

May 18, 2018

The Secretary,
 Listing Department,
 BSE Limited,
 1st Floor, Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai – 400001
 Script Code: 540065

The Manager,
 Listing Department,
 The National Stock Exchange Limited,
 Exchange Plaza, C-1, Block G,
 Bandra Kurla Complex, Bandra (E)
 Mumbai -400051
 Script Name: RBLBANK

Sub: Postal Ballot Notice (including e-voting) and Postal Ballot Form of RBL Bank Limited

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Postal Ballot Notice dated April 27, 2018 along with the Postal Ballot Form has been sent/e-mailed to the Shareholders of the Bank seeking their approval for the businesses stated as under:

Type of Resolutions	Description
Special Resolutions	Approval of 'Employees Stock Option Plan 2018'
	To approve grant of employee stock options to the employees of Subsidiary(ies) of the Bank under 'Employees Stock Option Plan 2018'

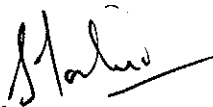
The e-voting commences on Saturday, May 19, 2018 at 9.00 A.M. and shall remain open till 5.00 P.M. on Monday, June 18 2018 The result of the same (evoting + ballot) will be declared on or before Wednesday, June 20, 2018

We enclose herewith the Postal ballot Notice and Postal Ballot Form. The same is also uploaded on the website of the bank www.rblbank.com and on the website of Central Depository Services (India) Limited www.evotingindia.com.

We request you to please take note of the same.

Thanking you.

Yours faithfully,
 For **RBL Bank Limited**


Jaideep Iyer
 Head - Strategy

Encl.: As above.

www.rblbank.com

RBL Bank Limited

Controlling Office: One Indiabulls Centre, Tower 2B, 9th Floor, 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel: +91 022-43020500 | Fax: +91 Fax: 022-43020520

Registered Office: 1st Lane, Shahupuri, Kolhapur- 416 001, India. | Tel. : +91 231 6650214 | Fax : +91 231 2657386

CIN: U65191PN1943PLC007308 • E-mail: customercare@rblbank.com



RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001

Tel: +91 231 6650214 | 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, ("the Act") 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 resolutions appended below are proposed to be passed by the members through postal ballot / electronic voting (e-voting).

The explanatory statement pursuant to section 102 and 110 of the Act pertaining to the resolutions appended below setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

Resolutions:

Item No. 1: Approval of 'Employees Stock Option Plan 2018'

To consider, and if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant clauses of the Memorandum and Articles of Association of the Bank and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Bank be and is hereby accorded to the introduction of Employees Stock Option Plan 2018 ("ESOP 2018") (referred to as "Plan") authorising the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Human Resource and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant/allot of such number of options thereunder, in one or more tranches, from time to time, to the eligible employees of the Bank, as defined under SEBI SBEB Regulations and aforesaid Plan, which upon exercise shall not exceed in aggregate (including shares arising pursuant to grant of options to eligible employees of the subsidiary(ies) of the Bank pursuant to resolution proposed under item no 2) 2,00,00,000 (Two Crore) equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Bank, where one option upon exercise shall entitle for one equity share to be issued, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEB Regulations and the provisions of the Plan."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank paripassu with the then existing equity shares of the Bank."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are issued by the Bank to the grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Bank are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten) per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan."

"RESOLVED FURTHER THAT the Board, including any Committee of the Board, be and is hereby authorized at any time to modify, change, revise, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, revision, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Bank, SEBI SBEB Regulations and any other applicable laws in force."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

Item No. 2: To approve grant of employee stock options to the employees of Subsidiary(ies) of the Bank under 'Employees Stock Option Plan 2018'

To consider, and if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant clauses of the Memorandum and Articles of Association of the Bank and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Bank be and is hereby accorded authorizing the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Human Resource and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to offer, create, and grant/allot from time to time, in one or more tranches, such number of options under 'Employees Stock Option Plan 2018' ("ESOP 2018") (referred to as "Plan") within the limit prescribed under resolution proposed under item no 1, to eligible employees (as defined under SEBI SBEB Regulations and aforesaid Plan) of any present or future subsidiary or subsidiaries of the Bank whether in or outside India as may be decided under the Plan, exercisable into corresponding number of equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one option would convert into one equity share of the Bank to be issued, upon exercise, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEB Regulations and the provisions of the Plan."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank paripassu with the then existing equity shares of the Bank."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Bank to the grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Bank are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten) per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan."

"RESOLVED FURTHER THAT the Board, including any Committee of the Board, be and is hereby authorized at any time to modify, change, revise, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, revision, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Bank, SEBI SBEB Regulations and any other applicable laws in force."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

By Order of the Board of Directors

Date: April 27, 2018
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 and the Postal Ballot Form 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, May 11, 2018.
- 3) The Postal Ballot Notice and the Postal Ballot Form is being sent in electronic form to those Members whose email address is registered with their Depository Participants (in case of Dematerialized shareholding) or with the Bank's Registrar and Share Transfer Agent (in case of Physical shareholding). Further, in case of those Members whose email address is not registered as aforesaid, physical copy of the Postal Ballot Notice and Postal Ballot Form is being sent to such Members at their registered address.
- 4) Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 11, 2018 will be considered for the purpose of voting.
- 5) 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.
- 6) 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@rbibank.com. The Registrar and Transfer Agent / Bank shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

- 7) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, May 11, 2018.
- 8) In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
- 9) A Member cannot exercise his vote by proxy on postal ballot.
- 10) 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 18, 2018. 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 18, 2018, it will be considered that no reply from the Member has been received. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
- 11) The Scrutinizer will submit his report to the Chairman/Managing Director and CEO 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 Wednesday, June 20, 2018 at the registered office and will also be displayed on the website of the Bank (www.rblbank.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
- 12) The last date of the receipt of the Postal Ballot Forms/e-voting i.e. June 18, 2018 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
- 13) **Voting through electronic means:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions 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 Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

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 e-voting period commences on Saturday, May 19, 2018 at 9.00 a.m. (IST) and ends on Monday, June 18, 2018 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. Friday, May 11, 2018 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.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 (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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) 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.

**To Download m-Voting Mobile App
SCAN THIS**



How do you use the barcode scanner app?

Installing Barcode Scanner

1. Open the Play Store on your device. You can find the Play Store in your list of apps.
2. Tap the Search bar. This can be found at the top of the Play Store screen.
3. Type barcode scanner.
4. Tap QR & Barcode Scanner from Gamma Play.
5. Tap Install.
6. Tap Accept.
7. Tap Open.

How do I find the QR code on my phone?

To scan a QR code:

1. Open the QR code reader app installed on your device.
 2. Scan the QR code by lining it up inside the window on your screen.
 3. The barcode is decoded on your device and specific instructions are sent to the app for appropriate action (e.g. open a specific website).
- (xix) 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.
 - 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(s).
 - 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.
- (xx) 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. Alternatively, you may write to rnt.helpdesk@linkintime.co.in / investorgrievances@rbl.com.
- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL) Central Depository Services (India) Limited, 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N.M.Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an Email to helpdesk.evoting@cdslindia.com or call - 1800225533.

EXPLANATORY STATEMENTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 6 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

Item Nos. 1 & 2:

With a view to attract, retain, motivate and incentivize key/ senior talents, the Bank had implemented 3 (three) employee stock option plans namely ESOP 2010, ESOP 2013 and ERSOP 2014 in years 2010, 2013 and 2014 respectively prior to its initial public offering and listing of shares. After listing of the shares of the Bank, the members of the Bank vide special resolution dated January 17, 2017, ratified the ESOP 2013 for its continuance; whereas fresh grants under ESOP 2010 and ERSOP 2014 were discontinued.

It is appreciated that with a view to achieve sustainable corporate growth and creating long term value for the stakeholders in the forthcoming years, the Bank should continue with its broad philosophy of having equity based compensation as a part of the overall compensation. The Bank has significantly increased its overall scale and size as well as its senior employee base given the significant growth that has taken place over the last few years. In this regard, an ESOP 2013 is now close to utilisation, it is considered to introduce an Employees Stock Option Plan 2018 ("ESOP 2018") (referred to as the "Plan").

The underlying philosophy of 'Employees Stock Option Plan 2018' in line with earlier plans is to enable the Employees, present and future, to share the value that they help to create for the organization over a certain period of time. The Bank strongly believes that an equity component in the compensation goes a long way in aligning the objectives of the employees with those of the Bank. The objectives of 'Employees Stock Option Plan 2018' ("ESOP 2018"), like the part ESOP schemes, is among others, to attract critical senior talent with ESOPs upon joining and to utilize ESOPs as one of the compensation tools at the time of annual performance review, as a tool for alignment of interest and retention. Through this plan, the Bank intends to offer an opportunity of sharing the value created with those Employees who have contributed to the growth and development of the Bank.

To maintain a sustained equity based compensation for the ever growing key talents, such number of options would be required which upon exercise shall not exceed 2,00,00,000 equity shares of face value of Rs. 10 each fully paid-up, which together with 2,74,37,022 outstanding stock options under the previously approved plans is within the previously approved limit of 12% of outstanding paid-up equity share capital of the Bank.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of SEBI SBEB Regulations, the Bank seeks your approval to the afore-mentioned proposals.

The main features of the Plan is as under:

A. Brief Description of the Plans:

ESOP 2018 contemplates grant of options to the eligible employees, whole-time/ executive directors of the Bank and that of its subsidiaries. After vesting of options, the grantees shall earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares which the Bank shall issue subject to receipt of exercise price and satisfaction of tax obligation arising thereon. The intent of the Plan is to reward grantees/allottees in line with growth in the shareholders' value.

The Human Resource and Remuneration Committee ("Committee") of Directors shall act as Compensation Committee for the supervision and administration of the Plan as per Regulation 5 of the SEBI SBEB Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be granted:

Such number of Stock Options which upon exercise shall not exceed 2,00,00,000 equity shares of Rs 10/- each of the Bank

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adopt a fair reasonable adjustment to the quantum of options along with exercise price thereof as per principles of SEBI SBEB Regulations to ensure the restoration of value of such options after any such corporate action. Accordingly, the aforesaid ceiling of number of options shall stand adjusted.

C. Identification of classes of employees entitled to participate in the Plan:

The present as well as future employees and whole-time and executive Director(s) of the Bank including that of its present and future subsidiary(ies) shall be entitled to participate in the Plan as determined by the Committee.

Provided however that the following persons shall not be eligible to participate in the Plan:

- (i) an employee who is a Promoter or belongs to the Promoter Group of the Bank / its subsidiary(ies);
- (ii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Bank / its subsidiary(ies), and
- (iii) a director being an Independent Director in the Bank or its Subsidiary(ies).

D. Requirements of vesting and period of vesting:

All the options granted on any date shall vest not earlier than minimum of 1 (One) year and not later than a maximum of 5 (Five) years from the date of grant of options. The Committee shall determine the specific vesting percentage and schedule which may be different for different employees or class thereof at the time of grant.

Provided specifically that the Bank may at its discretion introduce claw back provisions, vary the vesting percentage and schedule, not exceeding maximum of five years of vesting period from the grant date, in case of non-achievement of predefined performance conditions, behavioural issues or other criteria in case of a grantee.

Options shall vest essentially based on continuation of employment as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

E. Maximum period within which the Options shall be vested:

All the options granted on any date shall vest not later than a maximum of 5 (Five) years from the date of grant of options as stated above.

F. Exercise price pricing formula:

Exercise Price shall be determined by Board or a Committee thereof from time to time based on the Market Price per Share as on date of grant of options. However, it will not be less than the face value of the share.

G. Exercise period and the process of exercise of options:

The exercise period in respect of options granted under ESOP 2018, would commence from the date of vesting and will expire on completion of maximum of 3 (Three) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested options shall be exercisable by the grantees by a written application to the Bank expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee. The options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

For all eligible employees caused under "Identification of classes of employees entitled to participate and be beneficiaries in the Plan", before granting the options to such employees under ESOP 2018, the Bank would inter alia take into consideration criticality of the role, grade and designation of the employee, length of service, conduct, past performance record, merit and future potential of the employee and/or such other criteria that may be determined by the Bank.

I. Maximum number of options to be issued per employee and in aggregate:

During any one year, the maximum number of options (taken together) that may be granted per employee shall vary depending upon the designation and the appraisal / assessment process, however, shall be less than 1% (One Percentage) of the issued and paid-up capital (excluding outstanding warrants and conversions) of the Bank at the time grant. Subject to this ceiling, the Bank reserves the right to decide the number of options to be granted and the maximum number of options that can be granted to each employee.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

K. Whether the Plan is to be implemented and administered directly or through a trust:

The Plan shall be implemented and administered directly by the Bank.

L. Whether the Plan involves new issue of shares or secondary acquisition or both:

The Plan contemplate issue of fresh/ primary shares by the Bank only, upon exercise of options.

M. Amount of loan to be provided for implementation of the Plan by the Bank to the trust, its tenure, utilization, repayment terms, etc.: Not applicable

N. Maximum percentage of secondary acquisition: This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Bank shall follow the Guidance Note on accounting for employee share based payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

P. Method of Option valuation:

The Bank shall adopt 'intrinsic value method' for valuation of options as prescribed under Guidance Note or under any Accounting Standard, as applicable, notified by appropriate authorities from time to time. In case, any Accounting Standard would require fair value method for valuation of options, the method as prescribed from time to time shall be duly adopted in due compliance thereof.

Q. Declaration

In case, the Bank opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Bank shall also be disclosed in the Directors' Report.

Accordingly, the approval of members is being hereby sought by way of Special Resolutions as set out in item No. 1 and 2 of this Notice.

A draft copy of the Plan is available for inspection at the Bank's Registered Office / Corporate Office during official hours on all working days till June 18, 2018.

None of the Directors, Key Managerial Personnel of the Bank including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted options under the Plan.

By order of the Board of Directors

Date: April 27, 2018
Place: Mumbai

Vinay Tripathi
Company Secretary



RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001

Tel: +91 231 6650214 / Fax: +91 231 2657386

Email: investorgrievances@rblbank.com / Website: www.rblbank.com

POSTAL BALLOT FORM

		Sr. No:
Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder	
2.	Registered address	
3.	Name(s) of the Joint Holder(s)	
4.	DP Id/ Client ID No. Folio No.	
5.	No. of Equity Share(s) held	

I/ We hereby exercise my/ our vote in respect of the special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated April 27, 2018, by giving my/ our assent **(FOR)** or dissent **(AGAINST)** to the said special resolutions by placing a tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of shares held	I/We assent (agree) to the resolution (FOR)	I/We dissent (disagree) to the resolution (AGAINST)
1.	Approval of 'Employees Stock Option Plan 2018'			
2.	To approve grant of employee stock options to the employees of Subsidiary(ies) of the Bank under 'Employees Stock Option Plan 2018'			

Place :

Date :

(Signature of the Member)

Particulars for Electronic Voting

EVS (Electronic Voting Sequence Number)	User ID	*Default PAN/ Password
180514005		

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

Note: Please read the instructions printed overleaf carefully before filling this postal ballot form and for E-voting, please refer to the instructions for voting through electronic means as stated in the Postal Ballot Notice.

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

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 if the signature cannot be verified.
3. The self-addressed postage prepaid Business Reply Envelope provided along with the physical copy of the Postal Ballot documents, bears the address of the Scrutinizer appointed by the Bank.
4. Members are requested to convey their assent or dissent in this Postal Ballot Form or through E-Voting. The assent or dissent received in any other form or manner shall be considered as invalid.
5. Duly completed Postal Ballot forms should reach the Scrutinizer not later than 05:00 p.m. (IST) on Monday, June 18, 2018. Postal Ballot Forms received after this date and time will be strictly treated as invalid.
6. 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.
7. 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.
8. 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.
9. A Member may request for a duplicate Postal Ballot Form, if so required by sending 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. The Postal Ballot Form can be also be downloaded from the website of the Bank:- www.rblbank.com.
10. The exercise of vote through Postal Ballot is not permitted through a proxy.
11. 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.