

December 13, 2023

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

Dear Sir/Madam,

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

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We wish to inform you that, the Bank has been allotted 40,00,000 Equity Shares of Rs. 100/- each by Open Network for Digital Commerce (ONDC) representing 8.51% of the paid up equity share capital of ONDC for a total consideration of Rs. 40,00,00,000/- (Rs. Forty Crore Only) at par on December 13, 2023.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, are given in Annexure A to this letter.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **RBL Bank Limited**

**Niti Arya**  
Company Secretary

## Annexure A

Pursuant to Regulation 30 of SEBI Listing Regulations, we wish to provide the following disclosures with respect to the above:

Sr. No.	Details of Events	Information of such events(s)
a)	name of the target entity, details in brief such as size, turnover etc.;	<b>Open Network for Digital Commerce (ONDC), incorporated as a Section 8 Company.</b>  Date of Incorporation: December 30, 2021
b)	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The allotment of 40,00,000 Equity Shares by ONDC does not fall within the purview of Related Party Transaction for the Bank.  The Bank doesn't have any promoter(s).  The Bank and its subsidiary in the ordinary course of business may have business dealings with ONDC at arm's length basis.
c)	industry to which the entity being acquired belongs;	ONDC is engaged in creating an open public digital infrastructure to develop and transform the Indian digital commerce ecosystem for both goods and services and to expand alternatives for both buyers and sellers to engage in the digital commerce space.
d)	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Bank wishes to participate in ONDC's objective of creating an open public digital infrastructure to develop and transform the Indian digital commerce ecosystem.
e)	brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
f)	indicative time period for completion of the acquisition;	Completed on December 13, 2023
g)	consideration - whether cash consideration or share swap or any other form and details of the same;	Total cash consideration of Rs. 40,00,00,000/- (Rs. Forty Crore Only) at par.
h)	cost of acquisition and/or the price at which the shares are acquired;	Cash consideration of Rs. 40,00,00,000 (Rs. Forty Crore Only) for 40,00,000 Equity Shares of Rs. 100/- of ONDC at par.

i)	percentage of shareholding / control acquired and / or number of shares acquired;	The Bank holds 8.51% of the paid up equity share capital of ONDC upon allotment of 40,00,000 Equity shares of face value of Rs. 100 each.
j)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>ONDC is a Section 8 Company, an initiative of DPIIT, Ministry of Commerce which was established as a transformative idea to democratise digital commerce at a population scale. Since its inception, ONDC has made rapid and significant progress in building a robust network and fostering an ecosystem that has gained momentum and recognition in the industry.</p> <p>Date of Incorporation: December 30, 2021</p> <p>History of last 3 years turnover: Not Applicable</p> <p>Country of presence: India</p>