

April 11, 2026

BSE Limited  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001.  
Scrip Code: 540065

National Stock Exchange of India Limited  
'Exchange Plaza', C-1 Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400051.  
Scrip Symbol: RBLBANK

**Sub: Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)**

Dear Sir/Madam,

We wish to inform you that the Board of Directors of the Bank (“**Board**”) at its meeting held today i.e., April 11, 2026, has considered, noted and approved *inter alia* the following matters:

**1. Execution of the Amendment Agreement to the Investment Agreement dated October 18, 2025 between Emirates NBD Bank (P.J.S.C) and the Bank.**

We refer to our earlier stock exchange disclosure dated October 18, 2025, informing *inter alia* of the execution of the investment agreement dated October 18, 2025, between Emirates NBD Bank (P.J.S.C) (“**Investor**”) and the Bank (“**Investment Agreement**”). The Investment Agreement *inter alia* set out the terms of the proposed issuance of up to 95,90,45,636 fully paid up equity shares of the Bank each having a face value of INR 10/- (or such lower number of equity shares which is equivalent to 60% of the post preferential equity share capital of the Bank (subject to the adjustments provided for in the Investment Agreement)) to the Investor, at a price of INR 280 per equity share aggregating to INR 268,53,27,78,080 (“**Proposed Transaction**”), subject to the approval of the Members, Reserve Bank of India (“**RBI**”) and other applicable regulatory approvals. The Members of the Bank had, at the extraordinary general meeting held on November 12, 2025 considered and approved the Proposed Transaction with 98.84% votes in favour.

Subsequently, pursuant to the intimation issued by the Bank on April 2, 2026, the Bank had informed the stock exchanges that the Investor 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 the Investor 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. Further, the RBI Approval 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

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November 28, 2025 (“**RBI Directions**”), shall be applicable to the Bank, except the requirement to have at least half of the directors attending meetings of the board of directors as independent directors shall not apply. In this regard, the Bank was advised by the RBI to suitably amend its articles of association (“**Articles**”) and obtain approval of the RBI.

Accordingly, subject to the approval of the Members of the Bank and the RBI (as applicable), the Board has approved the execution of the amendment agreement to the Investment Agreement (“**Amendment Agreement**”) with the Investor to:

- (a) amend and record the revised director nomination rights of the Investor in terms of the RBI Approval, which requires a consequential amendment to the Articles in order to align the Articles with the RBI Directions; and
- (b) make certain other amendments to the Articles as set out in **Annexure II**.

The details regarding the Amendment Agreement as required to be disclosed pursuant to Paragraph 5 of Part A, Schedule III of the SEBI Listing Regulations read with the Master Circular bearing reference number SEBI/ HO/49/14/14(7)2025-CFD-POD2/II/3762/2026 issued by the Securities and Exchange Board of India dated January 30, 2026 (“**SEBI Circular**”), are set out in **Annexure I**. Further, the disclosures in respect of amendments to the Articles, in brief, as required under Regulation 30 of the SEBI Listing Regulations read with the SEBI Circular are set out in **Annexure II**.

## **2. Convening an extra-ordinary general meeting of the Bank**

The Board of Directors has approved the convening of an extraordinary general meeting of the shareholders of the Bank on Monday, May 4, 2026 (“**EGM**”) along with the notice convening the meeting to be issued to the shareholders for seeking their approval for amendment to the Articles, grant of special right regarding director nomination to the Investor and approval for Fixed Remuneration payable to Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Part-time Chairman of the Bank (as approved by RBI).

The notice for the said EGM shall be submitted to the stock exchanges in due course in compliance with applicable provisions of the SEBI Listing Regulations.

Please note that the Proposed Transaction remains subject to receipt of certain other regulatory approvals and customary conditions precedent as mentioned in the Investment Agreement, as referred to in our intimation dated October 18, 2025.

Further, in compliance with the Regulation 46(2) of SEBI Listing Regulations, the information is being hosted on the Bank’s Website at [www.rbl.bank.in](http://www.rbl.bank.in).

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Please note that the Board Meeting commenced at 10:04 a.m. and concluded at 12:50 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **RBL BANK LIMITED**

**Niti Arya**  
**Company Secretary**

**Encl: As above**

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**Annexure I**

The disclosure as required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular is set out below.

S.No.	Particulars	Details				
1.	Name(s) of parties with whom the agreement is entered.	Amendment Agreement between Emirates NBD Bank (P.J.S.C) (“Investor”) and the Bank.				
2.	Purpose of entering into the agreement.	To: (a) amend and record the revised director nomination rights of the Investor in terms of the RBI Approval. This change requires a consequential amendment to the Articles in order to align the Articles with the RBI Directions; and (b) make certain other amendments to the Articles.				
3.	Shareholding, if any, in the entity with whom the agreement is executed.	Pursuant to the Proposed Transaction, the Investor will hold ~60% of the post preferential equity share capital of the Bank (subject to the adjustments provided for in the Investment Agreement).				
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Significant terms of the investment agreement dated October 18, 2025 executed between the Investor and Bank (“Investment Agreement”) are set out in our earlier disclosure dated October 18, 2025 available at <a href="https://webassets.rbl.bank.in/ir_admin/regulatory/BoardMeetingOutcomeQ2FY2526signed.pdf">https://webassets.rbl.bank.in/ir_admin/regulatory/BoardMeetingOutcomeQ2FY2526signed.pdf</a>.</p> <p>On Completion (as defined in the Investment Agreement), the Investor shall have the right to nominate directors on the Board (subject to the shareholding thresholds specified below):</p> <table border="1" data-bbox="467 1367 1198 1774"> <thead> <tr> <th data-bbox="467 1367 760 1570">Shareholding Threshold (% of share capital of the Bank on a fully diluted basis)</th> <th data-bbox="760 1367 1198 1570">Maximum number of Investor Directors</th> </tr> </thead> <tbody> <tr> <td data-bbox="467 1570 760 1774">More than 50%</td> <td data-bbox="760 1570 1198 1774">Subject to applicable laws (including, without limitation, Chapter IV of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025, dated November 28, 2025), all</td> </tr> </tbody> </table>	Shareholding Threshold (% of share capital of the Bank on a fully diluted basis)	Maximum number of Investor Directors	More than 50%	Subject to applicable laws (including, without limitation, Chapter IV of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025, dated November 28, 2025), all
Shareholding Threshold (% of share capital of the Bank on a fully diluted basis)	Maximum number of Investor Directors					
More than 50%	Subject to applicable laws (including, without limitation, Chapter IV of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025, dated November 28, 2025), all					

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S.N o.	Particulars	Details	
			non-independent directors (including with executive directors); provided that this requirement shall automatically fall away upon the Investor ceasing to hold more than 50% (fifty per cent.) of the share capital of the Bank on a fully diluted basis.
		50% or below but more than or equal to 30%	Up to 3 non-executive directors
		Less than 30% but more than or equal to 20%	Up to 2 non-executive directors
		Less than 20% but more than or equal to 10%	1 non-executive director
		Less than 10%	0
5.	Whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship.	No.	
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Execution of the Amendment Agreement would not constitute a related party transaction.	

S.N o.	Particulars	Details
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Please refer to our earlier disclosure dated October 18, 2025 available at <a href="https://webassets.rbl.bank.in/ir_admin/regulatory/BoardMeetingOutcomeQ2FY2526signed.pdf">https://webassets.rbl.bank.in/ir_admin/regulatory/BoardMeetingOutcomeQ2FY2526signed.pdf</a>
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Please refer to sub-point 4 of this Annexure I above.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	
	Nature of the agreement.	Amendment agreement to the Investment Agreement.
	Date of execution of the agreement.	April 11, 2026

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S.N o.	Particulars	Details
	Details of amendment and impact thereof.	Please refer to sub-point 4 of this Annexure I above.

## Annexure II

The disclosure as required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular is set out below.

The Articles shall be amended to incorporate the following amendments:

**(I) Revised board nomination rights of the Investor:**

Article 104A\*

“(a) *On and from the completion of the transactions contemplated under the investment agreement dated October 18, 2025 (as amended from time to time) entered into between Emirates NBD Bank (P.J.S.C.) (“Investor”) and the Bank, the Investor shall have the right to nominate directors (“Investor Directors”) on the Board of the Bank in the manner set out under Article 104A (b) below, and such appointment shall be subject to applicable laws (including without limitation, approval of the Board of the Bank and the shareholders of the Bank, and completion by the Nomination and Remuneration Committee of its fit and proper checks in respect of the individuals nominated to act as Investor Directors).”*

(b) *The right of the Investor to nominate the Investor Directors on the Board of the Bank shall be subject to the shareholding thresholds specified below:*

<b>Shareholding Threshold (% of share capital of the Bank on a fully diluted basis)</b>	<b>Maximum number of Investor Directors</b>
<i>More than 50%</i>	<i>Subject to applicable laws (including, without limitation, Chapter IV of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025, dated November 28, 2025), all non-independent directors (including with executive directors); provided that this requirement shall automatically fall away upon the Investor ceasing to hold more than 50% (fifty per cent.) of the share capital of the Bank on a fully diluted basis.</i>
<i>50% or below but more than or equal to 30%</i>	<i>Up to 3 non-executive directors</i>
<i>Less than 30% but more than or equal to 20%</i>	<i>Up to 2 non-executive directors</i>
<i>Less than 20% but more than or equal to 10%</i>	<i>1 non-executive director</i>

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<b>Shareholding Threshold (% of share capital of the Bank on a fully diluted basis)</b>	<b>Maximum number of Investor Directors</b>
Less than 10%	0

- (c) *In the event an Investor Director resigns or is removed, the Investor shall have the right to nominate such Investor Director's successor or replacement, subject to applicable law, including, without limitation, approval of the Board and the shareholders of the Bank, completion by the Nomination and Remuneration Committee of its fit and proper checks in respect of the individuals nominated to act as successor or replacement of the Investor Director.*

*\* This Article 104A shall be effective on and from the consummation of the transactions contemplated under the investment agreement dated October 18, 2025 entered into between Emirates NBD Bank (P.J.S.C.) and the Bank (as amended from time to time)."*

**(II) Additional Amendments:**

<b>Old Article</b>	<b>New Article</b>
Deleted	<u>Article 85 (Casting Vote)</u>  In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote, in addition to the vote or votes to which he may be entitled as a member.
<u>Article 116 (Meeting of Directors)</u>  The Directors may meet together for the disposal of business at any place which they may from time to time consider appropriate or convenient, adjourn and otherwise regulate their meeting and proceedings as they think fit and determine the quorum for its transaction of business. The quorum for its meeting shall be one-third of the total strength of the Board of Directors or three (3) directors, whichever is higher, and at least half of the directors attending such meetings of the Board of Directors shall be independent directors. The questions at any meeting	<u>Article 116 (Meeting of Directors)</u>  The Directors may meet together for the disposal of business at any place which they may from time to time consider appropriate or convenient, adjourn and otherwise regulate their meeting and proceedings as they think fit and determine the quorum for its transaction of business. The quorum for its meeting shall be one-third of the total strength of the Board of Directors or three (3) directors, whichever is higher, subject to applicable laws. The decisions at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman

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shall be decided by a majority of votes. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

of the meeting shall be entitled to a second or casting vote, in addition to the vote or votes to which he may be entitled as a Director. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of the Board.