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

NOTICE

Notice is hereby given that the Seventy Fourth Annual General Meeting ("AGM") of the Members of **RBL Bank Limited ("the Bank")** will 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 416003 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:

   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.

   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 to fix their remuneration

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

"**RESOLVED THAT** pursuant to the provisions of Section 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time read with the Rules made thereunder ("the Act"), the applicable provisions of the Banking Regulation Act, 1949, (including any statutory modifications or re-enactment thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India ("RBI"), from time to time and subject to approval of RBI, M/s. B.S.R. & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) or such other auditors as may be approved by RBI be and are hereby appointed as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Seventy Fifth AGM of the Bank to be held in the year 2018 at such remuneration as shall be decided by the Board or any Committee thereof plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Bank for the year ending March 31, 2018."

5. To appoint Branch Auditors and to fix their remuneration

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

   "RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, the Banking Regulation Act, 1949 and subject to such regulatory approvals and consents as may be required, the Board of Directors of the Bank be and is hereby authorised to appoint branch auditors, as and when required, in consultation with the Statutory Auditors, to audit the accounts in respect of the Bank's branches/offices and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the branches/offices for the year ending March 31, 2018."

SPECIAL BUSINESS:

6. Payment of Remuneration by way of profit linked commission to the Non-executive Directors, other than Chairman

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

   "RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder ("the Act"), applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Guidelines on Compensation of Non-executive Directors of Private Sector Banks, applicable rules, circulars and other guidelines issued by the Reserve Bank of India, the Non-executive Directors of the Bank (i.e. Directors who are neither the Managing Director nor the Whole Time Directors) except Non-executive Part-time Chairman, be paid such sum by way of profit related commission not exceeding in aggregate, one per cent of the net profits of the Bank as

computed in the manner laid down in section 198 of the Act or a maximum of Rs. 10 Lakhs to each of such Directors, whichever is lower; in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Bank for each year commencing from April 1, 2017.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee of the Board of Directors) of the Bank, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all approvals as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. Increase in Authorised Share Capital

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

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any modifications or re-enactment thereof) read with the Rules made thereunder, and provisions of the Banking Regulations Act, 1949, the Authorised Share Capital of the Bank be and is hereby increased from the existing Rs. 4,00,00,00,000 (Rupees Four Hundred Crore) divided into 40,00,00,000 (Forty Crore) Equity Shares of face value of Rs. 10/- each to Rs. 7,00,00,00,000 (Rupees Seven Hundred Crore) divided into 70,00,00,000 (Seventy Crore) Equity Shares of Rs. 10/- each, by creating additional 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares of the Bank.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and / or director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to this resolution."

8. Alteration in the Memorandum of Association on account of increase in Authorised Share Capital

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any modifications or re-enactment thereof) read with the Rules made thereunder and provisions of the Banking Regulation Act, 1949, existing Clause 5 of the Memorandum of Association of the Bank be and is hereby substituted and read as under:

"*The authorised capital of the Bank is Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores) divided into 70,00,00,000/- (Seventy Crores) ordinary shares of Rs. 10/- (Rupees Ten) each."*

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and / or director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to this resolution."

9. Increase in Borrowing Powers

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

"RESOLVED THAT in supersession of the Special Resolution passed at the Seventy Third Annual General Meeting held on September 6, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Bank, the consent of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank to borrow such sum of money in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the Bank's bankers) may exceed the aggregate of the paid-up share capital of the Bank and its free reserves, that is to say, reserves not set apart for any specific purposes, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed from time to time, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 15,000 Crores (Rupees Fifteen Thousand Crores).

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

10. Issue of Debt Securities on Private Placement basis

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

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, enabling provisions of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India ("RBI"), from time to time and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013), for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issue of debt securities including but not limited to long term bonds, non-convertible debentures, perpetual debt instruments and Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time, and /or for making offers and /or invitations thereof and /or issue(s)/issuances thereof, on private placement basis, for a period of one year from the date hereof, in one or more tranches and /or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, of an amount not exceeding Rs.2,500 Crores (Rupees Two Thousand Five Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things, matters, as may be necessary and expedient and to delegate all or any of its powers conferred herein to any Committee or any director(s) or officer(s) of the Bank for giving effect to this resolution."

11. Revision in the remuneration of Mr. Vishwavir Ahuja, Managing Director & CEO

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Banking Regulation Act, 1949, the Articles of Association of the Bank and subject to approval of the Reserve Bank of India ("RBI"), consent of the members be and is hereby accorded for revision in the remuneration of Mr. Vishwavir Ahuja (DIN 00074994), Managing Director & Chief Executive Officer of the Bank to Rs.123 lakhs p.a. (earlier Rs.107 lakhs p.a.) and such other terms and conditions as detailed in the explanatory statement to the notice, subject to such modification as may be approved by RBI and agreed to by the Board of Directors and Mr. Vishwavir Ahuja.

RESOVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds and things including to execute any agreement/document as may be required to give effect to this Resolution."

By Order of the Board of Directors

Vinay Tripathi
Company Secretary

Date: May 2, 2017
Place: Mumbai

NOTES:

1. **A Member entitled to attend and vote at the AGM 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 the Annual Report to the Meeting. Further, 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. 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.

4. The Register of Members and the Share Transfer Books of the Bank will remain closed from **Saturday, July 29, 2017 to Friday, August 4, 2017(both days inclusive).**

5. Dividend on Equity Shares as recommended by the Board of Directors for the year ended March 31, 2017, if approved at the AGM, will be payable to those Members who hold shares:

   (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Friday, July 28, 2017**.

   (b) In physical mode, if their names appear in the Bank's Register of Members after giving effect to all valid transfers in physical form lodged with the Bank and / or its Registrar and Transfer Agents on or before **Friday, July 28, 2017.**

6. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), the Bank is statutorily required to transfer to the Investor Education & Protection Fund ("IEPF") established by the Central Government, any money transferred to the Unpaid Dividend Account and which remains unpaid or unclaimed for a period of seven years from the date of such transfer. Thus, the unclaimed/ unpaid dividend declared upto FY 2008-09 has already been transferred to IEPF. The members who have not yet encashed their dividend warrants related to subsequent financial years are requested to do so immediately. The Bank has uploaded the details of unpaid and unclaimed dividend as on September 6, 2016 (date of last Annual General Meeting) on the website of the Bank (www.rblbank.com), as also on the website of the Ministry of Corporate Affairs. Further, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years are also required to be transferred to the Demat account of IEPF Authority. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF Demat including all benefits accruing on such shares, if any, can be claimed back from the IEPF Authority after following the procedure prescribed under IEPF Rules.

7. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Plan is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members of the Bank, will be available for inspection by the Members at the AGM.

8. Brief profile and other required information about the Directors proposed to be re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.

9. **Members holding shares in physical form are requested to address all their bank details, correspondence including change of address, mandates etc. to the Registrar and Transfer Agents of the Bank (RTA) viz. M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.**

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

11. The Bank has made available the facility of Dematerialisation of shares of the Bank. Dematerialisation 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. The Securities and Exchange Board of India as mandated the submission of PermanentAccount Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Bank/ RTA.

13. Members desirous of getting any information about the accounts and/ or other operations of the Bank are requested to write to the Bank at least seven days before the date of the meeting to enable the Bank to keep the information ready at the meeting.

14. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Bank on all working days between 11.00 A.M. 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 for download.

15. The Annual Report for FY 2016-17along with AGM Notice, 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 Friday, June 23, 2017 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 IDs to update the same with their respective Depository Participant(s) for receiving communications from Bank electronically. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Bank quoting their folio number(s).

16. The route map of the venue of the Meeting is given in the Notice.

17. **Voting through electronic means:**

In terms of Section 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 **Friday, July 28, 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 Tuesday, August 1, 2017 (10:00 A.M.) and ends on Thursday, August 3, 2017 (5:00 P.M.).**

The Bank is also offering the facility for voting at the AGM. 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 AGM for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM butshall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date, subject to the provisions of the Banking Regulation Act, 1949, as amended.

The Board of Directors has appointed Mr. Alwyn D'Souza, Practicing Company Secretary, failing him, Mr. Vijay Sonone, Practicing Company Secretary of M/s Alwyn Jay & Co.,Company Secretaries as a Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.

The Results on above resolutions shall be declared not later than 48 hours from the conclusion of AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results of voting will be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Bank at 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.com and voted on an earlier voting of any company, then your existing password is to be used.
(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	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 **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 onthe 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.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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. 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 RTA at rnt.helpdesk@linkintime.co.in.

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

Item No. 6

Payment of Remuneration by way of profit linked commission to the Non-executive Directors, other than Chairman

In terms of the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Banking Regulation Act, 1949 in addition to various Guidelines/ Circulars issued by the RBI, Non-Executive Directors have been entrusted with vast responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Non-executive Directors by the Bank should be commensurate with their increased role, responsibilities and duties. Till recently, the banks in private sector were allowed to pay only sitting fees to Non-executive Directors and the Part-time Chairman is being allowed a fixed remuneration with the prior approval of RBI.

However, RBI vide Circular No. DBR. No. BC.97/29.67.001/2014-15 dated June 1, 2015 issued Guidelines on Compensation of Non-executive Directors of Private Sector Banks (the 'Guidelines') emphasizing on the fact that in order to enable banks to attract and retain professional directors, it is essential that such directors are appropriately compensated. In terms of these Guidelines, the Boards of Private Banks are now allowed, at its discretion, payment of compensation in the form of profit related commission to the Non-executive Directors (other than the Part-time Chairman), subject to the Bank making profits.

Such compensation, however, shall not exceed Rs. 1 Million per annum for each director. This compensation is in addition to sitting fees being paid to the Non-executive Directors and reimbursement of their expenses for participation in the Board and other meetings, subject to compliance with the provisions of the Act.

Further, in terms of the provisions of Section 197 of the Act, the remuneration payable to Directors who are neither Managing Directors nor Whole-time Directors shall not exceed-

(a) One per cent. (1%) of the net profits of the company, if there is a Managing or Whole-time Director or Manager;

(b) Three per cent. (3%) of the net profits in any other case.

Considering the above, the Board of Directors of the Bank have, subject to the approval of Members of the Bank, proposed to remunerate the Non-executive Directors (i.e.Directors who are neither the Managing Director nor the Whole Time Directors) excluding Non-executive Chairman by way of profit based commission, the lowest of the limits as under, with effect from April 1, 2017:

(i) Maximum of Rs. 10 Lakh per annum for each of such Non-executive Directors, in such manner and in all respects as may be decided by the Board of Directors; or

(ii) The Non-executive Directors shall be paid such sum by way of profit related commission not exceeding in aggregate one per cent (1%) of the net profits of the Bank for each financial year, as computed in the manner laid down in section 198 of the Act.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 6 of this Notice, for your approval.

Save and except all the Non-executive Directors of the Bank excluding Non-executive Chairman and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 7& 8

Increase in authorized share capital and consequent alteration of the Capital Clause in the Memorandum of Association

The present authorised share capital of the Bank is Rs. 400 Crores. The Bank in order to meet its growth objectives and to strengthen its capital adequacy position from time to time may be required to generate long term resources by issuing Equity Shares. The existing Authorised Share Capital of the Bank may not be sufficient for the said purpose. It is therefore deemed appropriate to increase the authorised share capital of the Bank from Rs. 400 Crores to Rs. 700 Crores by creating additional 30 Crores Equity Shares of Rs.10/- each.

The increase in authorised capital as aforesaid would also require consequential amendments to the existing Clause 5 of the Memorandum of Association("MOA") of the Bank. Accordingly, amendment to MOA has also been proposed by the Board of Directors of the Bank.

In terms of the requirements of Section 49-C of the Banking Regulation Act, 1949, it is required to obtain prior approval of the Reserve Bank of India ("RBI") for carrying out any amendments to the MOA. Accordingly, RBI vide letter dated February 28, 2017,has issued its 'No Objection' to the amendments proposed in the MOA.

Your Directors, therefore, recommend the resolutions, as set forth in Item Nos. 7 & 8 of this Notice, for your approval.

None of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolutions.

Item No. 9

Increase in Borrowing Powers

The members of the Bank at their Seventy Third Annual General Meeting held on September 6, 2016 approved by way of a Special Resolution under Section 180 (1)(c) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves of the Bank provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 10,000 crore.

It is now proposed to increase the borrowing limits to Rs.15,000 crore in line with the increase in networth and business of the Bank and future needs of business.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 9 of this Notice, for your approval.

None of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 10

Issue of Debt Securities on Private Placement basis

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the company, by a special resolution, for each of the offers or invitations / subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank has obtained the approval of Members at last Annual General Meeting held on September 6, 2016 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to Rs. 1,500 crores (Rupees One Thousand Five Hundred Crores), in one or more tranches. Pursuant to the said approval, the Bank has raised an amount of Rs. 730 Crores (Rupees Seven Hundred and Thirty Crores) by way of issue of Non-convertible, Redeemable, Unsecured, Listed, Rated, Basel III compliant Tier II Bonds till March 31, 2017 (Rs.330 Crores during FY2016-17).

The current approval of Members is valid up to September 5, 2017. In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the fresh approval of Members in place. Accordingly, the Board of Directors has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian / foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI and SEBI, up to Rs. 2,500 crores (Rupees Two Thousand Five Hundred Crores), in one or more tranches.

Further, these would form part of the overall borrowing limits approved by Shareholders under Section 180(1)(c) of the Companies Act, 2013. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.The pricing of the debt securities referred above depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Laws.

Your Directors, therefore, recommend the resolution, as set forth in Item No. 10 of this Notice, for your approval.This resolution is an enabling resolution and authorizes the Board of Directors of the Bank to offer or invite subscription for debt securities, as may be required by the Bank, from time to time for a year from the date of passing this resolution.

None of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 11

Revision in the remuneration of Mr. Vishwavir Ahuja, Managing Director & CEO

Mr. Vishwavir Ahuja was initially appointed as Managing Director and Chief Executive Officer ("MD & CEO") on June 30, 2010 and was thereafter re-appointed twice, considering the progress made by the Bank under his stewardship.

Mr. Ahuja holds an MBA degree from IIM, Ahmedabad and MS in International Finance from University of Michigan, USA. He has worked with the Bank of America (BoA) as MD & CEO for the Indian subcontinent, based in Mumbai until September 2009.

Under the able stewardship of Mr. Vishwavir Ahuja, the Bank has made dramatic transformation and significant progress on all facets despite sluggish economy, internal challenges, and immense competition. Most importantly, the Bank has successfully launched its Initial Public Offering ("IPO") and raised capital of Rs.1,212.96 crore, under the able guidance of Mr. Ahuja.

The Bank's transformation journey and plan has led to manifold growth in terms of size, geographic reach and business depth. There is a robust platform of professional governance, relationships, technology infrastructure & high quality capital. The Bank, with its considerable management bandwidth and experience, is committed to building transparent and merit-based organization with fairness, transparency and responsiveness in all dealings.

Mr. Vishwavir Ahuja would be completing seven years of service as MD & CEO of the Bank on June 30, 2017. The Bank has shown exceptional financial performance, maintained high governance standards & won many coveted external accolades under the leadership and guidance provided by Mr. Vishwavir Ahuja. His long, illustrious banking experience has helped a small, old, localized Bank to emerge as a modern new age Bank at national level, ready to face the future challenges.

Keeping in view, the significant progress made by the Bank under the stewardship of Mr. Ahuja, the Board of Directors, subject to approval of the Reserve Bank of India and Members, has approved increase in remuneration of Mr. Ahuja as mentioned in the resolution.

The revised remuneration details of Mr. Ahuja are detailed hereinbelow:

Sr. No.	Particulars	Existing (Amount in Rs.)	Proposed (Amount in Rs.)
1	Base Salary / Compensation	107.00 Lac per annum	123.00 Lac per annum
2	Cash Allowance (including Medical)	Rs.9.0 Lacs per annum (75,000 per month)	Rs.10.35 Lacs per annum (86,250 per month)
3	House rent Allowance / Free furnished house	Free furnished accommodation in South/ mid-town Mumbai	Unchanged
	Dearness Allowance	N.A.	N.A.
4	Use of Bank car	Use of bank's car with driver for official purpose and private use.	Unchanged.
5	Entertainment Allowance	Reimbursement of actual expenses on production of bills. Of which Rs.500 per entertainment to be reimbursed on the MD's own certificate. Entertainment expenses will be inclusive of entrance fees / subscription to 2 clubs	Unchanged
6	**Other allowance**		
	Traveling & Halting Allowances	As per Bank's policy	As per Bank's policy
	Provident Fund and Gratuity	As per Bank's policy	As per Bank's policy
	Sitting Fees	Not eligible	Not eligible
	Insurance cover	As per Bank's policy	As per Bank's policy
	Leave fare concession	As per eligibility of other officers of the bank. The facility of encashment of privilege leave. (If allowed under the bank's rule) can be availed of by the MD & CEO on his demitting office.	Unchanged
	Employee stock Option (ESOP)	This will be offered as part of the remuneration and long term incentive package, as approved by the Board, with separate application and specific approval of RBI.	This will be offered as part of the remuneration and long term incentive package, as approved by the Board, with separate application and specific approval of RBI.

Sr. No.	Particulars	Existing Policy	Proposed
1	Incentive	As per the Bank's Compensation Policy adopted by the Board as on October 16, 2012, based on Guidelines on the Compensation of Whole Time Directors/ Chief Executive Officers vide circular ref. RBI/2011-12/349 dated January 13, 2012. MD & CEO is eligible for a maximum of 70% of Fixed Pay as incentive.	Rs.57.50 lacs (49.57% of Fixed Compensation)
2	Loan eligibility	Maximum limit Rs. 100 lakh. To include housing, vehicle and general purpose clean loan. Margin and interest rates as applicable to senior executives as per the Bank Policy.	Unchanged. This facility has already been specifically approved by RBI as per approval letter dated May 6, 2014.

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

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

Save and except Mr. Vishwavir Ahuja, none of the Directors, Key Managerial Personnel or relatives thereof is, in any way concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors

Vinay Tripathi
Company Secretary

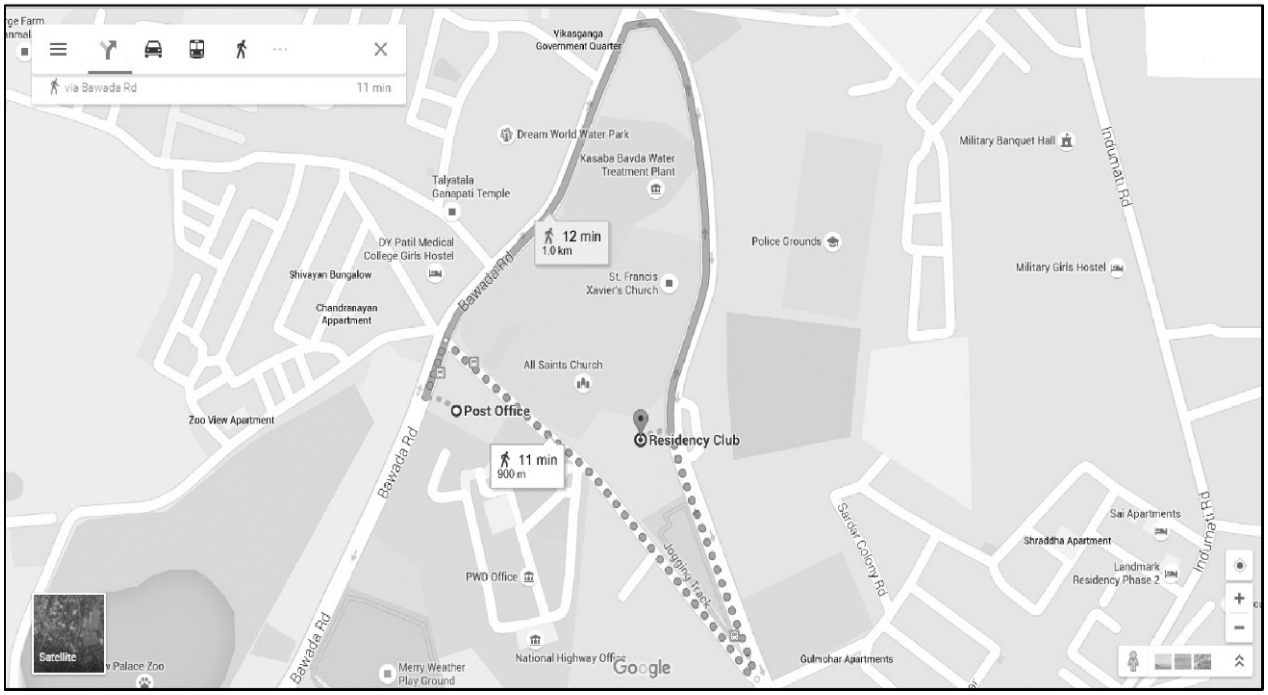
Date:May 2, 2017
Place: Mumbai

Details of Director seeking re-appointment at the Annual General Meeting

Name	Mr. Narayan Ramachandran
Age	54 years
Date of Appointment	May 20, 2010
Education Qualifications	B. Tech. (IIT Bombay), MBA, CFA
Brief resume including expertise	Mr. Narayan Ramachandran holds a bachelor's degree in technology from the Indian Institute of Technology, Mumbai, a management degree from the University of Michigan and is a certified financial analyst. He has wide experience in the field of finance, capital market and banking and until February 2010, he was the Country Head and Chief Executive Officer of Morgan Stanley India. Prior to that, he was the Co-head of the emerging markets division of Morgan Stanley Investment Management.
Directorships held in other listed companies	Teamlease Services Limited
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Teamlease Services Limited- Audit Committee Member
Disclosure of relationships between directors inter-se	Mr. Ramachandran is not related to any of the Directors of the Bank.
Number of shares held in the Bank	44,38,380 equity shares

For other details such as number of meetings of the board attended during the year, remuneration drawn in respect of Mr.Narayan Ramachandran, please refer to the Corporate Governance Report.

Route map to the venue of AGM



RBL 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

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: 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. 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		

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.

RBL BANK LIMITED

CIN: U65191PN1943PLC007308
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Tel: +91 231 6650214 l Fax: +91 231 2657386
Website: www.rblbank.com | Email: investorgrievances@rblbank.com

ATTENDANCE SLIP

Sr.No :

Regd. Folio / DP ID & Client ID	
Name and Address of the Member	
Joint Holder 1 Joint Holder 2	
No. of Shares	

I/ We hereby record my/ our presence at the SEVENTY FOURTH ANNUAL GENERAL MEETING ("AGM") of the Members of the Bank being held on Friday , August 4, 2017, at 11.30 a.m. at Residency Club, C.T.S .No.E2124,E ward, Near Bawda Post office, Opp. PWD office, New Palace, Tarabhai Park, Kolhapur – 416003.

Signature of the Shareholder/ Proxy Present

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

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

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ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Sequence No./Default PAN*
170630003	USE YOUR PAN

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

Note: Please read the instructions printed under the Notice of AGM dated May 2, 2017. The Remote e-voting commences on Tuesday, August 1, 2017 (10:00 A.M.) and ends on Thursday, August 3, 2017 (5:00 P.M.)
The voting module shall be disabled by CDSL for voting thereafter.