

July 4, 2018

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

The Manager,
Listing Department,
The National Stock Exchange of India Limited,
'Exchange Plaza', C 1 Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051.
Scrip Symbol: RBLBANK

Sub: Intimation about Seventy Fifth Annual General Meeting (“AGM”) and Book Closure for AGM & Dividend

Dear Sir/Madam,

In terms of Regulation 42 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), this is to inform you that the Seventy Fifth (75th) Annual General Meeting (“AGM”) of the Members of the Bank will be held on Friday, August 3, 2018 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. The notice of 75th AGM of the Bank is enclosed.

Further, pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Book shall remain closed from Saturday, July 28, 2018 to Friday, August 3, 2018 (both days inclusive) for the purpose of aforesaid AGM and for determining entitlement for Dividend, if declared at the AGM. The Dividend, if any, declared by the Members at AGM, will be paid on or after August 9, 2018, within the prescribed statutory time limit.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,
For RBL Bank Limited


Vinay Tripathi
Company Secretary

Encl.: As above.

www.rblbank.com

RBL Bank Limited

Controlling Office: One Indiabulls Centre, Tower 2B, 6th Floor, 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel: +91 43020600 | Fax: +9143020520

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

Notice

Notice is hereby given that the Seventy Fifth (75th) Annual General Meeting ("AGM") of the members of **RBL Bank Limited** ("the Bank") will be held on Friday, August 3, 2018 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 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2018 and the Report of the Auditors thereon.
3. To declare dividend on equity shares.
4. To appoint a Director in place of Mr. Rajeev Ahuja (DIN 00003545), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 read with the Rules made thereunder ("the Act"), as amended from time to time, 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, directions 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 auditor(s) as may be approved by RBI be and are hereby appointed as the Statutory Auditors of the Bank to hold office for two (2) years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Seventy Seventh AGM of the Bank to be held in the year 2020 at such remuneration as shall be recommended/ approved by the Board of Directors or any Committee thereof plus applicable tax(es), as maybe applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of accounts of the Bank."

SPECIAL BUSINESS:

6. 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 Fourth Annual General Meeting held on August 4, 2017 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 clauses 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 (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee of the Board/Executives or Executive(s) authorized by the Board as permitted under the Companies Act, 2013 or any other act for the time being in force), 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 temporary loans obtained from the bank's banker in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Bank, its free reserves and securities premium, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed whether in Indian or any other equivalent foreign currency 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 ₹ 18,000 Crores (Rupees Eighteen 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."

7. 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, directions and guidelines issued by Reserve

Bank of India ("RBI"), from time to time and all other relevant provisions of applicable law(s), the clauses 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 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 issuance 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 and/or allotment of securities 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 ₹ 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."

8. **Revision in remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank**

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 Section 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, 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, directions and guidelines issued by Reserve Bank of India ("RBI"), 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. Rajeev Ahuja (DIN 00003545), Executive Director of the Bank to ₹ 106.12 lakhs p.a. (earlier ₹ 96.50 lakhs p.a.) with effect from February 21, 2018 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. Rajeev Ahuja.

RESOLVED FURTHER THAT the other terms and conditions pertaining to his appointment remain unchanged.

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

9. **Re-appointment of Mr. Vishwavir Ahuja as Managing Director & Chief Executive Officer of the Bank and Revision in his 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 196, 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Section 10B, 35B and other applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modifications or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Bank and subject to the approval of Reserve Bank of India ("RBI"), Mr. Vishwavir Ahuja (DIN 00074994) be and is hereby re-appointed as the Managing Director & Chief Executive Officer ("MD & CEO") of the Bank, not liable to retire by rotation, for a period of three years, effective June 30, 2018, with revision in his remuneration to ₹ 153.29 Lakhs p.a. (earlier ₹ 133.35 Lakhs p.a.) and such other terms and conditions as detailed in the explanatory statement to this notice, subject to such conditions/stipulations/modifications as may be prescribed/approved by RBI whilst granting such approval and agreed to by the Board of Directors and Mr. Vishwavir Ahuja.

RESOLVED FURTHER THAT the re-appointment of Mr. Vishwavir Ahuja (DIN 00074994) shall not be treated as break in the office of MD& CEO.

RESOLVED FURTHER THAT the Board 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 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."

10. **Appointment of Mr. Vijay Mahajan as Non-Executive Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), Section 10A and other applicable provisions of the Banking Regulation Act, 1949, the rules and regulations, circulars/guidelines issued by the Reserve Bank of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Mahajan (DIN 00038794), who was appointed as an Additional Director of the Bank by the Board of Directors with effect from April 27, 2018 in terms of Section 161 of the Act and Article 104 of the Articles of Association of the Bank and who holds office up to the date of this Annual General Meeting, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act, be and is hereby appointed as Non-Executive Director of the Bank, liable to retire by rotation."

11. **Appointment of Mr. Prakash Chandra as Non-Executive Part-time Chairman of the Bank**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949 (including any statutory amendment(s) or modification(s) or re-enactment(s)

thereof for the time being in force) and subject to the approval as may be granted by the Reserve Bank of India ("RBI") and/or subject to such conditions as may be prescribed by RBI while granting such approval, the consent of the Members of the Bank be and is hereby accorded for the appointment of Mr. Prakash Chandra (DIN 02839303) as a Non-Executive Part-time Chairman of the Bank for a period of two years with effect from May 20, 2018 and for payment of remuneration of ₹ 15.00 Lakh p.a., in addition to the sitting fees and reimbursements of expenses for attending the meetings of the Board and its Committees thereof.

RESOLVED FURTHER THAT the Board 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 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."

By Order of the Board of Directors

Vinay Tripathi
Company Secretary

Date: April 27, 2018

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 be deposited at the Registered Office of the Bank not later 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. The members of the Bank at their previous Annual General Meeting (74th AGM) had approved the further issue of equity shares on preferential basis ("Preferential Issue"). In the list of allottees mentioned in the resolution, HDFC Standard Life Insurance Company Limited (HDFC SL) was shown as one of the allottee. The members of the Bank are hereby informed that HDFC Standard Life Insurance Company Limited had applied through two different demat accounts viz., HDFC Standard Life Insurance Company Limited and HDFC SL Shareholders Solvency Margin Account, both having the same PAN. However, number of shares applied through both of the above application had not exceeded 38,83,495 i.e. the number mentioned in the Addendum to the Notice of 74th AGM. This is for the information of the members of the Bank.
4. 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.
5. The Register of Members and the Share Transfer Books of the Bank will remain closed from **Saturday, July 28, 2018 to Friday, August 3, 2018 (both days inclusive).**
6. Dividend on Equity Shares as recommended by the Board of Directors for the year ended March 31, 2018, 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 27, 2018.**
 - (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 27, 2018.**
7. 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 up to FY 2009-10 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 August 4, 2017 (date of last Annual General Meeting) on the website of the Bank (<https://ir.rblbank.com/others.aspx>), 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.
8. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Plans 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.
9. 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.
10. **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.**
11. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
12. The Bank has made available the facility of De-materialisation of shares of the Bank. De-materialisation 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.

13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Bank/ RTA.
14. 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.
15. 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 <https://ir.rblbank.com> for download.
16. The Annual Report for FY 2017-18 along with AGM Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are sent to the members whose name appeared in the register of members / list of beneficiaries received from the depositories on Friday, June 22, 2018 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).

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

18. Voting through electronic means:

In terms of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of 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 27, 2018 to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice (the "Remote e-voting"). **The Remote e-voting commences on Monday, July 30, 2018 (10:00 A.M.) and ends on Thursday, August 2, 2018 (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 Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. 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., Practicing 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 <https://ir.rblbank.com> and on the website of CDSL www.evotingindia.com.

The instructions for remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Bank/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 Bank records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Bank please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 "RESOLUTIONDESCRIPTION" 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed 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.

To Download m-Voting Mobile App

SCAN THIS  QR CODE



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).

(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 to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.

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

Item No. 6

Increase in Borrowing Powers

The members of the Bank at their Seventy Fourth Annual General Meeting held on August 4, 2017 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings (apart from temporary loans obtained from the bank's banker in the ordinary course of business), 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 ₹ 15,000 crore.

The net worth of the Bank had increased significantly during the last fiscal primarily due to preferential issue and allotment of equity shares pursuant to the exercise of stock options by the employees of the Bank. The Bank had also witnessed an overall growth in its business activities during the past few years owing to adequate capitalization and the momentum is set to persist in the prospective years. In order to ensure uninterrupted growth, the Bank may have to fuel its growing capital requirements through borrowings or otherwise.

Keeping in view, the aforesaid increase in net worth and business of the Bank and future capital needs for business, it is now proposed to increase the borrowing limits to ₹ 18,000 crore.

Your Directors, therefore, recommend the Special resolution, as set forth in Item No. 6 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. 7

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 had obtained the approval of Members at last Annual General Meeting held on August 4, 2017 for borrowing/raising funds by issue of debt securities in pursuance of the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 2,500 crores (Rupees Two Thousand Five Hundred Crores Only), in one or more tranches. The Bank had raised adequate equity capital, during the last fiscal, primarily by way of issue of shares through Preferential Issue and therefore, the Bank did not felt the need to exercise its power of borrowing/raising of funds by issue of debt securities pursuant to the aforesaid enabling approval obtained from the members.

The current approval of Members is valid up to August 3, 2018. 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 approved and 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, directions or guidelines issued by RBI and SEBI up to ₹ 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 Special resolution, as set forth in Item No. 7 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. 8

Revision in the remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank

The members of the Bank at their Seventy Third Annual General Meeting held on September 5, 2016 had approved by way of an Ordinary Resolution under applicable provisions of the Companies Act, 2013 and Banking Regulation Act, 1949, the appointment of Mr. Rajeev Ahuja as Executive Director of the Bank on such terms and conditions including remuneration, for a period of three years with effect from the date of RBI approval. In pursuance thereof, Mr. Rajeev Ahuja was inducted as Executive Director on the Board of the Bank with effect from February 21, 2017.

Mr. Rajeev Ahuja, joined the Bank in June 2010 as Head – Strategy, Retail, Transaction Banking and Financial Inclusion. Mr. Ahuja holds a bachelor's degree in commerce from the Delhi University and a postgraduate diploma in management from the Indian Institute of Management, Ahmedabad. He has about 30 years of experience in investment banking and financial markets. Prior to joining the Bank, Mr. Ahuja was associated with Citibank India, Bank of America, India and the capital markets and investment banking divisions of the Bankers Trust Company, Hong Kong and Deutsche Bank, Singapore.

Mr. Rajeev Ahuja has been one of the key pillar in shaping RBL Bank's growth over the last eight years. He had been an integral part of the leadership team of the Bank, which leveraged on its well thought out strategy and efficient execution to not only transform the bank but also deliver robust growth and higher profitability by thriving in this era of seismic changes. His induction on the board as Executive Director had immensely helped the Bank in its growth agenda vis-à-vis the wide array of activities being undertaken by the Bank. The consistent, qualitative and quantitative business growth since his induction into the new role was a definite sign of his ownership and commitment towards the growth trajectory of the organisation.

Keeping in view, the significant progress growth made by the Bank and subject to approval of the Reserve Bank of India, the Board of Directors basis recommendation of Human Resource and Remuneration Committee, has approved revision in remuneration of Mr. Rajeev Ahuja effective February 21, 2018.

The revised remuneration details of Mr. Rajeev Ahuja are detailed herein below:

Sr. No.	Particulars	Existing (Amount in ₹)	Proposed (Amount in ₹)
1	Base Salary / Compensation	69,00,000/- per annum	76,00,000/- per annum
2	Cash Allowance (including medical)	27,50,000/- per annum	30,12,000/- per annum
	Total Cash Compensation	96,50,000/- per annum	106,12,000/- per annum
3	House rent Allowance / Free furnished house	4,140,000/- per annum (60% of Base Salary)	4,560,000/- per annum (60% of Proposed Base Salary)
4	Free use of Bank's car	Free use of Bank's car with driver for official purpose and private purpose as per Bank's policy.	Unchanged
5	Entertainment Allowance	Reimbursement of actual expenses on production of bills. Entertainment expenses will be inclusive of entrance fees / subscription to 1 club.	Unchanged
	Other allowance		
6	Travelling & Halting Allowance	As per Bank's policy	Unchanged
7	Provident Fund and Gratuity	PF: ₹ 690,000 /- per annum (10% of Base Salary- as per Bank policy applicable) Gratuity: ₹ 331,890 /- per annum (4.81% of Base Salary)	PF: ₹ 760,000 /- per annum (10% of Proposed Base Salary- as per Bank policy applicable) Gratuity: ₹ 365,560/- per annum (4.81% of Proposed Base Salary)
8	Sitting Fees	Not eligible	Not eligible
9	Bonus	With separate application and specific approval of RBI (Performance related bonus as approved by the Board as per the Compensation Policy of the Bank based on RBI Guidelines on the Compensation of Whole-Time Directors /Chief Executive Officers vide circular ref. RBI/2011-12/349 dated 13 January, 2012.)	With separate application and specific approval of RBI (Performance related bonus as approved by the Board as per the Compensation Policy of the Bank based on RBI Guidelines on the Compensation of Whole-Time Directors /Chief Executive Officers vide circular ref. RBI/2011-12/349 dated 13 January, 2012.)
10	Insurance cover	Group Personal Accident: ₹ 100 lacs Group Medical Cover: ₹ 4.5 lacs Group Term Life: ₹ 50 lacs	Group Personal Accident: ₹ 100 lacs Group Medical Cover: ₹ 4.5 lacs Group Term Life: ₹ 50 lacs

Sr. No.	Particulars	Existing (Amount in ₹)	Proposed (Amount in ₹)
11	Leave fare concession	₹ 112,500/- per annum (As per Bank policy for the grade)	₹ 112,500/- per annum (As per Bank policy for the grade)
12	Employee stock Option (ESOP)	With separate application and specific approval of RBI	With separate application and specific approval of RBI
13	Loan eligibility	The Bank will be guided by RBI's circular DBR.Dir. BC.No.38/13.03.002/2015-16 dated September 16, 2015 on Guidelines on Compensation of Chief Executive Officer / Whole Time Directors- Restrictions under Section 20 of the Banking Regulation Act, 1949-Loan to Directors.	Unchanged

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

Your Directors, therefore, recommend the resolution, as set forth in Item No. 8 of this Notice, for your approval.

Save and except Mr. Rajeev Ahuja and his relatives, 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. 9

Re-appointment of Mr. Vishwavir Ahuja as Managing Director & Chief Executive Officer of the Bank and Revision in his remuneration

Mr. Vishwavir Ahuja was appointed as the Managing Director and CEO of RBL Bank w.e.f. June 30, 2010 and subsequently reappointed in 2013 and 2015 with RBI approval. Mr. Ahuja's appointment is currently approved by RBI up to June 29, 2018.

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.

Mr. Ahuja's strategic and highly engaged leadership style has helped the Bank achieve many a milestone since the transformation journey which began at RBL Bank in mid-2010. The rigour and challenge of transforming a small age old institution into a vibrant, new age, competitive institution in the last eight years at RBL Bank has been much more significant than the efforts of starting a new banking institution. Under the leadership of Mr. Ahuja, the Bank has done a commendable job in revamping the governance architecture, the technology and systems platform, the risk management control, structure and policies, as well as the business and operating models. Today, the Bank is making its presence felt in the Banking space with several national and international accolades. Truly the Bank has been put on a path of high governance, modernization and growth. It now fully matches, often surpasses the benchmarks and characteristics of leading and well managed new private sector Banks. It would be noteworthy to mention that while the Bank has shown significant growth, it has also retained the highest standard of credit quality in its loan portfolio, along with low net NPAs.

Under the able leadership of Mr. Ahuja, the bank had successfully completed its Initial Public Offering (IPO) of ₹ 1,213 crore (including Offer for Sale of ₹ 381 crore) in August 2016. This was the first private sector bank IPO since 2006 and the first of any bank since 2010. The

IPO was very well received by investors with an overall subscription of 70x and a total of 10.38 lakh applications received. Subsequently, the Bank raised ₹ 330 crore as Tier II capital in September 2016. The Bank had also raised ₹ 1,680 crore equity share capital through a preferential allotment in August 2017. The Bank has seen strong interest from leading domestic and foreign investors and today counts a number of marquee investors in its shareholder base.

The Bank's performance has significantly improved year after year. Below is the Bank's financial statistics over various parameters which display the significant progress made in the functioning of the Bank over the last few years:

A. Financial Performance for the last five years:

(₹ In crores)

Particulars	Audited FY 14	Audited FY 15	Audited FY 16	Audited FY 17	Audited FY 18
Key P&L items:					
Advances (Net)	9,835	14,450	21,229	29,449	40,268
Deposits	11,599	17,099	24,349	34,588	43,902
Interest Income	1,352	1,953	2,744	3,713	4,508
Interest expense	1,010	1,397	1,925	2,492	2,741
Net Interest Income	342	556	819	1,221	1,766
Other Income	261	403	491	755	1,068
TOTAL INCOME	603	960	1,310	1,977	2,834
OPEX	424	600	767	1,056	1,503
Provisions - Standard, NPA, Investment etc.	46	60	114	239	365
PBT	133	300	428	681	966
Tax	40	93	136	235	331
PAT	93	207	292	446	635

- B. Under the leadership of Mr. Ahuja, the Bank has done a commendable work by attracting great professionals in the Board as well as in the Management team. The Bank today has a robust management team with strong succession in place.
- C. Business expansion and franchise - The Bank has grown its distribution franchise to 246 branches, 394 ATM's, 757 business correspondent branches (of which 188 have been classified as banking outlets as of December 31, 2017) and over 1 lakh customer service points aimed at providing banking services across the spectrum of customers. The Bank's total business (advances + deposits) has been growing steadily and stood at approx. ₹ 76,000 crore as of December 31, 2017. The Bank has also been improving its return ratios with RoA of 1.2% and RoE of 11% (after including the impact of the capital raise in August 2017) as of December 2017.
- D. Over the last few years, the Bank has gained momentum due to the ecosystem that encourages flexibility, transparency and agility. The brand of the bank has been built around the core values of excellence, entrepreneurship, respect, teamwork and professionalism. Our brand and service architecture has been designed around the concept of 'promise what you can deliver' and 'deliver what you have promised'. Since January 2015, we began the process of rebranding our Bank as "RBL Bank" with our new identity aimed at providing a fresh, contemporary face to

the organization. The new brand epitomizes the values inherited and complements the personality of a modern yet inclusive Bank serving the underserved and impacting lives by mitigating social inequity.

As the Bank continues its journey in the present challenging economic terrain, Mr. Vishwavir Ahuja's role will definitely be necessary to guide the Bank to greater heights. The consistent, qualitative and quantitative business growth during the last few years is a definite sign of the immense efforts Mr. Ahuja has put in to prepare the Bank and make it capable in all respects for a prosperous future. The Bank will gain immensely from his leadership if it needs to deliver consistent, qualitative and quantitative growth and higher profitability in the volatile, uncertain, complex and ambiguous (VUCA) environment plagued with seismic economic conditions.

The Bank recognizes the dramatic transformation and significant progress over the last eight years on all parameters under Mr. Ahuja's able stewardship. The significant work done over the last eight years needs to be experienced by the customer and returns have to be further enhanced. As such, the next three years are extremely important to the Bank and the momentum needs to be sustained. In view of such all-round progress, the Bank's excellent financial performance and the importance and criticality of Mr. Ahuja's continued leadership, It is therefore recommended that Mr. Vishwavir Ahuja's term as Managing Director & CEO is renewed for the next three years w.e.f. June 30, 2018 till June 29, 2021 on such terms and conditions as detailed herein below.

Sr. No	Particulars	Existing (Amount in ₹)	Proposed (Amount in ₹)
1	Base Salary / Compensation	123.00 Lac per annum	142.00 Lac per annum
2	Cash Allowance (including Medical)	₹ 10.35 Lacs per annum (86,250 per month)	₹ 11.29 Lacs per annum (94,083 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	Free 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 ₹ 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

Sr. No	Particulars	Existing (Amount in ₹)	Proposed (Amount in ₹)
	Provident Fund and Gratuity (as per Bank policy)	PF: ₹ 1,230,000/- per annum (10% of Base Salary- as per Bank policy applicable) Gratuity: ₹ 591,630/- per annum (4.81% of Base Salary)	PF: ₹ 1,420,000/- per annum (10% of Proposed Base Salary- as per Bank policy applicable) Gratuity: ₹ 683,020/- per annum (4.81% of Proposed Base Salary)
	Sitting Fees	Not eligible	Not eligible
	Insurance cover	Group Personal Accident: ₹ 200 lacs Group Medical Cover: ₹ 4.5 lacs Group Term Life: ₹ 100 lacs	Group Personal Accident: ₹ 200 lacs Group Medical Cover: ₹ 4.5 lacs Group Term Life: ₹ 100 lacs
	Leave fare concession	₹ 112,500/- per annum (As per Bank policy for the grade)	₹ 112,500/- per annum (As per Bank policy for the grade)
	Increment (%)		15%

Sr. No	Particulars	Existing Policy	Proposed
1	Incentive	As per the Bank's Compensation Policy adopted by the Board as on 16th October, 2012, based on Guidelines on the Compensation of Whole Time Directors/ Chief Executive Officers vide circular ref. RBI/2011-12/349 dated 13 January 2012. MD & CEO is eligible for a maximum of 70% of Fixed Pay as incentive	₹ 66.30 lacs (49.7% of Fixed Compensation) (For FY 2017-18)
2	Loan eligibility	The Bank will be guided by RBI's circular DBR. Dir. BC.No.38/13.03.002/2015-16 dated September 16, 2015 on Guidelines on Compensation of Chief Executive Officer / Whole Time Directors- Restrictions under Section 20 of the Banking Regulation Act, 1949-Loan to Directors.	Increased from ₹ 100 lacs to ₹ 150 lacs vide Board approval dated April 27, 2018

The MD & CEO shall be also offered Employee Stock Options (ESOPs) as part of the remuneration and long term incentive package, as approved by the Board, with separate application and specific approval of RBI.

The Bank has submitted an application to RBI for its permission on the aforesaid proposed re-appointment at revised remuneration.

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

Save and except Mr. Vishwavir Ahuja and his relatives, none of the Directors nor Key Managerial Personnel or relatives thereof is, in any way concerned or interested in the Resolution at Item No. 9 of the Notice.

Item No. 10

Appointment of Mr. Vijay Mahajan as Non-Executive Director

The Board of Directors at its meeting held on April 27, 2018 had appointed Mr. Vijay Mahajan as an Additional Director of the Bank with immediate effect pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and Article 104 of the Articles of Association of the Bank. Mr. Mahajan holds office up to the date of 75th Annual General Meeting of the Bank and is eligible for appointment.

Mr. Vijay Mahajan is a distinguished alumnus of IIT, Delhi and IIM, Ahmedabad and Fellow of the Woodrow Wilson School of Public and International Affairs, Princeton University, USA. He was named among "60 outstanding social entrepreneurs of the world" at the World Economic Forum, Davos in 2003 and has been to Davos several times after that.

Mr. Vijay Mahajan began working in rural livelihood promotion in 1981 with a Gandhian NGO in Bihar. In 1983, he founded PRADAN, an NGO which motivated young professionals to work at the grassroots to promote livelihoods of the poor. Moving on in 1991, he carried out two field research studies, one on India's rural non-farm sector and the other on financial services for the rural poor and women in India, both published internationally. Based on these, Mr. Mahajan founded Basix which has since 1996, supported three million poor households through microfinance and livelihood promotion services. In the wake of the Andhra Pradesh microfinance crisis, he went on an 80 day Shodh-Yatra, a blog on which can be accessed at <https://vijaymahajan.wordpress.com>

Mr. Mahajan had served on policy forums including the Rajasthan Mission on Livelihoods, 2005-07, the Rangarajan Committee on Financial Inclusion 2007-08, the Raghuram Rajan Committee on Financial Sector Reforms 2008-09 and as Chair of the World Bank hosted Consultative Group to Assist the Poor (CGAP), 2012-13.

The Board considers that the appointment of Mr. Vijay Mahajan as a member of the Board would be of immense benefit to the Bank. Mr. Mahajan has furnished the requisite consent/disclosures to the Bank as required under the Act and Banking Regulations. The Nomination Committee (NC) had reviewed the disclosures and opined that Mr. Mahajan fulfills the prescribed requirements of 'Fit & Proper' person for his appointment as a director of the Bank. The Board of Directors, basis recommendation of NC, had reviewed the profile of Mr. Mahajan and is of the opinion that Mr. Mahajan fulfills the conditions specified in the Act and the rules made thereunder including RBI regulations to be appointed as Director. The Board further opined that Mr. Mahajan is a person of integrity and has the necessary knowledge, experience and expertise for being appointed as a Director under the Banking Regulations.

Your Directors, therefore, recommend the ordinary resolution for appointment of Mr. Vijay Mahajan (DIN 00038794) as a Non-Executive Director of the Bank, liable to retire by rotation, as set forth in Item No. 10 of this Notice for the approval of the members.

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

Item No. 11

Appointment of Mr. Prakash Chandra as Non-Executive Part-time Chairman of the Bank

The Board of Directors at its meeting held on April 27, 2018 subject to the approval of the Members and Reserve Bank of India had elected / designated Mr. Prakash Chandra as Non-Executive Part-time Chairman of the Board with effect from May 20, 2018 for a period of two years. Mr. Prakash Chandra will replace Mr. Narayan Ramachandran whose term of Chairmanship/Directorship is set for completion at the close of working hours of May 19, 2018.

Mr. Prakash Chandra is associated with the Bank in the capacity of Independent Director since January 25, 2016. Mr. Chandra had served for 38 years as an Indian Revenue Officer (IRS) in the Government of India. During his association with the Government of India, Mr. Chandra had held key positions in various Ministries of Government of India including Chairman of Central Board of Direct Taxes, Delhi, Director of Department of Supply, Ministry of Commerce, Director of Border Roads Development Board, Ministry of Defence, Director General of Income Tax (International Taxation), Delhi, amongst others. Mr. Chandra retired as Chairman of CBDT in July 31, 2011. Mr. Chandra, thereafter, was Ombudsman, Income Tax Department, Delhi for 2 years till December 31, 2013. After retirement, he is now an Advocate and a member of the High Court and Supreme Court Bar Associations.

In the opinion of the Board, Mr. Prakash Chandra is a person of integrity and has the necessary knowledge, experience and expertise for being

appointed as Non-Executive Part Time Chairman of the Bank. The appointment of Mr. Chandra as Non-Executive Part-time Chairman will immensely benefit the Bank given his background as a top Government Official and vast practical experience in the field of finance, law and taxation.

Mr. Prakash Chandra shall be eligible to receive remuneration of ₹ 15.00 lakh per annum in addition to the sitting fees and reimbursement of expenses entitled for attending the meetings of the Board and its Committee thereof.

Your Directors, therefore, recommend the ordinary resolution for appointment of Mr. Prakash Chandra as Non-Executive Part-time Chairman of the Bank as set forth in Item No. 11 of this Notice for the approval of the members.

Save and except Mr. Prakash Chandra and his relatives, none of the Directors, Key Managerial Personnel or their 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: April 27, 2018

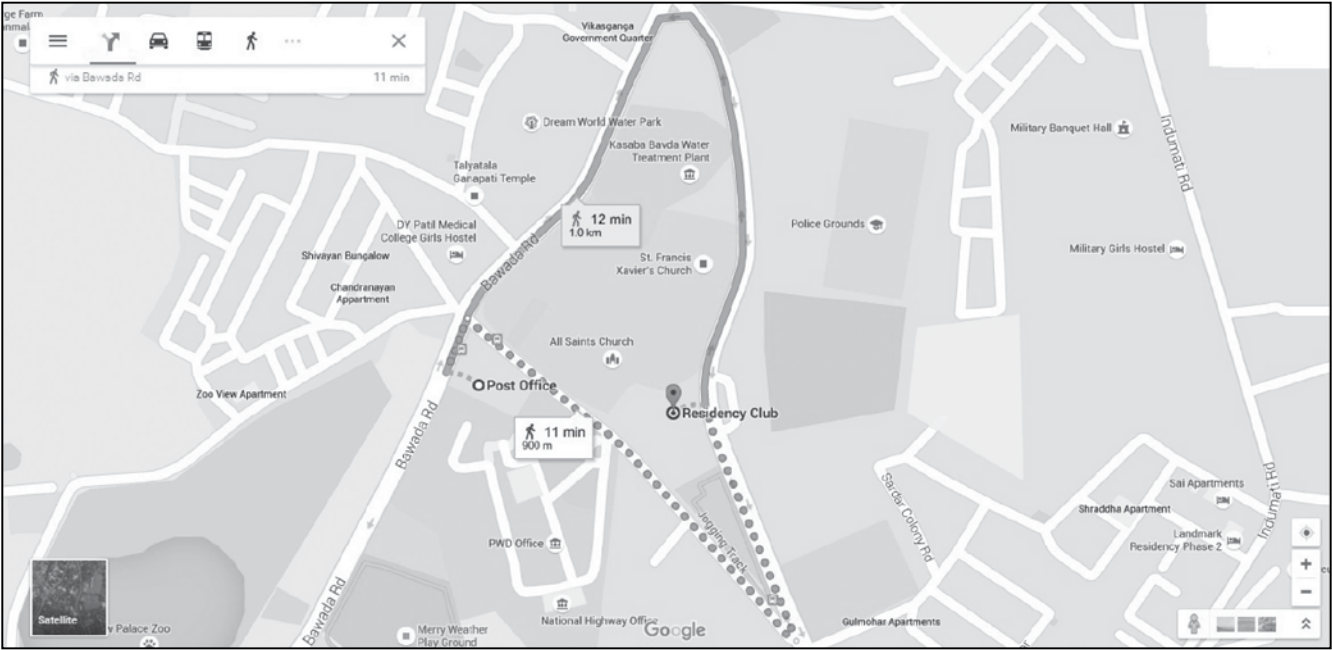
Place: Mumbai

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Mr. Rajeev Ahuja	Mr. Vishwavir Ahuja	Mr. Vijay Mahajan	Mr. Prakash Chandra
Age	54 years	58 years	63 years	66 years
Date of Appointment (in current role)	February 21, 2017	June 30, 2010	April 27, 2018	April 27, 2018
Education Qualifications	Mr. Rajeev Ahuja holds a Masters in Business Administration from IIM, Ahmedabad and a Bachelor's degree in Commerce from the University of Delhi. He attended St. Xavier's School in New Delhi.	Mr. Vishwavir Ahuja holds an MBA degree from IIM, Ahmedabad and MS in International Finance from University of Michigan, USA.	Mr. Vijay is a Distinguished Alumnus of IIT, Delhi and IIM, Ahmedabad and Fellow of the Woodrow Wilson School of Public and International Affairs, Princeton University, USA.	Mr. Prakash Chandra holds a Bachelor of Science (B.Sc.) and Bachelor of Laws (LLB) degree from University of Allahabad. He also holds a diploma in Development Policy from University of Glasgow, U.K.
Brief resume including expertise	Mr. Rajeev Ahuja joined the Bank in June 2010 as Head – Strategy, Retail, Transaction Banking and Financial Inclusion. He has about 30 years of experience in investment banking and financial markets. Prior to joining the Bank, Mr. Rajeev Ahuja was associated with Citibank India, Bank of America, India and the capital markets and investment banking divisions of the Bankers Trust Company, Hong Kong and Deutsche Bank, Singapore.	Mr. Vishwavir Ahuja, Managing Director & CEO of RBL Bank, is a veteran in the banking industry with close to 36 years of experience. Mr. Ahuja joined RBL Bank in July 2010 when it was a small, regional, southern Maharashtra based old-age private sector bank. He has since transformed the institution into a vibrant, professionally run, new-age bank with a high degree of competitiveness and scale. In August 2016, he spearheaded one of the country's most successful IPO's, commanding an oversubscription of over 70 times and a significant listing premium. Prior to joining RBL Bank, Mr. Ahuja was the Managing Director & CEO of Bank of America, India from 2001 to 2009. At Bank of America, he successfully managed assignments in USA, Hong Kong and all four regional offices in India. He held various positions in the Credit and Risk Management Group, Treasury and Foreign Exchange, Corporate Planning and Finance, and Head - Corporate and Investment Banking, before eventually becoming CEO at the age of 41.	Mr. Vijay Mahajan began his career working in rural livelihood promotion in 1981 with a Gandhian NGO in Bihar. In 1983, he founded PRADAN, an NGO which motivated young professionals to work at the grassroots to promote livelihood of the poor. In 1996, Mr. Mahajan founded Basix and supported three million poor households through microfinance and livelihood promotion services. Mr. Vijay Mahajan was named among the "60 outstanding social entrepreneurs of the world" at the World Economic Forum, Davos in 2003 and has served on policy forums including the Rajasthan Mission on Livelihoods, 2005-07, the Rangarajan Committee on Financial Inclusion 2007-08, the Raghuram Rajan Committee on Financial Sector Reforms 2008-09 and as Chair of the World Bank hosted Consultative Group to Assist the Poor (CGAP), 2012-13.	Mr. Prakash Chandra, has served 38 years as an Indian Revenue Officer (IRS) in Government of India. During his stint as an IRS, he has held key positions in various Ministries of Government of India including Chairman of Central Board of Direct Taxes, Delhi, Director of Department of Supply, Ministry of Commerce, Director of Border Roads Development Board, Ministry of Defence, Director General of Income Tax (International Taxation), Delhi, amongst others. Mr. Prakash Chandra retired as Chairman, CBDT on July 31, 2011, Mr. Chandra was Ombudsman, Income Tax Department, Delhi for 2 years till December 31, 2013 as a post retirement assignment. After retirement, he is now an Advocate and a member of the High Court and Supreme Court Bar Associations.
Directorships held in other listed companies	NIL	NIL	NIL	NIL
Memberships / Chairmanships of committees of other listed companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	NIL	NIL
Disclosure of relationships between directors inter-se	Mr. Rajeev Ahuja is not related to any of the Directors of the Bank.	Mr. Vishwavir Ahuja is not related to any of the Directors of the Bank.	Mr. Vijay Mahajan is not related to any of the Directors of the Bank.	Mr. Prakash Chandra is not related to any of the Directors of the Bank.
Number of shares held in the Bank as on March 31, 2018	45,27,670	1,00,52,720	50,000	65

* For other details such as number of meetings of the board attended during the year, remuneration drawn, etc. please refer to the Directors' Report and its annexures, wherever applicable.

Route map to the venue of AGM





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

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 ID & Client ID :

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

Name : Address :

E-mail ID : Signature : or failing him

Name : Address :

E-mail ID : Signature : or failing him

Name : Address :

E-mail ID : Signature :

as my / our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the SEVENTY FIFTH ANNUAL GENERAL MEETING of the Bank to be held on Friday, August 3, 2018 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.	Resolutions	Optional	
		For	Against
	ORDINARY BUSINESS		
1.	To consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2018 and the Report of the Auditors thereon.		
3.	To declare dividend on equity shares.		
4.	To appoint Director in place of Mr. Rajeev Ahuja (DIN 00003545), who retires by rotation and being eligible, offers himself for re-appointment		
5.	To appoint Statutory Auditors and fix their remuneration		

Sr. No.	Resolutions	Optional	
		For	Against
	SPECIAL BUSINESS		
6.	Increase in Borrowing Powers		
7.	Issue of Debt Securities on Private Placement basis		
8.	Revision in remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank		
9.	Re-appointment of Mr. Vishwavir Ahuja as Managing Director & Chief Executive Officer of the Bank and Revision in his Remuneration		
10.	Appointment of Mr. Vijay Mahajan as Non-Executive Director		
11.	Appointment of Mr. Prakash Chandra as Non-Executive Part-time Chairman of the Bank		

Affix One
Rupee
Revenue
Stamp

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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. Please 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: L65191PN1943PLC007308

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

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

ATTENDANCE SLIP

Sr. No.:

Regd. Folio / DP ID & Client ID	
Name and Address of the Member	
Name(s) of the Joint Holder(s)	
No. of Share(s)	
Name of Proxy Holder	

I/ We hereby record my/ our presence at the SEVENTY FIFTH ANNUAL GENERAL MEETING (“AGM”) of the Members of the Bank being held on Friday, August 3, 2018, 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.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence No./Default PAN*
180622006		

* 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 under the Notice of AGM dated April 27, 2018. The Remote e-voting commences on Monday, July 30, 2018 (10:00 A.M.) and ends on Thursday, August 2, 2018 (5:00 P.M.) The voting module shall be disabled by CDSL for voting thereafter.