

(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:**

- The Members should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders/Members" module.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 at least **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.mufig.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