

July 10, 2019

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.: Voting Results of 76th Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

This is to inform you that the 76th Annual General Meeting (AGM) of the Bank was held on Tuesday, July 9, 2019 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.

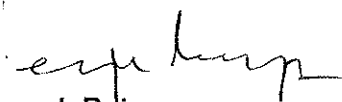
Enclosed please find the Consolidated Voting Results of the Remote e-voting together with the e-voting at the venue of the AGM of the Bank as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report.

It is further informed that all the Business items / Resolutions contained in the Notice of 76th AGM were transacted/considered at the aforesaid AGM and passed with requisite majority.

You are requested to take note of the above.

Thanking you,

Yours faithfully,
For **RBL Bank Limited**


Deepak Ruiya
Chief Financial Officer (*interim*)

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: +91 43020520

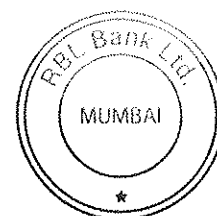
Registered Office: 1st Lane, Shahupuri, Kolhapur- 416 001, India. | Tel : +91 231 6650214 | Fax : +91 231 2657386

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

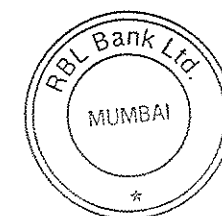
Voting Result of 76th Annual General Meeting

Name of the Bank: RBL Bank Limited

Date of Annual general Meeting	July 9, 2019
Total Number of Shareholders on Record Date (July 2, 2019)	1,74,380
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	Not Applicable 184
No. of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	Not Applicable Not Applicable

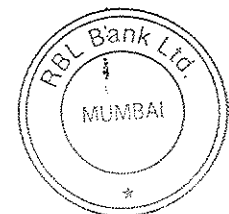


RBL Bank Limited								
Resolution Required : (Ordinary)			1 - To consider and adopt the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group 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	188993785	131175621	69.4074	131175621	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		131175621	69.4074	131175621	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	84954589	35.5875	84954589	0	100.0000	0.0000
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85535278	35.8308	85535278	0	100.0000	0.0000
Total		427713969	216710899	50.6672	216710899	0	100.0000	0.0000



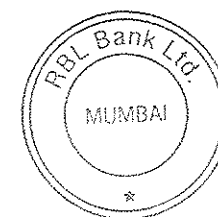
RBL Bank Limited

Resolution Required : (Ordinary)			2 - To consider and adopt the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2019 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	188993785	131175621	69.4074	131175621	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		131175621	69.4074	131175621	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	84954589	35.5875	84954589	0	100.0000	0.0000
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85535278	35.8308	85535278	0	100.0000	0.0000
Total		427713969	216710899	50.6672	216710899	0	100.0000	0.0000



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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
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	188993785	131206048	69.4235	131206048	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		131206048	69.4235	131206048	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	84974895	35.5960	84974895	0	100.0000	0.0000
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85555584	35.8393	85555584	0	100.0000	0.0000
Total		427713969	216761632	50.6791	216761632	0	100.0000	0.0000



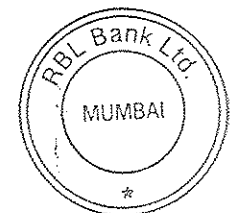
RBL Bank Limited

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 reappointment.					
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	188993785	131206048	69.4235	129187519	2018529	98.4616	1.5384
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		131206048	69.4235	129187519	2018529	98.4616	1.5384
Public Non Institutions	E-Voting	238720184	83868163	35.1324	83807461	60702	99.9276	0.0724
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84448852	35.3757	84388150	60702	99.9281	0.0719
Total		427713969	215654900	50.4204	213575669	2079231	99.0359	0.9641



RBL Bank Limited

Resolution Required : (Special)			5 - Re-appointment of Mr. Jairaj Purandare (DIN 00159886) as an 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	188993785	121281392	64.1722	121281392	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		121281392	64.1722	121281392	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	84188624	35.2667	84188245	379	99.9995	0.0005
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84769313	35.5100	84768934	379	99.9996	0.0004
Total		427713969	206050705	48.1749	206050326	379	99.9998	0.0002



RBL Bank Limited

Resolution Required : (Special)

6 - Re-appointment of Mr. P. Sudhir Rao (DIN 00018213) as an Independent Director of the Bank.

Whether promoter/ promoter group are interested in the agenda/resolution?

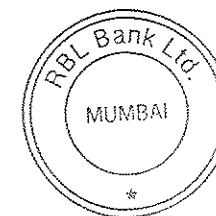
NO

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	188993785	131206048	69.4235	126318168	4887880	96.2747	3.7253
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		131206048	69.4235	126318168	4887880	96.2747	3.7253
Public Non Institutions	E-Voting	238720184	84188624	35.2667	84175495	13129	99.9844	0.0156
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84769313	35.5100	84756184	13129	99.9845	0.0155
Total		427713969	215975361	50.4953	211074352	4901009	97.7308	2.2692



RBL Bank Limited

Resolution Required : (Special)			7 - Re-appointment of Mr. D. Sivanandhan (DIN 03607203) as an 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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
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	188993785	131206048	69.4235	129873185	1332863	98.9841	1.0159
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		131206048	69.4235	129873185	1332863	98.9841	1.0159
Public Non Institutions	E-Voting	238720184	84188624	35.2667	84188245	379	99.9995	0.0005
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84769313	35.5100	84768934	379	99.9996	0.0004
Total		427713969	215975361	50.4953	214642119	1333242	99.3827	0.6173



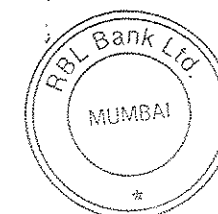
RBL Bank Limited

Resolution Required : (Special)			8 - 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	188993785	131206048	69.4235	131206048	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		131206048	69.4235	131206048	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	85295355	35.7303	85295324	31	100.0000	0.0000
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85876044	35.9736	85876013	31	100.0000	0.0000
Total		427713969	217082092	50.7540	217082061	31	100.0000	0.0000

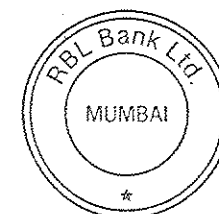


RBL Bank Limited

Resolution Required : (Special)			9 - 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	188993785	131206048	69.4235	131206048	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		131206048	69.4235	131206048	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	85295355	35.7303	85294874	481	99.9994	0.0006
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85876044	35.9736	85875563	481	99.9994	0.0006
Total		427713969	217082092	50.7540	217081611	481	99.9998	0.0002

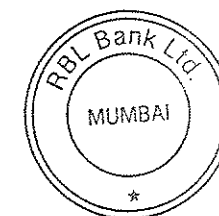


RBL Bank Limited								
Resolution Required : (Ordinary)			10 - Revision in remuneration of Mr. Rajeev Ahuja, Executive Director of the Bank.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes 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	188993785	131206048	69.4235	131206048	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		131206048	69.4235	131206048	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	83868160	35.1324	83866867	1293	99.9985	0.0015
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84448849	35.3757	84447556	1293	99.9985	0.0015
Total		427713969	215654897	50.4204	215653604	1293	99.9994	0.0006



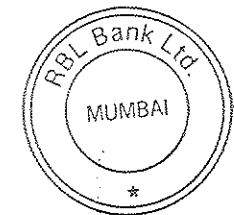
RBL Bank Limited

Resolution Required : (Ordinary)			11 - Revision in remuneration and payment of performance bonus of Mr. Vishwavir Ahuja, 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	188993785	131206048	69.4235	131206048	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		131206048	69.4235	131206048	0	100.0000	0.0000
Public Non Institutions	E-Voting	238720184	83868160	35.1324	83867402	758	99.9991	0.0009
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		84448849	35.3757	84448091	758	99.9991	0.0009
Total		427713969	215654897	50.4204	215654139	758	99.9996	0.0004



RBL Bank Limited

Resolution Required : (Special)			12 - Raising of equity capital by the Bank through issue of equity shares/depository receipts and other securities through a Qualified Institutions Placement/ Global Depository Receipts/ American Depository Receipts/ Foreign Currency Convertible Bonds or such other methods or combination as may be decided aggregating to an amount not exceeding Rs. 3,500 crore (Rupees Three Thousand Five Hundred Crore only).					
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	188993785	131206048	69.4235	130658650	547398	99.5828	0.4172
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		131206048	69.4235	130658650	547398	99.5828	0.4172
Public Non Institutions	E-Voting	238720184	85295360	35.7303	85234809	60551	99.9290	0.0710
	Poll		580689	0.2433	580689	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		85876049	35.9736	85815498	60551	99.9295	0.0705
Total		427713969	217082097	50.7540	216474148	607949	99.7199	0.2801



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 76TH ANNUAL GENERAL MEETING OF RBL BANK

LIMITED HELD ON JULY 9, 2019

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 76th Annual General Meeting of the Equity Shareholders of RBL BANK LIMITED held on Tuesday, July 9, 2019 at 11.30 a.m., at Residency Club, C.T. S. No. E 2124, E Ward, Near Bawda Post Office, Opp. PWD Office, New Palace, Tarabai Park, Kolhapur 416003.

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 76th Annual General Meeting of the Bank held on Tuesday, July 9, 2019 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 76th 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 76th 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 Monday, July 8, 2019 at 5:00 PM.
- d) At the 76th AGM of the Company held on Tuesday, July 9, 2019, 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 Tuesday, July 9, 2019 at around 1:50 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 July 10, 2019 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 76th 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, 2019 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	393	21,61,30,210	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	508	21,67,10,899	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	0	0	-
Electronic voting at the AGM	0	0	-
TOTAL	0	0	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	13	17,64,744
Electronic voting at the AGM	0	0
TOTAL	13	17,64,744



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, 2019 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	393	21,61,30,210	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	508	21,67,10,899	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	0	0	-
Electronic voting at the AGM	0	0	-
TOTAL	0	0	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	13	17,64,744
Electronic voting at the AGM	0	0
TOTAL	13	17,64,744

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	397	21,61,80,943	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	512	21,67,61,632	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	0	0	-
Electronic voting at the AGM	0	0	-
TOTAL	0	0	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	5	3,70,108
Electronic voting at the AGM	0	0
TOTAL	5	3,70,108



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 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	382	21,29,94,980	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	497	2,13,57,669	99.04

(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	20,79,231	-
Electronic voting at the AGM	0	0	-
TOTAL	14	20,79,231	0.96

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	9	34,06,845
Electronic voting at the AGM	0	0
TOTAL	9	34,06,845



5. RESOLUTION NO.5 AS A SPECIAL RESOLUTION:

Re-appointment of Mr. Jairaj Purandare (DIN 00159886) as an 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	388	20,54,69,637	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	503	20,60,50,326	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	6	379	-
Electronic voting at the AGM	0	0	-
TOTAL	6	379	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	12	1,39,74,666
Electronic voting at the AGM	0	0
TOTAL	12	1,39,74,666



6. RESOLUTION NO.6 AS A SPECIAL RESOLUTION:

Re-appointment of Mr. P. Sudhir Rao (DIN 00018213) as an 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	365	21,04,93,663	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	480	21,10,74,352	97.73

(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	49,01,009	-
Electronic voting at the AGM	0	0	-
TOTAL	31	49,01,009	2.27

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	10	30,83,945
Electronic voting at the AGM	0	0
TOTAL	10	30,83,945



7. RESOLUTION NO.7 AS A SPECIAL RESOLUTION:

Re-appointment of Mr. D. Sivanandhan (DIN 03607203) as an 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	378	21,40,61,430	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	493	21,46,42,119	99.38

(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	13,33,242	-
Electronic voting at the AGM	0	0	-
TOTAL	17	13,33,242	0.62

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	10	30,83,945
Electronic voting at the AGM	0	0
TOTAL	10	30,83,945



8. RESOLUTION NO.8 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	395	21,65,01,372	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	510	21,70,82,061	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	3	31	-
Electronic voting at the AGM	0	0	-
TOTAL	3	31	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	4	47,198
Electronic voting at the AGM	0	0
TOTAL	4	47,198



9. RESOLUTION NO.9 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	391	21,65,00,922	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	506	21,70,81,611	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	481	-
Electronic voting at the AGM	0	0	-
TOTAL	7	481	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	4	47,198
Electronic voting at the AGM	0	0
TOTAL	4	47,198



10. RESOLUTION NO.10 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	381	21,50,72,915	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	496	21,56,53,604	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	13	1,293	-
Electronic voting at the AGM	0	0	-
TOTAL	13	1,293	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	11	34,06,862
Electronic voting at the AGM	0	0
TOTAL	11	34,06,862



11. RESOLUTION NO.11 AS AN ORDINARY RESOLUTION:

Revision in remuneration and payment of performance bonus of Mr. Vishwavir Ahuja, 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	384	21,50,73,450	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	499	21,56,54,139	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	10	758	-
Electronic voting at the AGM	0	0	-
TOTAL	10	758	0.00

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	11	3,40,862
Electronic voting at the AGM	0	0
TOTAL	11	3,40,862

Handwritten signature/initials

12. RESOLUTION NO.12 AS A SPECIAL RESOLUTION:

Raising of equity capital by the Bank through issue of equity shares/depository receipts and other securities through a Qualified Institutions Placement/ Global Depository Receipts/ American Depository Receipts/ Foreign Currency Convertible Bonds or such other methods or combination as may be decided aggregating to an amount not exceeding Rs. 3,500 crore (Rupees Three Thousand Five Hundred Crore only)

(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	386	21,58,93,459	-
Electronic voting at the AGM	115	5,80,689	-
TOTAL	501	21,64,74,148	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	13	6,07,949	-
Electronic voting at the AGM	0	0	-
TOTAL	13	6,07,949	0.28

(iii) Invalid/Abstain/Less votes:

Particulars of Voting	Total number of members whose votes were declared invalid / abstain / less votes	Total number of votes cast by them
Remote e-Voting	2	47,188
Electronic voting at the AGM	0	0
TOTAL	2	47,188



Based on the foregoing, the Resolution No.(s) 1 to 12 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 76th 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,



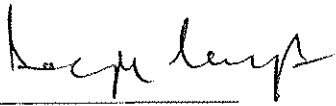
ALWYN D'SOUZA
ALWYN JAY & CO.,
Company Secretaries
Membership No :F.C.S 5559,
Certificate of Practice No :5137
Practising Company Secretary

Place : Mumbai

Date : July 10, 2019

Countersigned by :

For RBL BANK LIMITED



Chief Financial Officer (*Interim*)