RBL BANK
apno ka bank

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

Notice

Notice is hereby given that the **Eighty Third (83rd) Annual General Meeting** ("**AGM**") of the Members of RBL Bank Limited ("**the Bank**") will be held on **Wednesday, September 2, 2026** at **11:30 a.m. (IST)**, through video conferencing ("**VC**") or other audio-visual means ("**OAVM**") to transact the following businesses, in accordance with the provisions of relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited standalone financial statements of the Bank for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon**

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

   "**RESOLVED THAT** the audited standalone financial statements of the Bank including the Balance Sheet as at March 31, 2026, along with the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Schedules, Notes, Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Bank for the financial year ended March 31, 2026 and the Report of the Auditors thereon**

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

   "**RESOLVED THAT** the audited consolidated financial statements of the Bank including the Balance Sheet as at March 31, 2026, along with the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Schedules, Notes and Report of the Auditors thereon be and are hereby received, considered and adopted."

3. **To declare a dividend of ₹ 1 per equity share of face value of ₹ 10 each for the financial year ended March 31, 2026**

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

   "**RESOLVED THAT** a dividend of ₹ 1 (10%) per equity share of the face value of ₹ 10 each for the financial year ended March 31, 2026, as recommended by the Board of Directors be and is hereby declared and that the said dividend be distributed out of the Profits for the year ended on March 31, 2026 to all those Members whose names appear in the Register of Members / List of Beneficial Owners as on the close of business hours on the record date fixed for this purpose i.e. Friday, August 14, 2026."

4. **To appoint a director in place of Mr. Jaideep Iyer (DIN: 06384037), who retires by rotation and being eligible, offers himself for re-appointment**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Mr. Jaideep Iyer (DIN: 06384037), who retires by rotation at the 83rd Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Bank."

SPECIAL BUSINESS:

5. **To approve appointment of Mr. Suryanarayan Subramanian (DIN: 11746038) (Mr. Surya Subramanian) as a Non-Executive Independent Director on the Board of Directors 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 and 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the

Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Section 10A and other relevant provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, directions, circulars and notifications issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, (including Chapter IV of Reserve Bank of India (Commercial Banks - Governance) Directions, 2025) and other applicable laws, if any; and in terms of the Articles of Association of RBL Bank Limited ("**Bank**"), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank ("**Board**"), Mr. Suryanarayan Subramanian (DIN: 11746038) (Mr. Surya Subramanian), who was appointed as an Additional Non-Executive Independent Director of the Bank, with effect from June 5, 2026, and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Bank, not liable to retire by rotation, for a period of 4 (four) years with effect from June 5, 2026 to June 4, 2030.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Chief Financial 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 the 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 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."

6. To approve appointment of Mr. Shayne Keith Nelson (DIN: 02191937) as a Non-Executive Non-Independent Director [Nominee of Emirates NBD Bank (P.J.S.C)] on the Board of Directors of the Bank

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

"**RESOLVED THAT** pursuant to Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("**BR Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, directions, circulars and notifications issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and other applicable laws, if any; and in terms of the Articles of Association of RBL Bank Limited ("**Bank**"), the investment agreement dated October 18, 2025 entered between the Bank and Emirates NBD Bank (P.J.S.C.) ("**ENBD**") (as amended on April 11, 2026) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank ("**Board**"), Mr. Shayne Keith Nelson (DIN: 02191937), who was appointed as an Additional Director, in the category of Non-Executive Non-Independent Director, on the Board of the Bank, with effect from June 18, 2026, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director (Nominee of ENBD) on the Board of the Bank, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under the RBI (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Chief Financial 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 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."

7. To approve appointment of Mr. Patrick John Sullivan (DIN: 11710803) as a Non-Executive Non-Independent Director [Nominee of Emirates NBD Bank (P.J.S.C)] on the Board of Directors of the Bank

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

"**RESOLVED THAT** pursuant to Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("**BR Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, directions, circulars and notifications issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and other applicable laws, if any; and in terms of the Articles of Association of RBL Bank Limited ("**Bank**"), the investment agreement dated October 18, 2025 entered between the Bank and Emirates NBD Bank (P.J.S.C.) ("**ENBD**") (as amended on April 11, 2026) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank ("**Board**"), Mr. Patrick John Sullivan (DIN: 11710803), who was appointed as an Additional Director, in the category of Non-Executive Non-Independent Director, on the Board of the Bank, with effect from June 18, 2026, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director (Nominee of ENBD) on the Board of the Bank, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under the RBI (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Chief Financial 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 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."

8. To approve appointment of Mr. Neeraj Makin (DIN: 11699792) as a Non-Executive Non-Independent Director [Nominee of Emirates NBD Bank (P.J.S.C)] on the Board of Directors of the Bank

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

"**RESOLVED THAT** pursuant to Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("**BR Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, directions, circulars and notifications issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and other applicable laws, if any; and in terms of the Articles of Association of RBL Bank Limited ("**Bank**"), the investment agreement dated October 18, 2025 entered between the Bank and Emirates NBD Bank (P.J.S.C.) ("**ENBD**") (as amended on April 11, 2026) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank ("**Board**"), Mr. Neeraj Makin (DIN: 11699792), who was appointed as an Additional Director, in the category of Non-Executive Non-Independent Director, on the Board of the Bank, with effect from June 18, 2026, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director (Nominee of ENBD) on the Board of the Bank, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under the RBI (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Chief Financial 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 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."

9. To approve appointment of Mr. Manoj Chawla (DIN: 11716190) as a Non-Executive Non-Independent Director [Nominee of Emirates NBD Bank (P.J.S.C)] on the Board of Directors of the Bank

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

"**RESOLVED THAT** pursuant to Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("**BR Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, directions, circulars and notifications issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and other applicable laws, if any; and in terms of the Articles of Association of RBL Bank Limited ("**Bank**"), the investment agreement dated October 18, 2025 entered between the Bank and Emirates NBD Bank (P.J.S.C.) ("**ENBD**") (as amended on April 11, 2026) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank ("**Board**"), Mr. Manoj Chawla (DIN: 11716190), who was appointed as an Additional Director, in the category of Non-Executive Non-Independent Director, on the Board of the Bank, with effect from June 18, 2026, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director (Nominee of ENBD) on the Board of the Bank, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under the RBI (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Chief Financial 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 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."

10. To approve appointment of Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479) as a Non-Executive Non-Independent Director [Nominee of Emirates NBD Bank (P.J.S.C)] on the Board of Directors of the Bank

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

"**RESOLVED THAT** pursuant to Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions, if any, of the Banking Regulation Act, 1949 ("**BR Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the rules, regulations, guidelines, directions, circulars and notifications issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and other applicable laws, if any; and in terms of the Articles of Association of RBL Bank Limited ("**Bank**"), the investment agreement dated October 18, 2025 entered between the Bank and Emirates NBD Bank (P.J.S.C.) ("**ENBD**") (as amended on April 11, 2026) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank ("**Board**"), Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479), who was appointed as an Additional Director, in the category of Non-Executive Non-Independent Director, on the Board of the Bank, with effect from June 18, 2026, being eligible, be and is hereby appointed as a Non-Executive Non-Independent Director (Nominee of ENBD) on the Board of the Bank, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under the RBI (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025.

RESOLVED FURTHER THAT Managing Director & CEO, Executive Director, Chief Financial 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 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."

11. To approve increase in Borrowing Powers

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

"**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Bank at the Seventy Seventh (77^{th}) Annual General Meeting held on July 17, 2020 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (the "**Act**"); any other applicable laws (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the RBL Bank Limited ("**Bank**"), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "**the Board**" and which term shall be deemed to include any Committee of the Board / Executives or Executive(s) authorized by the Board as permitted under the Companies

Act, 2013 or any other Act for the time being in force), to borrow such sum of money in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits of money accepted from public in ordinary course of business repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise, temporary loans repayable on demand or within six months from the date of loan, if any obtained from the bank's banker in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Bank, its free reserves and securities premium and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed / to be borrowed whether in Indian or any other foreign currency from time to time, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹ 40,000 crore (Rupees Forty Thousand Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, if any, with power to settle all questions, difficulties or doubts that may arise in this regard, as they may in their 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 Committee(s) / Director(s) / Officer(s) of the Bank, to give effect to this resolution."

12. To approve borrowing / raising of funds in Indian rupees / foreign currency, through issue of debt securities on a private placement basis for an amount of up to ₹ 10,000 crore

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("**SEBI NCS Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the relevant circulars issued by the Securities and Exchange Board of India (the "**SEBI**"), in this regard, from time to time; Banking Regulation Act, 1949 read with the rules, guidelines, directions and circulars issued by the Reserve Bank of India ("**RBI**"), in this regard, from time to time, the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, as in force and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Bank and such approvals, consents, permissions and sanctions as may be required from the RBI, SEBI, stock exchanges and/or any other regulatory or statutory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee constituted / to be constituted by the Board), to raise or borrow funds, in Indian Rupees and / or any permitted foreign currency, by way of issuance of eligible debt securities on a private placement basis, including but not limited to long term bonds, masala bonds, sustainable / ESG Bonds (including green bonds), bonds (including Tier I and Tier II capital instruments in accordance with Basel III norms), non-convertible debentures, perpetual debt instruments, AT1 Bonds, Infrastructure Bonds, Tier II Capital Bonds or such other debt securities as may be permitted under the guidelines issued by the RBI, from time to time, and including securities to be issued from its offshore branches and / or the IBU situated at the GIFT City IFSC in accordance with the applicable Regulations issued by RBI, from time to time and / or for making offers and / or invitations thereof and / or issue(s) / issuances and / or allotment of securities thereof, on a private placement basis, for a period of one year from the date of passing of this Resolution, in one or more tranches and / or series, and under one or more shelf disclosure documents and / or one or more letters of offer, and on such terms and conditions for each series / tranches, including the price, coupon, premium, discount, tenor, as deemed fit by the Board, as per the structure and within the limits permitted by the RBI, for an amount not exceeding ₹ 10,000 crore (Rupees Ten Thousand Crore) in domestic and / or overseas markets, within the overall borrowing limit of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, if any, with power to settle all questions, difficulties or doubts that may arise in this regard, as they may in their 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 Committee(s) / Director(s) / Officers(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: July 17, 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 Section 102(1) of the Companies Act, 2013, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), setting out all material facts and reasons for the proposed resolutions as mentioned under Item Nos. 4 to 12, to be transacted at the 83rd Annual General Meeting ("**AGM**"), is annexed hereto.

2. General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circular**") pertaining to holding of general meetings / conducting postal ballot process through voting by electronic means ("**remote e-voting**") has permitted companies to hold Annual General Meetings through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") till further orders. Accordingly, the Bank shall be providing the facility of attending the 83rd AGM through two-way VC / OAVM along with the remote e-voting facility and e-voting facility during the AGM for the items of business as mentioned in the Notice of the AGM. The deemed venue for the 83rd AGM will be the Registered Office of the Bank.

3. The Bank has availed the services of Central Depository Services (India) Limited ("**CDSL**") for providing VC facility and e-voting on the matters as listed in the AGM Notice.

4. In terms of the MCA Circular, since the AGM will be held through VC, there is no requirement of appointment of proxies by the Members. Hence, instructions related to proxy and proxy form are not provided in this Notice.

5. Pursuant to Section 113 of the Companies Act, 2013, the representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting, or for participation and voting at the AGM held through VC / OAVM.

   Corporate Members intending to authorize their representatives to participate and vote on their behalf during the AGM or through remote e-voting are requested to send a duly certified copy of the board resolution / authorization letter to the Scrutinizer at email id scrutinizer@snaco.net with a copy marked to CDSL at helpdesk.evoting@cdslindia.com and to the Bank at investorgrievances@rbl.bank.in.

6. In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names, in the Register of Members will be entitled to vote.

7. The Bank's Registrar and Share Transfer Agent is M/s. MUFG Intime India Private Limited ("**MUFG Intime**" / "**RTA**"), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, email id investor.helpdesk@in.mpms.mufg.com

8. **DIVIDEND:** The final dividend for the financial year ended March 31, 2026, as recommended by the Board of Directors at its meeting held on April 25, 2026 at the rate of ₹ 1.00 per equity share, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable to those Members or their mandates whose names appear on the Register of Members / List of Beneficial Owners to be received from the RTA / Depositories as on the close of business hours on the Record Date i.e. Friday, August 14, 2026.

   SEBI has made it mandatory for all companies to use the bank account details of the Members furnished by the Depositories / RTA for payment of dividend electronically to the Members. The Bank makes electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT) / Real Time Gross Settlement (RTGS) / Direct Credit, etc.

9. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("**IEPF Rules**"), the Bank is statutorily required to transfer to the Investor Education & Protection Fund ("**IEPF**") established by the Central Government, any money transferred to the Unpaid Dividend Account and which remains unpaid or unclaimed for a period of seven consecutive years from the date of such transfer. Further, the shares in respect of which dividend has not been claimed by the Members for seven consecutive years are also required to be transferred to the Demat account of IEPF Authority. In view of this, Members / Claimants are requested to claim their unpaid / unclaimed dividends for the financial year 2018-19, on or before Thursday, August 13, 2026.

Further, the Members who have not yet encashed their dividend warrants / demand drafts related to subsequent financial years are requested to send their claims to RTA well in advance of the last date for claiming such unclaimed dividends as specified hereunder:

Financial Year ended	Date of declaration of Dividend	Last date for claiming unpaid / unclaimed dividend
2018-19	July 9, 2019	August 13, 2026
2019-20	March 17, 2020	April 21, 2027
2022-23	August 28, 2023	September 29, 2030
2023-24	August 7, 2024	September 5, 2031
2024-25	September 26, 2025	October 26, 2032

The Bank has uploaded the details of unpaid and unclaimed dividend on the website of the Bank at https://www.rbl.bank.in/investor-relations and also on the website of the Ministry of Corporate Affairs. The Members concerned are requested to verify the details of their unclaimed dividend, if any, from the website and lodge their claim with the Bank's RTA, before the unclaimed dividends are transferred to the IEPF. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may write to the Bank / RTA for understanding the procedure for claiming the shares / dividend from IEPF Authorities. On the Member / Claimant complying with the procedure advised and submitting the required documents, the Bank shall issue Entitlement Letter. After obtaining the Entitlement Letter from the Bank, the Member / Claimant should register and log in on the MCA portal and file Form IEPF-5 under MCA Services - IEPF Related Services - IEPF-5 Web Form (Claiming Unpaid Amounts and Shares) by following the prescribed process.

Thereafter, a signed printout of the duly completed Form IEPF-5, along with the acknowledgment generated upon submission and the original indemnity bond (if not already submitted), must be sent to the Bank's Nodal Officer / Deputy Nodal Officer as designated under the IEPF Rules, in an envelope superscribed "Claim for Refund from IEPF Authority." Joint holders, if any, should also sign the form.

10. UPDATION OF DETAILS:

(a) Shares held in physical form: For the Members whose PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio are not updated, dividend shall be kept in the unpaid dividend account and be paid electronically only upon furnishing the PAN and KYC details.

Accordingly, the Members holding shares in physical form are requested to update the following details with the RTA:

Sr. No.	Mandatory KYC Requirements	Forms to be submitted
1	PAN	Form ISR-1
2	Address (with PIN)	
3	Email address	
4	Mobile Number	
5	Bank Account details (Bank Name, Branch, Bank Account No, IFSC Code and MICR Code)	Form ISR-1
6	Specimen Signature	Form ISR-2

Further, the Members are also advised to update their nomination details with respect to their shareholding within the Bank by submission of following forms to the RTA of the Bank:

- Form SH-13 for registration of nomination (Form ISR-3 for opt out of the Nomination)
- Form SH-14 for cancellation or variation in nomination

The above forms are available on the website of the Bank at https://www.rbl.bank.in/investor-relations/corporate-governance/investors-awareness as well as on the website of the RTA at www.in.mpms.mufg.com.

For Mode of submission of form(s) and documents, please refer to the instructions under Note No. 11.

(b) Shares held in dematerialized form: Members holding shares in demat form are requested to submit / update their KYC and nomination details with their respective Depository Participant ("**DP**"). The Bank or RTA is not authorised to process any request for changes in bank details received directly from such Members. All such changes are to be communicated only to the DP of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

11. CONVERSION OF SHARES FROM PHYSICAL TO DEMAT FORM:

SEBI vide its circular no. HO/38/13/(3)2026MIRSDPOD/I/3763/2026 dated January 30, 2026 effective from April 2, 2026, has further strengthened the framework for investor servicing by enabling direct credit of securities into the demat account of the investor. Under the revised framework, securities arising from investor service requests such as issuance of duplicate certificates, transmission, transposition, claims from unclaimed suspense accounts and corporate actions shall be directly credited in dematerialized form to the investor's demat account by the issuer company / RTA, after completion of the prescribed due diligence, instead of issue of physical letter of confirmation. The revised process significantly reduces the timeline for credit of securities and eliminates risks associated with loss or misuse of physical letter of confirmation. Further, letter of confirmation issued prior to the effective date shall remain valid for dematerialization within the prescribed timelines.

Accordingly, 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.

Accordingly, for below 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.

Processing of various service requests:

Service Request	Applicable Form
• In case of request for issue of duplicate share certificate • Replacement / Renewal / Exchange of securities certificate • Consolidation of securities certificates • Sub-division / Splitting of securities certificate • Consolidation of folios • Endorsement • Change in the name of the holder • Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account • Transposition	Form ISR-4
Transmission	Form ISR-5

Mode of submission of form(s) and documents as mentioned above and as mentioned under Note No. 10.

(a) Submitting Hard copy through Post/Courier etc.:

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the RTA.

(b) Through Electronic Mode with e-sign:

In case Members have registered their email address, they may send the scanned soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to investor.helpdesk@in.mpms.mufg.com or upload KYC documents with e-sign on RTA's website at the link: https://web.in.mpms.mufg.com/KYC-downloads.html.

[Please note e-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign user. The holder / claimant may approach any of the empaneled e-Sign Service Provider, details of which are available on the website of Controller of Certifying Authorities ('**CCA**'), Ministry of Electronics and Information Technology (https://cca.gov.in/) for the purpose of obtaining an e-sign].

(c) Submitting Hard copy at the office of the RTA:

The form(s) along-with copies of necessary documents can be submitted by the Member(s) / claimant(s) in person at RTA's office. For this, the Member(s) / claimant(s) should carry Original Documents against which copy(ies) thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

12. While the Bank has consistently undertaken various initiatives to create awareness among Members and facilitate updation of their KYC particulars and Bank account details, this is a specific appeal to all Members to update their KYC and Bank account details and claim any unclaimed dividends, if any, before such amounts are transferred to the IEPF. This will also enable Members to receive future dividend payments directly in their registered Bank accounts in a timely and seamless manner.

13. **TDS ON DIVIDEND:** Members may note that, pursuant to the provisions of Income-tax Act, 2025 and the Finance Act, 2026, the Bank is required to deduct tax at source ('**TDS**') on dividend income at the prescribed rates at the time of making the payment of the said dividend to shareholders. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2026 and amendments thereof. In order to enable the Bank to determine the appropriate TDS rate as applicable, Members are requested to submit the documents as indicated in the succeeding paragraphs in accordance with the provisions of the Income-tax Act, 2025 and Rules thereto.

I. **For Resident Shareholders:** Tax shall be deducted at source under Section 393 of the Income-tax Act, 2025 @10% on the amount of Dividend declared and paid by the Bank during the Tax Year ('**TY**') 2026-27 subject to a valid PAN being provided by the shareholder. If a valid PAN is not registered, TDS would be deducted @20% as per Section 397(2) of the Income-tax Act, 2025. The TDS rate would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Bank.

(a) For Resident Individual: No TDS shall be deducted on the Dividend payable to a resident individual if the total dividend payable to the resident individual during Tax Year 2026-27 does not exceed ₹ 10,000.

In cases where the shareholder provides Form 121 (previously known as Form 15G / 15H), no tax at source shall be deducted provided that the eligibility conditions are being met. Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Bank, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

For shareholders who have not linked their PAN and Aadhar, the PAN will be considered as invalid and tax shall be deducted at the rate of 20% as per the provisions of Section 397(2) of the Income-tax Act, 2025.

(b) For Resident Non-Individual: Nil / lower tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:

i. Insurance Companies: Self declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India ('**IRDAI**') / Life Insurance Corporation of India ('**LIC**') / General Insurance Corporation of India ('**GIC**').

ii. Mutual Funds: Self-declaration that it is registered with SEBI and is referred to in Schedule VII of the Income-tax Act, 2025 along with self-attested copy of PAN card and certificate of registration with SEBI.

iii. Alternative Investment Fund ('AIF'): Self declaration that its income is exempt under Schedule VII of the Income-tax Act, 2025 and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

iv. New Pension System Trust ('NPS'): Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Schedule VII of the Income-tax Act, 2025 and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

v. Other Non-Individual shareholders: Self attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

II. For Non-resident Shareholders (including Foreign Institutional Investors and Foreign Portfolio Investors): Taxes are required to be withheld in accordance with the provisions of Section 393 of the Income-tax Act, 2025 at the applicable rates in force. As per the relevant provisions of the Income-tax Act, 2025, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors ('**FPI**') / Foreign Institutional Investors ('**FII**'), the withholding tax shall be as per the rates specified in Section 393 of the Income-tax Act, 2025, respectively plus applicable surcharge and cess on the amount of Dividend payable to them.

However, as per Section 159 read with Section 393 of the Income-tax Act, 2025, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("**DTAA**") between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of the PAN Card if any allotted by the Indian Income Tax authorities;
- Self-attested copy of Tax Residency Certificate obtained from the Tax authorities of the country of which the shareholder is resident for the TY 2026-27;
- Self declaration in electronically generated Form 10F;
- In case of FPI/FII, self attested copy of SEBI Registration certificate;
- Self declaration by the non-resident shareholder meeting DTAA eligibility and satisfying beneficial ownership requirements.

Please note that the Bank is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Bank, of the documents submitted by the Non-Resident shareholder.

14. Members may submit the aforementioned documents at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Friday, August 14, 2026, 5:00 p.m. (IST) in order to enable the Bank to determine and deduct appropriate tax. No communication on the tax determination / deduction shall be entertained post Friday, August 14, 2026, 5:00 p.m. (IST).

The dividend will be paid after deduction of Tax at source as determined on the basis of the documents provided by the respective shareholders as applicable to them and being found to be complete and satisfactory in accordance with the Income-tax Act, 2025.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Bank and also, provide the Bank with all information/ documents and co-operation in any appellate proceedings.

The Bank shall arrange to email the soft copy of TDS certificate to the shareholders at the registered email ID in due course, post payment of the said Dividend. The said certificate can also be viewed in Form 168 at TRACES https://www.tdscpc.gov.in/app/login.xhtml or the website of the Income Tax department of India https://www.incometax.gov.in/iec/foportal/.

An email communication informing the shareholders regarding this change in the Income-Tax Act, 2025 as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Bank at the registered email IDs of the shareholders.

In addition to the above, please note the following:

i. In case, the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on the Record Date, in terms of Rule 203 of the Income-tax Rules 2026, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before Friday, August 14, 2026, 5:00 p.m. (IST). No request in this regard would be accepted by the Bank / RTA after the said date or after payment of dividend.

ii. In case you hold shares under multiple accounts under different status / category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.

iii. In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

iv. For deduction of tax at source, the Bank would be relying on the above data shared by RTA as updated up to the record date.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details / documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Bank for such taxes deducted.

The summary of forms for claiming TDS exemptions are given below:

a. Form 121 - applicable to an Individual;

b. Form 41 - Resident Tax Declaration;

c. Declaration regarding Category and Beneficial Ownership of shares;

d. Non-Resident Tax Declaration;

e. Declaration for No Permanent Establishment (PE) in India for Non-Corporates;

f. Self - declaration for claiming beneficial provisions of Double Taxation Avoidance Agreement.

15. 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.

If the Member is directly or indirectly holding or whose shareholding directly or indirectly crosses the threshold of 5% or more of the paid-up share capital of the Bank, he / she shall immediately inform the Bank at the email id: investorgrievances@rbl.bank.in.

The said RBI directions can be accessed at https://webassets.rbl.bank.in/ir_admin/corporate_governanace/LettertoShareholdersoftheBankMajorShareholderRBI.pdf.

16. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any agreement(s) entered into by the Members, among themselves or with the Bank or with a third party, solely or jointly, which, either directly or indirectly# or potentially or whose purpose and effect is to, impact the management or control of the Bank or impose any restriction or create any liability upon the Bank then the same shall be informed to the Bank at the email id: investorgrievances@rbl.bank.in, whether or not the Bank is party to such agreement, within two working days of entering into such agreements or signing an agreement to enter into such agreements including any amendment or alteration of such agreements thereto.

#the term directly or indirectly includes agreements creating obligation on the parties to such agreements to ensure that the Bank shall or shall not act in a particular manner.

17. The Annual Report for FY 2025-26 along with the Notice of the 83rd AGM is being sent to the Members of the Bank only by email. Further, the Members holding shares in physical form who have not registered their email address with the Bank can get the same registered temporarily for obtaining soft copy of Annual Report by approaching the Registrar and Share Transfer Agents of the Bank (RTA) viz. M/s. MUFG Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Email ID - investor.helpdesk@in.mpms.mufg.com mentioning name & address of the Members along with a self-attested copy of the PAN card and self-attested copy of any document i.e. Driving License, Election Identity card, Passport for address proof. Members holding shares in demat form are requested to update their email address with their Depository.

Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report for FY 2025-26 can be accessed is being sent to the Members who have not registered their email address(es) either with the Bank or with their respective Depository Participants.

18. The Notice of the 83rd AGM and the Integrated Annual Report for the financial year 2025-26 will also be available on the Bank's website https://www.rbl.bank.in/investor-relations. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting and e-voting facility during the AGM) i.e. www.evotingindia.com.

However, Members desiring a physical copy of the Annual Report, may either write to the Bank or send request via email on investorgrievances@rbl.bank.in for the same. Members are requested to include details of their Folio No. / DP ID & Client ID and shareholding in the said communication.

19. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice at Note No. 25 and 26.

20. Since the AGM shall be held through VC or OAVM, the requirement of providing the Route Map and Landmark for the venue of the AGM in the Notice does not apply to this AGM. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013, hence, attendance slip is not being provided.

21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members at the AGM.

22. The Certificate from the Secretarial Auditors of the Bank certifying that the Bank's Employees Stock Option Plans are being implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the respective resolutions passed by the Members of the Bank, shall be available electronically for inspection by the Members at the AGM.

23. Members who wish to inspect the relevant documents referred to in the Notice and Explanatory Statement are requested to write to the Company Secretary at the Registered Office of the Bank or send an email to investorgrievances@rbl.bank.in. The same would be open for inspection electronically on all working days between 11:00 a.m. to 01:00 p.m. upto the date of Annual General Meeting.

24. REDRESSAL OF INVESTOR SERVICE REQUESTS & COMPLAINTS:

- **'iDIA'** is a Chatbot developed by MUFG Intime India Pvt. Ltd., Registrar and Transfer Agent of the Bank, that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about any queries. This service can be accessed by logging in to www.in.mpms.mufg.com
- **SWAYAM'** is a secure, user-friendly web-based application, developed by RTA of the Bank, to empower shareholders to effortlessly access various services. Investors are requested to get registered and have first-hand experience of the portal. This application can be accessed at https://swayam.in.mpms.mufg.com/.

Members can also write to RTA by visiting its website at www.in.mpms.mufg.com.On the website Members may choose "investor services" section and within that "service request"(https://web.in.mpms.mufg.com/helpdesk/Service_Request.html) option could be selected to place the query.

Pursuant to SEBI Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 updated as on December 20, 2023, a common Online Dispute Resolution Portal ("**ODR Portal**") has been established under the aegis of Stock Exchanges and Depositories with respect to online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve grievances through the RTA / the Bank directly and through existing SCORES platform, the Members can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

25. VOTING THROUGH ELECTRONIC MEANS:

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies

(Management and Administration) Rules, 2014, as amended and MCA Circulars, the Bank is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Wednesday, August 26, 2026 to exercise their right to vote by electronic means on any or all of the businesses specified in this Notice. For this purpose, the Bank has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using Remote e-voting as well as the e-voting on the date of the AGM will be provided by CDSL.

The Remote e-voting **commences on Friday, August 28, 2026 10:00 a.m. (IST) and ends on Tuesday, September 1, 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Bank is also offering the facility for e-voting at the AGM. A person who is not a Member as on cut-off date should treat this Notice for information purposes only. Any Person who becomes a Member of the Bank after dispatch of Notice and holding shares as on cut-off date shall also follow the procedure stated herein. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the cut-off date, subject to the provisions of the Banking Regulation Act, 1949, as amended and Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025.

A Member can opt for only one mode of voting i.e. either through Remote e-voting or by e-voting facility at the AGM. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

The Board of Directors has appointed Mr. S N Viswanathan, (FCS: 13685, COP: 24335), failing him, Ms. Aparna Gadgil, (ACS: 14713, COP: 8430) of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer to scrutinize the e-voting at AGM and Remote e-voting process in a fair and transparent manner.

The Results on the resolutions as included in this Notice, shall be declared not later than 2 working days from the conclusion of AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes cast in favour of the resolutions.

The Results of voting as declared along with the Scrutinizer's Report(s) will be published on the website of the Bank at https://www.rbl.bank.in/investor-relations and on the website of CDSL at www.evotingindia.com. The results shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited and further displayed at the registered office and controlling office of the Bank.

26. THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

(i) The Remote e-voting period **begins on Friday, August 28, 2026 10:00 a.m. (IST) and ends on Tuesday, September 1, 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 of Wednesday, August 26, 2026 (including those Members who are Members on the cut-off date and who may not receive this AGM Notice due to non-registration of their email address with RTA or the DPs, as applicable) may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have already voted prior to the AGM date would not be entitled to vote at the AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, 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 e-voting Service Providers (ESPs), thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) 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.

Pursuant to the above SEBI Circular, Login method for e-voting and joining virtual meetings for Individual Members holding shares in Demat mode is given below:

Type of Members	Login Method
Individual Members holding shares in Demat mode with **CDSL**	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 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 or joining virtual meeting & e-voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, 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.

Type of Members	Login Method
Individual Members holding shares in demat mode with **NSDL**	1) 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.nsdl.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 or joining virtual meeting & e-voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 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 held 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 or joining virtual meeting & e-voting during the meeting.

Type of Members	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.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 or joining virtual meeting & e-voting during the meeting.
Individual Members (holding shares in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-voting facility. 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. 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 period or joining virtual meeting & e-voting during the meeting.

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 shares in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding shares 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 shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000.

(v) Login method for e-voting and joining virtual meeting for **Members other than individual Members holding in Demat form & physical Members:**

a) The Members should log on to the e-voting website www.evotingindia.com.

b) Click on "Shareholders/Members" module.

c) Now enter your User ID

- For CDSL: 16 digits beneficiary ID
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

d) Next enter the Image Verification as displayed and Click on Login.

e) 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.

f) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form other than individual and Physical Form

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 / DPs 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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 e-voting for 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant < **RBL BANK LIMITED** > on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) 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 wrong 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.
- Alternatively, Corporate Members intending to authorize their representatives to participate and vote on their behalf during the AGM or through remote e-voting are required to send a duly certified copy of the board resolution / authorization letter to the Scrutinizer at email id scrutinizer@snaco.net with a copy marked to CDSL at helpdesk.evoting@cdslindia.com and to the Bank at investorgrievances@rbl.bank.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING AGM ARE AS UNDER:

(a) The procedure for attending AGM & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

(b) The link for VC / OAVM to attend AGM will be available where the EVSN of Bank will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

(c) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(d) Members are encouraged to join the AGM through Laptops / IPads for better experience.

(e) Further, Members will be required to enable Camera functionality and use Internet with a good speed to avoid any disturbance during the meeting.

(f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(g) Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast **7 days prior to AGM** mentioning their name, demat account number / folio number, email id, mobile number at investorgrievances@rbl.bank.in. Members who do not wish to speak during the AGM but have queries may send their queries in advance i.e. **7 days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at investorgrievances@rbl.bank.in. These queries will be replied to by the Bank suitably.

(h) Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(i) Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility available during the AGM.

28. PROCESS FOR THOSE MEMBERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE BANK / DEPOSITORIES:

(a) For Physical Members - Please provide necessary details such as Folio No., Name of Member, 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. Please refer Note No. 10 for permanent registration of KYC and other details.

(b) For Members holding shares in demat form – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

All grievances or queries connected with the facility for voting by electronic means or attending AGM may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, 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 on toll free no. 1800 21 09911.

29. 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.

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

Item No. 4:

To appoint a director in place of Mr. Jaideep Iyer (DIN: 06384037), who retires by rotation and being eligible, offers himself for re-appointment

The Board of the Bank currently comprises 13 Directors, including 1 Managing Director & CEO, 1 Executive Director, 6 Non-Executive Independent Directors, and 5 (Additional) Non-Executive Non-Independent Directors. The Managing Director & CEO, in terms of the approval granted by the Members of the Bank through postal ballot on April 9, 2025, and the 6 Non-Executive Independent Directors, pursuant to Section 149(13) of the Companies Act, 2013, are not liable to retire by rotation.

Section 152 of the Companies Act, 2013 provides that every director shall be appointed by the company in general meeting. It *inter-alia* further provides that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of Directors of a public company shall be persons whose period of office is liable to determination by retirement of Directors by rotation. It also provides that at every annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

Pursuant to the approval granted by the Reserve Bank of India on December 29, 2025, the appointment of Mr. Jaideep Iyer (DIN: 06384037) as a Director and Whole-time Director of the Bank, designated as Executive Director, for a period of three years from February 21, 2026 to February 20, 2029, together with the remuneration payable to him, was approved by the Members of the Bank by way of postal ballot on February 12, 2026. His office as a Director is liable to retire by rotation.

Mr. Shayne Keith Nelson (DIN: 02191937), Mr. Patrick John Sullivan (DIN: 11710803), Mr. Neeraj Makin (DIN: 11699792), Mr. Manoj Chawla (DIN: 11716190) and Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479) were appointed as (Additional) Non-Executive Non-Independent Directors [Nominees of Emirates NBD Bank (P.J.S.C.)] ("**ENBD**") by the Board at its meeting held on June 18, 2026. The above individuals are being proposed for appointment as Non-Executive Non-Independent Directors (Nominees of ENBD) (liable to retire by rotation) at this Annual General Meeting ("**AGM**") under Item Nos. 6 to 10. Accordingly, they shall be considered for the purpose of reckoning the directors being eligible to retire by rotation only post their appointment as Directors by the Members of the Bank at this AGM.

Considering the above facts, only one director i.e. Mr. Jaideep Iyer, Executive Director is liable to retire by rotation at this AGM and being eligible, offers himself for re-appointment.

Brief Profile of Mr. Jaideep Iyer is as under:

Mr. Jaideep Iyer, Executive Director of the Bank, is a seasoned banker with a career spanning over 25 years in the financial sector. He has worked across Finance, Strategy, Investor Relations, Corporate Banking and Financial Markets, and has held leadership roles across these domains during his career.

He joined RBL Bank in 2018 and has since played a key role in shaping the Bank's financial strategy and strategic direction. In his previous capacity as Head - Strategy, he was responsible for Strategy, Investor Relations and also led the Credit Cards business. Over the years, he has contributed significantly to strengthening the Bank's balance sheet strategy, business planning and stakeholder engagement.

In his current role at RBL Bank as Executive Director, he oversees some of the key business segments including Retail & Wholesale credit, Credit Cards, and Treasury. He is also in charge of the Audit, Investor Relations, Secretarial, Legal, & Vigilance functions of the Bank.

He holds a Master's in Business Administration from IIM Ahmedabad and a Bachelor's degree in Engineering.

The other details required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **EXHIBIT** to this Notice.

Based on the declarations and confirmations received and outcome of the performance evaluation, Mr. Jaideep Iyer meets the fit and proper criteria prescribed by the Reserve Bank of India and is thereby eligible for re-appointment as a Director retiring by rotation.

In view of the above, the Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the Members of the Bank.

Save and except for Mr. Jaideep Iyer and his relatives to the extent of their shareholding interest, if any, in the Bank, 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. 4 of this Notice.

Item No. 5:

To approve appointment of Mr. Suryanarayan Subramanian (DIN: 11746038) (Mr. Surya Subramanian) as a Non-Executive Independent Director on the Board of Directors of the Bank

The Nomination and Remuneration Committee ("**NRC**") reviewed the composition of the Board of Directors of the Bank ("**Board**") and identified the need to induct an Independent Director possessing strong international banking and investment exposure, along with familiarity with global financial institutions and governance practices. Based on the NRC's recommendation, the Board approved the appointment of Mr. Suryanarayan Subramanian (DIN: 11746038) (Mr. Surya Subramanian) as an Additional Non-Executive Independent Director of the Bank, not liable to retire by rotation, for a term of four years from June 5, 2026 to June 4, 2030, subject to the approval of the Members of the Bank.

Brief Profile of Mr. Surya Subramanian is as under:

Mr. Surya Subramanian is having over 35 years' experience in Banking and Finance, primarily in South East Asia, the Far East and the Middle East with major international banks covering various CFO roles in geographic and business structures across Wholesale Banking, Retail and Wealth Management. In his last role prior to retirement in February 2020, he was the Group Chief Financial Officer for Emirates NBD, one of the largest financial institutions in the Middle East. He also had a brief joint stint with the Ministry of Finance, Singapore and Accounting & Corporate Regulatory Authority in Singapore supporting the development and supervision of accounting standards. Currently, he is an Independent Board member and Chair of the Audit & Risk Committee at Spinneys, a leading upmarket grocery chain in the U.A.E. Spinneys also manages the Waitrose franchise in Dubai. He is also an independent board member and member of the Risk Committee and Strategy & Investment Committee at Odea Bank in Turkey, a recent ADQ acquisition. In other governance roles, he is a member of the Audit & Risk Committee at Dubai Holding, as an independent expert and also chairs, as an independent member, the Audit & Risk Committee at Americana Restaurants International PLC a listed entity in the UAE and at Kuwait Food Company (Americana). Together they form the largest food company in the Middle East with verticals managing global fast food franchises and frozen / canned food production. In other roles, he has been a past member of the IFRS Advisory Council that supports the IASB and the IFRS Committee Foundation during which phase he has been involved in the development and discussions related to key accounting standards. Past directorships include Network International Holdings PLC, a FTSE250 company and DXB Entertainments, a listed entity in the UAE and Damac Real Estate Development Ltd. In the course of his career, he has had experience in listing / delisting companies; banking acquisitions in London, UAE, Egypt and Turkey working with private equity firms, public investors and private owners.

He is a Chartered Accountant from the Institute of Chartered Accountants of India and a Bachelor of Commerce (Honors), Kolkata University.

The Board believes that the appointment of Mr. Surya Subramanian would be beneficial to the Bank given his wide ranging experience across international financial institutions, regulatory committees and advisory councils on various matters in the areas of accounting, finance and risk management. His strategic, financial, enterprise risk management and banking experience would support and strengthen the Board's oversight and deliberations and the Bank would benefit from his experience in and knowledge of international best practice.

Mr. Surya Subramanian has submitted fit and proper declarations and other disclosures and undertakings to the Bank as required under applicable laws including the norms prescribed by the Reserve Bank of India ("**RBI**"). Mr. Surya Subramanian has also submitted a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that he is not debarred from holding the office of a director by virtue of any SEBI order or any other regulatory/statutory authority. He has also submitted that he has the requisite qualification, skills, experience and expertise in functional areas in terms of Section 10A of the Banking Regulation Act, 1949 viz Banking, Accountancy, Enterprise Risk Management, Finance, Payment and settlement systems, Business Management, M&A, Balance Sheet Management, Investment Committee (including IT Investments), Procurement.

Mr. Surya Subramanian 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. Further, he has been exempted from the online proficiency self-assessment test in terms of the aforesaid rules.

In the Board's opinion, Mr. Surya Subramanian satisfies the conditions for appointment as an Independent Director as prescribed under the relevant provisions of the Companies Act, 2013 along with the Rules made thereunder, Banking Regulation Act, 1949 along with the applicable provisions of the Chapter IV of Reserve Bank of India (Commercial Banks - Governance) Directions, 2025, and the SEBI Listing Regulations.

Pursuant to Section 161 of the Companies Act, 2013, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), listed entity shall *inter-alia* ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, the approval of the Members is sought for the appointment of Mr. Surya Subramanian as an Non-Executive Independent Director of the Bank, for a term of four years from June 5, 2026 to June 4, 2030.

Mr. Surya Subramanian's office shall not be liable to retire by rotation in terms of Section 149(13) of the Companies Act, 2013. The Bank has also received a notice from a Member under Section 160 of the Companies Act, 2013 proposing his candidature. 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 fixed remuneration as permitted under applicable RBI directions, the Companies Act, 2013 and the limits approved by the Members of the Bank. Mr. Surya Subramanian holds NIL equity shares of the Bank as on June 30, 2026.

Mr. Surya Subramanian is not related to any Director or Key Managerial Personnel of the Bank. The other details required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been given in the **EXHIBIT** hereto.

The Board, therefore, recommends the Special Resolution set out at Item No. 5 of this Notice for the approval of the Members of the Bank.

Save and except for Mr. Surya Subramanian and his relatives to the extent of their shareholding interest, if any, in the Bank, 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. 5 of this Notice.

Item No. 6 to 10:

To approve appointment of Mr. Shayne Keith Nelson (DIN: 02191937), Mr. Patrick John Sullivan (DIN: 11710803), Mr. Neeraj Makin (DIN: 11699792), Mr. Manoj Chawla (DIN: 11716190) and Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479) as Non-Executive Non-Independent Director [Nominee of Emirates NBD Bank (P.J.S.C)] on the Board of Directors of the Bank

The Board of Directors of RBL Bank Limited ('**Bank**') at its meeting held on June 18, 2026 had granted its approval to allot 92,91,34,820 (Ninety Two Crore Ninety One Lakh Thirty Four Thousand Eight Hundred Twenty) equity shares of face value ₹ 10/- (Indian Rupees Ten) each ("**Subscription Share(s)**") to Emirates NBD Bank (P.J.S.C.) ('**ENBD**' / '**Investor**'), at an issue price of ₹ 280 (Indian Rupees Two Hundred and Eighty) per Subscription Share aggregating to ₹ 2,60,15,77,49,600 (Indian Rupees Twenty Six Thousand and Fifteen Crore Seventy Seven

Lakh Forty Nine Thousand and Six Hundred only) on a preferential basis by way of private placement, in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the terms of the Investment Agreement dated October 18, 2025 entered into between the Bank and ENBD (as amended vide the amendment agreement dated April 11, 2026) ("**Investment Agreement**").

ENBD had received the approval of the RBI by way of its letter dated April 1, 2026, to acquire an aggregate of up to 74% of the paid-up share capital of the Bank ("**RBI Approval**"). The RBI Approval *inter alia* provided that ENBD shall acquire and maintain a shareholding of at least 51% of the paid-up share capital of the Bank and the Bank shall be classified as a foreign bank in subsidiary mode, with the Investor as its parent foreign bank. The RBI Approval also provided that the provisions applicable to foreign banks operating in wholly owned subsidiary mode (including, the board composition requirements) as set out in Chapter IV of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025, shall be applicable to the Bank, except the requirement to have at least half of the directors attending meetings of the board of directors to be independent directors shall not apply. In this regard, as the RBI Approval is granted for the Bank to operate as a subsidiary of ENBD, ENBD's right would be to nominate all non-independent directors which will be a majority of the Board such that the Bank qualifies as a subsidiary of ENBD.

Pursuant to Clause 9.1(c) of the Investment Agreement read with the Articles of Association of the Bank, the Investor has the right to appoint all non-independent directors (including with executive directors) to the extent the Investor holds more than 50% of the paid-up share capital of the Bank on a fully diluted basis. Since the Investor is holding 60% of the paid-up share capital of the Bank, the Investor has the right under the Investment Agreement read with the Articles of Association to nominate all the non-independent directors (including with executive directors) on the Board of the Bank.

The Members of the Bank have, at the Extra-Ordinary General Meeting held on May 4, 2026, approved the amendment to the Articles of Association of the Bank and the director nomination rights of the Investor.

The said nomination right of the Investor is subject to the approval by the Members of the Bank in a general meeting by way of a special resolution once every five (5) years starting from the date of grant of the aforementioned right in accordance with and subject to the provisions of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

In this regard, the Bank has received an email dated March 10, 2026, followed by a further email dated April 21, 2026, from ENBD nominating the following individuals ("**Investor Nominee Directors**") for appointment on the Board of the Bank:

1. Mr. Shayne Keith Nelson - Group Chief Executive Officer
2. Mr. Patrick John Sullivan - Group Chief Financial Officer
3. Mr. Neeraj Makin - Group Head of Strategy, Analytics and Venture Capital
4. Mr. Manoj Chawla - Group Chief Risk Officer
5. Mr. Marwan Mahmood Mohammad Hadi - Group Head - Retail Banking & Wealth Management

The Bank has received declarations in terms of Section 164 of the Companies Act, 2013 ("**Act**") from all the Investor Nominee Directors that they are not disqualified from being appointed as a Director and also they have given their consent to act as a Director of the Bank, along with other necessary declarations / disclosures for their appointment, as required under the Companies Act, 2013, the SEBI Listing Regulations, the Banking Regulation Act, 1949 ("**BR Act**") and other applicable statutory provisions.

The proposal for the appointment of the above-mentioned individuals was placed before the NRC at its meeting held on June 10, 2026. The NRC has reviewed the declarations and disclosures and determined the above-mentioned individuals to be fit and proper in terms of the RBI directions applicable with respect to the appointment of directors on the board of directors of banks, for the purpose of being appointed as Non-Executive Non-Independent Directors of the Bank. Further, the NRC noted that Investor Nominee Directors are not debarred from holding the office of a director by any order issued by the Securities and Exchange Board of India or other such authority. Accordingly, the NRC recommended their appointment to the Board of the Bank.

In terms of Sections 152 and 161(1) of the Act and the Articles of Association of the Bank and based on the recommendation of the NRC, the Board at its meeting held on June 18, 2026, had reviewed the candidature of Investor Nominee Directors and was of the opinion that they are persons of integrity and considering their qualifications, extensive knowledge and rich experience, the appointment of Investor Nominee Directors is in the interest of the Bank.

Accordingly, the Board appointed each of the Investor Nominee Directors as (Additional) Non-Executive Non-Independent Directors, Nominee of ENBD on the Board of the Bank, with effect from June 18, 2026, liable to retire by rotation, and subject to the approval of the Members of the Bank.

In terms of Section 10A(2A)(i) of the BR Act, read with the RBI Master Directions bearing ref. no. RBI/DOR/2025-26/149 DOR. HGG.GOV. No.68/29.67.001/2025-26 dated November 28, 2025 ("**RBI Master Directions**"), the total tenure of a Non-Executive Director, continuously or otherwise, on the board of a private sector bank, shall not exceed eight (8) years.

Pursuant to the provisions of Section 161(1) of the Act, Investor Nominee Directors shall hold office as an Additional Director of the Bank, up to the date of the ensuing AGM or the last date on which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, a listed entity *inter-alia* shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Investor Nominee Directors are not related to any Directors or Key Managerial Personnel ("**KMP**") of the Bank.

In the opinion of the Board, Investor Nominee Directors are fit and proper and persons of integrity, and have the necessary knowledge, experience and expertise for being appointed as Non-Executive Non-Independent Directors of the Bank. The Board, therefore, recommends the appointment of Investor Nominee Directors as Non-Executive Non-Independent Directors of the Bank (Nominee of ENBD), effective June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under the RBI Master Directions, for approval by way of Ordinary Resolutions, as set out at Item Nos. 6 to 10 of this Notice.

The details of each of the Investor Nominee Directors, in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("**ICSI**") has been given in the **EXHIBIT** hereto.

Save and except for Investor Nominee Directors and their relatives to the extent of their shareholding interest, if any, in the Bank, 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 Resolutions as set out at Item Nos. 6 to 10 of this Notice.

Item No. 11:

To approve increase in Borrowing Powers

The Members of the Bank at their Seventy Seventh (77th) Annual General Meeting held on July 17, 2020 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Bank's banker in the ordinary course of business), over and above the aggregate of paid up share capital, free reserves and securities premium of the Bank, provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 28,000 crore.

The Bank's net worth has increased significantly since 2020, primarily due to the preferential allotment of ₹ 1,566 crore in 2020, the recent equity infusion of ₹ 26,016 crore by Emirates NBD P.J.S.C., exercise of employee stock options by employees of the Bank, and accrued profits. As per the latest limited reviewed financial statements, the Bank's net worth stood at ₹ 42,078.97 crore as on June 30, 2026.

The Bank has seen a substantial increase in its net worth with the issuance of additional share capital to Emirates NBD P.J.S.C, the promoter of the Bank. Further, the Bank is continuing to also invest in the scale-up of its deposits at the same time. Accordingly, it is felt that given the improving financial performance of the Bank and credit rating upgrades, an opportunity to raise borrowings at favourable interest rates will allow the Bank to grow the balance sheet in the near to medium term.

Keeping in view, this increase in the level of growth and business in the near to medium term, it is now proposed to increase the borrowing limits to ₹ 40,000 crore.

Based on the contents of the explanatory statement as mentioned above, which sets out the facts and rationale of the proposal, your Board recommends the Special Resolution, as set out at Item No. 11 of this Notice, for the approval of the Members of the Bank.

None of the Directors or the Key Managerial Personnel of the Bank and / or 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. 11 of this Notice, except to the extent of their shareholding interest, if any, in the Bank.

Item No. 12:

To approve borrowing / raising of funds in Indian rupees / foreign currency, through issue of debt securities on a private placement basis for an amount of up to ₹ 10,000 crore

In terms of Section 42 of the Companies Act, 2013 ("**Act**"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable Rules, a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations/subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Further, the Bank had obtained the approval of Members of the Bank at the 82nd Annual General Meeting held on September 26, 2025 for borrowing / raising funds by issue of debt securities in pursuance of the relevant provisions of the applicable directions or guidelines issued by RBI, up to ₹ 3,000 Crore (Rupees Three Thousand Crore Only), in one or more tranches. The subject Special Resolution as passed by the Members is valid up to September 25, 2026. However, the Bank has thus far not exercised its powers of borrowing / raising of funds by issue of debt securities pursuant to the aforesaid enabling approval obtained from the Members of the Bank.

For enabling the Bank to evaluate a potential fund raising at an appropriate time, the Board of Directors of the Bank at its meeting held on July 17, 2026 approved through a resolution and proposed to obtain consent of the Members of the Bank for borrowing / raising funds in Indian/ foreign currency by issue of eligible debt securities up to ₹ 10,000 crore (Rupees Ten Thousand Crore only). It may include (but not limited to) long term bonds, masala bonds, sustainable / ESG Bonds (including green bonds), bonds (including Tier I and Tier II capital instruments in accordance with Basel III norms), non-convertible debentures, perpetual debt instruments, AT1 Bonds, Infrastructure Bonds, Tier II Capital Bonds or such other debt securities as may be permitted by the Reserve Bank of India ("**RBI**"), pursuant to the relevant provisions of the applicable directions or guidelines issued by RBI, and including securities to be issued from its offshore branches and / or the IBU situated at the GIFT City IFSC in accordance with the applicable Regulations issued by RBI, from time to time. The Bank may raise funds in one or more tranches and / or series in domestic and/or overseas market from eligible investors on private placement basis, as per the agreed structure and limits permitted by RBI, on such terms and conditions determine / considered appropriate by the Board or any Committee(s) thereof or such other persons, as may be authorized by the Board, from time to time. This would form part of the overall borrowing limits under Section 180(1)(c) of the Act, as approved by the Members of the Bank This resolution under Section 42 of the Act shall be valid for a period of one (1) year from the date of passing of this Resolution and will supersede the approval of Members of the Bank at the 82nd Annual General Meeting held on September 26, 2025 for borrowing / raising funds by issue of debt securities.

The pricing of the debt securities referred above depends on various factors which may include rates prevailing for risk-free instruments, rates of other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Regulations.

Given the Bank's improving performance, credit rating upgrades, favorable interest rate environment and changes in shareholding, would enable the Bank to access long-term funding, whenever such an opportunity is presented. Based on the facts stated above, the Board is of the opinion that the authorization for raising of debt through issuance of eligible debt securities would be in the interest of the Bank to have the ability to raise funds in case any such opportunities arises, meet the Bank's long term strategy and therefore, the Board recommends the Special Resolution as set out at Item No. 12 of this Notice, for the approval of the Members of the Bank.

This resolution is an enabling resolution and authorizes the Board of Directors of the Bank to offer or invite subscription for debt securities, as may be required by the Bank, from time to time, for a year from the date of passing of this Resolution.

None of the Directors or the Key Managerial Personnel of the Bank and / or 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. 12 of this Notice, except to the extent of their shareholding interest, if any, in the Bank.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place: Mumbai
Date: July 17, 2026

RBL Bank Limited
CIN: L65191PN1943PLC007308
Registered Office:
1st Lane, Shahupuri Kolhapur – 416001.
Tel no. + 91 231 6650214
Email - investorgrievances@rbl.bank.in

Details of Director seeking appointment/ re-appointment at the Annual General Meeting in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Secretarial Standard on General Meetings (SS-2)

Name of the Director	Mr. Jaideep Iyer (Executive Director)	Mr. Suryanarayan Subramanian (Mr. Surya Subramanian) (Non-Executive Independent Director)	Mr. Shayne Keith Nelson (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Patrick John Sullivan (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
DIN	06384037	11746038	02191937	11710803
Age	55 years	64 years	67 years	57 years
Date of first appointment on the Board	February 21, 2026	June 5, 2026	June 18, 2026	June 18, 2026
Education Qualifications	Masters in Business Administration from IIM Ahmedabad and Bachelor's degree in Engineering	Chartered Accountant from The Institute of Chartered Accountants of India and a Bachelor of Commerce (Honors), Kolkata University	Graduate Member of the Australian Institute of Company Directors and Associate Fellow of the Australian Institute of Managers.	Chartered Accountant from Chartered Accountants Australia and New Zealand, and Bachelor of Business Studies from Massey University, New Zealand.
Brief resume including expertise in specific functional areas	Mr. Jaideep Iyer, Executive Director of the Bank, is a seasoned banker with a career spanning over 25 years in the financial sector. He has worked across Finance, Strategy, Investor Relations, Corporate Banking and Financial Markets, and has held leadership roles across these domains during his career. He joined RBL Bank in 2018 and has since played a key role in shaping the Bank's financial strategy and strategic direction. In his previous capacity as Head - Strategy, he was responsible for Strategy, Investor Relations and also led the Credit Cards business. Over the years, he has contributed significantly to strengthening the Bank's balance sheet strategy, business planning and stakeholder engagement. In his current role at RBL Bank as Executive Director, he oversees some of the key business segments including Retail &	Mr. Surya Subramanian is having over 35 years' experience in Banking and Finance, primarily in South East Asia, the Far East and the Middle East with major international banks covering various CFO roles in geographic and business structures across Wholesale Banking, Retail and Wealth Management. In his last role prior to retirement in February 2020, he was the Group Chief Financial Officer for Emirates NBD, one of the largest financial institutions in the Middle East. He also had a brief joint stint with the Ministry of Finance, Singapore and Accounting & Corporate Regulatory Authority in Singapore supporting the development and supervision of accounting standards. Currently, he is an Independent Board member and Chair of the Audit & Risk Committee at Spinneys, a leading upmarket grocery chain in the U.A.E. Spinneys also manages the Waitrose franchise in Dubai. He is also an independent board member and member of the Risk Committee and Strategy & Investment	Mr. Shayne Keith Nelson is the Group Chief Executive Officer of Emirates NBD Bank (P.J.S.C.) ("**Emirates NBD**"). He has been with Emirates NBD since 2013. Mr. Nelson is a veteran banker with an extensive career across many sectors of the industry. During Mr. Shayne's 12-year tenure as Group CEO of Emirates NBD, the bank's market capitalisation has increased from AED 16 billion to around AED 187 billion. Emirates NBD's assets have grown from AED 308 billion to AED 1.2 trillion over this period with a significant acquisition of DenizBank in Türkiye for USD 2.7 billion successfully executed. Additionally, organic growth has continued with the bank having the largest market share in both Corporate and Retail banking in the United Arab Emirates whilst leading the industry in the region with technology innovation. Emirates NBD has also continued its organic expansion and growth in Egypt, India and Kingdom of Saudi Arabia with the latter franchise receiving the most additional branch licenses of any foreign bank. He is a member of the Board of Directors for several entities including Emirates Islamic Bank (P.J.S.C.), Emirates NBD Capital Limited, Emirates NBD Capital LLC, Emirates NBD Global	Mr. Patrick John Sullivan is the Group Chief Financial Officer of Emirates NBD Bank (P.J.S.C.) ("**Emirates NBD**"). He has been with Emirates NBD since 2020. Mr. Sullivan has over 30 years of experience in banking and finance in the United Kingdom, Hong Kong, China, Russia, New Zealand, and the United Arab Emirates. At Emirates NBD, he is responsible for overseeing the financial health of the Group, ensuring a strong financial control environment and delivering in depth financial information for making key management decisions. He leads a large team of finance and procurement professionals, covering financial reporting, business finance, financial planning, budgeting, forecasting, liquidity and capital management, accounts payable, and procurement. He is also responsible for communicating the Group's financial results and strategy to the investor market.

Name of the Director	Mr. Jaideep Iyer (Executive Director)	Mr. Suryanarayan Subramanian (Mr. Surya Subramanian) (Non-Executive Independent Director)	Mr. Shayne Keith Nelson (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Patrick John Sullivan (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
Brief resume including expertise in specific functional areas *(Contd.)*	Wholesale credit, Credit Cards, and Treasury. He is also in charge of the Audit, Investor Relations, Secretarial, Legal, & Vigilance functions of the Bank. Prior to joining RBL Bank, he served as Group President and Deputy Chief Financial Officer at Yes Bank for nine years, where he led Finance & Accounting, Taxation, MIS, Investor Relations and Financial Strategy. Earlier in his career, he worked across Corporate Banking and Financial Markets, building a strong foundation across the banking sector.	Committee at Odea Bank in Turkey, a recent ADQ acquisition. In other governance roles, he is member of the Audit & Risk Committee at Dubai Holding, as an independent expert. He also chairs, as an independent member, the Audit & Risk Committee at Americana Restaurants International PLC a listed entity in the UAE and at Kuwait Food Company (Americana) which entities together form the largest food company in the Middle East with verticals managing global fast food franchises and frozen / canned food production. In other roles, he has been a past member of the IFRS Advisory Council that supports the IASB and the IFRS Committee Foundation during which phase he has been involved in the development and discussions related to key accounting standards. Past directorships include Network International Holdings PLC, a FTSE250 company and DXB Entertainments, a listed entity in the UAE and Damac Real Estate Development Ltd. In the course of his career, he has had experience in listing / delisting companies; banking acquisitions in London, UAE, Egypt and Turkey working with private equity firms, public investors and private owners.	Services (formerly known as Tanfeeth), DenizBank A.Ş. (Türkiye), Emirates NBD S.A.E. Egypt, Marsh Emirates Insurance Brokers LLC, Nebras Open Finance LLC and a member of the Advisory Board to the University of Wollongong in Dubai. He is also a member of Mastercard's Eastern Europe, Middle East and Africa Advisory Board, representing Emirates NBD. Prior to joining Emirates NBD, he served in Singapore as the Chief Executive Officer of Standard Chartered Private Bank for 3 years. He was also the Chairman of Standard Chartered Saadiq Islamic Advisory Board and a Board member of Standard Chartered Bank (China) Ltd. His other previous high-profile positions in the banking arena include Regional CEO of Standard Chartered Bank Middle East and North Africa for 5 years based in Dubai, Chairman of Standard Chartered (Pakistan) Limited, and Chairman of the Banking Advisory Council to the Board of the Dubai International Financial Centre. He also held the position of Chief Executive Officer and Managing Director of Standard Chartered Bank, Malaysia Berhad based in Kuala Lumpur. His solid experience, across various functions and geographies, is a testament to his diverse background within banking. Earlier in his career, his positions included Standard Chartered Chief Risk Officer for Wholesale Banking based in Singapore, Regional Head of Corporate and Institutional Banking Audit for the Asia Pacific Region and India, as well as Regional Head of Credit in Hong Kong, China and North East Asia, with the latter two positions based in Hong Kong. He was also the Head of Corporate and Institutional Banking or Westpac Banking Corporation for Western Australia based in Perth.	He joined Emirates NBD from Standard Chartered, where he held a number of senior finance roles, including Group Financial Controller, Chief Financial Officer - China, Head of Finance, Wholesale Banking, Hong Kong and Greater China and Japan, and Head of Group Reporting, Head of Accounting Technical and Head of Group IFRS Transition Programme. Prior to that, he worked with PricewaterhouseCoopers in Banking and Capital Markets in multiple countries. Currently, he is on the board of Emirates NBD Properties LLC, Emirates NBD Global Services LLC and DenizBank A.S.

Name of the Director	Mr. Jaideep Iyer (Executive Director)	Mr. Suryanarayan Subramanian (Mr. Surya Subramanian) (Non-Executive Independent Director)	Mr. Shayne Keith Nelson (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Patrick John Sullivan (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
Details of skills & capabilities of the Director	Expertise in specific functional areas-Banking, Finance, Accountancy, Business Management, Taxation, Strategy and Investor Relations	Expertise in specific functional areas-Banking, Accountancy, Enterprise Risk Management, Finance, Payment and settlement systems, Business Management, M&A, Balance Sheet Management, Investment Committee (including IT Investments), Procurement	Expertise in specific functional areas - Banking, Finance, Business Management, Economics, Information Technology, Payment and Settlement Systems, Human Resources, Risk Management	Expertise in specific functional areas - Banking, Finance, Accountancy, Business Management, Economics, Human Resources, Risk Management
Terms and conditions of appointment/ re-appointment	Mr. Jaideep Iyer has been appointed as Whole Time Director (Executive Director) of the Bank for a period of three (3) years effective February 21, 2026. However, as his office is liable to retire by rotation, pursuant to Section 152 of the Companies Act, 2013, he is retiring by rotation and being eligible, has offered himself for re-appointment.	Appointment of Mr. Surya Subramanian as Non-Executive Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of four (4) years commencing from June 5, 2026 to June 4, 2030, on passing of the Special Resolution by the Members.	Appointment of Mr. Shayne Keith Nelson as a Non-Executive Non-Independent Director, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under Section 10A(2A)(i) of the Banking Regulation Act, 1949, read with the RBI Master Directions bearing ref. no. RBI/DOR/2025-26/149 DOR.HGG.GOV. No.68/29.67.001/2025-26 dated November 28, 2025.	Appointment of Mr. Patrick John Sullivan as a Non-Executive Non-Independent Director, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under Section 10A(2A)(i) of the Banking Regulation Act, 1949, read with the RBI Master Directions bearing ref. no. RBI/DOR/2025-26/149 DOR.HGG.GOV. No.68/29.67.001/2025-26 dated November 28, 2025.
Details of remuneration sought to be paid	Mr. Jaideep Iyer in his capacity as Executive Director is entitled to a fixed pay of ₹ 2.76 crore per annum including perquisites as approved by the RBI and Members of the Bank w.e.f February 21, 2026. Further, revision in remuneration shall be as approved by the Nomination and Remuneration Committee, the Board, RBI and Members of the Bank from time to time.	Mr. Surya Subramanian is entitled to sitting fees for attending the Meetings of the Board of Directors and Committees where he is / would be a member, including reimbursement of expenses for attending Board / Committee meetings. In addition, he would be entitled to fixed remuneration as permitted under RBI guidelines / directions / the Companies Act, 2013 and as determined each year by the Board of Directors within the limits approved by the Members of the Bank.	With respect to the Non-Executive Non-Independent Directors (Nominee Directors of ENBD) appointed by the Board on June 18, 2026, the Bank has been communicated by ENBD that sitting fees and fixed remuneration that would otherwise be payable to the aforesaid Nominee Directors of ENBD is being waived. However, similar to other NEDs, they will be eligible to travelling / halting allowance and all other reasonable expenses incurred in connection with board duties on an actual basis.	With respect to the Non-Executive Non-Independent Directors (Nominee Directors of ENBD) appointed by the Board on June 18, 2026, the Bank has been communicated by ENBD that sitting fees and fixed remuneration that would otherwise be payable to the aforesaid Nominee Directors of ENBD is being waived. However, similar to other NEDs, they will be eligible to travelling / halting allowance and all other reasonable expenses incurred in connection with board duties on an actual basis.
Details of remuneration last drawn		Not applicable	Not applicable	Not applicable
Shareholding in the Bank (as on June 30, 2026)	4,47,948 equity shares	NIL	NIL	NIL

Name of the Director	Mr. Jaideep Iyer (Executive Director)	Mr. Suryanarayan Subramanian (Mr. Surya Subramanian) (Non-Executive Independent Director)	Mr. Shayne Keith Nelson (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Patrick John Sullivan (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
Relationship with other Directors and Key Managerial Personnel	Mr. Jaideep Iyer is not related to any of the Directors or Key Managerial Personnel of the Bank.	Mr. Surya Subramanian is not related to any of the Directors or Key Managerial Personnel of the Bank.	Mr. Shayne Keith Nelson is not related to any of the Directors or Key Managerial Personnel of the Bank.	Mr. Patrick John Sullivan is not related to any of the Directors or Key Managerial Personnel of the Bank.
Directorships held in other companies incorporated in India (excludes Section 8 and foreign companies) (as on June 30, 2026)	NIL	NIL	NIL*	NIL*
Chairmanship / Membership of Board Committees held in other companies incorporated in India (excludes Section 8 and foreign companies) (as on June 30, 2026)	NIL	NIL	NIL	NIL
Details of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
Number of meetings of the Board attended during the Financial year 2025-26 and till June 30, 2026	Since February 21, 2026 i.e. from the date of appointment of Mr. Jaideep Iyer as an Executive Director on the Board of the Bank till March 31, 2026, 1 Board Meeting was held. Mr. Jaideep Iyer has attended the aforesaid Board Meeting. Since April 1, 2026 till June 30, 2026, 9 Board Meetings were held. Mr. Jaideep Iyer has attended all the 9 Board Meetings.	Since June 5, 2026 i.e. from the date of appointment of Mr. Surya Subramanian as an (Additional) Non-Executive Independent Director on the Board of the Bank till June 30, 2026, 3 Board Meetings were held. Mr. Surya Subramanian has attended all the 3 Board Meetings.	Since June 18, 2026 i.e. from the date of appointment of Mr. Shayne Keith Nelson as an (Additional) Non-Executive Non-Independent Director on the Board of the Bank till June 30, 2026, 1 Board Meeting was held which was attended by Mr. Shayne Keith Nelson.	Since June 18, 2026 i.e. from the date of appointment of Mr. Patrick John Sullivan as an (Additional) Non-Executive Non-Independent Director on the Board of the Bank till June 30, 2026, 1 Board Meeting was held which was attended by Mr. Patrick John Sullivan.

Note: * Further, with regard to directorships, held in companies incorporated outside India, none of these companies are listed on any stock exchange.

Name of the Director	Mr. Neeraj Makin (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Manoj Chawla (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Marwan Mahmood Mohammad Hadi (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
DIN	11699792	11716190	11711479
Age	49 years	68 years	42 years
Date of first appointment on the Board	June 18, 2026	June 18, 2026	June 18, 2026
Education Qualifications	Bachelor of Science in Physics and Mathematics from Hemwati Nandan Bahuguna Garhwal University, India MBA in Finance from International Management Institute in India Venture Capital & Private Equity Program from Columbia Business School, New York.	Bachelor of Law from University of Delhi. Bachelor of Science (Honours) in Physics from St. Stephen's College, University of Delhi. Chartered Accountant from The Institute of Chartered Accountants of India Company Secretary from The Institute of Company Secretaries of India Certified Information Systems Auditor (CISA)	Masters degree in International Business from the University of Wollongong, Dubai, United Arab Emirates. Higher Diploma in Financial Services (Banking) from the Higher Colleges of Technology (HCT), Dubai.
Brief resume including expertise in specific functional areas	Mr. Neeraj Makin is the Group Head of Strategy, Analytics and Venture Capital of Emirates NBD Bank (P.J.S.C.) ("**Emirates NBD**"). He has been with Emirates NBD since 2008. He has more than 26 years of experience in strategy development and execution, mergers and acquisitions, investments, business development, international banking, venture capital, digital banking, analytics and transformation. He previously led International Business for the Group, with overall business management responsibility for Emirates NBD's international subsidiaries and branches. He played a pivotal role in leading Emirates NBD's international expansion, including the successful acquisition of BNP Paribas Egypt, DenizBank in Türkiye and the RBL Bank in India, as well as obtaining branch licences and expansion in India and Saudi Arabia. He is a member of the Group Executive Committee and leads the Advanced Analytics Centre of Excellence for Emirates NBD, which drives Group-wide efforts to leverage data and analytics. He also heads the Corporate Venture Capital Fund for Emirates NBD to invest in fintechs and tech companies to drive innovation for Emirates NBD. Prior to Emirates NBD, he spent a combined 8 years with McKinsey & Co in strategy consulting, and with Ernst Young in UAE in Transaction Advisory and M&A Services.	Mr. Manoj Chawla is the Group Chief Risk Officer of Emirates NBD Bank (P.J.S.C.) ("**Emirates NBD**"). He has been with Emirates NBD since 2013. He is a result oriented senior banker with over 25 years of experience in proactive risk management (wholesale bank, global markets and clients, consumer and operational risk) bringing deep expertise in enterprise and regulatory risk, model development and validation, wholesale and retail credit, global markets, private banking, and operational risk management. He has played a pivotal role in designing and implementing a Group-wide risk management framework, providing strategic leadership, and embedding a robust risk culture aligned with Emirates NBD's risk appetite. He is a member of the Group Executive Committee and chairs the Group Risk Committee and the Model Oversight Committee, ensuring risk governance and oversight at the highest levels of management. Additionally, he serves as a member of key management committees responsible for shaping the Group's strategy, digital transformation, and innovation. Prior to Emirates NBD, he has worked and trained with some of the world's premier institutions (Standard Chartered Bank, Emirates Bank International, Price Waterhouse and Ernst & Young) and have an excellent track record in risk management, implementation of audit & control frameworks, sound business establishment and enabling business turnarounds, successful acquisitions and management of the same, building risk infrastructure and platforms to enable "good" growth.	Mr. Marwan Mahmood Mohammad Hadi is the Group Head – Retail Banking & Wealth Management of Emirates NBD Bank (P.J.S.C.) ("**Emirates NBD**"). He has been with Emirates NBD since 2019. He has over 20 years of extensive experience in banking which covers retail, wealth management, and commercial banking. He oversees all aspects of Emirates NBD's Retail Banking, Business Banking, Private Banking, Consumer Finance, Asset Management, and Brokerage businesses. His remit includes driving product innovation and enhancing customer experience across key markets such as the United Arab Emirates, Egypt, Saudi Arabia, the United Kingdom, and Singapore. Prior to Emirates NBD, he held a series of senior appointments during his 15-year tenure at HSBC, predominantly in retail, wealth management, and commercial banking. These roles included Head of Retail Banking and Wealth Management for the United Arab Emirates, Managing Director of HSBC Middle East Finance Company and Head of Business Management for Commercial Banking. Currently, he is on the Board of Emirates NBD Asset Management Limited, Emirates NBD Securities LLC, Emirates NBD Global Services LLC, Emirates NBD Capital LLC. He is also a member of the UAE Banking Federation Board and on the Advisory Board of Emaar Malls Management.

Name of the Director	Mr. Neeraj Makin (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Manoj Chawla (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Marwan Mahmood Mohammad Hadi (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
Brief resume including expertise in specific functional areas *(Contd.)*	Currently, he is on the Board of Emirates NBD S.A.E. Egypt, Teamsec Finansal Yazılım Altyapı ve Danışmanlık A.Ş. and between 2016 and 2019 he also served as an Advisory Board member for Network International.		
Details of skills & capabilities of the Director	Expertise in specific functional areas - Banking, Finance, Business Management, Economics, Information Technology, Payment and Settlement systems, Human Resources, Risk Management	Expertise in specific functional areas - Banking, Finance, Law, Accountancy, Risk Management, Business Management, Economics.	Expertise in specific functional areas - Banking, Finance, Business Management, Small scale industry, Information Technology, Payment and Settlement Systems, Human Resources.
Terms and conditions of appointment/ re-appointment	Appointment of Mr. Neeraj Makin as a Non-Executive Non-Independent Director, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under Section 10A(2A)(i) of the Banking Regulation Act, 1949, read with the RBI Master Directions bearing ref. no. RBI/DOR/2025-26/149 DOR.HGG. GOV. No.68/29.67.001/2025-26 dated November 28, 2025.	Appointment of Mr. Manoj Chawla as a Non-Executive Non-Independent Director, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under Section 10A(2A)(i) of the Banking Regulation Act, 1949 read with the RBI Master Directions bearing ref. no. RBI/DOR/2025-26/149 DOR. HGG.GOV. No.68/29.67.001/2025-26 dated November 28, 2025.	Appointment of Mr. Marwan Mahmood Mohammad Hadi as a Non-Executive Non-Independent Director, with effect from June 18, 2026, liable to retire by rotation, subject to the tenure prescribed under Section 10A(2A)(i) of the Banking Regulation Act, 1949 read with the RBI Master Directions bearing ref. no. RBI/DOR/2025-26/149 DOR. HGG.GOV. No.68/29.67.001/2025-26 dated November 28, 2025.
Details of remuneration sought to be paid	With respect to the Non-Executive Non-Independent Directors (Nominee Directors of ENBD) appointed by the Board on June 18, 2026, the Bank has been communicated by ENBD that sitting fees and fixed remuneration that would otherwise be payable to the aforesaid Nominee Directors of ENBD is being waived. However, similar to other NEDs, they will be eligible to travelling / halting allowance and all other reasonable expenses incurred in connection with board duties on an actual basis.	With respect to the Non-Executive Non-Independent Directors (Nominee Directors of ENBD) appointed by the Board on June 18, 2026, the Bank has been communicated by ENBD that sitting fees and fixed remuneration that would otherwise be payable to the aforesaid Nominee Directors of ENBD is being waived. However, similar to other NEDs, they will be eligible to travelling / halting allowance and all other reasonable expenses incurred in connection with board duties on an actual basis.	With respect to the Non-Executive Non-Independent Directors (Nominee Directors of ENBD) appointed by the Board on June 18, 2026, the Bank has been communicated by ENBD that sitting fees and fixed remuneration that would otherwise be payable to the aforesaid Nominee Directors of ENBD is being waived. However, similar to other NEDs, they will be eligible to travelling / halting allowance and all other reasonable expenses incurred in connection with board duties on an actual basis.
Details of remuneration last drawn	Not applicable	Not applicable	Not applicable
Shareholding in the Bank (as on June 30, 2026)	NIL	NIL	NIL
Relationship with other Directors and Key Managerial Personnel	Mr. Neeraj Makin is not related to any of the Directors or Key Managerial Personnel of the Bank.	Mr. Manoj Chawla is not related to any of the Directors or Key Managerial Personnel of the Bank.	Mr. Marwan Mahmood Mohammad Hadi is not related to any of the Directors or Key Managerial Personnel of the Bank.

Name of the Director	Mr. Neeraj Makin (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Manoj Chawla (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)	Mr. Marwan Mahmood Mohammad Hadi (Non-Executive Non-Independent Director) (Nominee of Emirates NBD)
Directorships held in other companies incorporated in India (excludes Section 8 and foreign companies) (as on June 30, 2026)	NIL*	NIL	NIL*
Chairmanship / Membership of Board Committees held in other companies incorporated in India (excludes Section 8 and foreign companies) (as on June 30, 2026)	NIL	NIL	NIL
Details of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Number of meetings of the Board attended during the Financial year 2025-26 and till June 30, 2026	Since June 18, 2026 i.e. from the date of appointment of Mr. Neeraj Makin as an (Additional) Non-Executive Non-Independent Director on the Board of the Bank till June 30, 2026, 1 Board Meeting was held which was attended by Mr. Neeraj Makin.	Since June 18, 2026 i.e. from the date of appointment of Mr. Manoj Chawla as an (Additional) Non-Executive Non-Independent Director on the Board of the Bank till June 30, 2026, 1 Board Meeting was held which was attended by Mr. Manoj Chawla.	Since June 18, 2026 i.e. from the date of appointment of Mr. Marwan Mahmood Mohammad Hadi as an (Additional) Non-Executive Non-Independent Director on the Board of the Bank till June 30, 2026, 1 Board Meeting was held which was attended by Mr. Marwan Mahmood Mohammad Hadi.

Note: * Further, with regard to directorships, held in companies incorporated outside India, none of these companies are listed on any stock exchange.

INFORMATION AT A GLANCE FOR 83rd ANNUAL GENERAL MEETING

Sr. No	Particulars	Details
1	Day, Date and Time of Annual General Meeting	Wednesday, September 2, 2026 at 11:30 a.m. (IST)
2	Mode	Video Conferencing / Other Audio Visual Means
3	Particulars through Video Conferencing	Members can login from 11:15 a.m. (IST) onwards on the date of AGM at CDSL link at www.evotingindia.com.
4	Helpline number for VC participation	Toll free No. of CDSL: 1800 21 09911
5	Submission of Questions / Queries	Questions / queries can be submitted by email to: investorgrievances@rbl.bank.in, atleast 7 days prior to AGM.
6	Speaker Registration before AGM	The Members may register themselves as a speaker by sending their request in advance atleast 7 days prior to AGM at investorgrievances@rbl.bank.in
7	Recorded transcript	Will be made available post AGM at https://www.rbl.bank.in/investor-relations
8	Dividend for FY 2026 recommended by the Board	₹ 1 (10%) per equity share of the face value of ₹ 10 each
9	Dividend Record date	Friday, August 14, 2026
10	Information of tax on Dividend	https://www.rbl.bank.in/investor-relations
11	Cut-off date for e-voting	Wednesday, August 26, 2026
12	Remote e-voting start date and time	Friday, August 28, 2026, 10:00 a.m. IST.
13	Remote e-voting end date and time	Tuesday, September 1, 2026, 5:00 p.m. IST
14	Remote e-voting website of CDSL	www.evotingindia.com
15	Name, Address and Contact details of e-voting service provider	Mr. Rakesh Dalvi, Senior Manager Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N. M. Joshi Marg, Lower Parel (East), Mumbai 400013, Email id:- helpdesk.evoting@cdslindia.com Toll free no. 1800 21 09911
16	Email Registration & Contact updating process	**Demat Members:** Contact your Depository Participant(s). **Physical Members:** Contact RTA by sending E-mail request to investor.helpdesk@in.mpms.mufg.com with name and address along with the copy of the signed request letter, self-attested scanned copy of the PAN Card and self-attested scanned copy of address proof (such as Driving License, Election Identity Card, Passport, etc.).