

June 20, 2018

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

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

Sub: Result of Postal Ballot of RBL Bank Limited

Dear Sir/Madam,

Pursuant to the requirements of Clause 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we submit herewith the details of the approval granted by the shareholders in respect of the Special resolutions as set out in the Notice dated April 27, 2018 by way of Postal Ballot.

Please note that the results have been consolidated in respect of voting conducted through e-voting and physical ballot. We are pleased to inform you that the said Special resolutions were passed by the Shareholders with the requisite majority.

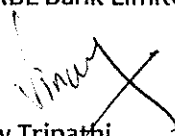
In this connection, we enclose herewith a copy of Scrutinizers report dated June 20, 2018 issued by Mr. Jay D'souza, Practising Company Secretary, Scrutinizer for the said e-voting process.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
For **RBL Bank Limited**


Vinay Tripathi
Company Secretary

Encl.: As above.

www.rblbank.com

RBL Bank Limited

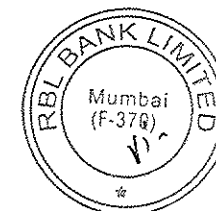
Controlling Office: One Indiabulls Centre, Tower 2B, 6th Floor, 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel.: +91 43020600 | Fax: +9143020520

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

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

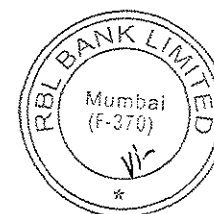
RBL Bank Limited

Resolution Required : (Special)			1 - Approval of 'Employees Stock Option Plan 2018'						
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Institutions	E-Voting	139,742,042	123,064,283	88.07	114,793,750	8,270,533	93.28	6.72	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		123,064,283	88.07	114,793,750	8,270,533	93.28	6.72	0
Public Non Institutions	E-Voting	280,129,859	105,104,622	37.52	105,071,502	33,120	99.97	0.03	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		6,160,640	2.20	6,131,445	29,195	99.53	0.47	0
	Total		111,265,262	39.72	111,202,947	62,315	99.94	0.06	0
Total		419,871,901	234,329,545	55.81	225,996,697	8,332,848	96.44	3.56	0



RBL Bank Limited

Resolution Required : (Special)			2 - To approve grant of employee stock options to the employees of Subsidiary(ies) of the Bank under 'Employees Stock Option Plan 2018'						
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Institutions	E-Voting	139,742,042	123,064,283	88.07	114,793,750	8,270,533	93.28	6.72	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		123,064,283	88.07	114,793,750	8,270,533	93.28	6.72	0
Public Non Institutions	E-Voting	280,129,859	105,116,622	37.52	105,083,827	32,795	99.97	0.03	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		6,180,114	2.21	6,150,497	29,617	99.52	0.48	0
	Total		111,296,736	39.73	111,234,324	62,412	99.94	0.06	0
Total		419,871,901	234,361,019	55.82	226,028,074	8,332,945	96.44	3.56	0



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

SCRUTINIZERS' REPORT ON POSTAL BALLOT

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

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

ALWYN D'SOUZA
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Company Secretaries

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

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

To,

The Chairman
RBL Bank Limited
1st Lane, Shahupuri, Kolhapur - 416 001

Dear Sir,

RE : SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made by the Board of Directors of RBL Bank Limited (the Bank) for conducting the Postal Ballot process for seeking members assent/or dissent in respect of the following Special Resolutions as specified in the notice dated 27th April, 2018.

1. Approval of 'Employees Stock Option Plan 2018'
2. To approve grant of employee stock options to the employees of Subsidiary(ies) of the Bank under 'Employees Stock Option Plan 2018'

I have carried out the work as Scrutinizer from the close of working hours on 18th June, 2018 to 20th June, 2018. In this connection I need to bring to your attention the following aspects:-

1. All the Specimen Signatures have been verified with the specimen signature records maintained by the Bank's Registrar and Share Transfer Agents viz. Link Intime India Private Limited and I have relied on the certification given by them for the same.



2. The Bank has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members whereby the members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In such cases the voting is taken into consideration based on the e-voting data provided by the CDSL
3. I enclose the Scrutinizer's Report along with the relevant listings.



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Mumbai
20th June, 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
Email : alwyn.co@gmail.com Website: www.alwynjay.com

SCRUTINIZERS' REPORT

To

The Chairman
RBL Bank Limited
1st Lane, Shahupuri,
Kolhapur - 416 001.

Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing Special Resolutions contained in the Notice dated 27th April, 2018

Dear Sir,

I, Mr. Alwyn D'souza, Partner of Alwyn Jay & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of RBL Bank Limited (the Bank) for scrutinizing postal ballot voting including voting by electronic means in respect of the Special Resolutions contained in the Notice dated 27th April, 2018 through postal ballot.

The Compliance with the provisions of the Companies Act, 2013 relating to Postal Ballot including voting by electronic means 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 scrutinizer's report on the voting to the Chairman on the Special Resolutions contained in the Notice dated 27th April, 2018 based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited (CDSL) and the scrutiny of the physical ballot forms received till 5.00 p.m on Monday 18th June, 2018 and reports provided by the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited.



I submit my report as under

1. After the time fixed for closing of the e-voting i.e. 5.00 p.m on Monday 18th June, 2018 the votes were unblocked at 5.09 p.m. on the e-voting website of the Central Depository Services (India) Limited, (<http://www.evoting.cdsl.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e., 5.00 p.m. on Monday 18th June, 2018 were diligently scrutinized and reconciled with the records maintained by the Bank through their Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited and the authorisations lodged with the Bank.
3. The data for the purpose of verification of the number of shares was taken as of 11th May, 2018 which was the cut-off date (record date) fixed for determining voting rights of the members entitled to participate in the voting process.
4. In cases where the members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the instructions to the Postal Ballot Form.
5. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records.

The results of the scrutiny of the above postal ballot voting including voting by electronic means in respect to passing of resolution contained in the Notice dated 27th April, 2018 through postal ballot are as under .

ITEM NO.1: SPECIAL RESOLUTION

Approval of 'Employees Stock Option Plan 2018'

- (i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	317	61,31,445	-
E-voting	546	21,98,65,252	-
TOTAL	863	22,59,96,697	96.44



(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	19	29,195	-
E-voting	105	83,03,653	-
TOTAL	124	83,32,848	3.56

(iii) Invalid/Abstain votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	133	70,120
E-voting	1	12,000
TOTAL	134	82,120

Based on the foregoing, the Special Resolution for approval of Employees Stock Option Plan 2018 may be considered as carried by the requisite majority.

ITEM NO.2: SPECIAL RESOLUTION

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

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	380	61,50,497	-
E-voting	532	21,98,77,577	-
TOTAL	912	22,60,28,074	96.44

(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	26	29,617	-
E-voting	120	83,03,328	-
TOTAL	146	83,32,945	3.56

(iii) Invalid/Abstain votes:

Particulars of Postal Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	63	50,206
E-voting	Nil	N.A
TOTAL	63	50,206

Based on the foregoing, the Special Resolution to approve grant of employee stock options to the employees of Subsidiary(ies) of the Bank under Employees Stock Option Plan 2018' may be considered as carried by the requisite majority

The relevant records relating to the electronic voting alongwith the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Minutes.



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Mumbai dated 20th June, 2018

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (<http://www.evoting.cdsl.com>) in our presence at 5.09 P.M. on 18th June, 2018 at the office of the Scrutinizer at B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107.



Binod Singh
G-001, A- Wing Shram Saphalya
Mira Road East, Thane 401107



Krishnakant Adagale
Row House No.18, Mansi Row House CHS Ltd
Kashi Gaon, Mira Road East, Thane 401107