

July 17, 2020

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

The Manager,
Listing Department,
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.: Voting Results of 77th Annual General Meeting (“AGM”) of RBL Bank Limited (“the Bank”) pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), we hereby submit the Consolidated Voting Results of the Remote e-voting together with the e-voting at the 77th AGM of the Bank held on Friday, July 17, 2020 at 11:30 a. m. (IST), through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) along with Scrutinizer's Report dated July 17, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

It is further informed that all items as mentioned in the Notice for the said AGM, were considered and voted by the Members through remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”) and passed with requisite majority.

The Consolidated Voting Results along with the Scrutinizer's Report dated July 17, 2020 is also being hosted on the Bank's website at www.rblbank.com.

You are requested to take note of the above.

Thanking you,

Yours faithfully,
For **RBL Bank Limited**


Niti Arya
Company Secretary

Encl.: As above

www.rblbank.com

RBL Bank Ltd.

Controlling Office : One Indiabulls Centre, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 | Tel: +91 22 43020600 | Fax: 91 22 43020520

Registered Office : 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 2316650214 | Fax : +91 2312657386

CIN : L65191PN1943PLC007308 . E-mail: customercare@rblbank.com

Voting Result of 77th Annual General Meeting

Name of the Bank: **RBL Bank Limited**

Date of Annual general Meeting	July 17, 2020
Total Number of Shareholders on Record Date (July 10, 2020)	304285
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group	Not Applicable
- Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group	Not Applicable
- Public	82



RBL Bank Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2020 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	258117756	182182316	70.5811	182182316	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		182182316	70.5811	182182316	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40014142	15.9659	40012165	1977	99.9951	0.0049
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076393	15.9907	40074416	1977	99.9951	0.0049
Total		508739954	222258709	43.6881	222256732	1977	99.9991	0.0009

RBL Bank Limited

Resolution Required : (Ordinary)			2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2020 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	258117756	182182316	70.5811	182182316	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		182182316	70.5811	182182316	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40013730	15.9658	40011753	1977	99.9951	0.0049
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40075981	15.9906	40074004	1977	99.9951	0.0049
Total		508739954	222258297	43.6880	222256320	1977	99.9991	0.0009

RBL Bank Limited

Resolution Required : (Ordinary)			3 - To confirm the payment of Interim Dividend of Rs. 1.50/- per equity share already paid during the financial year 2019-20.					
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	258117756	182680674	70.7742	182680674	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		182680674	70.7742	182680674	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40014145	15.9659	40011666	2479	99.9938	0.0062
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076396	15.9907	40073917	2479	99.9938	0.0062
Total		508739954	222757070	43.7860	222754591	2479	99.9989	0.0011

RBL Bank Limited

Resolution Required : (Ordinary)			4 - To appoint a Director in place of Mr. Vijay Mahajan (DIN: 00038794), 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	258117756	177969994	68.9491	176321082	1648912	99.0735	0.9265
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		177969994	68.9491	176321082	1648912	99.0735	0.9265
Public Non Institutions	E-Voting	250622198	40014142	15.9659	39998233	15909	99.9602	0.0398
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076393	15.9907	40060484	15909	99.9603	0.0397
Total		508739954	218046387	42.8601	216381566	1664821	99.2365	0.7635

RBL Bank Limited

Resolution Required : (Ordinary)			5 - To consider and appoint M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) as the Statutory Auditors 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	258117756	182680674	70.7742	182680674	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		182680674	70.7742	182680674	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40014107	15.9659	40011923	2184	99.9945	0.0055
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076358	15.9907	40074174	2184	99.9946	0.0054
Total		508739954	222757032	43.7860	222754848	2184	99.9990	0.0010

RBL Bank Limited

Resolution Required : (Ordinary)			6 - To approve the appointment of Ms. Veena Mankar (DIN: 00004168) as a Non-Executive Non Independent 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	258117756	177969994	68.9491	176709269	1260725	99.2916	0.7084
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		177969994	68.9491	176709269	1260725	99.2916	0.7084
Public Non Institutions	E-Voting	250622198	40014140	15.9659	40011871	2269	99.9943	0.0057
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076391	15.9907	40074122	2269	99.9943	0.0057
Total		508739954	218046385	42.8601	216783391	1262994	99.4208	0.5792

RBL Bank Limited								
Resolution Required : (Ordinary)			7 - To approve the appointment of Ms. Ranjana Agarwal (DIN: 03340032) as a Non-Executive Independent 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	258117756	177969994	68.9491	176164299	1805695	98.9854	1.0146
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		177969994	68.9491	176164299	1805695	98.9854	1.0146
Public Non Institutions	E-Voting	250622198	40014022	15.9659	40011700	2322	99.9942	0.0058
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076273	15.9907	40073951	2322	99.9942	0.0058
Total		508739954	218046267	42.8601	216238250	1808017	99.1708	0.8292

RBL Bank Limited

Resolution Required : (Ordinary)			8 - To approve re-appointment and revision in remuneration of Mr. Rajeev Ahuja (DIN: 00003545) as an 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	258117756	177969994	68.9491	177969994	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		177969994	68.9491	177969994	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	35941044	14.3407	35325735	615309	98.2880	1.7120
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		36003295	14.3655	35387986	615309	98.2910	1.7090
Total		508739954	213973289	42.0595	213357980	615309	99.7124	0.2876

RBL Bank Limited

Resolution Required : (Ordinary)			9 - To approve re-appointment and revision in remuneration of Mr. Prakash Chandra (DIN: 02839303) as a 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	258117756	177969994	68.9491	177969994	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		177969994	68.9491	177969994	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40014140	15.9659	39410875	603265	98.4924	1.5076
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076391	15.9907	39473126	603265	98.4947	1.5053
Total		508739954	218046385	42.8601	217443120	603265	99.7233	0.2767

RBL Bank Limited

RBL Bank Limited								
Resolution Required : (Ordinary)			10 - To approve revision in remuneration and payment of performance bonus of Mr. Vishwavir Ahuja (DIN: 00074994), Managing Director & Chief Executive Officer 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	258117756	182680674	70.7742	182680674	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		182680674	70.7742	182680674	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	30111224	12.0146	29506570	604654	97.9919	2.0081
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		30173475	12.0394	29568821	604654	97.9961	2.0039
Total		508739954	212854149	41.8395	212249495	604654	99.7159	0.2841

RBL Bank Limited

RBL Bank Limited								
Resolution Required : (Special)			11 - To approve 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	258117756	182680674	70.7742	182680674	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		182680674	70.7742	182680674	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40013795	15.9658	40010613	3182	99.9920	0.0080
	Poll		62251	0.0248	62251	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076046	15.9906	40072864	3182	99.9921	0.0079
Total		508739954	222756720	43.7860	222753538	3182	99.9986	0.0014

RBL Bank Limited

RBL Bank Limited								
Resolution Required : (Special)			12 - To approve 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	258117756	182680674	70.7742	182680674	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		182680674	70.7742	182680674	0	100.0000	0.0000
Public Non Institutions	E-Voting	250622198	40014142	15.9659	39998482	15660	99.9609	0.0391
	Poll		62186	0.0248	62186	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076328	15.9907	40060668	15660	99.9609	0.0391
Total		508739954	222757002	43.7860	222741342	15660	99.9930	0.0070

RBL Bank Limited

RBL Bank Limited								
Resolution Required : (Special)			13 - Approval for amendment in Employees Stock Option Plan 2018 and enhancement of limit for issuance of shares under Employees Stock Option Plan 2018 to the Eligible employees 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	258117756	182680674	70.7742	130687476	51993198	71.5388	28.4612
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182680674	70.7742	130687476	51993198	71.5388	28.4612
Public Non Institutions	E-Voting	250622198	40014140	15.9659	40010816	3324	99.9917	0.0083
	Poll		62251	0.0248	62186	65	99.8956	0.1044
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076391	15.9907	40073002	3389	99.9915	0.0085
Total		508739954	222757065	43.7860	170760478	51996587	76.6577	23.3423

RBL Bank Limited

Resolution Required : (Special)			14 - Approval for enhancement of limit for issuance of shares under Employees Stock Option Plan 2018 to the Eligible employees of the Subsidiary(ies) 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	258117756	182680674	70.7742	130687476	51993198	71.5388	28.4612
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		182680674	70.7742	130687476	51993198	71.5388	28.4612
Public Non Institutions	E-Voting	250622198	40014140	15.9659	39989212	24928	99.9377	0.0623
	Poll		62186	0.0248	62186	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40076326	15.9907	40051398	24928	99.9378	0.0622
Total		508739954	222757000	43.7860	170738874	52018126	76.6480	23.3520

RBL BANK LIMITED

(CIN: L65191PN1943PLC007308)

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

CONSOLIDATED SCRUTINIZER'S REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND ELECTRONIC

VOTING (E-VOTING) CONDUCTED AT THE 77TH ANNUAL

GENERAL MEETING OF RBL BANK LIMITED

HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO

VISUAL MEANS ("OAVM") ON FRIDAY, JULY 17, 2020

ALWYN D'SOUZA

Alwyn Jay & Co.

Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

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: 022-79629822 ; Mob: 09820465195; 09819334743

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

ALWYN D'SOUZA
Alwyn Jay & Co.
Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

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: 022-79629822 ; Mob: 09820465195; 09819334743
Email : alwyn@alwynjay.com Website: www.alwynjay.com

Report of the Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of
Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman

Of 77th Annual General Meeting of the Members of RBL BANK LIMITED held on Friday, July 17, 2020 at 11:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

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 e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 77th Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 77th Annual General Meeting (AGM) of the Bank held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, July 17, 2020 at 11:30 a.m. (IST). 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 AGM is held in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 regarding holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Bank the Notice of the AGM along with the Annual

Report 2019-20 has being sent on June 23, 2020 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories")

- b) 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 AGM) to the Members on the resolutions proposed in the Notice calling the 77th 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.
- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited ('CDSL')
- d) The Members of the Bank as on the "cut-off" date i.e. Friday, July 10, 2020 were entitled to vote on the resolution no's 1 to 14 as set out in the notice of AGM.
- e) The remote e-voting period commenced on Tuesday, July 14, 2020 10:00 a.m. (IST) and concluded on Thursday, July 16, 2020 5:00 p.m. (IST).
- f) At the 77th AGM of the Bank held on Friday, July 17, 2020, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- g) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday July 17, 2020 around 1.00 p.m. in the presence of two witnesses who are not in the employment of the Bank.
- h) 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 77th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by the Central Depository Services (India) Limited ('CDSL')
- i) The results of the Remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. **RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2020 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	380	222194481	-
Electronic voting at the AGM	10	62251	-
TOTAL	390	222256732	100.00

(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	5	1977	-
Electronic voting at the AGM	0	0	-
TOTAL	5	1977	0.00

(iii) **Invalid/Abstain** votes:

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

2. **RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2020 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	378	222194069	-
Electronic voting at the AGM	10	62251	-
TOTAL	388	222256320	100.00

(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	5	1977	-
Electronic voting at the AGM	0	0	-
TOTAL	5	1977	0.00

(iii) **Invalid/Abstain** votes:

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

3. RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:

To confirm the payment of Interim Dividend of Rs. 1.50/- per equity share already paid during the financial year 2019-20.

(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	382	222692340	-
Electronic voting at the AGM	10	62251	-
TOTAL	392	222754591	100.00

(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	7	2479	-
Electronic voting at the AGM	0	0	-
TOTAL	7	2479	0.00

(iii) **Invalid/Abstain** votes:

Particulars of Voting	Total number of members whose votes were declared invalid /abstain	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. Vijay Mahajan (DIN: 00038794), who retires by rotation and being eligible, offers himself for re-appointment.

(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	357	216319315	-
Electronic voting at the AGM	10	62251	-
TOTAL	367	216381566	99.24

(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	30	1664821	-
Electronic voting at the AGM	0	0	-
TOTAL	30	1664821	0.76

(iii) **Invalid/Abstain** votes:

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

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

To consider and appoint M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) as the Statutory Auditors 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	373	222692597	-
Electronic voting at the AGM	10	62251	-
TOTAL	383	222754848	100.00

(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	2184	-
Electronic voting at the AGM	0	0	-
TOTAL	14	2184	0.00

(iii) **Invalid/Abstain** votes:

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

6. **RESOLUTION NO.6 AS AN ORDINARY RESOLUTION:**

To approve the appointment of Ms. Veena Mankar (DIN: 00004168) as a Non-Executive Non Independent 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	369	216721140	-
Electronic voting at the AGM	10	62251	-
TOTAL	379	216783391	99.42

(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	17	1262994	-
Electronic voting at the AGM	0	0	-
TOTAL	17	1262994	0.58

(iii) **Invalid/Abstain** votes:

Particulars of Voting	Total number of members whose votes were declared invalid /abstain	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 AN ORDINARY RESOLUTION:

To approve the appointment of Ms. Ranjana Agarwal (DIN: 03340032) as a Non-Executive Independent 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	362	216175999	-
Electronic voting at the AGM	10	62251	-
TOTAL	372	216238250	99.17

(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	1808017	-
Electronic voting at the AGM	0	0	-
TOTAL	21	1808017	0.83

(iii) **Invalid/Abstain** votes:

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

8. RESOLUTION NO.8 AS AN ORDINARY RESOLUTION:

To approve re-appointment and revision in remuneration of Mr. Rajeev Ahuja (DIN: 00003545) as an 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	356	213295729	-
Electronic voting at the AGM	10	62251	-
TOTAL	366	213357980	99.71

(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	27	615309	-
Electronic voting at the AGM	0	0	-
TOTAL	27	615309	0.29

(iii) **Invalid/Abstain** votes:

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

9. RESOLUTION NO.9 AS AN ORDINARY RESOLUTION:

To approve re-appointment and revision in remuneration of Mr. Prakash Chandra (DIN: 02839303) as a 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	360	217380869	-
Electronic voting at the AGM	10	62251	-
TOTAL	370	217443120	99.72

(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	26	603265	-
Electronic voting at the AGM	0	0	-
TOTAL	26	603265	0.28

(iii) **Invalid/Abstain** votes:

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

10. RESOLUTION NO.10 AS AN ORDINARY RESOLUTION:

To approve revision in remuneration and payment of performance bonus of Mr. Vishwavir Ahuja (DIN: 00074994), Managing Director & Chief Executive Officer 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	352	212187244	-
Electronic voting at the AGM	10	62251	-
TOTAL	362	212249495	99.72

(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	31	604654	-
Electronic voting at the AGM	0	0	-
TOTAL	31	604654	0.28

(iii) **Invalid/Abstain** votes:

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

11. RESOLUTION NO.11 AS A SPECIAL RESOLUTION:

To approve 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	371	222691287	-
Electronic voting at the AGM	10	62251	-
TOTAL	381	222753538	100.00

(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	3182	-
Electronic voting at the AGM	0	0	-
TOTAL	16	3182	0.00

(iii) **Invalid/Abstain** votes:

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

12. RESOLUTION NO.12 AS A SPECIAL RESOLUTION:

To approve 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	367	222679156	-
Electronic voting at the AGM	9	62186	-
TOTAL	376	222741342	99.99

(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	15660	-
Electronic voting at the AGM	0	0	-
TOTAL	21	15660	0.01

(iii) **Invalid/Abstain** votes:

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

13. RESOLUTION NO.13 AS A SPECIAL RESOLUTION:

Approval for amendment in Employees Stock Option Plan 2018 and enhancement of limit for issuance of shares under Employees Stock Option Plan 2018 to the Eligible employees 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	275	170698292	-
Electronic voting at the AGM	9	62186	-
TOTAL	284	170760478	76.66

(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	112	51996522	-
Electronic voting at the AGM	1	65	-
TOTAL	113	51996587	23.34

(iii) **Invalid/Abstain** votes:

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

14. RESOLUTION NO.14 AS A SPECIAL RESOLUTION:

Approval for enhancement of limit for issuance of shares under Employees Stock Option Plan 2018 to the Eligible employees of the Subsidiary(ies) 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	273	170676688	-
Electronic voting at the AGM	9	62186	-
TOTAL	282	170738874	76.65

(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	114	52018126	-
Electronic voting at the AGM	0	0	-
TOTAL	114	52018126	23.35

(iii) **Invalid/Abstain** votes:

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

Based on the foregoing, the Resolution No.(s) 1 to 14 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 77th 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
Prakash
Dsouza**

Digitally signed by Alwyn Prakash
Dsouza
DN: c=IN, o=Personal, cn=Alwyn
Prakash Dsouza,
serialNumber=707ef395cb800eb76ca
5bef7a5e19ba0f9d1aefb6414e8b883
509d27ac04c4f5,
postalCode=401107,
2.5.4.20=8b6b8778efcacc966b08c1b
e31780ca47b0bdfc97618a81719f9e5
12003a1f43, st=Maharashtra
Date: 2020.07.17 17:17:55 +05'30'

ALWYN D'SOUZA
Practising Company Secretary
FCS No.5559, CP No.5137
ALWYN JAY & CO.,
Company Secretaries
[UDIN : F005559B000468769]

Place : Mumbai

Date : July 17, 2020

Countersigned by:

For **RBL BANK LIMITED**

**NITI
ARYA**

Digitally signed
by NITI ARYA
Date: 2020.07.17
17:25:28 +05'30'

Niti Arya
Company Secretary