



RBL BANK LIMITED
CIN: L65191PN1943PLC007308
Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001
Tel: +91 231 6650214
Website: www.rbl.bank.in | **Email:** investorgrievances@rbl.bank.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) pertaining to holding of general meetings / conducting postal ballot process through voting by electronic means (“Remote e-Voting”) [hereinafter collectively referred to as “MCA Circulars”], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, the resolutions as set out below are proposed to be passed by the Members of RBL Bank Limited (“the Bank”) by means of Postal Ballot, only by voting through electronic means (Remote e-Voting).

The proposed resolutions and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars and other applicable provisions, are appended below.

SPECIAL BUSINESS:

Item No. 1

To approve the re-appointment of Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Independent Director of the Bank

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (the “Rules”), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “SEBI Listing Regulations”), Section 10A and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time; any

other applicable laws (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of RBL Bank Limited (the "Bank") and pursuant to the approval granted by the Board of Directors basis the recommendations of the Nomination and Remuneration Committee, Mr. Chandan Sinha (DIN: 06921244) whose initial term as a Non-Executive Independent Director of the Bank expires on May 20, 2026 and who meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be re-appointed as an Independent Director of the Bank, and in respect of whom the Bank has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby, re-appointed as a Non-Executive Independent Director of the Bank for the second consecutive term of three (3) years with effect from May 21, 2026 up to May 20, 2029, i.e. till the completion of his eight continuous years as Director on Board of the Bank, under Section 10A (2A) of the Banking Regulation Act, 1949 **AND THAT** Mr. Chandan Sinha shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Companies Act, 2013;

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director and Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with the Reserve Bank of India, Ministry of Corporate Affairs or any other statutory/ regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and the Board of the Bank (including any Committee thereof) may delegate all or any of aforesaid powers to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

Item No. 2

To approve the appointment of Mr. Jaideep Iyer (DIN: 06384037) as a Director and Whole-Time Director to be designated as Executive Director of the Bank and remuneration payable to Mr. Jaideep Iyer

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "SEBI Listing Regulations"), and Articles of Association of RBL Bank Limited (the "Bank"), and pursuant to notice received from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013 and approval granted by the Board of Directors basis the recommendations of the Nomination and Remuneration Committee and pursuant to the approval granted by Reserve Bank of India vide its letter dated December 29, 2025 ("RBI Approval") and subject to the terms and conditions as stipulated under RBI Approval, Mr. Jaideep Iyer (DIN: 06384037) who was appointed as an Additional Director (to act as Whole Time Director designated as Executive Director), be and is hereby, appointed as a Director of the Bank with effect from February 21, 2026, being the date of his appointment as approved by Reserve Bank of India

RESOLVED FURTHER THAT pursuant to Section 35B and other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, Sections 196, 197, 203 and other applicable

provisions of the Companies Act, 2013 read with the rules made thereunder; any other applicable laws (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Bank and approval granted by the Board of Directors basis the recommendations of the Nomination and Remuneration Committee and pursuant to the approval granted by Reserve Bank of India vide its letter dated December 29, 2025 (“RBI Approval”) and subject to the terms and conditions stipulated under RBI Approval, Mr. Jaideep Iyer (DIN: 06384037), be and is hereby, appointed as a Whole-Time Director to be designated as Executive Director and Key Managerial Personnel of the Bank for a period of three (3) years commencing from February 21, 2026 up to February 20, 2029, at a fixed pay of Rs 2.76 Crore per annum including perquisites and on such other terms and conditions as detailed in the explanatory statement to this Postal Ballot Notice and that Mr. Jaideep Iyer shall be liable to retire by rotation, in terms of the relevant provisions of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and the Nomination & Remuneration Committee, be and is hereby authorized to decide the fixed pay, perquisites and variable pay payable to Mr. Jaideep Iyer during his tenure as Executive Director of the Bank subject to approval of the Reserve Bank of India and the Members of the Bank AND THAT the remuneration to be paid to him shall be in compliance with the applicable regulations and necessary regulatory approvals as may be required.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year, remuneration as approved by the Nomination and Remuneration Committee, the Board and the Reserve Bank of India shall be the minimum remuneration payable to Mr. Jaideep Iyer.

RESOLVED FURTHER THAT Managing Director and CEO, Chief Human Resources Officer and Company Secretary of the Bank be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution.”

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : January 11, 2026

RBL Bank Limited
CIN: L65191PN1943PLC007308

Registered Office:
1st Lane, Shahupuri
Kolhapur - 416001
Tel no. + 91 231 6650214
Email - investorgrievances@rbl.bank.in

NOTES:

1. An Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, setting out all material facts and reasons for the proposed resolutions is appended herein and forms part of this Postal Ballot Notice ("the Notice").
2. The Ministry of Corporate Affairs ("the MCA") vide its circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote e-Voting only.
3. The Postal Ballot Notice is being sent only by e-mail to Members whose names appear in the Register of Members / List of Beneficial Owners, received from the Depositories (i.e. NSDL & CDSL) as on Friday, January 9, 2026 and whose e-mail addresses are registered with the Bank's Registrar and Transfer Agent (RTA) viz. M/s. MUFG Intime India Private Limited /Depositories.

In line with the MCA Circulars, the Postal Ballot Notice will also be available on the Bank's website <https://www.rbl.bank.in/investor-relations> for download. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com/>, respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

4. The Cut-off date for the purpose of determining the eligibility to vote by electronic means and for reckoning voting rights shall be Friday, January 9, 2026 ("Cut-off Date"). Members holding equity shares of the Bank as on the Cut-off Date ("Eligible Members") only shall be entitled to vote through Remote e-Voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date is not eligible to vote and should treat this Postal Ballot Notice for information purpose only.
5. The Remote e-Voting period begins on **Wednesday, January 14, 2026, 10:00 a.m. (IST) and ends on Thursday, February 12, 2026, 5:00 p.m. (IST)**. During the Remote e-Voting period, the documents, as referred to in this Postal Ballot Notice would be available for inspection by the Members in electronic mode only until 5:00 p.m. of the last date of Remote e-Voting on the Postal Ballot i.e. Thursday, February 12, 2026 and Members can inspect the same by sending an email at investorgrievances@rbl.bank.in.
6. The last date of the Remote e-Voting i.e. Thursday, February 12, 2026, shall be the date on which the resolutions would be deemed to have been passed, if passed by the requisite majority.
7. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
8. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.
9. **Voting through electronic means:**

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars and SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** (SEBI Circular) read with SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, the listed entities are required to provide Remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The Bank is pleased to provide the e-voting facility to its eligible Members to exercise their right to vote by electronic means on the businesses specified in the Postal Ballot Notice. For this purpose, the Bank has entered into an agreement with CDSL for facilitating voting through electronic means.

The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the cut-off date, i.e. Friday, January 9, 2026 subject to the provisions of the Banking Regulation Act, 1949 and relevant Reserve Bank of India (RBI) guidelines.

The Bank has appointed Mr. S N Viswanathan, Practicing Company Secretary (FCS: 13685), failing him, Ms. Aparna Gadgil, Practicing Company Secretary (ACS: 14713) of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.

The Scrutinizer will submit the results of the Remote e-Voting to the Chairperson of the Bank or the Authorised Officer(s) of the Bank after completion of the scrutiny of the e-voting.

The results of Postal Ballot will be announced within 2 working days of conclusion of Remote e-Voting period at the Registered Office and Corporate Office of the Bank. The Results of Remote e-Voting as declared along with the Scrutinizer's Report(s) shall be intimated to the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited and the same shall be simultaneously published on the website of the Bank at <https://www.rbi.bank.in/investor-relations> and on the website of CDSL at www.evotingindia.com.

10. THE INTRUCTIONS FOR REMOTE E-VOTING

- (i) The Remote e-Voting period begins on **Wednesday, January 14, 2026, 10:00 a.m. (IST) and ends on Thursday, February 12, 2026, 5:00 p.m. (IST)**. During this period Members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, January 9, 2026, (including those Members who are Members on the cut-off date and who may not receive this postal ballot notice due to non-registration of their email address with RTA or the DPs, as applicable) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- (ii) Pursuant to the **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, Login method for e-Voting for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the Remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/MUFG, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the name of the Bank or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the Remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is</p>

	<p>available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the name of the Bank or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the Remote e-Voting period.</p> <p>For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on name of the Bank or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the Remote e-Voting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800 21 09911.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

(iii) Login method for e-Voting for **Members other than individual Members holding in Demat form & physical Members:**

- 1) The Members should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	Login Method for E-voting other than Individual Members holding securities in demat mode and Members holding securities in physical mode.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). Members who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login. If both the details are not recorded with the depository or the Bank, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < **RBL BANK LIMITED** > on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Members and Custodians –Remote e-Voting**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped accordingly and can be delinked in case of any mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer@snaco.net with a copy to evoting@cdslindia.com and to the Bank at investorgrievances@rbl.bank.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "RBL- Postal Ballot".
It should reach the Scrutinizer and the Bank by email not later than Thursday, February 12, 2026 (5:00 p.m. IST).
- (xvi) **Process for those Members whose Email/ Mobile No. are not registered with the Bank/Depositories.**
- a. For Physical Members- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) along with Form ISR -1 (as available on the website of the Bank) by email to investorgrievances@rbl.bank.in or Investor.helpdesk@in.mpms.mufg.com.
 - b. For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP).

- c. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

- (xvii) **General Guidelines for Members:** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on <https://www.evoting.nsdl.com/> to reset the password.

11. **Dematerialization of Shares**

The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, trading of Bank's share is permitted in demat form only. Also, SEBI has advised listed companies and RTA to issue shares in dematerialized form while processing service requests for transmission, transposition, issue letter of confirmation in case of request for issue of duplicate share certificate, renewal, splitting, consolidation of share certificate etc. Accordingly, for the mentioned service requests, Members are requested to submit a duly filled and signed Form ISR-4 and ISR-5, the format of which is available on the Bank's website at <https://www.rbl.bank.in/investor-relations/corporate-governance/investors-awareness> and on the website of the Bank's RTA at <https://web.in.mpms.mufg.com/client-downloads.html>.

12. **Updating of KYC details and Nomination**

Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to the Registrar and Transfer Agents of the Bank ("RTA") viz. M/s. MUFG Intime India Pvt. Ltd. Form ISR-1 is available on the website of the Bank at <https://www.rbl.bank.in/investor-relations/corporate-governance/investors-awareness> and on the website of RTA at <https://web.in.mpms.mufg.com/client-downloads.html>.

For necessary guidance on the process for updation, the Members can also reach the RTA of the Bank at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or Email at - Investor.helpdesk@in.mpms.mufg.com for any clarification.

SEBI vide its various circulars consolidated into the Master Circular dated June 23, 2025 has provided that if either of the particulars viz the PAN, contact details including mobile number, bank account details and specimen signature are not provided by the Member, then the dividend shall be kept in the unpaid dividend account and be paid electronically only upon furnishing all the aforesaid details. However, if only "choice of nomination" is pending from a Member holding shares in physical form, dividend need not be withheld.

13. Pursuant to the Reserve Bank of India (Commercial Banks - Acquisition and Holding of Shares or Voting Rights) Directions, 2025 every person, who intends to make an acquisition which is likely to result in their shareholding (directly as well as indirectly) aggregating to 5% or more of the paid up share capital of the Bank, is required to seek previous approval of the Reserve Bank of India.

The said RBI circular can be accessed at <https://www.rbl.bank.in/investor-relations/corporate-governance/investors-awareness>

14. Information as required under Secretarial Standard on General Meetings (SS-2) with respect to resolutions under item nos. 1 and 2 of this Postal Ballot Notice is given below:

Name of the Director	Mr. Chandan Sinha (Non-Executive Independent Director – Part Time Chairman)	Mr. Jaideep Iyer (Executive Director)
DIN	06921244	06384037
Age	68 years	54 years
Date of appointment on the Board	Date of first appointment- May 21, 2021	February 21, 2026
Education Qualifications	M.Sc. (Physics), M.B.A (Finance)	Masters in Business Administration from IIM Ahmedabad and Bachelor's degree in Engineering.
Brief resume including expertise in specific functional areas	<p>Mr. Chandan Sinha served as an Executive Director of the Reserve Bank of India and has been a career central banker for over 35 years, and is associated with banking & financial services for over 40 years. Post-retirement, he served as the Interim Director at the Centre for Advanced Financial Research and Learning (CAFRAL). He has held other key positions outside RBI like Chief Investment Officer of Postal Life Insurance (Gol); Director, Indian Institute of Bank Management and Chief Dealer, Securities Trading Corporation of India. He was the RBI nominee director on the board of State Bank of India. He has earlier, also served as nominee Director of RBI on the Boards of Allahabad Bank, Union Bank of India, ECGC and Reserve Bank Information Technology Ltd. (ReBIT).</p> <p>Mr. Chandan Sinha holds a Master's degree in Physics from St. Stephens College, Delhi University and his professional qualifications include</p>	<p>Mr. Jaideep Iyer is a seasoned banker with a career spanning over 25 years in the financial sector. He has worked across verticals such as Finance, Strategy, Investor Relations, Corporate Banking & Financial Markets.</p> <p>He has been associated with RBL Bank since February 2018 and in his current role at the Bank, Mr. Iyer is in charge of Finance, Strategy and Investor Relations. He also leads the Credit Cards team. Prior to joining RBL Bank, Mr. Iyer was the Group President and Deputy CFO at Yes Bank for 9 years and was responsible for Finance & Accounting, Taxation, Business & Management Information Systems, Investor Relations and Financial Strategy. Prior to this, Mr. Iyer has handled responsibilities across Investment banking, Treasury and Corporate banking.</p> <p>Mr. Jaideep Iyer holds a Masters in Business Administration from IIM Ahmedabad and Bachelor's degree in Engineering.</p>

	MBA (in Finance) from Patna University and CAIIB.	
Terms and conditions of appointment/re-appointment	Re-appointment for the second consecutive term of three (3) years with effect from May 21, 2026 to May 20, 2029; and his office is not liable to retire by rotation.	Appointment for a period of three (3) years with effect from February 21, 2026 to February 20, 2029; pursuant to the approval granted by Reserve Bank of India vide its letter dated December 29, 2025 and subject to the terms and conditions stipulated therein and his office is liable to retire by rotation.
Details of remuneration sought to be paid	As detailed in the explanatory statement annexed to this Postal Ballot Notice.	As detailed in the explanatory statement annexed to this Postal Ballot Notice.
Details of remuneration last paid (as Director of the Bank)	<p>Mr. Chandan Sinha was paid a fixed remuneration of Rs. 8,83,288 for the period from April 1, 2024 to August 3, 2024 in his capacity as a Non-Executive Independent Director of the Bank, as approved by the Board of Directors of the Bank.</p> <p>Mr. Chandan Sinha was paid fixed remuneration of Rs. 17,82,740 on pro-rata basis for the period from August 3, 2024 to March 31, 2025 in his capacity as Part-Time Chairman of the Bank as per the remuneration of Rs 27 lakhs p.a. as approved by RBI.</p> <p>During FY2024-25, he was paid Rs. 2,870,000 as Sitting fees for the Board/Committee meetings attended by him</p>	Not Applicable
Directorships held in other companies	Sarva Seva Samity Sanstha – Director	RBL Finserve Limited (Wholly-owned Subsidiary of the Bank) – Director (Nominee Director of RBL Bank) and Chairman
Memberships / Chairmanships of committees of other companies	Nil	<u>RBL Finserve Limited:</u> Audit Committee - Member Nomination, Remuneration & Compensation Committee - Member
Details of listed entities from which the person has resigned in the past three years	NIL	NIL

Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Chandan Sinha is not related to any of the Directors of the Bank	Mr. Jaideep Iyer is not related to any of the Directors of the Bank
Number of meetings of the Board attended during the financial year 2025-26 up to January 2, 2026	15 Board Meetings were held since the beginning of the Financial Year 2025-26 and till January 2, 2026, Mr. Chandan Sinha has attended all the Board Meetings.	Not Applicable
Shareholding in the Bank as on January 2, 2026	500 equity shares	3,13,648 equity shares

By Order of the Board of Directors

**Niti Arya
Company Secretary
(FCS: 5586)**

**Place : Mumbai
Date : January 11, 2026**

RBL Bank Limited
CIN: L65191PN1943PLC007308

Registered Office:
1st Lane, Shahupuri
Kolhapur - 416001
Tel no. + 91 231 6650214
Email - investorgrievances@rbl.bank.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

In terms of the provisions of Section 102 of the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the following statement sets out all the material facts and reasons for the proposed resolutions at item nos. 1 and 2 of this Postal Ballot Notice:

Item No. 1:

To approve the re-appointment of Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Independent Director of the Bank

The Members of the RBL Bank Limited (the "Bank") at the 78th Annual General Meeting held on September 21, 2021, approved the appointment of Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Independent Director on the Board of the Bank, for the first term of 5 (five) years effective from May 21, 2021 upto May 20, 2026. In terms of Section 10B (1A)(i) of the Banking Regulation Act, 1949 and pursuant to the approval granted by RBI, Mr. Chandan Sinha also serves as the Non-Executive Part-time Chairman of the Bank with effect from August 3, 2024 and the current term approved by RBI is upto May 20, 2026.

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act") and Regulation 25(2) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and no independent director shall hold office for more than two consecutive terms of five consecutive years each.

As per the provisions of the Banking Regulation Act, 1949 and the Reserve Bank of India (Commercial Banks – Governance) Directors, 2025, the total tenure of a Non-Executive Director, continuously or otherwise on the Board of a private sector bank, shall not exceed eight years.

Pursuant to the recommendations of the Nomination and Remuneration Committee (the "Committee") of the Board and outcome of his performance evaluation, the Board of Directors (the "Board") of the Bank at its meeting held on December 8, 2025, considered and approved the proposal to re-appoint Mr. Chandan Sinha as Independent Director of the Bank, for the second consecutive term of three (3) years w.e.f. May 21, 2026 up to May 20, 2029 i.e. till completion of his 8 continuous years as Director on the Board of the Bank, subject to the approval of the Members of the Bank, by means of a Special Resolution.

In terms of Section 164 of the Companies Act, 2013, Mr. Chandan Sinha is not disqualified from being appointed as a Director, has given his consent to act as a Director of the Bank and is not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority. Mr. Chandan Sinha has the requisite qualification, skills, capabilities, experience and expertise in specific functional areas in terms of section 10A of the Banking Regulation Act, 1949 viz. Banking, Finance, Payment and settlement systems, Financial markets, Information Technology, Risk management, bank board experience and Regulatory supervision.

The Board while approving the re-appointment considered that Mr. Chandan Sinha is an exemplary member of the Board, known for his adeptness and proficiency for providing required guidance, analysis and considering his skills, experience and areas of expertise as

mentioned above, his continued association as an Independent Director would be beneficial to the Bank.

The NRC and the Board have determined that Mr. Chandan Sinha continues to be a fit and proper person to hold office as a Director of the Bank, as per the norms prescribed by the RBI. The Board has assessed the veracity of declaration of independence received from Mr. Chandan Sinha affirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and opined that Mr. Chandan Sinha is independent of the management.

Mr. Chandan Sinha has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to enrolment of his name in the online databank of Independent Directors and the enrolment continues to be in force. Further, he is exempted to pass the online proficiency self-assessment test, as per the aforesaid rules.

In the opinion of the Board, he fulfils the conditions for the said re-appointment as Independent Director as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines/ circulars issued by RBI. Mr. Chandan Sinha's office shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director. As a Non-Executive Independent Director of the Bank, he shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees where he is a member and such other remuneration component as may be approved by the Board/RBI. In his present capacity as Part-Time Chairman, he is being paid a fixed remuneration as approved by Reserve Bank of India.

Mr. Chandan Sinha holds 500 equity shares of the Bank as on January 2, 2026. Mr. Chandan Sinha is not related to any other Director or Key Managerial Personnel of the Bank.

The brief resume including educational qualifications of Mr. Chandan Sinha along with other information as required under Regulation 36(3) of the SEBI Listing Regulations, as amended and/or Secretarial Standard on General Meetings (SS-2) is included in the notes to this Postal Ballot Notice.

Your Directors, therefore, recommend the Special Resolution, as set forth at Item No. 1 of this Postal Ballot Notice, for the approval of the Members of the Bank.

Except for Mr. Chandan Sinha and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out at Item No. 1 of this Postal Ballot Notice.

Item No. 2:

To approve the appointment of Mr. Jaideep Iyer (DIN: 06384037) as a Director and Whole-Time Director to be designated as Executive Director of the Bank and remuneration payable to Mr. Jaideep Iyer

The Board of the Bank recognised the need to strengthen the executive management with an incumbent who is familiar with all the aspects of business of the Bank, the institutional culture and who will be able to drive the strategy for the Bank and also exercise due care and diligence

from a compliance perspective. In this context, considering the profile of Mr. Jaideep Iyer and basis the recommendations of NRC and fit and proper assessment of Mr. Jaideep Iyer as carried out by NRC, in terms of the fit and proper criteria laid down by RBI for being appointed as a director, the Board, proposed the candidature of Mr. Jaideep Iyer (DIN: 06384037) for appointment as Director and Whole Time Director to be designated as Executive Director to the Reserve Bank of India. The Reserve Bank of India vide its letter dated December 29, 2025 ("RBI Approval"), approved the appointment of Mr. Jaideep Iyer (DIN: 06384037) as a Whole Time Director to be designated as Executive Director for a period of three (3) years effective February 21, 2026.

The Nomination and Remuneration Committee ("NRC") and the Board at their respective meetings held on December 30, 2025, took on record and accepted the request of Mr. Rajeev Ahuja to retire from his position as Executive Director of the Bank upon completion of his current term as approved by Reserve Bank of India which ends on February 20, 2026. The Board expressed its profound appreciation for Mr. Rajeev Ahuja's contribution to the Bank and the Board.

Further, at the aforesaid meeting and pursuant to the RBI Approval received, the Board basis the recommendations of NRC and subject to the approval of the Members of the Bank, appointed Mr. Jaideep Iyer (DIN: 06384037) as Additional Director and Whole Time Director to be designated as Executive Director and Key Managerial Personnel of the Bank for a period of three (3) years with effect from February 21, 2026 subject to the terms & conditions stipulated in the RBI Approval. Reserve Bank of India vide the aforesaid letter had approved Fixed Pay (including perquisites) of Rs 2.76 crore per annum to be paid to Mr. Jaideep Iyer in his capacity as Executive Director, details of which are mentioned hereinafter in the explanatory statement.

Mr. Jaideep Iyer is a seasoned banker with a career spanning over 25 years in the financial sector. He has worked across verticals such as Finance, Strategy, Investor Relations, Corporate Banking & Financial Markets. He has been associated with the Bank since February 2018 and in his current role at the Bank, he is in charge of Finance, Strategy and Investor Relations. He also leads the Credit Cards team. Mr. Jaideep Iyer holds a Masters in Business Administration from IIM Ahmedabad and Bachelor's degree in Engineering. Prior to joining RBL Bank, Mr. Jaideep Iyer was the Group President and Deputy CFO at Yes Bank for 9 years and was responsible for Finance & Accounting, Taxation, Business & Management Information Systems, Investor Relations and Financial Strategy. Prior to this, he has handled responsibilities across Investment Banking, Treasury and Corporate banking. Mr. Jaideep Iyer exhibits a strong collaborative approach, good people skills and within the Bank he is well-regarded as someone who is fair, trustworthy, a problem solver and who always works with a deep sense of franchise. He is well experienced in M&A, private equity, fund raising, strategic business growth and leading large teams. He is a member and Chairperson of the Board of Directors of RBL Finserve Limited which is a wholly owned subsidiary of the Bank and plays a principal role in oversight of the various activities of the subsidiary, spearheading its function as Bank's representative.

In terms of Section 10A (2) (a) of the Banking Regulation Act, 1949, Mr. Jaideep Iyer has the requisite qualification, skills, capabilities, experience and expertise in the areas of Banking, Finance, Accountancy, Business Management, Taxation, Strategy and Investor Relations all of which are beneficial to the Bank. The Board viewed that Mr. Jaideep Iyer combines many attributes and experiences across risk, compliance, business, capital raising, investor relations, finance and HR, that an Executive Director would need to effectively run the Bank and as the Bank proceeds to embark on the next phase of its transformation, he is eminently suited to take on the role of the Executive Director.

Accordingly, it is proposed to the Members to appoint Mr. Jaideep Iyer (DIN: 06384037) as the Director of the Bank and also approve his appointment as the Whole-Time Director to be

designated as Executive Director for a period of three (3) years effective February 21, 2026 upto February 20, 2029 (as stipulated in the resolution under item no. 2) and his remuneration as stipulated below:

Fixed Pay (including perquisites)	Amount in INR (per annum)
Salary	1,23,03,730
Retiral/Superannuation benefits	18,22,182
(a) Provident Fund	12,30,373
(b) Gratuity	5,91,809
Leave Fare Concession/ Allowance	1,12,500
Other fixed allowances	34,11,067
Free Furnished House and its maintenance/House Rent Allowance	73,82,238
Conveyance Allowance/Free use of bank's car for	
(a) Official purposes	25,00,000
(b) Private purposes	-
Club Membership(s)	14,160
Any other perquisites (Insurance Premium)	54,123
Total	2,76,00,000

Other Allowances	
Travelling & Halting allowance	As per Bank's policy
Sitting fees	Not eligible
Insurance Cover	
Group Personal Accident	200 Lakh
Group Medical Cover	4.5 Lakh
Group Term Life	150 Lakh
Loan Eligibility	The Bank will be guided by the applicable RBI Directions/guidelines on the same.

In addition to the above, he is eligible to variable pay as may be decided by the Board of Directors based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of RBI and determined in accordance with the Reserve Bank of India (Commercial Banks-Governance) Directions, 2025 (RBI Directions) and the Compensation Policy of the Bank. As per the RBI Directions, the total variable pay shall be limited to a maximum of 300% of the fixed pay. Further the variable pay, as per the RBI Directions, shall be inclusive of Cash as well as any Share-linked instruments. The variable pay to be paid to Mr. Jaideep Iyer shall also be subject to the approval of Members of the Bank.

In terms of Section 164 of the Companies Act, 2013, Mr. Jaideep Iyer is not disqualified from being appointed as a Director and has given his consent to act as the Executive Director of the Bank, he has also affirmed that he is not debarred from holding office of Director by virtue of any order of Securities and Exchange Board of India and any other such authority. The NRC and the Board have determined that Mr. Jaideep Iyer is a fit and proper person to be appointed as the Executive Director of the Bank, as per the norms prescribed by the Reserve Bank of India. In the opinion of the Board, Mr. Jaideep Iyer fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Companies Act, 2013 alongwith the Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time and that his office shall be liable to retire by rotation.

The brief resume including educational qualifications of Mr. Jaideep Iyer along with other information as required under Regulation 36(3) of the SEBI Listing Regulations, as amended and/or Secretarial Standard on General Meetings (SS-2) is included in the notes to this Postal Ballot Notice.

The Bank has also received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Jaideep Iyer for the office of Director.

Mr. Jaideep Iyer holds 3,13,648 equity shares of the Bank as on January 2, 2026, and is not related to any other Director or Key Managerial Personnel of the Bank.

Your Directors, therefore, recommend the Ordinary resolution, as set forth at Item No. 2 of this Postal ballot Notice, for the approval of the Members of the Bank.

Except for Mr. Jaideep Iyer and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 2 of this Postal Ballot Notice.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : January 11, 2026

RBL Bank Limited
CIN: L65191PN1943PLC007308

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