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RBL BANK LIMITED

Our Bank was incorporated on June 14, 1943 under the Indian Companies Act, 1913 as 'The Ratnakar Bank Limited' and was granted a certificate of commencement of business dated July 5, 1943 by the Registrar of Joint Stock Companies, Kolhapur State. The name of our Bank was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 24, 2014. For details of certain changes in the registered office of our Bank, see the section titled "History and Certain Corporate Matters" on page 210 of the Red Herring Prospectus dated August 4, 2016, as supplemented by the addendum dated August 9, 2016 published to the RHP (the "RHP"). All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Registered Office: 1st Lane, Shahupuri, Kolhapur – 416 001, Maharashtra, India; **Telephone:** +91 231 6650 214; **Facsimile:** +91 231 2657 386. **Corporate Office:** One Indiabulls Centre, Tower 2B, 6th Floor, 841, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013, Maharashtra, India. **Contact Person:** Mr. Vinay Tripathi, Company Secretary and Compliance Officer in relation to the Issue; **Telephone:** +91 22 4302 0600; **Facsimile:** +91 22 4302 0520, **E-mail:** ipo@rblbank.com; **Website:** www.rblbank.com; **CIN:** U65191PN1943PLC007308.

PUBLIC ISSUE OF [·] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RBL BANK LIMITED (OUR "BANK" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [·] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [·] PER EQUITY SHARE, AGGREGATING UP TO ₹ [·] MILLION (THE "ISSUE") COMPRISING A FRESH ISSUE OF [·] EQUITY SHARES BY OUR BANK AGGREGATING UP TO ₹ 8,325 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 16,909,628 EQUITY SHARES COMPRISING 3,879,070 EQUITY SHARES BY PERSONS LISTED IN ANNEXURE A ("CATEGORY I SELLING SHAREHOLDERS"), 9,505,558 EQUITY SHARES BY BEACON INDIA PRIVATE EQUITY FUND ("BEACON") AND 3,525,000 EQUITY SHARES BY GPE (INDIA) LTD ("GPE") AND TOGETHER WITH BEACON, THE "CATEGORY II SELLING SHAREHOLDERS" AND TOGETHER WITH CATEGORY I SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS") (THE "OFFER FOR SALE"). THE ISSUE SHALL CONSTITUTE [·] % OF THE FULLY DILUTED POST-ISSUE PAID UP CAPITAL OF OUR BANK.

Our Bank has made a pre-IPO placement of 25,000,000 Equity Shares to certain investors at a price of ₹ 195.00 per Equity Share. For more information, see the section titled "Capital Structure" on page 94 of the RHP.

Addendum: Notice to Investors

Our Bank had published a notice titled "Addendum: Notice to Investors" dated August 9, 2016 ("First Addendum") intimating prospective Bidders of certain clarifications received from the Reserve Bank of India ("Clarifications") in respect of the bidding process for the Issue. The manner of implementation of the Clarifications in the Issue as stated in the First Addendum has been further reviewed and is being modified and further clarified.

Accordingly, the additions on page 507 of the RHP effected by the First Addendum, are being replaced with the following:

"In response to certain clarifications sought by our Bank from the RBI, by way of a letter dated August 5, 2016, in relation to the implementation of the bidding process for the Issue, given the provisions of Section 12B of the Banking Regulation Act, the RBI has responded by way of a letter dated August 8, 2016, providing its clarifications. As per its letter, the RBI may consider granting a 'no-objection' ("NOC") to Bidders seeking to acquire five percent or more of the post-Issue paid-up share capital of the Bank, as provided above, pending a 'fit and proper' assessment under applicable laws. However, if any adverse information in respect of a Bidder comes to the knowledge of the RBI during its due diligence process, the RBI may impose additional conditions, as deemed fit, on the investments of such Bidder in our Bank.

Accordingly, in case of Bids for such number of Equity Shares, as may result in the shareholding of a Bidder (either directly or indirectly, by himself or acting in concert with other persons and including existing shareholding, if any) exceeding the limits prescribed under the Banking Regulation Act, such Bidder is required to submit the NOC obtained from the RBI with the Registrar, at least one Working Day prior to the finalization of the Basis of Allotment. The Basis of Allotment is expected to be finalised on or around August 26, 2016. In case of failure by such Bidder to submit the NOC within the above time period, our Bank may Allot maximum number of Equity Shares, as adjusted for the Bid Lot (and in case of over-subscription in the Issue, after making applicable proportionate allocation for the Equity Shares Bid for), that will limit the aggregate shareholding of the Bidder (either directly or indirectly, by itself or acting in concert with other persons and including existing shareholding, if any) to less than five percent of the post-Issue paid-up equity share capital of our Bank.

A clearly legible copy of the NOC together with the application submitted by such Bidder with the RBI for obtaining such NOC must be submitted by the Bidders along with a copy of the Bid cum Application Form, with the Registrar at any time prior to the date falling one Working Day before the date for finalisation of the Basis of Allotment as stated above. The NOC should clearly mention the name(s) of the entities which propose to Bid in the Issue, the aggregate shareholding of the Bidder in the pre-Issue paid-up share capital of our Bank and the maximum permitted holding of Equity Shares by such Bidder, in accordance with the above requirements."

The RHP read with the First Addendum stands further amended to the extent stated here in above and any references to the RHP and the First Addendum in any other document, including the Bid cum Application Form, shall be construed accordingly. The aforesaid changes shall also be reflected in the Prospectus.

Capitalised terms used and not defined herein shall have the same meaning as ascribed to such term in the RHP.

For **RBL BANK LIMITED**

On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer

Place : Kolhapur

Date : August 16, 2016

RBL BANK LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and Issue considerations, to make an initial public offer of its Equity Shares and has registered a red herring prospectus dated August 4, 2016, as supplemented by an addendum dated August 9, 2016 ("RHP"). The RHP is available on the websites of SEBI and Stock Exchanges at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and is also available on the websites of the GCBRLMs to the Issue at www.investmentbank.kotak.com, www.axiscapital.co.in, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and <http://www.morganstanley.com/aboutus/global-offices/india/> and websites of the BRLMs to the Issue at www.hdfcbank.com, www.icicisecurities.com, www.idfccapital.com, www.iifcap.com and www.sbcaps.com. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see "Risk Factors" beginning on page 15 of the RHP. Potential Investors should not rely on the Draft Red Herring Prospectus filed with SEBI in making any investment decision.

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