

August 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

Dear Sir/Madam,

Sub.: Proceedings /Outcome of 75th Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

We wish to inform you that the 75th Annual General Meeting (AGM) of the Bank was 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.

Please find enclosed the following disclosures pertaining to relevant provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Companies Act, 2013:

- Proceedings of the 75th AGM pursuant to Regulation 33 of SEBI LODR as **Annexure A**;
- Consolidated Results of the Remote e-voting together with the e-voting at the venue of the AGM pursuant to Regulation 44 of SEBI LODR as **Annexure B**;
- Report of Scrutinizer on Remote e-voting together with that e-voting at the venue of AGM;

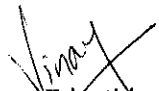
It is further informed that all the Business Items / Resolutions contained in the Notice of 75th AGM were transacted/considered at the aforesaid AGM and passed with requisite majority.

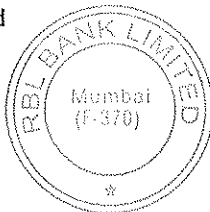
The Results of the Voting are also hosted on the Bank's website <https://ir.rblbank.com>.

You are requested to kindly take the same on record.

Thanking 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

Annexure A

PROCEEDINGS OF THE SEVENTY FIFTH ANNUAL GENERAL MEETING OF RBL BANK LIMITED UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Meeting Day, Date & Time	:	Friday, August 3, 2018 at 11:30 a.m.
Venue	:	Residency Club, C. T. S. No. E 2124, E Ward, Near Bawda Post Office, Opp. PWD Office, New Palace, Tarabai Park, Kolhapur 416 003
Chairman	:	Mr. Prakash Chandra, Chairman of the Board, Chaired the Meeting
Shareholders attending the Meeting	:	170 Shareholders

As the requisite quorum being present, the Chairman called the Meeting to order. Directors attending the AGM were introduced.

The representatives of Statutory Auditors and Secretarial Auditors were also present at the meeting.

With the consent of the shareholders, the Notice convening the Meeting was taken as read. Shareholders were informed about the availability of Statutory Registers in terms of the requirements of the Companies Act, 2013 and the Rules thereunder.

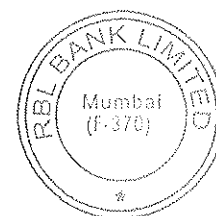
With the consent of the Shareholders present, the Auditor's Report and the report of the Secretarial Auditor for the year ended March 31, 2018 were taken as read. It was also informed that these reports did not contain any adverse comments/qualifications.

The MD & CEO apprised the members about the business and operations of the Bank.

The MD & CEO thereafter invited the shareholders to put forth their observations and seek clarifications, if any relating to the Annual Report for the year 2017-18 and matters related thereto.

Some of the shareholders present at the meeting expressed their views/sought clarifications on various issues relating to the business and operations of the Bank. After hearing from the speaker shareholders as above, the Chairman and the Managing Director & CEO responded to their observations and provided clarifications to the satisfaction of the shareholders.

The following items of business as stated in the notice of 75th AGM were then taken up for consideration:



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Item No	Resolutions
1.	To consider and adopt the Audited 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 reappointment.
5.	To appoint Statutory Auditors and fix their remuneration
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. Vishwvir 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

While explaining the voting procedure, it was informed to the shareholders that in compliance with Section 108 of the Companies Act, 2013 and the Rules made thereunder the Bank had provided electronic voting (Remote e-voting) facility to members, to enable them to cast their votes electronically. The Remote e-voting facility had been kept open from 10.00 a.m. on Monday, July 30, 2018 to 5.00 p.m. on Thursday, August 2, 2018.

Further, similar voting rights were available to the members present, in person or through Proxies, to vote in proportion to the shares held by them. Shareholders who had not cast their votes through remote e-voting were requested to cast their vote through e-voting facility provided at the Venue of the AGM. It was also mentioned that shareholders who had already cast their votes using remote e-voting were not required to cast their votes again.

Shareholders were also informed that the Board had appointed Mr. Alwyn D'Souza, Practicing Company Secretary of M/s Alwyn Jay & Co., Company Secretaries as 'Scrutinizer', for, conducting the e-voting process for the AGM in a fair and transparent manner and had authorized him to scrutinize the votes cast through Remote e-voting and e-voting at the venue of the AGM and to submit the Combined/Consolidated Results of Voting in compliance with the Companies Act, 2013.

A vote of thanks was given by Mr. S. G. Kutte to shareholders/Directors for attending the AGM and declared the meeting as concluded.

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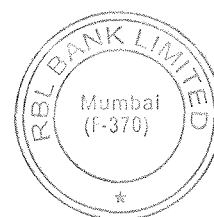
RBL Bank Limited

Voting Results for 75th Annual General Meeting

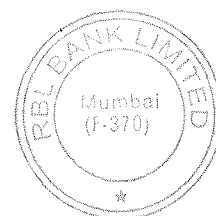
Name of the Bank: RBL Bank Limited

Date of Declaration of Result: August 3, 2018

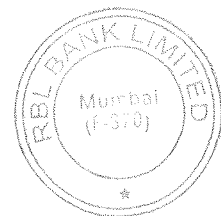
Date of Annual General Meeting	August 3, 2018
Total Number of Shareholders on Record Date (July 27, 2018)	183,251
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	N.A. 170
No. of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	N.A. Nil



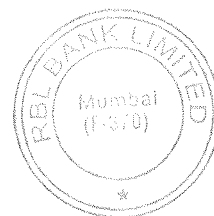
RBL Bank Limited								
Resolution Required : (Ordinary)			1 - To consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132340730	83.6728	132340730	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132340730	83.6728	132340730	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	85330141	32.2635	85329921	220	99.9997	0.0003
	Poll		735085	0.2779	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86065226	32.5476	86065006	220	99.9997	0.0003
Total		422643812	218405956	51.6761	218405736	220	99.9999	0.0001



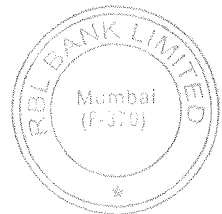
RBL Bank Limited								
Resolution Required : (Ordinary)			2 - To consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2018 and the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132340730	83.6728	132340730	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132340730	83.6728	132340730	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	85330141	32.2696	85329921	220	99.9997	0.0003
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86065226	32.5476	86065006	220	99.9997	0.0003
Total		422643812	218405956	51.6761	218405736	220	99.9999	0.0001



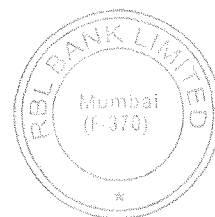
RBL Bank Limited								
Resolution Required : (Ordinary)			3 - To declare dividend on equity shares.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132523896	83.7886	132523896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132523896	83.7886	132523896	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	85360001	32.2809	85359891	110	99.9999	0.0001
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86095086	32.5589	86094976	110	99.9999	0.0001
Total		422643812	218618982	51.7265	218618872	110	99.9999	0.0001



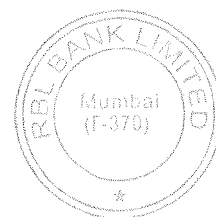
RBL Bank Limited								
Resolution Required : (Ordinary)			4 - To appoint a Director in place of Mr. Rajeev Ahuja (DIN 00003545), who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132523896	83.7886	132523896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132523896	83.7886	132523896	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	80534480	30.4560	80534064	416	99.9995	0.0005
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		81269565	30.7340	81269149	416	99.9995	0.0005
Total		422643812	213793461	50.5848	213793045	416	99.9998	0.0002



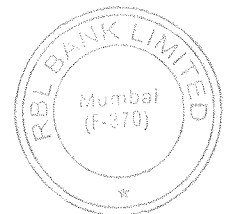
RBL Bank Limited								
Resolution Required : (Ordinary)			5 - To appoint Statutory Auditors and fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132523896	83.7886	131254289	1269607	99.0420	0.9580
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132523896	83.7886	131254289	1269607	99.0420	0.9580
Public Non Institutions	E-Voting	264479256	85359936	32.2809	85357572	2364	99.9972	0.0028
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86095021	32.5589	86092657	2364	99.9973	0.0027
Total		422643812	218618917	51.7265	217346946	1271971	99.4182	0.5818



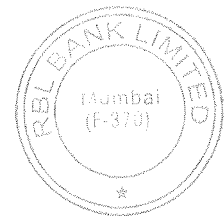
RBL Bank Limited								
Resolution Required : (Special)			6 - Increase in Borrowing Powers.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132523896	83.7886	132234609	289287	99.7817	0.2183
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132523896	83.7886	132234609	289287	99.7817	0.2183
Public Non Institutions	E-Voting	264479256	85360001	32.2809	85359709	292	99.9997	0.0003
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86095086	32.5589	86094794	292	99.9997	0.0003
Total		422643812	218618982	51.7265	218329403	289579	99.8675	0.1325



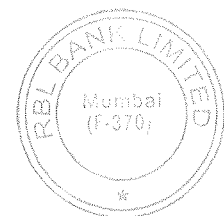
RBL Bank Limited								
Resolution Required : (Special)			7 - Issue of Debt Securities on Private Placement basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	132523896	83.7886	132234609	289287	99.7817	0.2183
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132523896	83.7886	132234609	289287	99.7817	0.2183
Public Non Institutions	E-Voting	264479256	85359936	32.2809	85359126	810	99.9991	0.0009
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		86095021	32.5589	86094211	810	99.9991	0.0009
Total		422643812	218618917	51.7265	218328820	290097	99.8673	0.1327



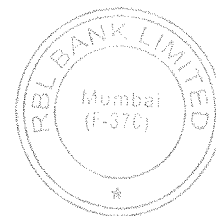
RBL Bank Limited								
Resolution Required : (Ordinary)			8 - Revision in remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	116042525	73.3682	116042525	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116042525	73.3682	116042525	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	79912416	30.2208	79908823	3593	99.9955	0.0045
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80647501	30.4988	80643908	3593	99.9955	0.0045
Total		422643812	196690026	46.5380	196686433	3593	99.9982	0.0018



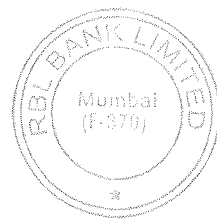
RBL Bank Limited								
Resolution Required : (Ordinary)			9 - Re-appointment of Mr. Vishwavir Ahuja as Managing Director & Chief Executive Officer of the Bank and Revision in his Remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	116042525	73.3682	112617095	3425430	97.0481	2.9519
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116042525	73.3682	112617095	3425430	97.0481	2.9519
Public Non Institutions	E-Voting	264479256	84738002	32.0457	84735464	2538	99.9970	0.0030
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85473087	32.3237	85470549	2538	99.9970	0.0030
Total		422643812	201515612	47.6798	198087644	3427968	98.2989	1.7011



RBL Bank Limited								
Resolution Required : (Ordinary)			10 - Appointment of Mr. Vijay Mahajan as Non-Executive Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	116042525	73.3682	116042525	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116042525	73.3682	116042525	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	79912481	30.2208	79910032	2449	99.9969	0.0031
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80647566	30.4988	80645117	2449	99.9970	0.0030
Total		422643812	196690091	46.5380	196687642	2449	99.9988	0.0012



RBL Bank Limited								
Resolution Required : (Ordinary)			11 - Appointment of Mr. Prakash Chandra as Non-Executive Part-time Chairman of the Bank.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	158164556	116042525	73.3682	116042525	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116042525	73.3682	116042525	0	100.0000	0.0000
Public Non Institutions	E-Voting	264479256	84738002	32.0457	84720021	17981	99.9788	0.0212
	Poll		735085	0.2780	735085	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85473087	32.3237	85455106	17981	99.9790	0.0210
Total		422643812	201515612	47.6798	201497631	17981	99.9911	0.0089



RBL BANK LIMITED

{CIN: L65191PN1943PLC007308}

Reg. Office: 1st Lane, Shahupuri, Kolhapur-416001.

CONSOLIDATED SCRUTINIZER'S REPORT

ON

REMOTE E-VOTING & ELECTRONIC VOTING CONDUCTED AT THE
VENUE OF THE 75TH ANNUAL GENERAL MEETING OF RBL BANK
LIMITED HELD ON AUGUST 3, 2018.

ALWYN D'SOUZA

ALWYN JAY & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195; 09819334743

Email : alwyn.co@gmail.com Website: www.alwynjay.com

ALWYN D'SOUZA

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Email : alwyn.co@gmail.com Website: www.alwynjay.com

Report of the Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman

of 75th Annual General Meeting of the Equity Shareholders of RBL BANK LIMITED 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.

Dear Sir,

I, Alwyn D'souza of M/s. Alwyn Jay & Co., Company Secretaries, having office at Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101, appointed by the Board of Directors of RBL BANK LIMITED ("the Bank") as the Scrutinizer for the purpose of scrutinizing the remote electronic voting and electronic voting conducted at the venue of the 75th Annual General Meeting of the Bank 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 pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I submit report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the venue) to the Members on the resolutions proposed in the Notice calling the 75th AGM of the Bank was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited ('CDSL') and the report provided by the Registrar and Transfer Agents viz., Link Intime India Private Limited



- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by use of poll by the members in person or by proxy on the resolutions proposed in the Notice calling the 75th Annual General Meeting of the Bank is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report to the chairman on the result of voting of the resolutions based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited ("CDSL") and the report provided by the Registrar and Transfer Agents viz., Link Intime India Private Limited on the results of poll conducted at the venue of the meeting .
- c) The remote e-voting was concluded on Thursday, August 2, 2018 at 5:00 PM.
- d) At the 75th AGM of the Company held on Friday, August 3, 2018, the Chairman at the end of the discussions on the resolution(s) announced that the facility to vote electronically has been provided to facilitate voting for those Members who were present at the Meeting but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- e) The votes were unblocked on August 3, 2018 at around 1.30 P.M in the presence of two witnesses viz., Ms. Shweta More residing at G-001, A- Wing Shram Saphalya Mira Road East, Thane 401107 and Mr.Krishnakant Adagale residing at Row House No.18, Mansi Row House CHS Ltd , Mira Road East, Thane 401107 who are not in the employment of RBL Bank
- f) I have issued a separate scrutinizer's report dated August 3, 2018 on the remote e-Voting and voting conducted at venue of the AGM and I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 75th AGM.
- g) The results of the Remote e-Voting together with that of the voting conducted at venue of the AGM by way of electronic voting are as under



1. RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:

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 :

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	374	21,76,70,651	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	475	21,84,05,736	99.9999

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	220	-
Electronic voting at the AGM	0	0	-
TOTAL	3	220	0.0001

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	5	2,13,026
Electronic voting at the AGM	0	0
TOTAL	5	2,13,026



2. RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:

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:

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	374	21,76,70,651	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	475	21,84,05,736	99.9999

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	220	-
Electronic voting at the AGM	0	0	-
TOTAL	3	220	0.0001

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	5	2,13,026
Electronic voting at the AGM	0	0
TOTAL	5	2,13,026



3. RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	380	21,78,83,787	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	481	21,86,18,872	99.9999

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	110	-
Electronic voting at the AGM	0	0	-
TOTAL	2	110	0.0001

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0



4. RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Rajeev Ahuja (DIN 00003545), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	371	21,30,57,960	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	472	21,37,93,045	99.9998

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	8	416	-
Electronic voting at the AGM	0	0	-
TOTAL	8	416	0.0002

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	3	48,25,521
Electronic voting at the AGM	0	0
TOTAL	3	48,25,521

5. RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:-

To appoint Statutory Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	372	21,66,11,861	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	473	21,73,46,946	99.4182

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	9	12,71,971	-
Electronic voting at the AGM	0	0	-
TOTAL	9	12,71,971	0.5818

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	1	65
Electronic voting at the AGM	0	0
TOTAL	1	65

6. RESOLUTION NO.6 AS A SPECIAL RESOLUTION:

Increase in Borrowing Powers.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	368	21,75,94,318	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	469	21,83,29,403	99.8675

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	14	2,89,579	-
Electronic voting at the AGM	0	0	-
TOTAL	14	2,89,579	0.1325

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0



7. RESOLUTION NO.7 AS A SPECIAL RESOLUTION:

Issue of Debt Securities on Private Placement basis.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	365	21,75,93,735	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	466	21,83,28,820	99.8673

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	16	2,90,097	-
Electronic voting at the AGM	0	0	-
TOTAL	16	2,90,097	0.1327

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	1	65
Electronic voting at the AGM	0	0
TOTAL	1	65



8. RESOLUTION NO.8 AS AN ORDINARY RESOLUTION:

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

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	346	19,59,51,348	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	447	19,66,86,433	99.9982

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	16	3,593	-
Electronic voting at the AGM	0	0	-
TOTAL	16	3,593	0.0018

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	20	2,19,28,956
Electronic voting at the AGM	0	0
TOTAL	20	2,19,28,956

9. RESOLUTION NO.9 AS AN ORDINARY RESOLUTION:

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

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	346	19,73,52,559	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	447	19,80,87,644	98.2989

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	21	34,27,968	-
Electronic voting at the AGM	0	0	-
TOTAL	21	34,27,968	1.7011

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	16	1,71,03,370
Electronic voting at the AGM	0	0
TOTAL	16	1,71,03,370



10. RESOLUTION NO.10 AS AN ORDINARY RESOLUTION:

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

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	353	19,59,52,557	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	454	19,66,87,642	99.9988

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	10	2,449	-
Electronic voting at the AGM	0	0	-
TOTAL	10	2,449	0.0012

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	19	2,19,28,891
Electronic voting at the AGM	0	0
TOTAL	19	2,19,28,891



11. RESOLUTION NO.11 AS AN ORDINARY RESOLUTION:

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

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	353	20,07,62,546	-
Electronic voting at the AGM	101	7,35,085	-
TOTAL	454	20,14,97,631	99.9911

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	13	17,981	-
Electronic voting at the AGM	0	0	-
TOTAL	13	17,981	0.0089

(iii) Invalid/Abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	16	1,71,03,370
Electronic voting at the AGM	0	0
TOTAL	16	1,71,03,370

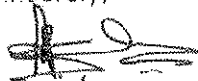


Based on the foregoing, the Resolution No.(s) 1 to 11 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 75th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Bank for safe keeping.

Thanking you,

Sincerely,

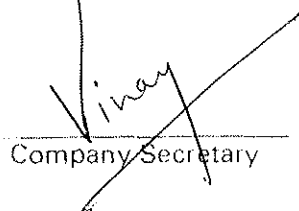


ALWYN D'SOUZA
ALWYN JAY & CO.,
Company Secretaries
Membership No : F.C.S 5559,
Certificate of Practice No : 5137
Practising Company Secretary

Place : Mumbai
Date : August 4, 2018

Countersigned by :

For RBL BANK LIMITED



Company Secretary