

June 18, 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

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

**Sub: Outcome of Board Meeting**

Dear Sir / Madam,

We wish to inform you that the Board of Directors of the Bank (“**Board**”) at its meeting held today i.e., June 18, 2026, has considered, noted and approved the following matters:

**1. Allotment of equity shares by way of a preferential issue on a private placement basis to Emirates NBD Bank (P.J.S.C)**

In continuation with our earlier stock exchange disclosures, including the disclosures dated October 18, 2025 and April 11, 2026, we wish to inform that the Board has approved the allotment of 92,91,34,820 (Ninety Two Crore Ninety One Lakh Thirty Four Thousand Eight Hundred and Twenty) fully paid up equity shares of the Bank each having a face value of INR 10 (Indian Rupees Ten) at a price of INR 280 (Indian Rupees Two Hundred Eighty) per equity share, aggregating to INR 260,15,77,49,600 (Indian Rupees Twenty Six Thousand and Fifteen Crore Seventy Seven Lakh Forty Nine Thousand and Six Hundred), to Emirates NBD Bank (P.J.S.C) (“**ENBD**”), by way of a preferential issue on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended) and other applicable laws.

Pursuant to the aforesaid allotment, the paid-up equity share capital of the Bank stands increased from INR 619,42,32,130 (Indian Rupees Six Hundred Nineteen Crore Forty Two Lakh Thirty Two Thousand One Hundred and Thirty) divided into 61,94,23,213 (Sixty One Crore Ninety Four Lakh Twenty Three Thousand Two Hundred and Thirteen) equity shares of INR 10 (Indian Rupees Ten) each, to INR 1548,55,80,330 (Indian Rupees One Thousand Five Hundred and Forty Eight Crore Fifty Five Lakh Eighty Thousand Three Hundred Thirty) divided into 154,85,58,033 (One Hundred Fifty Four Crore Eighty Five Lakh Fifty Eight Thousand and Thirty Three) equity shares of INR 10 (Indian Rupees Ten) each.

The details regarding the aforesaid allotment as required under Schedule III of the SEBI Listing Regulations read with the Master Circular bearing reference number SEBI/ HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 issued by the Securities and Exchange Board of India dated January 30, 2026 (“**SEBI Circular**”) are set out in **Annexure I**.

**2. Reconstitution of the Board**

(a) Basis the recommendation of the Nomination and Remuneration Committee of the Bank, the Board approved the appointment of Mr. Shayne Keith Nelson (DIN: 02191937), Mr. Patrick John Sullivan (DIN: 11710803), Mr. Neeraj Makin (DIN: 11699792), Mr. Manoj Chawla (DIN: 11716190) and Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479) as (Additional) Non-Executive Non-Independent Directors (Nominees of ENBD) of the Bank (liable to retire by rotation), with effect from June 18, 2026, subject to approval of the shareholders of the Bank pursuant to Regulation 17 of SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013.

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**RBL Bank Limited**

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

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

CIN: L65191PN1943PLC007308 . E-mail: [customercare@rbl.bank.in](mailto:customercare@rbl.bank.in)

The details required to be disclosed under Schedule III of the SEBI Listing Regulations read with the SEBI Circular are set out in **Annexure II**.

- (b) The Board noted the resignation of Mr. Gopal Jain (DIN: 00032308) and Ms. Veena Mankar (DIN: 00004168) as Non-Executive Non-Independent Directors of the Bank, with effect from conclusion of this Board meeting. The details required to be disclosed under Schedule III of the SEBI Listing Regulations read with the SEBI Circular are set out in **Annexure III**. Further, copies of the resignation letters received from Mr. Gopal Jain (DIN: 00032308) and Ms. Veena Mankar (DIN: 00004168) are enclosed as **Annexure IIIA** and **Annexure IIIB**, respectively.

The meeting of the Board of the Bank commenced at 9:35 am and concluded at 10:45 am

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)

Kindly take the above said information on record.

Thanking you.

**For RBL Bank Limited**

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

**Annexure I**

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

Sr. No.	Particulars	Description														
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Fully paid-up equity shares of the Bank each having a face value of INR 10, at an issue price of INR 280 per equity share (including a premium of INR 270 per equity share).														
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified Institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended) and other applicable laws.														
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Allotment of 92,91,34,820 (Ninety Two Crore Ninety One Lakh Thirty Four Thousand Eight Hundred and Twenty) equity shares at a price of INR 280 per equity share aggregating to INR 260,15,77,49,600 (Indian Rupees Twenty Six Thousand and Fifteen Crore Seventy Seven Lakh Forty Nine Thousand and Six Hundred).														
4.	<b>Additional information in case of a Preferential Issue:</b>															
	Name of the investor	Emirates NBD Bank (P.J.S.C)														
	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<p>Details of shareholding of the Investor, prior to and after the allotment of shares, is as under:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of Allottee</th> <th colspan="2">Pre-preferential allotment</th> <th colspan="2">Post-preferential allotment</th> </tr> <tr> <th>Number</th> <th>%</th> <th>Number</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Emirates NBD Bank (P.J.S.C)</td> <td>Nil</td> <td>Nil</td> <td>92,91,34,820</td> <td>60*</td> </tr> </tbody> </table> <p><i>*Emirates NBD Bank (P.J.S.C) has been classified as a promoter of the Bank.</i></p> <p><b>Issue Price:</b> Equity shares at the price of INR 280 per equity share (including a premium of INR 270 per equity share).</p> <p><b>Number of Investors:</b> 1 (one)</p>	Name of Allottee	Pre-preferential allotment		Post-preferential allotment		Number	%	Number	%	Emirates NBD Bank (P.J.S.C)	Nil	Nil	92,91,34,820	60*
Name of Allottee	Pre-preferential allotment			Post-preferential allotment												
	Number	%	Number	%												
Emirates NBD Bank (P.J.S.C)	Nil	Nil	92,91,34,820	60*												
	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable														
	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not applicable														

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

### Annexure II

The details as required under Regulation 30 and Schedule III of the SEBI Listing Regulations read with the SEBI Circular are as under:

Particulars	Shayne Keith Nelson	Patrick John Sullivan	Neeraj Makin	Manoj Chawla	Marwan Mahmood Mohammad Hadi
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointed as an (Additional) Non-Executive Non-Independent Director (Nominee of ENBD)	Appointed as an (Additional) Non-Executive Non-Independent Director (Nominee of ENBD)	Appointed as an (Additional) Non-Executive Non-Independent Director (Nominee of ENBD)	Appointed as an (Additional) Non-Executive Non-Independent Director (Nominee of ENBD)	Appointed as an (Additional) Non-Executive Non-Independent Director (Nominee of ENBD)
Date of appointment / re-appointment / cessation (as applicable) & term of appointment / re-appointment	June 18, 2026  Liable to retire by rotation.	June 18, 2026  Liable to retire by rotation.	June 18, 2026  Liable to retire by rotation.	June 18, 2026  Liable to retire by rotation.	June 18, 2026  Liable to retire by rotation.
Brief Profile (in case of appointment)	Appendix 1 to Annexure II	Appendix 2 to Annexure II	Appendix 3 to Annexure II	Appendix 4 to Annexure II	Appendix 5 to Annexure II
Disclosure of relationships between Directors (in case of appointment of a director)	None	None	None	None	None
Information as required pursuant to BSE Circular ref. no. LIST/COMP/14/2018-19 and NSE ref. no. NSE/ML/2018/24 dated June 20, 2018	Mr. Shayne Keith Nelson (DIN: 02191937) is not debarred from holding the office of director of the Bank, by virtue of any SEBI order or any such authority.	Mr. Patrick John Sullivan (DIN: 11710803) is not debarred from holding the office of director of the Bank, by virtue of any SEBI order or any such authority.	Mr. Neeraj Makin (DIN: 11699792) is not debarred from holding the office of Director of the Bank, by virtue of any SEBI order or any such authority.	Mr. Manoj Chawla (DIN: 11716190) is not debarred from holding the office of director of the Bank, by virtue of any SEBI order or any such authority.	Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479) is not debarred from holding the office of director of the Bank, by virtue of any SEBI order or any such authority.

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### **BRIEF PROFILE OF MR. SHYANE NELSON**

Mr. Shayne Keith Nelson is the Group Chief Executive Officer of Emirates NBD Bank (P.J.S.C.) (**'Emirates NBD'**). He has been with Emirates NBD since 2013.

Mr. Nelson is a veteran banker with an extensive career across many sectors of the industry. During Shayne's 12-year tenure as Group CEO of Emirates NBD, the bank's market capitalisation has increased from AED 16 billion to around AED 187 billion. Emirates NBD's assets have grown from AED 308 billion to AED 1.2 trillion over this period with a significant acquisition of DenizBank in Türkiye for USD 2.7 billion successfully executed. Additionally, organic growth has continued with the bank having the largest market share in both Corporate and Retail banking in the United Arab Emirates whilst leading the industry in the region with technology innovation. Emirates NBD has also continued its organic expansion and growth in Egypt, India and Kingdom of Saudi Arabia with the latter franchise receiving the most additional branch licenses of any foreign bank.

He is a member of the Board of Directors for several entities including Emirates Islamic Bank (P.J.S.C.), Emirates NBD Capital Limited, Emirates NBD Capital PSC, Emirates NBD Global Services (formerly known as Tanfeeth), DenizBank A.Ş. (Türkiye), Emirates NBD S.A.E. Egypt, Marsh Emirates Insurance Brokers LLC, Nebras Open Finance LLC and a member of the Advisory Board to the University of Wollongong in Dubai. He is also a member of Mastercard's Eastern Europe, Middle East and Africa Advisory Board, representing Emirates NBD.

Prior to joining Emirates NBD, he served in Singapore as the Chief Executive Officer of Standard Chartered Private Bank for 3 years. He was also the Chairman of Standard Chartered Saadiq Islamic Advisory Board and a Board member of Standard Chartered Bank (China) Ltd.

His other previous high-profile positions in the banking arena include Regional CEO of Standard Chartered Bank Middle East and North Africa for 5 years based in Dubai, Chairman of Standard Chartered (Pakistan) Limited, and Chairman of the Banking Advisory Council to the Board of the Dubai International Financial Centre. He also held the position of Chief Executive Officer and Managing Director of Standard Chartered Bank, Malaysia Berhad based in Kuala Lumpur.

His solid experience, across various functions and geographies, is a testament to his diverse background within banking. Earlier in his career, his positions included Standard Chartered Chief Risk Officer for Wholesale Banking based in Singapore, Regional Head of Corporate and Institutional Banking Audit for the Asia Pacific Region and India, as well as Regional Head of Credit in Hong Kong, China and North East Asia, with the latter two positions based in Hong Kong. He was also the Head of Corporate and Institutional Banking or Westpac Banking Corporation for Western Australia based in Perth.

He is a Graduate Member of the Australian Institute of Company Directors. He is also an Associate Fellow of the Australian Institute of Managers.

### **BRIEF PROFILE OF MR. PATRICK SULLIVAN**

Mr. Patrick Sullivan is the Group Chief Financial Officer of Emirates NBD Bank (P.J.S.C.) (**'Emirates NBD'**). He has been with Emirates NBD since 2020.

Mr. Sullivan has over 30 years of experience in banking and finance in the United Kingdom, Hong Kong, China, Russia, New Zealand, and the United Arab Emirates.

At Emirates NBD, he is responsible for overseeing the financial health of the Group, ensuring a strong financial control environment and delivering in depth financial information for making key management decisions. He leads a large team of finance and procurement professionals, covering financial reporting, business finance, financial planning, budgeting, forecasting, liquidity and capital management, accounts payable, and procurement. He is also responsible for communicating the Group's financial results and strategy to the investor market.

He joined Emirates NBD from Standard Chartered, where he held a number of senior finance roles, including Group Financial Controller, Chief Financial Officer - China, Head of Finance, Wholesale Banking, Hong Kong and Greater China and Japan, and Head of Group Reporting, Head of Accounting Technical and Head of Group IFRS Transition Programme. Prior to that, he worked with PricewaterhouseCoopers in Banking and Capital Markets in multiple countries.

Currently, he is on the board of Emirates NBD Properties LLC, Emirates NBD Global Services LLC and DenizBank A.S.

He is a Chartered Accountant from Chartered Accountants Australia and New Zealand and holds a Bachelor of Business Studies from Massey University, New Zealand.

### **BRIEF PROFILE OF MR. NEERAJ MAKIN**

Mr. Neeraj Makin is the Group Head of Strategy, Analytics and Venture Capital of Emirates NBD Bank (P.J.S.C.) (**Emirates NBD**). He has been with Emirates NBD since 2008.

Mr. Makin has more than 26 years of experience in strategy development and execution, mergers and acquisitions, investments, business development, international banking, venture capital, digital banking, analytics and transformation. He previously led International Business for the Group, with overall business management responsibility for Emirates NBD's international subsidiaries and branches. He played a pivotal role in leading Emirates NBD's international expansion, including the successful acquisition of BNP Paribas Egypt, DenizBank in Türkiye and the RBL Bank in India, as well as obtaining branch licences and expansion in India and Saudi Arabia.

He is a member of the Group Executive Committee and leads the Advanced Analytics Centre of Excellence for Emirates NBD, which drives Group-wide efforts to leverage data and analytics. He also heads the Corporate Venture Capital Fund for Emirates NBD to invest in fintechs and tech companies to drive innovation for Emirates NBD. Prior to Emirates NBD, he spent a combined 8 years with McKinsey & Co in strategy consulting, and with Ernst Young in UAE in Transaction Advisory and M&A Services.

Currently, he is on the Board of Emirates NBD S.A.E. Egypt, Teamsec Finansal Yazılım Altyapı ve Danışmanlık A.Ş. and between 2016 and 2019 he also served as an Advisory Board member for Network International.

He has an MBA in Finance from the International Management Institute in India and holds a bachelor's degree in physics and mathematics from Hemwati Nandan Bahuguna Garhwal University, India. He also completed his Venture Capital and Private Equity Program from Columbia Business School, New York.

### **BRIEF PROFILE OF MR. MANOJ CHAWLA**

Mr. Manoj Chawla is the Group Chief Risk Officer of Emirates NBD Bank (P.J.S.C.) (**'Emirates NBD'**). He has been with Emirates NBD since 2013.

Mr. Chawla is a result oriented senior banker with over 25 years of experience in proactive risk management (wholesale bank, global markets and clients, consumer and operational risk) bringing deep expertise in enterprise and regulatory risk, model development and validation, wholesale and retail credit, global markets, private banking, and operational risk management. He has played a pivotal role in designing and implementing a Group-wide risk management framework, providing strategic leadership, and embedding a robust risk culture aligned with Emirates NBD's risk appetite.

He is a member of the Group Executive Committee and chairs the Group Risk Committee and the Model Oversight Committee, ensuring risk governance and oversight at the highest levels of management. Additionally, he serves as a member of key management committees responsible for shaping the Group's strategy, digital transformation, and innovation. Prior Emirates NBD, he has worked and trained with some of the world's premier institutions (Standard Chartered Bank, Emirates Bank International, Price Waterhouse and Ernst & Young) and have an excellent track record in risk management, implementation of audit & control frameworks, sound business establishment and enabling business turnarounds, successful acquisitions and management of the same, building risk infrastructure and platforms to enable "good" growth.

He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He holds a Bachelor of Laws (LL.B.) degree from the University of Delhi, and a Bachelor of Science (Honours) in Physics from St. Stephen's College, University of Delhi. He is also a Certified Information Systems Auditor (CISA).

### **BRIEF PROFILE OF MR. MARWAN HADI**

Mr. Marwan Hadi is the Group Head – Retail Banking & Wealth Management of Emirates NBD Bank (P.J.S.C.) (**Emirates NBD**). He has been with Emirates NBD since 2019.

Mr. Hadi has over 20 years of extensive experience in banking which covers retail, wealth management, and commercial banking.

He oversees all aspects of Emirates NBD's Retail Banking, Business Banking, Private Banking, Consumer Finance, Asset Management, and Brokerage businesses. His remit includes driving product innovation and enhancing customer experience across key markets such as the United Arab Emirates, Egypt, Saudi Arabia, the United Kingdom, and Singapore.

Prior to Emirates NBD, he held a series of senior appointments during his 15-year tenure at HSBC, predominantly in retail, wealth management, and commercial banking. These roles included Head of Retail Banking and Wealth Management for the United Arab Emirates, Managing Director of HSBC Middle East Finance Company and Head of Business Management for Commercial Banking.

Currently, he is on the Board of Emirates NBD Asset Management Limited, Emirates NBD Securities LLC, Emirates NBD Global Services LLC, Emirates NBD Capital PSC. He is also a member of the UAE Banking Federation Board and on the Advisory Board of Emaar Malls Management.

He holds a Master's degree in International Business from the University of Wollongong, Dubai, United Arab Emirates. He also earned a Higher Diploma in Financial Services (Banking) from the Higher Colleges of Technology (HCT), Dubai.

### Annexure III

The details as required under Regulation 30 and Schedule III of the SEBI Listing Regulations read with the SEBI Circular are as under:

Particulars	Gopal Jain	Veena Mankar
Reason for change viz. <del>appointment, re-appointment, resignation, removal, death or otherwise</del>	Mr. Gopal Jain (DIN: 00032308) resigned as a Non-Executive Non-Independent Director.  Detailed reasons for resignation have been set out in the resignation letter annexed as <b>Annexure IIIA</b> .	Ms. Veena Mankar (DIN: 00004168) resigned as a Non-Executive Non-Independent Director.  Detailed reasons for resignation have been set out in the resignation letter annexed as <b>Annexure IIIB</b> .
Date of <del>appointment / re-appointment / cessation (as applicable) &amp; term of appointment / re-appointment</del>	With effect from conclusion of the board meeting held on June 18, 2026.	With effect from conclusion of the board meeting held on June 18, 2026.

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#### RBL Bank Limited

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CIN: L65191PN1943PLC007308 . E-mail: [customer-care@rbl.bank.in](mailto:customer-care@rbl.bank.in)

To,

The Board of Directors,  
RBL Bank Limited  
One World Center, Tower 2B,  
6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Subject: Resignation as Non-Executive Non-Independent Director

Dear Board Members,

I, Veena Mankar, hereby tender my resignation as a Non-Executive Non-Independent Director from the Board of Directors ("Board") of RBL Bank Limited ("Bank") and the committees of the Board, with immediate effect from the conclusion of the meeting of the Board at which this letter is presented and taken on record.

This resignation is being submitted to facilitate board reorganization being initiated by the Bank.

I confirm that there are no other material reasons for my resignation beyond those stated herein.

I sincerely thank the Board, management, and all stakeholders for their support during my tenure and wish the Bank continued success in all its future endeavours.

Please acknowledge receipt of this letter and complete all necessary formalities, including requisite filings with the Stock Exchanges and Registrar of Companies, upon my resignation becoming effective.

Thanking You



Veena Mankar  
DIN: 00004168

Date: June 18, 2026  
Place: Mumbai

To,

The Board of Directors,  
RBL Bank Limited  
One World Center, Tower 2B,  
6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Subject: Resignation as Non-Executive Non-Independent Director

Dear Board Members,

I, Gopal Jain, hereby tender my resignation as a Non-Executive Non-Independent Director from the Board of Directors ("Board") of RBL Bank Limited ("Bank") and the committees of the Board, with immediate effect from the conclusion of the meeting of the Board at which this letter is presented and taken on record.

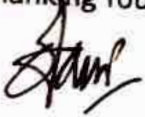
This resignation is being submitted on account of my other professional commitments and to facilitate board reorganization being initiated by the Bank.

I confirm that there are no other material reasons for my resignation beyond those stated herein.

I sincerely thank the Board, management, and all stakeholders for their support during my tenure and wish the Bank continued success in all its future endeavours.

Please acknowledge receipt of this letter and complete all necessary formalities, including requisite filings with the Stock Exchanges and Registrar of Companies, upon my resignation becoming effective.

Thanking You



Gopal Jain  
DIN: 00032308

Date: June 18, 2026  
Place: Mumbai