares of the Bank, including entitlement to dividend and shall be subject to the Memorandum of Association and Articles of Association of the Bank.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the provisions of all the applicable laws, the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares, including reduction of the issue size, as it may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby instructed to get the shares allotted pursuant to this resolution and the resolution be acted upon within a period of 15 days from the date hereof or in the event the allotment of Equity Shares require any approval(s)/ permission(s) from Appropriate Authority, within 15 days from the date of such approval(s)/ permission(s), as the case may be.

**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, signing any agreements/undertakings with prospective investors, issuing clarifications on the issue and allotment of Equity Shares, resolving difficulties, effecting modifications to the foregoing, seek requisite approvals from the Appropriate Authorities, appointment of registered valuer, consultants, advisors and other agencies and to do all such acts, deeds and things as may be necessary and expedient, without being required to seek any further consent or approval of the members.

**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."

**NOTES:**

1. 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.

2. Relevant documents referred to in this Addendum to Notice of 74th AGM 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 AGM.

3. This Addendum is available along with the Notice of 74th AGM on the websites of the Bank and the Bank's Registrar & Share Transfer Agent, Link Intime India Private Limited ("RTA"). The revised Proxy Form including the resolution proposed hereinabove as item No. 12 is available on the website of the Bank and RTA. The Members desirous of receiving the hard copy of the revised proxy form, are requested to write to the Company Secretary or to the RTA.

4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 74th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum. Furthermore, Scrutinisers appointed for the ensuing AGM will act as Scrutinisers for the Resolution proposed in this Addendum.

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

**Item No. 12**

The Bank's transformation journey towards becoming a 'New Age' Bank started in the year 2010. Over the past four years transformation journey has been unique, leading to manifold growth in terms of size, geographic reach, across all operating parameters and business depth. The Bank's performance has significantly been improving year after year.

Our Bank needs to ensure that with growing balance sheet, its capital position is enhanced commensurately.

The Bank successfully launched its Initial Public Offering ("IPO") in the last fiscal and raised capital of Rs. 1,212.96 crore. The Bank is now in the process of raising additional capital to further augment its tier-I capital for supporting the future organic growth of business as well as enabling the Bank to capitalize on inorganic opportunities and for other general corporate purposes. Accordingly, the Board of Directors of the Bank has at its meeting held on July 7, 2017, recommended raising further capital by way of Preferential Issue of Equity Shares to certain institutional/professional investors of high pedigree. This equity capital raise will ensure that the Bank is adequately capitalised for the planned business growth.

The Board of Directors has identified the investors mentioned in the proposed Resolution for allotment of Equity Shares on preferential basis.

The Equity Shares allotted would be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

The Preferential Issue is subject to the approval of the members of the Bank and other statutory approvals, if any. Since the Bank is a listed company, the proposed issue is in terms of the provisions of the Companies Act, 2013, SEBI Listing Regulations, SEBI ICDR Regulations, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Memorandum and Articles of Association of the Bank and the terms of issue as decided by the Board or Committee thereof.

Details of the Preferential Issue and other particulars in terms of Regulation 73 of SEBI ICDR Regulations in relation to the aforementioned Special Resolution are given as under:

**(a) THE OBJECTS OF THE PREFERENTIAL ISSUE:**

The object of the issue is to augment the Bank's tier 1 capital for supporting the future organic growth of business as well as enabling the Bank to capitalize on inorganic opportunities and for other general corporate purposes.

**(b) THE PROPOSAL OF THE PROMOTERS, DIRECTORS OR KEY MANAGEMENT PERSONNEL OF THE ISSUER TO SUBSCRIBE TO THE OFFER:**

None of the Directors or Key Managerial Personnel will be subscribing to the offer. Further, the Bank does not have any identifiable Promoters and it is a professionally managed entity.

**(c) THE SHAREHOLDING PATTERN BEFORE AND AFTER THE PREFERENTIAL ISSUE:**

| Sr. No. | Category | Pre Issue | | Post Issue | |
|---|---|---|---|---|---|
| | | No. of Shares | % | No. of Shares | % |
| **A** | **Promoters' holding** | Nil | NA | Nil | NA |
| **B** | **Non-Promoters' holding** | | | | |
| 1 | Institutional Investors | 80,280,856 | 21.31 | 109,018,715 | 26.63 |
| 2 | Non-Institution: | | | | |
| | Private Corporate Bodies (Domestic and Overseas) | 139,878,736 | 37.13 | 139,878,736 | 34.17 |
| | Non Resident Indian | 5,402,758 | 1.43 | 5,402,758 | 1.32 |
| | Indian Public | 145,730,804 | 38.68 | 149,614,299 | 36.55 |
| | Others (including Trust, Clearing Members) | 5,430,644 | 1.44 | 5,430,644 | 1.33 |
| | **Sub Total (B)** | **376,723,798** | **100.00** | **409,345,152** | **100.00** |
| | **GRAND TOTAL(A+B)** | **376,723,798** | **100.00** | **409,345,152** | **100.00** |

**(d) PROPOSED TIMELINE FOR COMPLETION OF PREFERENTIAL ISSUE:**

The Equity Shares shall be allotted within a period of 15 days from the date of shareholders' approval, or in the event of the allotment of Equity Shares requiring approvals / permissions from Appropriate Authority, within 15 days from the date of such approvals or permission, as the case may be.

**(e) THE IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS AND CHANGE OF CONTROL, IF ANY:**

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

| Sr. No. | Name of the proposed allottee | Category | Ultimate beneficial owners of the proposed allottees | % of post Preferential Issue capital which may be held by them | Change of Control |
|---|---|---|---|---|---|
| 1. | ABG Capital | Non-Promoter | MIT Investments 2010, L.P. holds 100% of the participating shares of ABG Capital. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of MIT Investments 2010, L.P. | 0.39% | The proposed preferential issue shall not result in change of control of the Bank |
| 2. | CDC Group PLC | Non-Promoter | The Secretary of State for International Development, Government of United Kingdom | 6.90% | |
| 3. | Global IVY Ventures LLP | Non-Promoter | Mr. Sunil Kant Munjal | 0.95% | |
| 4. | HDFC Standard Life Insurance Company Limited | Non-Promoter | Being an Insurance Company, no further details are required to be given in terms of SEBI ICDR Regulations | 0.95% | |
| 5. | ICICI Lombard General Insurance Company Limited | Non-Promoter | Being an Insurance Company, no further details are required to be given in terms of SEBI ICDR Regulations | 0.24% | |
| 6. | LTR Focus Fund | Non-Promoter | Endowment of the Yale University holds 100% of the participating shares of LTR Focus Fund. There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 49% of shares or capital or profits of the endowment of the Yale University. | 0.45% | |
| 7. | Multiples Private Equity Fund II LLP | Non-Promoter | List of share holdersholding more than 10% in the investor entity: Reliance Industrial Investments and Holdings Limited (28.07%),a Wholly-owned subsidiary of Reliance Industries Limited, a listed entity and hence no further details are required to be given in terms of SEBI ICDR Regulations. No natural person is holding more than 10% of the beneficial interest of the fund. | 0.15% | |

| Sr. No. | Name of the proposed allottee | Category | Ultimate beneficial owners of the proposed allottees | % of post Preferential Issue capital which may be held by them | Change of Control |
|---|---|---|---|---|---|
| 8. | Plenty CI Fund I Limited | Non-Promoter | CPP Investment Board Private Holdings (3) Inc (44.44%),PGGM Private Equity II B.V. (22.22%), Green Emerald A Trustee 2014 Limited in its capacity as Trustee of Green Lotus A 2015 Trust (33.33%). No natural person is holding more than 25% of the beneficial interest of the Fund or any of the shareholders mentioned above. | 0.79% | The proposed preferential issue shall not result in change of control of the Bank |
| 9. | Plenty Private Equity Fund I Limited | Non-Promoter | List of shareholders holding more than 10% in the investor entity: CPP Investment Board Private Holdings (3) Inc (28.27%), PGGM Private Equity II B.V. (14.14%), Green Lotus A Trustee 2015 Limited as Trustee of Green Lotus A 2015 Trust (21.20%), Employees Provident Fund Board (10.10%). No natural person is holding more than 25% of the beneficial interest of the Fund or any of the shareholders mentioned above. | 1.39% | |
| 10. | Steadview Capital Mauritius Limited | Non-Promoter | List of shareholders holding more than 10% in the investor entity:<br>a. 238 Plan Associates, LLC (13.8%).<br>b. Conrad N. Hilton Foundation (11.5%).<br>There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 15% of shares or capital or profits of Steadview Capital Mauritius Limited. | 1.15% | |

The shareholding of CDC Group PLC ("CDC") will exceed 5% of the issued and paid-up share capital of the Bank upon allotment of Equity Shares pursuant to the Preferential Issue and therefore issuance of Equity Shares to CDC Group PLC under the Preferential Issue will be subject to receipt of the prior approval of the Reserve Bank of India in terms of the Banking Regulation Act, 1949 and relevant rules/regulations/guidelines issued/ framed/ prescribed by the Reserve Bank of India.

CDC is the UK government-owned development finance institution. One of the objectives of their engagement as an investor is to achieve greater financial and developmental outcomes for the regions where they invest. Over the last several years, CDC has shown strong commitment to the development of the Bank and has supported the Bank in many ways. CDC has been a long term capital provider to the Bank; first by way of equity capital in early 2014 and 2015, followed by Tier 2 capital in 2016. It has supported the Bank's initiatives in the areas of Micro Finance/Financial Inclusion and Financial Literacy. CDC also worked with the bank on evaluating the job creation impact of bank lending to micro, small and medium enterprises. Further investment by CDC in the equity capital of the Bank reinforces their commitment to the Bank. The Board of Directors of the Bank recommends this investment by CDC in excess of 5%, subject to approval by the Reserve Bank of India.

**(f) UNDERTAKINGS OF THE BANK:**

As the Equity Shares of the Bank are listed on stock exchanges (NSE & BSE) for more than Twenty Six weeks, price re-computation is not applicable to the Bank.

**(g) ISSUE PRICE AND RELEVANT DATE:**

The price at which Equity Shares will be allotted under the Preferential Issue shall be in accordance with Chapter VII of the SEBI ICDR Regulations.

As per Chapter VII of the said Regulations, issue of Equity Shares, on a preferential basis, can be made at a price not less than the higher of the following:

(a) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the recognized Stock Exchange during the twenty six weeks preceding the Relevant Date; or

(b) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on a Stock Exchange during the two weeks preceding the Relevant Date.

Such price being termed as the "floor price".

For this purpose, "Relevant Date" means the date thirty days prior to the date of passing of the proposed Resolution. Accordingly, the Relevant Date for the Preferential Issue is Wednesday, July 5, 2017 (in terms of Regulation 71 of the SEBI ICDR Regulations).

Accordingly, the floor price computed as per the above prescribed formula for the proposed Preferential Issue works out to Rs. 515/- per share (i.e. face value per share of Rs.10 and a premium per share of Rs. 505/-)

**(h) LOCK-IN:**

The Equity Shares proposed to be offered and allotted in the Preferential Issue shall be locked-in in accordance with Regulation 78(2) of SEBI ICDR Regulations.

**(i) AUDITOR'S CERTIFICATE:**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI ICDR Regulations will be placed before the AGM and will also be made available for inspection 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 AGM.

The Members are requested to accord their approval to the aforesaid by passing a Special Resolution.

None of the Directors or KMPs or relatives of Directors or KPMs are, in any way concerned or interested, financially or otherwise in the said Resolution.

**By Order of the Board of Directors**

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

**Date:July 7, 2017**
**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- Client ID: ……

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

1. Name: ……Address: ……
   Email ID: ……Signature: …… or failing him

2. Name: ……Address:……
   Email ID: …… .....Signature:…… or failing him

3. Name: ……Address:……
   Email ID: ……Signature:……

as my / our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the **SEVENTY FOURTH ANNUAL GENERAL MEETING** of the Bank to be held on Friday, August 4, 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 resolutions and in such manner as are indicated below:

| Sr. No. | Short Particulars of Resolution | Optional[2] | |
|---|---|---|---|
| | | For | Against |
| **ORDINARY BUSINESS** | | | |
| 1 | To consider and adopt:<br>a. the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.<br>b. the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2017 and the Report of the Auditors thereon. | | |
| 2 | To declare dividend on equity shares. | | |
| 3 | To appoint Director in place of Mr. Narayan Ramachandran (DIN 01873080), who retires by rotation and being eligible, offers himself for re-appointment | | |
| 4 | To appoint Statutory Auditors and fix their remuneration | | |
| 5 | To appoint Branch Auditors and fix their remuneration | | |
| **SPECIAL BUSINESS** | | | |
| 6 | Payment of Remuneration by way of profit linked commission to the Non-executive Directors, other than Chairman | | |
| 7 | Increase in Authorised Share Capital | | |
| 8 | Alteration in the Memorandum of Association on account of increase in authorised share capital | | |
| 9 | Increase in Borrowing Powers | | |
| 10 | Issue of Debt Securities on Private Placement basis | | |
| 11 | Revision in the remuneration of Mr. Vishwavir Ahuja, Managing Director & CEO | | |
| 12 | Further issue of equity shares on preferential basis (“Preferential Issue”) | | |

Signed this ……..day of ……. 2017

Signature of Shareholder ……

Signature of Proxy holder(s) ……

Affix
One Rupee
Revenue
Stamp

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. It is optional to 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.