

April 11, 2026

BSE Limited,
1st 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 Name: RBLBANK

Sub: Notice of Extraordinary General Meeting (“EGM”) of the Members of the Bank

Dear Sir/Madam,

This is with reference to our earlier letter dated April 11, 2026, in this regard, we hereby inform that the Extra-ordinary General Meeting (“EGM”) of the Members of the Bank is scheduled to be held on Monday, May 4, 2026 at 11 a.m. (IST) through video conferencing (“VC”) or other audio-visual means (“OAVM”).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby submit the Notice of the EGM, which is being sent through electronic mode to the Members whose email addresses are registered with the Bank/Depository Participant(s)/ Register and Transfer Agent (RTA).

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Bank has fixed Monday, April 27, 2026, as the cut-off date to determine the eligibility of the Members to cast their vote by remote e-voting and voting at the EGM.

The Remote E-voting period begins on Wednesday, April 29, 2026 10:00 a.m. (IST) and ends on Sunday, May 3, 2026 5:00 p.m. (IST).

The Bank 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 Voting process in a fair and transparent manner. The results of Voting will be announced within 2 working days of conclusion of EGM at the Registered Office and Corporate Office of the Bank and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes cast in favour of the resolutions.

The Notice of the EGM is also being uploaded on the website of the Bank at https://webassets.rbl.bank.in/ir_admin/corporate_governanace/EGM%20Notice%20-%20May%204%202026.pdf

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For **RBL Bank Limited**

Niti Arya
Company Secretary

www.rbl.bank.in

RBL Bank Limited

Controlling Office: One World Center, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel:+91 22 43020600

Registered Office: 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 231 6650214

CIN: L65191PN1943PLC007308 . E-mail: customercare@rbl.bank.in

Encl.: As above

CC:

National Securities Depository Limited 4 th floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.	Central Depository Services (India) Limited Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.	MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.
--	---	---

www.rbl.bank.in

RBL Bank Limited

Controlling Office: One World Center, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India | Tel:+91 22 43020600

Registered Office: 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 231 6650214

CIN: L65191PN1943PLC007308 . E-mail: customercare@rbl.bank.in



RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001

Tel: +91 231 6650214

Website: <https://www.rbl.bank.in> | Email: investorgrievances@rbl.bank.in

Notice is hereby given that the Extraordinary General Meeting (“**EGM**”) of the Members of **RBL Bank Limited** (“the Bank” / “Company”) will be held on Monday, May 4, 2026, at 11 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:

Special Businesses:

Item No. 1

Amendment to the Articles of Association of the Bank and grant of Special Right regarding Director Nomination to Identified Shareholder of the Bank

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

“**RESOLVED THAT** in supersession of the previous resolution set out at Item No. 3 passed by the shareholders of the Bank at the Extra-ordinary General Meeting held on November 12, 2025 (to the extent modified herein) and pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable rules notified thereunder (the “**Act**”), applicable provisions of the Banking Regulation Act, 1949 (“**BR Act**”) read with the rules, circulars and guidelines issued by the Reserve Bank of India (“**RBI**”) in this regard, from time to time, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended and any other applicable laws (*including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force*), the provisions of the Memorandum and Articles of Association of the Bank, and subject to the approval of the RBI, and such other approvals, as may be necessary, from concerned statutory authorities or regulatory bodies and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Bank (“**Board**”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution) and subject to the consummation of the transactions contemplated under the investment agreement dated October 18, 2025 entered into between Emirates NBD Bank (P.J.S.C.) (“**Investor**”) and the Bank (as amended from time to time including pursuant to the amendment agreement dated April 11, 2026, executed between the Bank and the Investor) (collectively, the “**Investment Agreement**”), the consent of the Members of the Bank be and is hereby accorded to amend the Articles of Association of the Bank (“**Articles**”) by inserting the following clause as Article 104A to incorporate the director nomination rights of the Investor, pursuant to the terms of the Investment Agreement:

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:

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 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

- “(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).

RESOLVED FURTHER THAT pursuant to Regulation 31B and other applicable regulations, if any, of the Listing Regulations, applicable provisions of the BR Act read with the rules, circulars and guidelines issued by the RBI in this regard, from time to time, and any other

applicable laws (*including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force*), the provisions of the Memorandum and Articles of Association of the Bank, and subject to the consummation of the transactions contemplated under the Investment Agreement, the consent of the Members of the Bank be and is hereby accorded to approve the right of the Investor to nominate directors (“**Investor Directors**”) on the Board in the manner set out in Article 104A of the amended Articles of Association of the Bank in terms of the Investment Agreement, which rights shall become effective from the Completion Date (as defined under the Investment Agreement).

RESOLVED FURTHER THAT the nomination and appointment of the Investor Director(s) shall be subject to applicable laws, including without limitation, completion by the Nomination and Remuneration Committee of the Bank (“**NRC**”), to its satisfaction, of its fit and proper checks in respect of the individual nominated to act as Investor Director(s), and approval of the NRC, board of the directors of the Bank and the shareholders of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, settle and give effect to the aforesaid amendment to the Articles, including to make such modifications, changes, suggestions, variations, alterations or revisions to the proposed Article 104A and/or any provisions of the Articles, as may be required, directed or advised by the RBI or any other regulatory/statutory authority and as may be approved by the Board, for the purpose of giving effect to this resolution and implementing the transactions contemplated under the Investment Agreement, and any such modifications, changes, variations, alterations or revisions shall be deemed to have been specifically approved by the Members and shall not require any further approval of the Members of the Bank.

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable including but not limited to execution of agreements, documents, instruments, writings and papers and filing of all necessary reports, returns, e-forms with the Ministry of Corporate Affairs or other authorities, and to settle all difficulties, doubts and questions that may arise in connection with any matter referred to or contemplated in the foregoing resolution, without being required to seek any further consent or approval of the Members of the Bank.

RESOLVED FURTHER THAT the Board (which term shall include any committee, which the board of directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for this purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or Officer(s) of the Bank to give effect to this resolution.”

Item No. 2

Amendment to the Articles of Association 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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable rules notified thereunder (the “**Act**”), applicable provisions of the Banking Regulation Act, 1949 (“**BR Act**”) read with the rules, circulars and guidelines issued by the Reserve Bank of India (“**RBI**”) in this regard, from time to time, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended and any other applicable laws (*including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force*), the provisions of the Memorandum and Articles of Association of the Bank, and subject to the approval of the RBI (as may be applicable), and such other approvals, as may be necessary, from concerned statutory authorities or regulatory bodies and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Bank ("**Board**", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Bank be and is hereby accorded to amend the Articles of Association of the Bank ("**Articles**") by inserting the following clauses (to be effective from the date of receipt of approval of the Members of the Bank or the approval of the RBI (as applicable), whichever is later), pursuant to the terms of the investment agreement dated October 18, 2025 entered into between Emirates NBD Bank (P.J.S.C.) ("**Investor**") and the Bank (as amended from time to time including pursuant to the amendment agreement dated April 11, 2026, executed between the Bank and the Investor) (collectively, the "**Investment Agreement**"):

1. Insertion of Article 85 (Casting Vote)

"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."

2. Substitution of Article 116 (Meeting of Directors) with the following:

"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 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."

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, settle and give effect to the aforesaid amendment to the Articles, including to make such modifications, changes, suggestions, variations, alterations or revisions to the proposed Article 85, Article 116 and/or any provisions of the Articles, as may be required, directed or advised by the RBI or any other regulatory/statutory authority and as may be approved by the Board, for the purpose of giving effect to this resolution and implementing the transactions contemplated under the Investment Agreement, and any such modifications, changes, variations, alterations or revisions shall be deemed to have been specifically approved by the Members and shall not require any further approval of the Members of the Bank.

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable including but not limited to execution of agreements, documents, instruments, writings and papers and filing of all necessary reports, returns, e-forms with the Ministry of Corporate Affairs or other authorities, and to settle all difficulties, doubts and questions that may arise in connection with any matter referred to or contemplated in the foregoing resolution, without being required to seek any further consent or approval of the Members of the Bank.

RESOLVED FURTHER THAT the Board (which term shall include any committee, which the board of directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for this purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or Officer(s) of the Bank to give effect to this resolution.”

Item No. 3

To approve Fixed Remuneration payable to Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Part-time Chairman of the Bank

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

“**RESOLVED THAT** pursuant to the applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Banking Regulation Act, 1949 and rules, guidelines, notifications and circulars issued by the Reserve Bank of India, in this regard, from time to time (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to Articles of Association of the Bank and pursuant to the approval received from the Reserve Bank of India, the approval of the Members of the Bank be and is hereby accorded for the payment of fixed remuneration of Rs. 30,00,000 (Rupees Thirty Lakh) per annum to Mr. Chandan Sinha (DIN: 06921244) [Non-Executive Independent Director] in his capacity as Non-Executive Part-time Chairman of the Bank for the period from May 21, 2026 till May 20, 2029 (both days inclusive), being the term for which his re-appointment as Non-Executive Part-time Chairman has been approved by RBI, in addition to sitting fees and reimbursement of other expenses, for attending Board/Committee meetings of the Bank as paid to other Non - Executive directors.

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

By Order of the Board of Directors
Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : April 11, 2026

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and other applicable provisions, setting out all material facts and reasons for the proposed resolutions in respect of the special businesses as set out in the Notice of EGM is annexed hereto.
2. General Circular No. 14/2020 dated April 8, 2020, General Circular No. 03/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) pertaining to holding of general meetings / conducting postal ballot process through voting by electronic means (“remote e-voting”) (collectively referred to as “MCA Circulars”) has permitted companies to hold Extra Ordinary General Meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) till further order. In accordance with the MCA circulars, the EGM of the Bank shall be held through VC/OAVM and the electronic copy of the Notice will be dispatched to all the Members whose email addresses are registered with the Bank. The deemed venue for the EGM will be Registered Office of the Bank.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and to vote at a general meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars/SEBI Listing Regulations, there is no requirement of appointment of proxy for this EGM, since for the EGM under this framework, physical attendance of the Members in any case has been dispensed with.

Hence, instructions related to proxy and proxy form are not provided in this Notice. However, pursuant to Section 112 and 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 EGM held through VC/OAVM. Corporate Members intending to authorise their representatives to participate and vote at the EGM are requested to send a duly certified copy of the Board resolution 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 authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the EGM.

4. In case of Joint holders attending the EGM, only such joint holder whose name appears first in order of names, in the Register of Members will be entitled to vote.
5. The Bank’s Registrar and Share Transfer Agent is M/s. MUFG Intime India Private Limited, C-101, 247 Park, 1st floor, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, email id Investor.helpdesk@in.mpms.mufg.com Telephone:- +91 22 49186000.
6. Pursuant to MCA Circulars as mentioned in Note No. 2, the Notice of the EGM 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 for obtaining soft copy of EGM notice by approaching the Registrar and Share Transfer Agent of the Bank (RTA) viz. M/s. MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Email ID - Investor.helpdesk@in.mpms.mufg.com mentioning name & address of the Members alongwith 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 Participants.

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 EGM Notice. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Bank will provide the facility of attending the EGM through the two-way VC or OAVM along with the remote e-voting facility and e-voting facility at the EGM.

7. In line with the provisions of the MCA Circulars and SEBI Listing Regulations, the Notice of the EGM will also be available on the Bank's website https://www.rbl.bank.in/investor_relations for download. 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 <https://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 at the EGM) i.e. www.evotingindia.com.
8. Relevant documents referred to in the accompanying Notice and Explanatory Statement are available for inspection in physical and electronic form at the Registered Office and Corporate Office by the Members of the Bank during official hours on all working days from the date of circulation of this notice up to the date of the EGM. Member seeking inspection of such documents can send an email to investorgrievances@rbl.bank.in
9. Pursuant to Section 101 of the Act, read with Rule 18 of the Companies (Management and Administration Rules) 2014, the electronic copies of the EGM Notice is being sent only by e-mail to the Members whose names appear in the Register of Members / List of Beneficial Owners, received from the Depositories [i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")] as on Friday, April 3, 2026 and whose e-mail addresses are registered with the Bank's Registrar and Transfer Agent (RTA) viz. M/s. MUFG Intime India Private Limited /Depositories. In case any Member is desirous of obtaining EGM notice in printed form, he/she/it may write to the Bank at investorgrievances@rbl.bank.in
10. The Members can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice at Note No. 14. The facility of participation at the EGM through VC / OAVM will be made available to atleast 1000 Members on first come first serve basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
11. The attendance of the Members attending the EGM 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 provided here.
12. Since the EGM shall be held through VC or OAVM, the requirement of providing the Route Map and Landmark for the venue of the EGM in the Notice does not apply to this EGM.

13. Voting through electronic means:

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (SEBI Circular) read with SEBI Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated January 30, 2026, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, the listed entities are required to provide Remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The Bank is pleased to provide the remote e-voting facility to its eligible Members to exercise their right to vote by electronic means on the businesses specified in the EGM Notice. For this purpose, the Bank has entered into an agreement with CDSL for facilitating voting through electronic means. A person who is not a Member as on cut-off date i.e. Monday, April 27, 2026, 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 shares in 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 and relevant Reserve Bank of India (RBI) guidelines.

The Remote e-voting commences on Wednesday, April 29, 2026 10:00 a.m. (IST) and ends on Sunday, May 3, 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.

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

The Bank 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 Voting process in a fair and transparent manner.

The Results on the resolutions as included in this Notice, shall be declared within 2 working days of conclusion of EGM of the Bank and the resolutions will be deemed to be

passed on the EGM 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 <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.

14. THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND E-VOTING AT EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Remote E-voting period begins on **Wednesday, April 29, 2026 10:00 a.m. (IST) and ends on Sunday, May 3, 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 Monday, April 27, 2026 (including those Members who are Members on the cut-off date and who may not receive this EGM Notice due to non-registration of their email address with RTA or the DPs, as applicable) cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the EGM date would not be entitled to vote at the EGM.
- (iii) Pursuant to the **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 shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Members holding securities 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

	<p>clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the name of the Bank or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the name of the Bank or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>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 & voting during the meeting.</p>
Individual Members (holding securities in demat mode) login through their DPs	<p>You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on name of the Bank or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800 21 09911.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 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 “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 the Bank/RTA or contact Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login. If both the details are not recorded with the depository or the Bank, please enter the Member id / folio number in the Dividend Bank details field as.

- (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 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, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Bank at the email address viz. investorgrievances@rbl.bank.in (designated email address by Bank), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xviii) **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING AT EGM ARE AS UNDER:**

- a) The procedure for attending EGM & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- b) The link for VC/OAVM to attend EGM 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 EGM. However, they will not be eligible to vote at the EGM.
- d) Members are encouraged to join the EGM 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 EGM may register themselves as a speaker by sending their request in advance atleast **7 days prior to EGM** mentioning their name, demat account number/folio number, email id, mobile number at investorgrievances@rbl.bank.in. The Members who do not wish to speak during the EGM 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 shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- i) Only those members, who are present in the EGM 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 at the EGM.
- (xix) **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 shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) along with Form ISR-1 (as available on the website of the Bank), by email to investorgrievances@rbl.bank.in or Investor.helpdesk@in.mpms.mufg.com.
- b. For Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-Voting through Depository.

All grievances or queries connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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.

- (xx) **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.

15. Dematerialization of Shares

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

[governance/investors-awareness](https://web.in.mpms.mufg.com/client-downloads.html) and on the website of the Bank's RTA at <https://web.in.mpms.mufg.com/client-downloads.html>.

Special window to facilitate re-lodgment of transfer deeds for physical shares

Pursuant to the provisions of SEBI Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, shareholders are informed that a Special Window has been opened for a period of one year, from February 05, 2026 to February 04, 2027, to facilitate transfer and dematerialisation of physical securities which were sold/purchased prior to April 01, 2019 (above-mentioned Circular is available on the website of the Bank at: <https://www.rbl.bank.in/investor-relations/corporate-governance/investors-awareness>).

Members are encouraged to take advantage of this opportunity by furnishing the necessary documents with respect to re-lodgment of transfer deeds for physical shares, to the Bank's Registrar and Transfer Agent of the Bank as per the communication details mentioned at Note No. 5 of this EGM Notice.

Updating of KYC and Nomination details

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

SEBI vide its Circular dated June 10, 2024, has provided that if either of the particulars viz the PAN, contact details including mobile number, bank account details and specimen signature are not provided by the Member, then the dividend shall be kept in the unpaid dividend account and be paid electronically only upon furnishing all the aforesaid details. However, if only "choice of nomination" is pending from a Member holding shares in physical form, dividend need not be withheld. Further, relevant FAQs published by SEBI can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

Further, Investor Education and Protection Fund ("IEPF") Authority has launched (Second) 100 days campaign – "Saksham Niveshak" – focusing on shareholders whose dividends remain unclaimed, with an emphasis on KYC updation and related compliance measures

For necessary guidance on the process for updation or in case you need any information / clarification, please write to our RTA as per the communication details mentioned at Note No. 5 of this EGM Notice.

Members holding shares in dematerialized form are requested to approach their respective Depository Participants for updating the above-mentioned details.

16. 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 circular can be accessed at <https://www.rbi.bank.in/investor-relations/corporate-governance/investors-awareness>.

17. Information as required under Secretarial Standard on General Meetings (SS-2) with respect to resolution under item no. 3 of this Notice is given below:

Name of the Director	Mr. Chandan Sinha (Non-Executive Independent Director – Part-time Chairman)
DIN	06921244
Age	68 years
Date of appointment on the Board (Initial date)	Date of appointment as Non-Executive Independent Director - May 21, 2021 Date of appointment as Part-time Chairman – August 3, 2024
Education Qualifications	M.Sc. (Physics), M.B.A (Finance)
Brief resume including expertise in specific functional areas	<p>Mr. Chandan Sinha served as an Executive Director of the Reserve Bank of India and has been a career central banker for over 35 years and is associated with banking & financial services for over 40 years. Post-retirement, he served as the Interim Director at the Centre for Advanced Financial Research and Learning (CAFRAL). He has held other key positions outside RBI like Chief Investment Officer of Postal Life Insurance (GoI); Director, Indian Institute of Bank Management and Chief Dealer, Securities Trading Corporation of India. He was the RBI nominee director on the board of State Bank of India. He has earlier, also served as nominee Director of RBI on the Boards of Allahabad Bank, Union Bank of India, ECGC and Reserve Bank Information Technology Ltd. (ReBIT).</p> <p>Mr. Chandan Sinha holds a Master’s degree in Physics from St. Stephens College, Delhi University and his professional qualifications include MBA (in Finance) from Patna University and CAIIB.</p>
Terms and conditions of appointment/ re-appointment	Pursuant to approval of shareholders, he will hold office as a Non-Executive Independent Director of the Bank upto May 20, 2029. RBI has granted approval for his re-appointment as Non-Executive Part-time Chairman of the Bank with effect from May 21, 2026 till May 20, 2029 (both days inclusive).
Details of remuneration sought to be paid	As detailed in the explanatory statement annexed to this Notice.
Details of remuneration last paid	<p>Mr. Chandan Sinha was paid a fixed remuneration of Rs. 27,00,000 for the period from April 1, 2025 to March 31, 2026 in his capacity as Part-time Chairman of the Bank as per the remuneration approved by RBI.</p> <p>Mr. Chandan Sinha was also paid Sitting fees for Board and Committee meetings as attended by him during FY 2025-26.</p>
Directorships held in other companies	Sarva Seva Samity Sanstha – Director

Memberships / Chairmanships of committees of other companies	Nil
Details of listed entities from which the person has resigned in the past three years	NIL
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Chandan Sinha is not related to any of the Directors of the Bank
Number of meetings of the Board attended during the financial year 2025-26	19 Board Meetings were held during FY2025-26, Mr. Chandan Sinha has attended all the Board Meetings.
Shareholding in the Bank as on April 3, 2026	500 equity shares

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

In terms of the provisions of Section 102 of the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, the following statement sets out all the material facts and reasons for the proposed resolutions at item nos. 1 to 3 of this Notice of Extra Ordinary General Meeting (“**EGM**”):

Item No. 1 and 2

Amendment to the Articles of Association of the Bank and grant of Special Right regarding Director Nomination to Identified Shareholder of the Bank

&

Amendment to the Articles of Association of the Bank

Background:

The board of directors of the Bank (“**Board**”) at its meeting held on October 18, 2025, had *inter-alia* approved the 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 Emirates NBD Bank (P.J.S.C.) (“**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 (“**Previous EGM**”), considered and approved the Proposed Transaction with 98.84% votes in favour. The details of the Proposed Transaction are set out in the notice to the Previous EGM available at https://webassets.rbl.bank.in/ir_admin/corporate_governance/EGM.

The Board at its meeting held on October 18, 2025, had also approved the execution of the investment agreement dated October 18, 2025 (“**Investment Agreement**”) between the Investor and the Bank. The Investment Agreement, among other things, set out the director nomination rights of the Investor (“**Original Board Rights**”) to be incorporated in the articles of association of the Bank (“**Articles**”) which would become effective upon consummation of the Proposed Transaction. The Original Board Rights of the Investor also qualified as special rights under Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Members of the Bank had, at the Previous EGM, considered and approved the Investor’s Original Board Rights and the consequential amendment to the Articles with 88.21% votes in favour. The details of the Original Board Rights are set out in the notice to the Previous EGM available at https://webassets.rbl.bank.in/ir_admin/corporate_governance/EGM.

The Bank had informed the stock exchanges by way of its intimation dated April 2, 2026 (<https://webassets.rbl.bank.in/iradmin/regulatory/SEIntimationRBIApprovalENBDSigned.pdf>), 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.

The RBI Approval also provided that the voting rights of the Investor shall be capped at 26% of the total voting rights of the Bank, in accordance with section 12(2) of the Banking Regulation Act, 1949. 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 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 and obtain approval of the RBI.

Chapter IV of the aforementioned RBI Directions states that all provisions that are applicable to a private sector bank under Chapter III of the RBI Directions shall apply to a foreign bank operating in India through a wholly owned subsidiary with certain amendments and mandates, *inter alia*, the following in respect of board composition:

- (i) not less than two-third of the directors shall be non-executive directors;
- (ii) not less than one-third of the directors shall be independent of the management of the subsidiary in India, its parent and any subsidiary or other associate of the foreign bank parent; and
- (iii) not less than 50% directors shall be Indian nationals / NRIs / PIOs subject to the condition that one-third of the directors are Indian nationals resident in India.

Further, the RBI has, in the course of its evaluation of the application filed by the Bank under Section 35B of the Banking Regulation Act, 1949, advised the Bank to make certain other revisions to the Articles and resubmit the same for the approval of the RBI.

Pursuant to the Bank's previous application to the RBI to amend the Articles and in terms of the RBI Approval, the right of the Investor to nominate the Investor Directors has been proposed to be aligned with the board composition requirements of Chapter IV of the RBI Directions (which *inter alia* requires not less than one-third of the directors shall be independent of the management of the subsidiary in India, its parent and any subsidiary or other associate of the foreign bank parent). Accordingly, the Investor's nomination rights will extend to the appointment of all non-independent directors, subject to and in compliance with the applicable board composition requirements under the RBI Directions and the Listing Regulations. As the chair of the Board of the Bank is an independent director in accordance with the applicable governance norms prescribed by the RBI, at least one-third of the directors of the Board are required to comprise of independent directors in terms of the Listing Regulations.

Further, as the RBI Approval is granted for the Bank to operate as a subsidiary of the Investor, the Investor's right will be to nominate all non-independent directors which will be a majority of the Board such that the Bank qualifies as a subsidiary of the Investor.

Accordingly, the Bank and the Investor have entered into an amendment agreement dated April 11, 2026 ("**Amendment Agreement**") to the Investment Agreement to amend and record the revised director nomination rights of the Investor ("**Revised Board Rights**") which requires a consequential amendment to the Articles. The Revised Board Rights of the Investor also qualify as special rights under Regulation 31B of the Listing Regulations.

Details of the Investor's right to nominate directors ("**Investor Directors**") on the Board (including other ancillary/consequential rights associated with the Investor's representation on the Board), in accordance with the terms of the Investment Agreement read with the Amendment Agreement, are set out below:

- (a) The appointment of the individual Investor Directors will be subject to applicable laws, including without limitation, (a) such person satisfying the ‘fit and proper’ criteria and other requirements/ conditions as may be specified by the RBI and Bank’s Nomination and Remuneration Committee (“**NRC**”); (b) approval of the NRC; and (c) approval of the Board and the shareholders of the Bank.
- (b) The Investor Directors (other than executive directors) shall be liable to ‘retire by rotation’ in accordance with provisions of the Companies Act, 2013. Further, the appointment of all Investor Directors shall be subject to the approval by the shareholders of the Bank in a general meeting at least once in every five years from the date of their appointment, to the extent required under Regulation 17(1D) of the Listing Regulations.
- (c) The right of the Investor to nominate Investor Directors will be subject to the shareholding thresholds set out below:

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 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

The Revised Board Rights of the Investor are proposed to be incorporated as Article 104A to the Articles of the Bank (as set out at Item No. 1) and shall be effective on and from the consummation of the transactions contemplated under the Investment Agreement. A comparative review of the Revised Board Rights *vis-à-vis* the Original Board Rights is set out in **Annexure 1**.

In terms of Section 35B of the Banking Regulation Act, 1949, a right provided to a shareholder to appoint directors on the board of directors of a banking company and the consequential alteration to the articles of association of a banking company to incorporate provisions relating to appointment of directors is subject to the approval by the RBI, and any resolution passed by the shareholders in this regard shall not be effective unless such approval is received. Accordingly, the grant of the right to the Investor to appoint the Investor Directors and the consequential alteration to the Articles is subject to the approval of the RBI. Separately, any

appointment/ re-appointment/ termination of a chairman/ managing or whole-time director/ manager/ chief executive officer will require approval of the RBI in terms of Section 35B of the Banking Regulation Act, 1949.

The approval of the Members of the Bank of the Revised Board Rights granted to the Investor under the Amendment Agreement and the consequential alteration of the Articles is a condition precedent to the Proposed Transaction and, as the RBI Approval is granted for the Bank to operate as a subsidiary of the Investor, the Investor's right will be to nominate all non-independent directors which will be a majority of the Board such that the Bank qualifies as a subsidiary of the Investor.

In view of the above, including the benefits to the Bank arising out of the Proposed Transaction, the resolution for approval of the Revised Board Rights granted to the Investor and the consequential alteration of the Articles is proposed for the consideration of the Members of the Bank and seeking their approval thereto. Accordingly, the resolution set out at Item No. 3 passed at the Previous EGM in respect of the Original Board Rights and the consequential amendment to the Articles (to the extent modified) is proposed to be superseded by the resolution set out in Item No. 1 of this Notice.

Additional amendments to the Articles:

The Members of the Bank had, at the Previous EGM, considered and approved certain amendments to Article 85, and Article 116 of the Articles of the Bank (as set out below). Following the Previous EGM, and in the course of reviewing the Articles, the RBI advised the Bank to make certain modifications, including restoring the casting vote provisions under Article 85 and Article 116, and to resubmit the Articles for the approval of the RBI.

Further, certain other changes are also required to Article 116 to give effect to the RBI Approval which states that the requirement to have at least half of the directors attending meetings of the board of directors as independent directors shall not be applicable.

In terms of the governance norms prescribed by the RBI applicable to the Bank, the chairperson of the board of directors is required to be an independent director and in the absence of the chair of the board, the meetings of the board of directors are required to be chaired by an independent director. Further, in terms of the Listing Regulations, the quorum for every meeting of the board of directors of the top 2000 listed entities requires at least one independent director. With respect to the committees of the board of directors, as per the governance norms of the RBI applicable to the Bank: (a) atleast two-thirds of the members attending the meetings of the Audit Committee of the Board (ACB) are required to be independent directors; and (b) atleast half of the members attending the meetings of the Nomination and Remuneration Committee (NRC) and the Risk Management Committee of the Board (RMCB) are required to be independent directors.

Accordingly, the Board of the Bank, at its meeting held on April 11, 2026, accorded its consent, subject to shareholders' approval and any other approvals required under applicable law(s), to make the following amendments to the Articles (to be effective from the date of receipt of approval of the Members of the Bank or the approval of the RBI (as applicable), whichever is later):

Article prior to the Previous EGM	Article as amended at the Previous EGM	Proposed Article
Article 85 (Casting Vote)	Deleted	Article 85 (Casting Vote)

Article prior to the Previous EGM	Article as amended at the Previous EGM	Proposed Article
<p>In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, 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.</p>		<p>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.</p>
<p><u>Article 116 (Meeting of Directors)</u></p> <p>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 is 1/3rd of their total strength of its Board of Directors, or two (2) whichever is higher. The quorum shall questions at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote. A director interested is to be counted in a quorum notwithstanding his interest. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>	<p><u>Article 116 (Meeting of Directors)</u></p> <p>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 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.</p>	<p><u>Article 116 (Meeting of Directors)</u></p> <p>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 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.</p>

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of the Articles requires approval of the Members of the Bank by way of a Special Resolution at a general meeting.

The special resolution set out at Item No. 1 and Item No. 2 of this Notice accordingly seeks the approval of the Members for: (a) the Revised Board Rights of the Investor; (b) the amendments to the Articles; and (c) authorising the Board to make such further modifications to the Articles as may be required or advised by the RBI or any other regulatory/statutory authority, without the need to seek fresh approval of the Members.

The existing and amended Articles of the Bank, the Investment Agreement and the Amendment Agreement are available to the Members for inspection in physical and electronic form at the Registered Office and Corporate Office of the Bank during official hours on all working days from the date of circulation of this notice up to the date of the EGM. Member seeking inspection of such documents can send an email to investorgrievances@rbl.bank.in.

None of the directors or the Key Managerial Personnel of the Bank and their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 1 and Item No. 2 of this Notice, except to the extent of their respective shareholding interest, if any in the Bank.

The Board hereby recommends the resolutions, as set out at Item No. 1 and Item No. 2 of this Notice, for approval by the Members of the Bank by way of a **“Special Resolution”**.

Item No. 3

To approve Fixed Remuneration payable to Mr. Chandan Sinha (DIN: 06921244) as Non-Executive Part-time Chairman of the Bank

Mr. Chandan Sinha serves as the Non-Executive Part-time Chairman of the Bank since August 3, 2024. Pursuant to the approvals granted by shareholders and Reserve Bank of India (RBI), Mr. Chandan Sinha is currently entitled to a remuneration of Rs 27 lakh per annum from August 3, 2024 till May 20, 2026 i.e. till the end of his current term as the Non-Executive Part-time Chairman of the Bank.

The Board of Directors (the “Board”) of the Bank, at its meeting held on December 8, 2025, based on the recommendations of the Nomination and Remuneration Committee (the “Committee/NRC”) of the Board, considered and approved the re-appointment of Mr. Chandan Sinha as Independent Director of the Bank, for the second consecutive term of three (3) years w.e.f. May 21, 2026 up to May 20, 2029 i.e. till completion of his 8 continuous years as Director on the Board of the Bank. The above-mentioned re-appointment has also been approved by the Members of the Bank vide Postal Ballot on February 12, 2026.

At the above-mentioned Board Meeting, the Board also recommended to Reserve Bank of India (RBI) the re-appointment (including terms of remuneration) of Mr. Chandan Sinha as the Non-Executive Part-time Chairman of the Bank for a period of 3 years effective May 21, 2026 or such other period as may be approved by the RBI. In response to the application made by the Bank, RBI conveyed its approval for the re-appointment of Mr. Chandan Sinha as the Non-Executive Part-time Chairman of the Bank with effect from May 21, 2026 till May 20, 2029 (both days inclusive) at a fixed remuneration of Rs 30 lakh per annum, in addition to the sitting fee and reimbursement of other expenses, for attending board/committee meetings of the Bank.

Mr. Chandan Sinha has relevant skills and experience in the areas of Banking, Finance, Payment and settlement systems, Financial markets, Information Technology, Risk management, Bank Board experience and Regulatory supervision.

The Bank has immensely benefited from his contribution to the Board. His background as career central banker and his association spanning for more than 40 years in the field of

Banking and financial services have been very useful in his role as Chairman of the Bank and he has held the respect of all Board members.

Pursuant to the approval granted by the Reserve Bank of India, approval of the Members is sought for payment of fixed remuneration of Rs. 30 lakh per annum to Mr. Chandan Sinha in his capacity as Non-Executive Part-time Chairman of the Bank for the period from May 21, 2026 till May 20, 2029 in addition to sitting fees and reimbursement of other expenses, for attending Board/Committee meetings of the Bank.

Mr. Chandan Sinha holds 500 equity shares of the Bank as on April 3, 2026. Mr. Chandan Sinha is not related to any other Director or Key Managerial Personnel of the Bank.

The brief resume including educational qualifications of Mr. Chandan Sinha along with other information as required under Secretarial Standard on General Meetings (SS-2) is included in the notes to this Notice.

Your Directors, therefore, recommend the Ordinary Resolution for payment of fixed remuneration to Mr. Chandan Sinha as Non-Executive Part-time Chairman of the Bank as set forth at Item No. 3 of this Notice for the approval of the Members of the Bank.

Except for Mr. Chandan Sinha and his relatives, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the Ordinary Resolution as set out at Item No. 3 of this Notice.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai

Date : April 11, 2026

RBL Bank Limited

CIN: L65191PN1943PLC007308

Registered Office:

1st Lane, Shahupuri, Kolhapur - 416001 Tel no. + 91 2316650214

Email - investorgrievances@rbl.bank.in

Annexure 1

Investor Board Rights

Original Board Rights		Revised Board Rights	
<p><u>Article 104A*:</u></p> <p>(a) On and from the completion of the transactions contemplated under the investment agreement dated October 18, 2025 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).</p> <p>(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:</p>		<p><u>Article 104A*:</u></p> <p>(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).</p> <p>(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:</p>	
Shareholding Threshold (% of share capital of the Bank on a fully diluted basis)	Maximum number of Investor Directors	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, all non-independent directors (including with executive directors) constituting 50% of the Board composition; 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	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 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	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 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 20% but more than or equal to 10%	1 non-executive director

Original Board Rights		Revised Board Rights	
Less than 10%	0	Less than 20% but more than or equal to 10%	1 non-executive director
<p>(c) Subject to applicable law, removal or replacement of an Investor Director from the Board shall require prior written consent from the Investor. In the event an Investor Director resigns or is removed or replaced in accordance with this Article 104A(c), 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.</p> <p>* 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.</p>		Less than 10%	0
		<p>(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.</p> <p>* 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).</p>	