

October 27, 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 Symbol: RBLBANK

Sub: Notice of Postal Ballot of RBL Bank Limited (“the Bank”) under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit a copy of the Postal Ballot Notice dated October 26, 2026 together with the Explanatory Statement thereto, which is being sent today for seeking consent of the Members of the Bank, for the following special business to be transacted through Postal Ballot only by voting through electronic means (“**Remote e-voting**”) in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“**MCA**”); Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) and any other applicable law, rules & regulations in this regard; and as listed in the Postal Ballot Notice:

Sr. No.	Description of the Resolution	Type of Resolution
1.	To approve remuneration payable to Mr. R. Subramaniakumar (DIN: 07825083), Managing Director & CEO of the Bank	Ordinary Resolution
2.	To approve remuneration payable to Mr. Jaideep Iyer (DIN: 06384037), Executive Director of the Bank	Ordinary Resolution
3.	To approve payment of Variable Pay to Mr. Rajeev Ahuja (DIN: 00003545), Retired Executive Director of the Bank	Ordinary Resolution

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Cut-off date to determine the eligibility of the Members to cast their vote by Remote e-voting is fixed as **Friday, October 23, 2026** and the Postal Ballot Notice dated October 26, 2026 along with the Explanatory Statement is being sent through electronic mode to the Members whose email addresses are registered with the Bank/Depository Participant(s) as on Friday, October 23, 2026. The Bank has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) to provide Remote e-voting facility to its Members and the Remote e-voting period begins on **Wednesday, October 28, 2026, 10:00 a.m. (IST) and ends on Thursday, November 26, 2026, 5:00 p.m. (IST).**

The Notice of the Postal Ballot is also being uploaded on the website of the Bank at <https://www.rbl.bank.in/investor-relations> and available on the website of CDSL at www.evotingindia.com.

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

The Board of Directors has appointed Mr. S N Viswanathan, Practicing Company Secretary (FCS: 13685), failing him, Ms. Aparna Gadgil, Practicing Company Secretary (ACS: 14713) of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

The results of the Postal Ballot along with Scrutinizer's Report will be announced within two (2) working days of conclusion of Remote e-voting period at the Registered Office and Corporate Office of the Bank and shall be intimated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and the same shall be simultaneously published on the website of the Bank at <https://www.rbl.bank.in/investor-relations> and on the website of CDSL at www.evotingindia.com.

You are requested to take the above information on your record.

Thanking you.

Yours faithfully,
for **RBL Bank Limited**

Niti Arya

Digitally signed
by Niti Arya
Date: 2026.10.27
16:34:49 +05'30'

Niti Arya
Company Secretary

Encl.: As above



RBL BANK LIMITED

CIN: L65191PN1943PLC007308

Reg. Office: 1st Lane, Shahupuri, Kolhapur - 416 001 Tel: +91 231 6650214

Website: www.rbl.bank.in | Email: investorgrievances@rbl.bank.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 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**”) [hereinafter referred to as “**MCA Circulars**”], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, the resolutions as set out below are proposed to be passed by the Members of RBL Bank Limited (“**the Bank**”) by means of Postal Ballot, only through Remote e-voting.

The proposed resolutions and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars and other applicable provisions, is appended below:

SPECIAL BUSINESS:

Item No. 1:

To approve remuneration payable to Mr. R. Subramaniakumar (DIN: 07825083), Managing Director & CEO of the Bank

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

“RESOLVED THAT pursuant to the provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and directions issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time and applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder, and any other applicable laws [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force], the Articles of Association of RBL Bank Limited (“**the Bank**”), and pursuant to the approval granted by the Board of the Bank on the basis of recommendations of Nomination and Remuneration Committee and pursuant to the approval received from RBI vide its letter dated October 16, 2026; the approval of the

Members of the Bank, be and is hereby accorded for the payment of Variable Pay of Rs. 6,38,00,000 (Rupees Six Crore Thirty-Eight Lakh) [comprising of Cash Variable Pay and Non-Cash Variable Pay (Share-linked instruments)] for FY 2025-26, and for revision in fixed pay (including perquisites) to Rs. 3,79,00,000 (Rupees Three Crore Seventy-Nine Lakh) w.e.f. April 1, 2026 payable to Mr. R. Subramaniakumar (DIN: 07825083), Managing Director & CEO of the Bank, as per the details stated in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year, remuneration as approved by the Nomination and Remuneration Committee, the Board and the RBI shall be the minimum remuneration payable to Mr. R. Subramaniakumar.

RESOLVED FURTHER THAT the other terms and conditions pertaining to his appointment remains unchanged.

RESOLVED FURTHER THAT the Board of the Bank (including any Committee of the Board thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of the above powers to such Committee(s) / Director(s) / Official(s) of the Bank as it may deem fit, to give effect to this resolution”.

Item No. 2:

To approve remuneration payable to Mr. Jaideep Iyer (DIN: 06384037), Executive Director of the Bank

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

“**RESOLVED THAT** pursuant to the provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and directions issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time, and applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of RBL Bank Limited (“**the Bank**”), and pursuant to the approval granted by the Board of the Bank on the basis of recommendations of Nomination and Remuneration Committee (“**NRC**”) and pursuant to the approval received from RBI vide its letter dated October 16, 2026; the approval of the Members of the Bank, be and is hereby accorded for the payment of pro-rated Variable Pay of Rs. 29,00,000 (Rupees Twenty-Nine Lakh) [comprising of Cash Variable Pay and Non-Cash Variable Pay (Share-linked instruments)] for FY 2025-26 (for the period from February 21, 2026 being the date of his appointment as a Whole-Time Director up to March 31, 2026), and for revision in fixed pay (including perquisites) to Rs. 3,01,00,000 (Rupees Three Crore One Lakh) w.e.f. April 1, 2026, payable to Mr. Jaideep Iyer (DIN: 06384037), Executive Director of the Bank, as per the details stated in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year, remuneration as approved by the Nomination and Remuneration Committee, the Board and the RBI shall be the minimum remuneration payable to Mr. Jaideep Iyer.

RESOLVED FURTHER THAT the other terms and conditions pertaining to his appointment remains unchanged.

RESOLVED FURTHER THAT the Board of the Bank (including any Committee of the Board thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of the above powers to such Committee(s) / Director(s) / Official(s) of the Bank as it may deem fit, to give effect to this resolution”.

Item No. 3:

To approve payment of Variable Pay to Mr. Rajeev Ahuja (DIN: 00003545), Retired Executive Director of the Bank

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

“RESOLVED THAT pursuant to the provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and directions issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time, and applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of RBL Bank Limited (“**the Bank**”), and pursuant to the approval granted by the Board of the Bank on the basis of recommendations of Nomination and Remuneration Committee (“**NRC**”) and pursuant to the approval received from RBI vide its letter dated October 16, 2026; the approval of the Members of the Bank, be and is hereby accorded for the payment of pro-rated Cash Variable Pay of Rs. 2,69,00,000 (Rupees Two Crore Sixty-Nine Lakh) to Mr. Rajeev Ahuja (DIN: 00003545), for FY 2025-26 (for the period from April 1, 2025 to February 20, 2026 being the period of his association as an Executive Director of the Bank), as per the details stated in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of the Bank (including any Committee of the Board thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of the above powers to such Committee(s) / Director(s) / Official(s) of the Bank as it may deem fit, to give effect to this resolution”.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : October 26, 2026

RBL Bank Limited
CIN: L65191PN1943PLC007308

Registered Office:
1st Lane, Shahupuri
Kolhapur - 416001
Tel: + 91 231 6650214
Email - investorgrievances@rbl.bank.in

NOTES:

1. An Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (**"the Act"**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**) and other applicable provisions, setting out all material facts and reasons for the proposed resolutions as mentioned under Item Nos.1 to 3, is annexed hereto and forms part of this Postal Ballot Notice (**"the Notice"**).
2. The Ministry of Corporate Affairs (**"the MCA"**) vide its circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote e-voting only.
3. The Bank's Registrar and Share Transfer Agent is M/s. MUFG Intime India Private Limited (**"MUFG Intime"** / **"RTA"**), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, email id investor.helpdesk@in.mpms.mufg.com.
4. The Postal Ballot Notice is being sent only by e-mail to those 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 Limited (**"CDSL"**) as on Friday, October 23, 2026 (**"Cut-off Date"**) and whose e-mail addresses are registered with the RTA / Depositories.
5. This Notice is also available on the Bank's website <https://www.rbl.bank.in/investor-relations> and the websites of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com> and National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of Central Depository Services Limited (**"CDSL"**) (agency for providing Remote e-voting facility) at www.evotingindia.com.
6. **Voting through electronic means:**

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the applicable MCA Circulars and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with the relevant circulars, the Bank is pleased to offer Remote e-voting facility to Members to cast their vote electronically.

The Bank has engaged CDSL for facilitating Remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.

The cut-off date for the purpose of determining the eligibility to vote by electronic means and for reckoning voting rights shall be Friday, October 23, 2026. Members holding equity shares of the Bank as on the Cut-off Date (**"Eligible Members"**) only shall be entitled to vote through Remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date is not eligible to vote and should treat this Postal Ballot Notice for information purpose only.

Details of the Remote e-voting period:

Commencement of e-voting period	Wednesday, October 28, 2026 at 10:00 A.M. (IST)
End of e-voting period	Thursday, November 26, 2026 at 5:00 P.M. (IST)

The e-voting module will be disabled by CDSL immediately after 5:00 p.m. (IST) on Thursday, November 26, 2026.

During the Remote e-voting period, the documents, as referred to in this Postal Ballot Notice would be available for inspection by the Members in electronic mode only until 5:00 p.m. of the last date of Remote e-voting on the Postal Ballot i.e. Thursday, November 26, 2026 and Members can inspect the same by sending an email at investorgrievances@rbl.bank.in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect.

The last date of the Remote e-voting i.e. Thursday, November 26, 2026, shall be the date on which the resolutions would be deemed to have been passed, if passed by the requisite majority.

A Member need not use all of his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.

In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date, i.e. Friday, October 23, 2026, subject to the provisions of the Banking Regulation Act, 1949 and relevant Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025.

The Bank has appointed Mr. S N Viswanathan, Practicing Company Secretary (FCS: 13685), failing him, Ms. Aparna Gadgil, Practicing Company Secretary (ACS: 14713) of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit the results of the Remote e-voting to the Chairperson of the Bank or the Authorised Officer(s) of the Bank after completion of the scrutiny of the Remote e-voting.

The results of Postal Ballot will be announced within two (2) working days of conclusion of Remote e-voting period at the Registered Office and Corporate Office of the Bank. The results of Remote e-voting as declared along with the Scrutinizer's Report(s) shall be intimated to the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com> and National Stock Exchange of India Limited at <https://www.nseindia.com/> and the same shall be simultaneously published on the website of the Bank at <https://www.rbl.bank.in/investor-relations> and on the website of CDSL at www.evotingindia.com.

7. INTRUCTIONS FOR REMOTE E-VOTING

- (i) Members of the Bank, holding shares either in physical form or in dematerialized form, as on the Cut-off Date (including those Members who are Members on the Cut-off Date and who may not receive this postal ballot notice due to non-registration of their email address with RTA or the DPs, as applicable) may cast their vote electronically during the Remote e-voting period.

- (ii) Login method for e-voting for **Individual Members holding securities in Demat mode** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	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 http://www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the Remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/MUFG, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Members holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the name of the Bank or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the Remote e-voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will

	open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 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.
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on name of the Bank or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the Remote e-voting.

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 toll free no.: 022-4886 7000 and 022-2499 7000.

(iii) Login method for e-voting for **Members other than individual Members holding in Demat form & physical Members:**

- 1) The Members should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	Login Method for E-voting other than Individual Members holding securities in demat mode and Members holding securities in physical mode.
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/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank records in order to login. If both the details are not recorded with the depository or the Bank, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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 on 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.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < **RBL BANK LIMITED** > on which you choose to vote.

- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional 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 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.
 - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer@snaco.net with a copy to helpdesk.evoting@cdslindia.com and to the Bank at investorgrievances@rbl.bank.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “RBL- Postal Ballot”. It should reach the Scrutinizer and the Bank by email not later than day, Thursday, November 26, 2026 (5:00 p.m. IST).

(xvi) **Process for those Members whose Email/ Mobile No. are not registered with the Bank/Depositories.**

- a. For Physical Members- please provide necessary details like 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).
- c. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, Central Depository Services (India) Limited (CDSL), 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 at toll free no. 1800 21 09911.

8. 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 directions can be accessed at

https://webassets.rbl.bank.in/ir_admin/corporate_governance/LettertoShareholdersoftheBankMajorShareholderRBI.pdf.

9. Pursuant to SEBI Listing Regulations, any agreement(s) entered into by the Members, among themselves or with the Bank or with a third party, solely or jointly, which, either directly or indirectly# or potentially or whose purpose and effect is to, impact the management or control of the Bank or impose any restriction or create any liability upon the Bank then the same shall be informed to the Bank at the email id: investorgrievances@rbl.bank.in, whether or not the Bank is party to such agreement, within two working days of entering into such agreements or signing an agreement to enter into such agreements including any amendment or alteration of such agreements thereto.

#the term directly or indirectly includes agreements creating obligation on the parties to such agreements to ensure that the Bank shall or shall not act in a particular manner.

10. UPDATION OF DETAILS:

- (a) **Shares held in physical form:** For the Members whose PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio are not updated, dividend shall be kept in the unpaid dividend account and be paid electronically only upon furnishing the PAN and KYC details.

Accordingly, the Members holding shares in physical form are requested to update the following details with the RTA:

Sr. No.	Mandatory KYC Requirements	Forms to be submitted
1	PAN	Form ISR-1
2	Address (with PIN)	
3	Email address	
4	Mobile Number	
5	Bank Account details (Bank Name, Branch, Bank Account No, IFSC Code and MICR Code)	Form ISR-1
6	Specimen Signature	Form ISR-2

Further, the Members are also advised to update their nomination details with respect to their shareholding within the Bank by submission of following forms to the RTA of the Bank:

- Form SH-13 for registration of nomination (Form ISR-3 for opt out of the Nomination)
- Form SH-14 for cancellation or variation in nomination.

The above forms are available on the website of the Bank at <https://www.rbl.bank.in/investor-relations/corporate-governance/investors-awareness> as well as on the website of the RTA at www.in.mpms.mufg.com.

For Mode of submission of form(s) and documents, please refer to the instructions under Note No. 11.

- (b) **Shares held in dematerialized form:** Members holding shares in demat form are requested to submit / update their KYC and nomination details with their respective Depository Participant (“DP”). The Bank or RTA is not authorised to process any request for changes in bank details received directly from such Members. All such changes are to be communicated only to the DP of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

11. CONVERSION OF SHARES FROM PHYSICAL TO DEMAT FORM:

SEBI vide its circular no. HO/38/13/(3)2026MIRSDPOD/II/3763/2026 dated January 30, 2026 effective from April 2, 2026, has further strengthened the framework for investor servicing by enabling direct credit of securities into the demat account of the investor. Under the revised framework, securities arising from investor service requests such as issuance of duplicate certificates, transmission, transposition, claims from unclaimed suspense accounts and corporate actions shall be directly credited in dematerialized form to the investor’s demat account by the issuer company / RTA, after completion of the prescribed due diligence, instead of issue of physical letter of confirmation. The revised process significantly reduces the timeline for credit of securities and eliminates risks associated with loss or misuse of physical letter of confirmation. Further, letter of confirmation issued prior to the effective date shall remain valid for dematerialization within the prescribed timelines.

Accordingly, 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.

Accordingly, for below 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> and on the website of the Bank's RTA at <https://web.in.mpms.mufg.com/client-downloads.html>.

Processing of various service requests:

Service Request	Applicable Form
➤ In case of request for issue of - i. Duplicate share certificate ii. Replacement / Renewal / Exchange of securities certificate iii. Consolidation of securities certificates iv. Sub-division / Splitting of securities certificate v. Consolidation of folios vi. Endorsement vii. Change in the name of the holder viii. Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account ix. Transposition	Form ISR-4
➤ Transmission	Form ISR-5

Mode of submission of form(s) and documents as mentioned above and as mentioned under Note No. 10

(a) Submitting Hard copy through Post/Courier etc.:

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the RTA.

(b) Through Electronic Mode with e-sign:

In case Members have registered their email address, they may send the scanned soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to investor.helpdesk@in.mpms.mufg.com or upload KYC documents with e-sign on RTA's website at the link: <https://web.in.mpms.mufg.com/KYC-downloads.html>.

[Please note e-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign user. The holder / claimant may approach any of the empaneled e-Sign Service Provider, details of which are available on the website of Controller of Certifying Authorities ('CCA'), Ministry of Electronics and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign]

(c) Submitting Hard copy at the office of the RTA:

The form(s) along-with copies of necessary documents can be submitted by the Member(s) / claimant(s) in person at RTA's office. For this, the Member(s) / claimant(s) should carry Original Documents against which copy(ies) thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

12. SPECIAL WINDOW TO FACILITATE RE-LODGE MENT 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, 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>). The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period. Cases involving disputes between transferor and transferee will not be considered in this window and may be settled by transferor and transferee through court/ National Company Law Tribunal (“NCLT”) process. Further, securities which have been transferred to Investor Education and Protection Fund (“IEPF”) shall not be considered under this window for processing. Shareholders 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 RTA.

13. **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.

14. Information as required under Secretarial Standard on General Meetings (SS-2) with respect to resolutions under Item Nos. 1 to 3 of this Postal Ballot Notice is given below:

Name of the Director	Mr. R Subramaniakumar (Managing Director & CEO)	Mr. Jaideep Iyer (Executive Director)	Mr. Rajeev Ahuja (Retired Executive Director)
DIN	07825083	06384037	00003545
Age	67 years	55 years	62 years
Date of first appointment on the Board	Date of first appointment - June 23, 2022 (afternoon). Date of re-appointment - June 23, 2025	Date of first appointment - February 21, 2026	Date of first appointment - February 21, 2017 Date of last re-appointment - February 21, 2023 Date of completion of term- February 20, 2026
Education Qualifications	- Bachelor's Degree in Physics - Post Graduate Diploma in Computer Application (PGDCA) - CISA (Certified Information System Audit) & CISM (Certified Information Security)	- Masters in Business Administration from IIM Ahmedabad - Bachelor's degree in Engineering	- Bachelor's degree in commerce from the Delhi University - Post graduate diploma in management from the Indian Institute of Management, Ahmedabad

	Manager) certifications from ISACA, USA - CAIIB (Certified Associate of Indian Institute of Bankers) certification - Advanced Banking Certificate from University of Maryland, USA		
Brief resume including expertise in specific functional areas	Mr. R Subramaniakumar, Managing Director & CEO of the Bank, is a veteran in banking industry with around 40 years of experience. He is one of India's most respected banking leaders with over four decades of distinguished experience across public and private sector banking, financial institutions, and regulatory-led transformations. Widely recognised for his ability to steer complex institutions through periods of disruption, he brings a rare blend of strategic vision, execution rigour, and deep domain expertise across banking operations. His core strengths span business transformation, digital banking, risk governance, financial restructuring, innovation, and large-scale organisational re-engineering-making him a trusted leader in both growth and crisis environments. He began his banking career with Punjab National Bank (PNB) in 1980, where he served for over three decades. During this period, he played a pivotal role in modernising banking operations and driving early technology adoption. He led key functions including Digital Banking, HR Transformation, MSME Banking, Retail Banking, and overseas Operations. He was part of the core strategic leadership team	Mr. Jaideep Iyer, Executive Director of the Bank, is a seasoned banker with a career spanning over 25 years in the financial sector. He has worked across Finance, Strategy, Investor Relations, Corporate Banking and Financial Markets, and has held leadership roles across these domains during his career. He joined RBL Bank in 2018 and has since played a key role in shaping the Bank's financial strategy and strategic direction. In his previous capacity as Head - Strategy, he was responsible for Strategy, Investor Relations and also led the Credit Cards business. Over the years, he has contributed significantly to strengthening the Bank's balance sheet strategy, business planning and stakeholder engagement. In his current role at RBL Bank as Executive Director, he oversees some of the key business segments including Retail & Wholesale credit, Credit Cards, and Treasury. He is also in charge of the Internal Audit, Secretarial, Legal, & Vigilance functions of the Bank.	Mr. Rajeev Ahuja was associated with the Bank since 2010 and retired as an Executive Director of the Bank on February 20, 2026. He was previously associated with Citibank India, Bank of America, India and Bankers Trust Company. He has over 36 years of experience in the financial services industry. An integral part of the Bank's transformation journey, he was responsible for building the overall strategy of the Bank while managing the Retail Banking, Transaction Banking and Microbanking businesses of the Bank. Prior to his tenure with RBL Bank, he was Managing Director - Investor Sales Business (South Asia) with Citigroup, India. He also had a 7-year stint as a Director in the capital markets and investment banking divisions of Bankers Trust/Deutsche Bank in Singapore and Hong Kong.

	at PNB, contributing to its expansion into international markets such as the UK, Bhutan, Nepal, and Kazakhstan. He served as Director of DRUK PNB Bank, Bhutan, strengthening cross-border banking capabilities. Prior to joining RBL Bank, he was the Managing Director & CEO of Indian Overseas Bank, where he led a comprehensive turnaround strategy, focusing on strengthening asset quality and risk controls, driving profitability recovery and operational efficiency, accelerating digital adoption and customer-centric transformation. He has also held the position of Executive Director at Indian Bank and Indian Overseas Bank. He has been entrusted with some of the most complex assignments in Indian financial services. He was appointed as an Administrator at Dewan Housing Finance Corporation Limited (DHFL), where he led India's first large-scale NBFC resolution under IBC during the pandemic, setting a benchmark in financial restructuring and stakeholder coordination. He was also the Advisor to Administrator at SREI Infrastructure Finance Limited where he oversaw resolution and stabilisation under regulatory supervision. These assignments underscore his credibility with regulators, ability to manage systemic risk, and leadership in high-stakes environments. Over the span of his career, he has held several influential board and advisory roles. He was an Independent Director and Chairman (Investment Committee) of the LIC	Prior to joining RBL Bank, he served as Group President and Deputy Chief Financial Officer at Yes Bank for nine years, where he led Finance & Accounting, Taxation, MIS, Investor Relations and Financial Strategy. Earlier in his career, he worked across Corporate Banking and Financial Markets, building a strong foundation across the banking sector.	
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	Pension Fund Limited. He was a board member of Indian Financial Technology & Allied Services (IFTAS), Repco Home Finance Ltd, and India 1 Payments Ltd. He has also contributed to policy and industry development through membership in Reserve Bank of India (RBI) committees and participation in IDRBT and IBA-IDRBT committees on smart cards, micro ATMs, and financial inclusion standards. He has received many accolades in the areas of advancing financial inclusion, digital banking ecosystems, and customer-centric banking models. He is also a visiting faculty at premier institutions, including RBI Staff College. He is a strong advocate of technology-led banking transformation and process re-engineering.		
Details of skills & capabilities of the Director	Expertise in specific functional areas - Commercial Banking & Business Management, Micro, Small Medium Enterprises (MSME), Micro finance banking (FI), Agri & Rural banking & Govt sponsored schemes, Retail banking, Branch Banking, Customer Service, Information Technology and Payment & Settlement Systems, NPA /Collection /Recovery, Banking Operations, Human Resource Management, Information Security and Operational Risk Management, Accountancy, Economics, Finance, Law, Compliance, Audit, Vigilance, Resolution & Restructuring, Non-Banking Finance Company Business Management.	Expertise in specific functional areas - Banking, Finance, Accountancy, Business Management, Taxation, Strategy and Investor Relations	Expertise in specific functional areas – Banking, Economics, Finance, Capital Markets, Treasury, FX, Microbanking & Agriculture, Risk Management, Business Management, Information Technology, Payment & Settlement Systems, Human Resources and Accountancy.
Terms and conditions of appointment /	Re-appointed for a period of three years with effect from June 23, 2025 upto June 22,	Appointed for a period of three years with effect from February 21, 2026	Mr. Rajeev Ahuja retired on the completion of his term as

re-appointment	2028; and his office is not liable to retire by rotation.	upto February 20, 2029; and his office is liable to retire by rotation.	Executive Director of the Bank on February 20, 2026.
Details of remuneration sought to be paid	As detailed in the explanatory statement annexed to this Notice.	As detailed in the explanatory statement annexed to this Notice.	As detailed in the explanatory statement annexed to this Notice.
Details of remuneration last drawn (Fixed pay including perquisites - FY 2025-26)	Rs. 3.54 crore per annum	Rs. 2.76 crore per annum	Rs. 3.01 crore per annum
Shareholding in the Bank (as on September 30, 2026)	56,600 equity shares	5,30,348 equity shares	37,76,127 equity shares
Relationship with other Directors and Key Managerial Personnel	Mr. R Subramaniakumar is not related to any of the Directors and Key Managerial Personnel of the Bank	Mr. Jaideep Iyer is not related to any of the Directors and Key Managerial Personnel of the Bank	Mr. Rajeev Ahuja is not related to any of the Directors and Key Managerial Personnel of the Bank
Directorships held in other companies incorporated in India	NIL	NIL	NIL
Chairmanship / Membership of Board Committees held in other companies incorporated in India	NIL	NIL	NIL
Details of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL (Mr. Rajeev Ahuja retired as an Executive Director of the Bank on February 20, 2026)
Number of meetings of the Board attended during the financial year 2025-26 and till	Since April 1, 2025 till March 31, 2026, 19 Board Meetings were held. Mr. R Subramaniakumar had attended all the 19 Board Meetings.	Since February 21, 2026 i.e. from the date of appointment of Mr. Jaideep Iyer as an Executive Director on the Board of the Bank till March 31, 2026, 1 Board Meeting was held.	Since April 1, 2025 till February 20, 2026 i.e. date of retirement as Executive Director on the Board of the Bank, 18 Board Meetings were held. Mr. Rajeev Ahuja had attended all the 18 Board Meetings.

September 30, 2026	Since April 1, 2026 till September 30, 2026, 12 Board Meetings were held. Mr. R Subramaniakumar had attended all the 12 Board Meetings.	Mr. Jaideep Iyer has attended the aforesaid Board Meeting. Since April 1, 2026 till September 30, 2026, 12 Board Meetings were held. Mr. Jaideep Iyer has attended all the 12 Board Meetings.	
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By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : October 26, 2026

RBL Bank Limited
CIN: L65191PN1943PLC007308

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

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, the following statement sets out all the material facts and reasons for the proposed resolutions at Item Nos. 1 to 3 of this Postal Ballot Notice:

Item No. 1:

To approve remuneration payable to Mr. R. Subramaniakumar (DIN: 07825083), Managing Director & CEO of the Bank

Pursuant to the approvals granted by the Reserve Bank of India (“RBI”) vide its letter dated February 13, 2025 and the Members of the Bank vide Ordinary Resolution passed on April 9, 2025 by means of Postal Ballot, Mr. R. Subramaniakumar (DIN: 07825083) was re-appointed as the Managing Director & CEO of the Bank for a period of three years with effect from June 23, 2025 to June 22, 2028.

As per the terms of remuneration approved by the RBI vide its letter dated September 23, 2025, and the Members of the Bank vide Postal Ballot resolution passed on October 30, 2025, Mr. R. Subramaniakumar is being currently paid a base salary of Rs. 1,73,77,304 per annum, other allowance of Rs. 42,29,963 per annum and Rs. 1,37,92,733 per annum towards other components of fixed pay (including perquisites, allowances and retirals being part of the terms of remuneration), thus the total fixed pay being paid to him aggregates to Rs. 3,54,00,000 (Rupees Three Crore Fifty-Four Lakh) per annum, including perquisites.

The Nomination and Remuneration Committee (“NRC”) and Board at their meetings held on May 16, 2026 and May 20, 2026 respectively considered the assessment of performance of Managing Director & CEO for FY2025-26. The assessment factored the overall performance, extraordinary strategic efforts undertaken during the year and significant strategic milestones achieved during the year, particularly with respect to the proposed investment by Emirates NBD Bank PJSC which at the relevant time was subject to various regulatory and other approvals.

Under Mr. R. Subramaniakumar's leadership, the Bank has enhanced its governance, risk management, technology, and data analytics capabilities, thereby strengthening stability while enabling broader customer outreach and expansion of retail offerings. His customer-first approach, emphasis on service resolution, branch optimization, and regulatory compliance have contributed to improved service delivery and stronger governance.

Over the past four years, the Bank has taken focused steps to improve granularity on both the asset and liability sides of the balance sheet. Key initiatives include scaling secured retail products, enhancing propositions in the retail liability segment, strengthening cross-sell and co-origination capabilities, and positioning branches as a dual-sourcing engine for both assets and liabilities. The Bank has diversified its retail asset portfolio, reducing concentration in microfinance and credit cards. The share of secured retail assets stood at 60% in Q4 FY26. The Bank has also diversified its credit card strategy by reducing reliance on a single co-brand partner and expanding issuance through direct sales channels. Further, the Bank has built a strong credit card and retail asset collection infrastructure, which has helped ensure portfolio stability. GNPA and NNPA moderated from FY22 levels to 1.45% and 0.39%, respectively, in FY26. Business growth was not compromised while improving balance sheet quality, with deposits and advances growing by 25% YoY and 23% YoY, respectively, in FY26.

During Managing Director & CEO's tenure, the Bank was ranked among the Top 100 Brands of India in the Brand Finance India 100 Report for four consecutive years, namely 2023, 2024, 2025, and 2026. The Bank first featured on this prestigious list in 2023, ranking 94th, and has since improved its position to 90th place. The Bank achieved a significant improvement in its CRISIL ESG rating, increasing from 64 in FY25 to 71 in FY26, thereby securing a place among the top-performing banks in the "Leadership" category.

RBL Bank was the recipient of one of the largest foreign direct investments in the Indian banking sector in FY26-27. Managing Director & CEO played a critical role in the USD 2.7 billion investment by Emirates NBD P.J.S.C. for a 60% stake, including leading negotiations and securing the necessary regulatory approvals. The investment will enable RBL Bank to further enhance its customer service, product propositions, network, and technology capabilities, bringing them closer to global standards.

The Bank has a Remuneration Policy in line with the Guidelines set out under the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025 ("**RBI Governance Directions**"). The total remuneration payable is a prudent mix of fixed pay and variable pay.

The variable pay is approved by the Board basis the recommendations of the NRC after evaluating the performance vis-à-vis defined performance indicators under five broad themes which comprises of various aspects on risk and compliance, shareholders' values as a focus, customer at heart, employee as a pillar and community as a cause. The measurement criteria and targets corresponding to each of the themes are approved by the Board for each financial year as a goal sheet for the Managing Director & CEO at the beginning of the year and performance is measured against these targets.

Based on the assessment of his performance for FY 2025-26 vis-à-vis defined performance indicators under five broad themes as stated above and in line with the RBI Governance Directions which permits the payment of variable pay to Whole Time Directors (Managing Director), the Board on the basis of recommendations of NRC, approved the payment of variable pay to Mr. R. Subramaniakumar for FY 2025-26 and revision in fixed pay for Mr. R. Subramaniakumar w.e.f. April 1, 2026 i.e. for FY 2026-27.

The approval from the RBI in connection with the aforesaid was received vide letter dated October 16, 2026 (RBI Approval), now the approval of the Members is being sought for the below:

- A. Payment of Variable pay of Rs. 6,38,00,000 (Rupees Six Crore Thirty-Eight Lakh) [comprising of 50% Cash Variable Pay i.e. Rs 3,19,00,000 (Rupees Three Crore Nineteen Lakh) and 50% Non-Cash Variable Pay (Share-linked instruments) i.e. Rs 3,19,00,000 (Rupees Three Crore Nineteen Lakh) for FY 2025-26 to Mr. R. Subramaniakumar to be paid/granted in accordance with the deferral schedule as specified under the Remuneration Policy of the Bank which is framed in line with the applicable directions of the Reserve Bank of India.

The deferral schedule for Cash Variable Pay as mentioned above shall be 50% upfront payment and balance in 3 equal instalments i.e. 1/3rd of deferred amount over a period of 3 years. The vesting period for non-cash variable pay i.e. share-linked instruments will be as per the schedule specified in the ESOP scheme(s) of the Bank.

In accordance with the relevant extract of RBI Governance Directions –

"A substantial proportion of compensation i.e., at least 50 per cent, shall be variable and paid on the basis of individual, business-unit and firm-wide measures that adequately measure performance, except in cases mentioned in sub-point (iii) of subparagraph and

guideline (4). At higher levels of responsibility, the proportion of variable pay shall be higher. The total variable pay shall be limited to a maximum of 300 per cent of the fixed pay (for the relative performance measurement period)."

For the purpose of determining the variable pay, the NRC and the Board at their respective meetings held on May 16, 2026 and May 20, 2026 respectively, evaluated the performance of Mr. R. Subramaniakumar as against the goal sheet parameters as approved earlier. As of March 31, 2026, the performance on the goal sheet parameters for FY 25-26 (under the broad five themes) such as advances and granular deposit growth, operating profit improvement, effective risk, compliance & regulatory governance, strategic direction & growth opportunities are in line with the target along with other goal sheet parameters as earlier defined by the NRC and Board of the Bank.

As per the Remuneration Policy of the Bank, formulated in compliance with RBI Governance Directions, there are provisions in place with respect to malus and clawback on part or all of the variable pay including unvested/vested/paid/deferred variable pay.

- B. Revision in fixed pay to Rs. 3,79,00,000 [Rupees Three Crore Seventy-Nine Lakh] per annum [including perquisites] payable to Mr. R. Subramaniakumar w.e.f April 1, 2026 i.e. for FY 2026-27, is detailed in the table given hereinafter:

Sr. No.	Fixed Pay (including perquisites)	Amount in INR (per annum)
1	Salary	1,86,04,514
2	Dearness allowance	-
3	Retiral/ Superannuation benefits	28,75,578
	(a) Provident Fund	18,60,451
	(b) Gratuity	10,15,127
	(c) Pension	-
	(d)	-
4	Leave Fare Concession/ Allowance	20,93,358
5	Other fixed allowances, if any (please specify)	25,00,000
	Consolidated allowance, if any, to be given with details of heads it subsumes	
	a) Car Allowance (as per Banks' Car Policy)	-
	b) Personal Allowance	25,00,000
6	House Rent Allowance /Free Furnished House and its Maintenance	1,11,62,708
	Perquisites:	
7	Club Membership(s) (<i>Reimbursement of actual expenses on production of bills. Inclusive of subscription to 2 clubs</i>)	5,00,000
8	Reimbursement of medical expenses	-
9	Any other perquisites (Housing Deposit and Insurance Premium)	1,63,842
	Total	3,79,00,000

Sr. No.	Other Allowances / Benefits	Amount in INR (per annum)
(a)	Travelling & Halting allowance	As per Bank's policy
(b)	Sitting fees	Not eligible
(c)	Insurance Cover	
	Group Personal Accident	200 Lakh

	Group Medical Cover	4.5 Lakh
	Group Term Life	250 Lakh
(d)	Loan eligibility	The Bank shall be guided by the provisions of the Banking Regulation Act, 1949, read with the extant directions/guidelines issued by the Reserve Bank of India (RBI).

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

The Explanatory Statement attached to Item No. 1 of this Postal Ballot Notice may be considered as a written memorandum setting out terms, conditions and limits of remuneration of Mr. R. Subramaniakumar as Managing Director & CEO of the Bank in terms of Section 190 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution as stated in Item No. 1 of this Postal Ballot Notice for the approval of the Members of the Bank.

Save and except for Mr. R. Subramaniakumar and his relatives to the extent of their shareholding interest, if any, in the Bank, 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. 1 of this Postal Ballot Notice.

Item No. 2

To approve remuneration payable to Mr. Jaideep Iyer (DIN: 06384037), Executive Director of the Bank

Pursuant to the approvals granted by the Reserve Bank of India (“RBI”) vide its letter dated December 29, 2025 and the Members of the Bank by means of ordinary resolution passed through Postal Ballot on February 12, 2026, Mr. Jaideep Iyer (DIN: 06384037) was appointed as Executive Director of the Bank for a period of three years with effect from February 21, 2026 upto February 20, 2029.

As per the terms of remuneration approved by the RBI vide its letter dated December 29, 2025, and the Members of the Bank vide Postal Ballot resolution passed on February 12, 2026, Mr. Jaideep Iyer is being currently paid a base salary of Rs. 1,23,03,730 per annum, other fixed allowance of Rs. 34,11,067 per annum and Rs. 1,18,85,203 per annum towards other components of fixed pay (including perquisites, allowances and retirals being part of the terms of remuneration) as approved by RBI and Members of the Bank, thus the total fixed pay being paid aggregates to Rs. 2,76,00,000 (Two Crore Seventy-Six Lakh) per annum including perquisites.

The Nomination and Remuneration Committee (“NRC”) and Board at their meetings held on May 16, 2026 and May 20, 2026 respectively considered the assessment of performance of Mr. Jaideep Iyer for FY 2025-26. The assessment took into account that Mr. Jaideep Iyer served as the Head of Strategy for major part of the financial year and as Executive Director (ED) for 39 days during the financial year, this being his first year in the role. Consequently, the assessment was largely based on his performance and responsibilities as Head of Strategy and Credit Cards, which he discharged for the majority of the year.

Mr. Jaideep Iyer has been closely associated with the Bank’s strategic and business leadership across multiple roles, including as President and thereafter as an Executive

Director w.e.f. February 21, 2026. He has worked closely with Managing Director & CEO in shaping the Bank's strategy, driving key transformation initiatives, and providing oversight across retail businesses, credit cards, cross-sell, data insights, governance, and regulatory engagement.

Mr. Iyer has also played an important role in strengthening the Bank's financial reporting, controllership, secretarial, and investor relations functions, while working closely with senior management and ALCO on matters relating to balance sheet management, funding strategy, and organizational effectiveness. During his tenure as the Chairman of the Bank's microfinance wholly owned subsidiary, he has supported strategic alignment, operational oversight, and business resilience during a challenging phase for the sector.

As Executive Director, Mr. Iyer has chaired and participated in key management and governance forums covering business performance, risk management, controls, and operational oversight. He was also a key member of the leadership team involved in the landmark USD 2.7 billion investment by Emirates NBD P.J.S.C., supporting stakeholder engagement, regulatory processes, due diligence, and transaction execution, thereby contributing to one of the largest foreign direct investments in the Indian banking sector.

The Bank has a Remuneration Policy in line with the Guidelines set out under the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025 ("**RBI Governance Directions**"). The total remuneration payable is a prudent mix of fixed pay and variable pay.

The variable pay is approved by the Board basis the recommendations of the NRC after evaluating the performance vis-à-vis defined performance indicators under five broad themes which comprises of various aspects on risk and compliance, shareholders' values as a focus, customer at heart, employee as a pillar and community as a cause. The measurement criteria and targets corresponding to each of the themes are approved by the Board for each financial year as a goal sheet for the Whole-time Director at the beginning of the year and performance is measured against these targets.

Based on the assessment of his performance for FY 2025-26 vis-à-vis defined performance indicators under five broad themes as stated above and in line with the RBI Governance Directions which permits the payment of variable pay to Whole Time Directors (Executive Director), the Board on the basis of recommendations of NRC, approved the payment of variable pay to Mr. Jaideep Iyer for FY 2025-26 and revision in fixed pay for Mr. Jaideep Iyer w.e.f. April 1, 2026 i.e. for FY 2026-27.

Further, for FY2025-26 Mr. Jaideep Iyer shall also be eligible for Variable Pay for the period during which he served as Head – Strategy i.e. till February 20, 2026, and such payment thereof shall be made in accordance with the applicable provisions of the Bank's Remuneration Policy as applicable to the employees of the Bank. Such Variable Pay pertaining to his tenure as Head - Strategy does not require approval of the Reserve Bank of India or the Members.

The approval from the RBI in connection with the aforesaid was received vide letter dated October 16, 2026 (RBI Approval), now the approval of the Members is being sought for the below:

- A. Payment of pro-rated Variable Pay of Rs.29,00,000 (Rupees Twenty Nine Lakh) [comprising of 50% Cash Variable Pay i.e. Rs 14,50,000 (Rupees Fourteen Lakh Fifty Thousand) and 50% Non-Cash Variable Pay (Share-linked instruments) i.e. Rs 14,50,000 (Rupees Fourteen Lakh Fifty Thousand) for FY 2025-26 (for the period from February 21, 2026 being the date of his appointment as a Whole-Time Director up to March 31, 2026) to Mr. Jaideep Iyer to be paid / granted in

accordance with the deferral schedule as specified under the Remuneration Policy of the Bank which is framed in line with the applicable guidelines of the Reserve Bank of India.

The deferral schedule for Cash Variable Pay as mentioned above shall be 50% upfront payment and balance in 3 equal instalments i.e. 1/3rd of deferred amount over a period of 3 years. The vesting period for non-cash variable pay i.e. share-linked instruments will be as per the schedule specified in the ESOP scheme(s) of the Bank.

In accordance with the relevant extract of RBI Governance Directions –

“A substantial proportion of compensation i.e., at least 50 per cent, shall be variable and paid on the basis of individual, business-unit and firm-wide measures that adequately measure performance, except in cases mentioned in sub-point (iii) of subparagraph and guideline (4). At higher levels of responsibility, the proportion of variable pay shall be higher. The total variable pay shall be limited to a maximum of 300 per cent of the fixed pay (for the relative performance measurement period).”

For the purpose of determining the variable pay, the NRC and the Board at their meetings held on May 16, 2026 and May 20, 2026 respectively, evaluated the performance of Mr. Jaideep Iyer as against the goal sheet parameters as approved earlier. As of March 31, 2026, the performance on the goal sheet parameters for FY 25-26 (under the broad five themes) such as risk aligned business strategy & growth, capital adequacy management, targeted growth in advances and deposits, governance framework, are in line with the target along with other goal sheet parameters as earlier defined.

As per the Remuneration Policy of the Bank, formulated in compliance with RBI Governance Directions, there are provisions in place with respect to malus and clawback on part or all of the variable pay including unvested/vested/paid/deferred variable pay.

- B. Revision in Fixed Pay to Rs. 3,01,00,000 [Rupees Three Crore One Lakh] per annum [including perquisites] payable to Mr. Jaideep Iyer w.e.f. April 1, 2026 for FY 2026-27, as detailed in the table given hereinafter:

Sr. No.	Fixed Pay (including perquisites)	Amount in INR (per annum)
1	Salary	1,34,18,198
2	Dearness allowance	-
3	Retiral/Superannuation benefits	20,83,435
	(a) Provident Fund	13,41,820
	(b) Gratuity	7,41,615
	(c) Pension	-
	(d)	-
4	Leave Fare Concession/ Allowance	32,69,246
5	Other fixed allowances, if any (please specify)	
	Consolidated allowance, if any, to be given with details of heads it subsumes *	32,00,000
	a) Car Allowance (as per Banks' Car Policy)	5,08,548
	b) Car Related Expenses	12,00,000
	c) Personal Allowance	14,91,452
6	Free Furnished House and its maintenance/House Rent Allowance	80,50,919

7	Club Membership(s)	14,160
8	Reimbursement of medical expenses	-
9	Any other perquisites (Insurance Premium)	64,042
	Total	3,01,00,000

** The value for Car Allowance and Personal Allowance may interchange, within the overall specified amount, per the Bank's policy.*

Sr. No.	Other Allowances	Amount in INR (per annum)
(a)	Travelling & Halting allowance	As per Bank's policy
(b)	Sitting fees	Not eligible
(c)	Insurance Cover	
	Group Personal Accident	200 Lakh
	Group Medical Cover	4.5 Lakh
	Group Term Life	150 Lakh
(d)	Loan eligibility	The Bank shall be guided by the provisions of the Banking Regulation Act, 1949, read with the extant directions/guidelines issued by the Reserve Bank of India (RBI).

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

The Explanatory Statement attached to Resolution No. 2 of this Postal Ballot Notice may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Jaideep Iyer as an Executive Director of the Bank in terms of Section 190 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution as stated in Item No. 2 of this Postal Ballot Notice for the approval of the Members of the Bank.

Save and except for Mr. Jaideep Iyer and his relatives to the extent of their shareholding interest, if any, in the Bank, 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. 2 of this Postal Ballot Notice.

Item No. 3:

To approve payment of Variable Pay to Mr. Rajeev Ahuja (DIN: 00003545), Retired Executive Director of the Bank

Pursuant to the approvals granted by the Reserve Bank of India ("RBI") vide its letter dated February 7, 2023 and the Members of the Bank by means of ordinary resolution passed through Postal Ballot on April 27, 2023, Mr. Rajeev Ahuja (DIN: 00003545) was appointed as Executive Director of the Bank for a period of three years with effect from February 21, 2023 upto February 20, 2026.

Mr. Rajeev Ahuja retired from the services of the Bank upon completion of his term and accordingly ceased to be the Whole-time Director (designated as Executive Director) and Key Managerial Personnel of the Bank with effect from the close of business hours of February 20, 2026.

As per the terms of remuneration approved by the RBI vide its letter dated September 23, 2025, and the Members of the Bank vide Postal Ballot resolution passed on October 30, 2025, Mr. Rajeev Ahuja was paid a base salary of Rs. 1,34,18,198 per annum, other fixed allowance of Rs. 39,62,865 per annum and Rs. 1,27,18,937 per annum towards other components of fixed pay (including perquisites, allowances and retirals being part of the terms of remuneration) as approved by RBI and Members of the Bank, thus the total fixed pay being paid aggregates to Rs. 3,01,00,000 (Three Crore One Lakh) per annum including perquisites for FY 2025-26.

It was mentioned in the aforesaid Postal Ballot notice that the variable pay of FY 2025-26, for Mr. Rajeev Ahuja shall be considered and recommended by the Nomination and Remuneration Committee ("**NRC**") and Board during FY2026-27, for which the Bank shall seek the necessary approvals, as applicable, at an appropriate time, including approval of the RBI and Members of the Bank.

The NRC at its meeting held on May 16, 2026 recommended that given the long tenure and contribution of Mr. Rajeev Ahuja, variable pay for FY2025-26 be paid to him on a pro-rata basis subject to receipt of requisite approvals. As per the provisions of Section 35B of Banking Regulation Act, 1949 which *inter-alia*, states that any provision conferring any benefit or providing any amenity or perquisite, in whatever form, whether during or after the term of office of a whole-time director shall be deemed to be a provision relating to his remuneration. Also, no amendment of any provision relating to the remuneration of a whole-time director shall have effect unless approved by the RBI. The Board at its meeting held on May 20, 2026 considered the recommendation of the NRC and took into account the fact that Mr. Rajeev Ahuja had served as the Executive Director for the substantial portion of the financial year FY2025-26 until his retirement on February 20, 2026. The Board recognising his contribution to the Bank noted that Mr. Rajeev Ahuja had been an integral part of the management team of the Bank since the year 2010, a strong pillar of support and stable guiding factor for the Bank.

Considering the above parameters, the Board approved making an application to the RBI seeking approval for the payment of pro-rated cash variable pay to Mr. Ahuja for FY2025-26 (i.e. from April 1, 2025 till February 20, 2026).

The approval from the RBI in connection with the aforesaid was received vide letter dated October 16, 2026 ("**RBI Approval**"), now the approval of the Members is being sought for the below:

Payment of pro-rated Cash Variable Pay of 2,69,00,000 (Rupees Two Crore Sixty-Nine Lakh) for FY 2025-26 for the period Mr. Rajeev Ahuja was an Executive Director i.e. from April 1, 2025 to February 20, 2026 to be paid / granted in accordance with the deferral schedule as specified under the Remuneration Policy of the Bank which is framed in line with the applicable guidelines of the RBI.

The deferral schedule for Cash Variable Pay as mentioned above for Mr. Rajeev Ahuja shall be 50% upfront payment and balance in three equal instalments i.e. 1/3rd of deferred amount over a period of three years.

The Bank has a Remuneration Policy in line with the Guidelines set out under the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025 ("**RBI Governance Directions**"). As per the Remuneration Policy of the Bank, there are provisions in place with respect to malus and clawback on part or all of the variable pay including unvested/vested/paid/deferred variable pay. The total remuneration payable is a prudent mix of fixed pay and variable pay.

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

The Board recommends the Ordinary Resolution as stated in Item No. 3 of this Postal Ballot Notice for the approval of the Members of the Bank.

None of the 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 Postal Ballot Notice.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : October 26, 2026

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CIN: L65191PN1943PLC007308

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