November 20, 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

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations")

Sub: Notice of Postal Ballot of RBL Bank Limited ("the Bank")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit a copy of the Postal Ballot Notice dated November 19, 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 Material Related Party Transactions with Emirates NBD Bank (P.J.S.C) (ENBD)	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, November 13, 2026** and the Postal Ballot Notice dated November 19, 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, November 13, 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 **Sunday, November 22, 2026, 10:00 a.m. (IST) and ends on Monday, December 21, 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.

RBL Bank Limited
Controlling Office: One World Center, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India I Tel:+91 22 43020600
Registered Office: 1st Lane, Shahupuri, Kolhapur - 416001, India I 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: 2026.11.20 12:37:13 +05'30'

Niti Arya
Company Secretary

Encl.: As above

RBL Bank Limited
Controlling Office: One World Center, Tower 2B, 6th Floor, 841 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India I Tel:+91 22 43020600
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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 resolution as set out below is proposed to be passed by the Members of RBL Bank Limited (**"the Bank"**) by means of Postal Ballot, i.e. through Remote e-voting.

The proposed resolution 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 including the disclosures as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (**"RPT Industry Standards"**), is appended below:

SPECIAL BUSINESS:

Item No. 1:

To approve Material Related Party Transactions with Emirates NBD Bank (P.J.S.C) (ENBD)

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), applicable provisions of the Companies Act, 2013 and the rules framed thereunder, and subject to other applicable laws (including any amendment(s), statutory modification(s) or re-enactment(s), circular(s) thereof for the time being in force), the Bank's Policy on Dealing with the Related Party Transactions, and subject to such other statutory approvals, permissions and compliances as may be

required under the applicable laws as amended from time to time, and as per the approval / recommendation of the Audit Committee of the Board and the Board of Directors, approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee constituted / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into transactions, (whether individual transaction or transactions taken together or series of transactions or otherwise) between **RBL Bank Limited** (**"Bank"**) and **Emirates NBD Bank (P.J.S.C.) ("ENBD")**, a related party of the Bank being its Promoter / Holding Company, up to an aggregate amount not exceeding Rs. 1,68,600 [Rupees One Lakh Sixty Eight Thousand Six Hundred] crore, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) (other than material modifications) of earlier arrangements/ transactions/contracts or as fresh and independent transaction(s) or otherwise, for a period of one year from the date of passing of this resolution by the Members of the Bank, in the ordinary course of business and on an arm's length basis, as more particularly described in the explanatory statement forming part of this Notice, even though all such transactions, whether individually and/or in the aggregate with other transactions with ENBD, may exceed the limits prescribed under Regulation 23(1) read with Schedule XII of the SEBI Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time:

Sr. No.	**Proposed Transactions***	**Amount (Rs. in crore)**
B(1) Sale / purchase or supply of service or any other similar business transaction		
1.	Treasury transactions, including: ● Derivative transactions; ● Foreign exchange transactions, including spot, tom and forward transactions; ● Investment in foreign currency-denominated securities, and ● Other similar treasury transactions	1,20,000
2.	Correspondent banking along with interest/charges, including but not limited to: ● Nostro Arrangement ● Vostro Arrangement	 5,000 500
3.	Availing services, including technology solution(s) and/or management services and similar other services etc.	50
4.	Business referral and agency arrangements in ordinary course of business	50
5.	Joint business and financing arrangements, including participation in, transfer or sharing of funded and non-funded exposures, whether through loan participation, risk participation, avalisation, factoring or similar structures, and participation in capital market transactions in arranger, underwriter or other capacities	1,000
6.	Trade and related transactions, including: ● Issuance/ acceptance/ confirmation/ advising of LCs and Bank Guarantee/ SBLC/ Counter-Bank Guarantee etc. or other similar transactions and charges thereon ● Purchase of bullions on consignment basis for bank clients	 15,000 12,000
B(5): Borrowings by the Bank		
7.	Borrowing transactions through various permissible instruments in ordinary course of business	15,000
	Total	**1,68,600**

***** *For transactions that may involve exposure by the Bank to ENBD, such transactions shall be subject to, and to the extent permitted under the applicable RBI Directions and/ or exemptions/ permissions/sanctions granted by the RBI from time to time.*

RESOLVED FURTHER THAT all the transactions of the above nature between the Bank and ENBD, to the extent undertaken during present or prior period and outstanding, or proposed to be undertaken, on an arm's length and in the ordinary course of business, be and are hereby approved, affirmed, confirmed and ratified, as may be applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions of the aforesaid transaction(s), execute all agreements, documents, writings and instruments, and undertake all such acts, deeds and matters as may be considered necessary, expedient or desirable for giving effect to this Resolution."

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : November 19, 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 resolution as mentioned under Item No.1, 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 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 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, November 13, 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, November 13, 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 resolution specified in this Notice. A person who becomes a Member after the Cut-off Date is not eligible to vote and should treat this Notice for information purpose only.

Details of the Remote e-voting period:

Commencement of e-voting period	Sunday, November 22, 2026 at 10:00 A.M. (IST)
End of e-voting period	Monday, December 21, 2026 at 5:00 P.M. (IST)

The e-voting module will be disabled by CDSL immediately after 5:00 p.m. (IST) on Monday, December 21, 2026.

During the Remote e-voting period, the documents, as referred to in this 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. Monday, December 21, 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. Monday, December 21, 2026, shall be the date on which the resolution 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, November 13, 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. INSTRUCTIONS 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 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. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

(vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution 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 Monday, December 21, 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_governanace/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/I/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 empanelled 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-LODGEMENT 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.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : November 19, 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 (**"SEBI Listing Regulations"**), as amended, and disclosures as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (**"RPT Industry Standards"**), the following statement sets out all the material facts and reasons for the proposed resolution at Item No. 1 of this Postal Ballot Notice:

Item No. 1:

To approve Material Related Party Transactions with Emirates NBD Bank (P.J.S.C) (ENBD)

On June 18, 2026, Emirates NBD Bank (P.J.S.C.) (**"ENBD"**) acquired 60.00% of the equity share capital of the Bank through a preferential allotment and consequently became the promoter of the Bank. Pursuant to Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), ENBD is classified as a related party of the Bank with effect from the said date. Accordingly, transactions entered into between the Bank and ENBD are governed by the applicable provisions relating to related party transactions under the Companies Act, 2013 and SEBI Listing Regulations and other applicable laws / regulations.

Under Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications thereto require the prior approval of shareholders by way of an ordinary resolution, irrespective of the fact that such transactions are carried out in the ordinary course of business and on an arm's length basis.

In accordance with Regulation 2(1)(zc), Regulation 23 and Schedule XII of the SEBI Listing Regulations read with the Bank's Policy on Dealing with the Related Party Transactions, a transaction is regarded as material if its value, either individually or taken together with previous transactions undertaken during a financial year, exceeds the prescribed materiality threshold. Based on the audited consolidated financial statements of the Bank for the financial year ended March 31, 2026, the applicable materiality threshold is Rs. 1,846 crore.

As part of its regular banking business and in the ordinary course of business, the Bank undertakes various banking and financial transactions with domestic and international counterparty banks, including treasury and funding transactions, borrowing and lending arrangements, deposit placements, correspondent banking, trade finance and cash management services, business referral and agency arrangements, joint business and financing arrangements and other banking and financial service-related transactions. Such transactions are undertaken, *inter-alia*, to support the banking requirements of the Bank's, corporate and individual customers.

The Bank sees significant opportunities to grow its trade and non-resident banking businesses across geographies where ENBD has a presence, including the UAE, Kingdom of Saudi Arabia, Egypt and Türkiye. Growing trade and investment linkages between India and the Middle East are expected to create increasing banking requirements for Indian corporates and individuals having business and investment interests in these markets, and vice versa. Servicing such requirements, including cross-border remittances, trade finance, letters of credit, guarantees and other banking requirements, may require appropriate inter-bank arrangements with banks having a presence and capabilities in the relevant markets. ENBD's presence across these geographies provides the Bank an opportunity to support such

customer requirements and pursue opportunities in the trade and non-resident banking businesses. Given these opportunities, the Bank may also undertake treasury transactions including foreign exchange and derivative transactions with ENBD as part of its ordinary banking operations and for servicing customer requirements including foreign exchange and derivative transactions.

In the case of derivatives and for spot purchase and Sale of Foreign Currency, the amounts being considered for the proposed limits represent the aggregate gross notional value of transactions that may be undertaken during the approval period. Similarly, in case of trade transactions including issuing and discounting Letters of Credit, Bank Guarantees, the amount for approval represents gross amounts of such trade transactions.

The aggregate value of the transactions proposed to be undertaken with ENBD is expected to exceed the aforesaid materiality threshold of Rs.1,846 crore and therefore requires prior approval of the Members of the Bank.

The amounts specified below should therefore be understood having regard to the nature of the underlying transactions and may, as applicable, represent the aggregate transaction values, notional values, outstanding amounts, exposures or limits.

The below mentioned proposed transaction categories and limits have been determined based on transactions and business opportunities presently envisaged between the Bank and ENBD during the approval period. Given the prospective nature of the approval, the proposed limits represent prudent estimates of potential transaction volumes and are intended to provide appropriate flexibility for such transactions and opportunities as may arise during the approval period.

Sr. No.	**Proposed Transactions***	**Amount (Rs. in crore)**
B(1) Sale / purchase or supply of service or any other similar business transaction		
1.	Treasury transactions, including: ● Derivative transactions; ● Foreign exchange transactions, including spot, tom and forward transactions; ● Investment in foreign currency-denominated securities, and ● Other similar treasury transactions	1,20,000
2.	Correspondent banking along with interest/charges, including but not limited to: ● Nostro Arrangement ● Vostro Arrangement	 5,000 500
3.	Availing services, including technology solution(s) and/or management services and similar other services etc.	50
4.	Business referral and agency arrangements in ordinary course of business	50
5.	Joint business and financing arrangements, including participation in, transfer or sharing of funded and non-funded exposures, whether through loan participation, risk participation, avalisation, factoring or similar structures, and participation in capital market transactions in arranger, underwriter or other capacities	1,000
6.	Trade and related transactions, including: ● Issuance/ acceptance/ confirmation/ advising of LCs and Bank Guarantee/ SBLC/ Counter-Bank	15,000

	Guarantee etc. or other similar transactions and charges thereon ● Purchase of bullions on consignment basis for bank clients	12,000
B(5): Borrowings by the Bank		
7.	Borrowing transactions through various permissible instruments in ordinary course of business	15,000
	Total	**1,68,600**

****** For transactions that may involve exposure by the Bank to ENBD, such transactions shall be subject to, and to the extent permitted under the applicable RBI Directions and/ or exemptions/ permissions/ sanctions granted by the RBI from time to time*

Any subsequent 'material modification' in the proposed transactions, as defined in the Bank's Policy on Dealing with the Related Party Transactions will be placed before the Members of the Bank for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Audit Committee of the Bank, at its Meeting held on November 2, 2026 and continued on November 03, 2026, reviewed the relevant details provided by the Management including the disclosures required under the RPT Industry Standards and accorded its approval to the proposed transactions. The Audit Committee has further reviewed the certificate provided by the Executive Director and Chief Financial Officer of the Bank as required under the RPT Industry Standards which stated that the terms at which the proposed related party transactions are to be entered into are fair, reasonable, and in the interest of the Bank and also that the proposed related party transactions are in compliance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, RPT Industry Standards and the Bank's Policy on Dealing with the Related Party Transactions. There has been no redaction of information from the shareholders' notice vis-a-vis information placed before the Audit Committee. The Audit Committee further recommended the same to the Board, subject to the approval of the Members of the Bank. On November 19, 2026, the Board of Directors considered the proposed transactions and recommended the same for approval of the Members of the Bank.

No valuation reports or other external reports have been relied upon for the purpose of the present approval by the Audit Committee, hence, the requirement of providing web-link and QR Code in this Notice is not applicable.

Further, pursuant to the approval granted by the Reserve Bank of India (**"RBI"**) on October 16, 2026, under Section 44A of the Banking Regulation Act, 1949, for the amalgamation of the Indian branches of Emirates NBD Bank (P.J.S.C.), with Bank, with effect from December 1, 2026 (**"Effective Date"**), certain existing transactions, balances and exposures of ENBD India Branch with ENBD and other ENBD Group entities may stand transferred to and vest in the Bank. The aforesaid limit of Rs. 1,68,600 [Rupees One Lakh Sixty-Eight Thousand Six Hundred] crore does not include such transactions which were undertaken prior to the Effective Date and which shall continue to be carried on the same terms and conditions for the remaining tenure of such contracts or arrangements, without requiring any further approvals. The disclosure of existing transactions as on September 30, 2026 of ENBD India Branches with ENBD and other ENBD Group entities is given in **Annexure - A**.

In addition, certain proposed transactions and exposures with ENBD may fall within the scope of the restrictions applicable to related party exposures under the RBI (Commercial Banks - Credit Risk Management) Directions, 2025, as amended from time to time, including transactions and exposures referred to in Paragraph 42H thereof. Accordingly, the approval sought from the Members of the Bank under this Resolution shall be subject to, and shall not dispense with, any approval, permission, consent, exemption, no-objection or other regulatory clearance that may be required from the RBI or any other competent authority, and such

transactions and exposures shall be undertaken only upon receipt of the requisite regulatory approvals, where applicable, and to the extent permitted under applicable laws.

In accordance with the requirements of Regulation 23(4) of SEBI Listing Regulations, your Director's recommend passing of an Ordinary Resolution as set out at Item No. 1 of this Notice, for the approval of the Members of the Bank, for the aforesaid material related party transactions with ENBD aggregating up to Rs. 1,68,600 [Rupees One Lakh Sixty Eight Thousand Six Hundred] crore, for a period of one year from the date of passing of this resolution by the Members of the Bank. The disclosures as per the RPT Industry Standards are provided in **Annexure - B**.

The proposed Material Related Party Transactions are undertaken / will be undertaken pursuant to specific approvals / registrations / licenses held by the Bank and in accordance with and subject to the compliance with the applicable laws including the Banking Regulation Act, 1949 and the Directions/ Master Circulars issued by RBI thereunder and in furtherance of the business activities 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. 1 of this Notice, save and except for 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), Non-Executive Non-Independent Directors being Nominee Directors of ENBD on the Board of the Bank and may be deemed to be interested in the Resolution solely by virtue of their association with ENBD. Mr. Shayne Keith Nelson (DIN: 02191937) is also the Chief Executive Officer (Group CEO) of Emirates NBD and hence may be considered as interested in terms of section 184(2) of the Companies Act, 2013.

The Members of the Bank may please note that, in terms of the applicable provisions of the SEBI Listing Regulations, ENBD, being the promoter and holding company of the Bank and a related party to the proposed transactions, and all other related parties of the Bank (whether or not they are parties to the proposed transactions), shall not vote to approve the Ordinary Resolution set out at Item No. 1 of this Notice.

Annexure - A

The disclosure of existing transactions as on September 30, 2026 of ENBD India Branches with ENBD and other ENBD Group entities:

Sr. No.	Existing Transactions	Summary	Amount (Rs. in crore)
1.	Borrowings from ENBD Group entities	Borrowings from ENBD or its ENBD Group entities across approved funding products.	485.59
2.	Correspondent Banking, Payments & Settlement Services	Opening and maintenance of Nostro and Vostro accounts, local currency settlement arrangements, remittance services, foreign exchange services, payment processing and other correspondent banking activities.	147.37
3.	Trade Finance, Guarantees & Credit Support Arrangements	Trade finance transactions including Letters of Credit (LCs), LC confirmations, LC discounting, Bank Guarantees, Standby Letters of Credit (SBLCs), Counter Guarantees and other credit support arrangements.	198.80

Sr. No.	Existing Transactions	Summary	Amount (Rs. in crore)
4.	Fund-Based Lending	Loans and other credit facilities extended to ENBD Group entities.	5.75
5.	Deposits from ENBD Group entities	Acceptance and maintenance of deposits from ENBD Group entities.	65.41
6.	Treasury, Funding & Risk Management Arrangements	Money market placements, inter-bank funding arrangements, treasury lending and other liquidity management transactions with ENBD Group entities.	137.46
7.	Intergroup transactions	Intergroup payables relating to operating expenses, IT recharges, transfer pricing allocations, change requests and other shared service arrangements.	53.68
8.	Service & Operational Transactions	Trade business support services provided by ENBD Global Services LLC and other operational services relating to export LCs, import LCs, outward guarantees, inward guarantees, shipping guarantees and Trade Based Money Laundering (TBML) activities.	1.04
9.	Capital Introduced by ENBD	Capital introduced and maintained by the ENBD in accordance with regulatory and business requirements.	2,152.89
10.	Derivative and Treasury Transactions (Notional Amount)	Treasury transactions between ENBD Group entities, including foreign exchange, inter-bank dealing, cash, tom, spot and derivative contracts.	351.43

Annexure - B

A. Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards:

Sr. No.	Particulars of the Information	Details
1.	Basic details of the related party	
	1. Name of the related party	Emirates NBD Bank (P.J.S.C) (ENBD)
	2. Country of incorporation of the related party	United Arab Emirates
	3. Nature of business of the related party	Emirates NBD Bank PJSC is a leading financial services group in the MENAT (Middle East, North Africa, and Türkiye) region.
2.	Relationship and ownership of the related party	
	1. Relationship between the listed entity~~/subsidiary (in case of transaction involving the subsidiary)~~ and the related party – including nature of its concern (financial or otherwise)	Promoter and Holding Company Nature of concern/ interest - Financial

	2. Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~, whether direct or indirect, in the related party.	The Bank does not hold any shares in Emirates NBD Bank (P.J.S.C.).
	3.Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	N.A., since the related party is a body corporate with share capital.
	4. Shareholding of the related party, whether direct or indirect, in the listed entity~~/ subsidiary (in case of transaction involving the subsidiary).~~	Emirates NBD Bank (P.J.S.C.) holds 59.88% of the equity share capital of RBL Bank Limited as of the quarter ended September 30, 2026.
3.	Details of previous transactions with the related party	Reimbursement of ENBD's share of stamp duty paid on and in accordance with the Investment Agreement dated October 18, 2025 – Rs. 26,90,00,750 (received from ENBD).
	1. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	
	- by the Bank	Nil
	- by the subsidiary	Nil
	2. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
	- by the Bank	Transaction with ENBD till September 30, 2026 **Treasury Related** - Lending of Rs. 1,750 crore (the outstanding amount under the treasury limits was fully repaid as on September 30, 2026). **Income Related** - Interest received of Rs. 16.95 crore. **Expenses Related** - Arranger/Dealer Fees of Rs. 1.34 crore These transactions are over and above the transactions reported under Annexure - A.
	- by the subsidiary	Nil
	3. Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. (FY 25-26 or till Q2 of FY 26-27)	None

4.	Amount of the proposed transaction(s)	
	1. Amount of the proposed transactions being placed for approval.	Rs. 1,68,600 crore
	2. Whether the proposed transaction taken together with the transactions undertaken with the RP during the current FY would render the proposed transaction a material RPT?	Yes
	3. Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (FY 25-26)	913.13%
	4. Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.
	5. Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (CY 2025)	144.06%
	6. Financial performance of related party for the immediately preceding financial year (consolidated basis) (in Rs. crores) (Related party follows Calendar Year):	
	a. Turnover (for 2025)	1,17,034.00
	b. Profit after tax (for 2025)	56,968.61
	c. Net worth (for 2025)	3,43,655.49
	7. Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	The proposed transaction is with Emirates NBD Bank (P.J.S.C.) ("ENBD"), which is the promoter and holding company of the Bank and, accordingly, may be deemed to be interested in the transaction. Mr. Shayne Keith Nelson (DIN: 02191937), Nominee Director of the Bank, may be regarded as interested under Section 184(2) of the Companies Act, 2013, solely by virtue of his position as the Chief Executive Officer (Group CEO) of Emirates NBD Bank PJSC (ENBD), and not by virtue of his shareholding in ENBD. Further, Mr. Patrick John Sullivan (DIN: 11710803), Mr. Neeraj Makin (DIN: 11699792), Mr. Manoj Chawla (DIN: 11716190) and Mr. Marwan Mahmood Mohammad Hadi (DIN: 11711479), are employees of ENBD and nominated as directors on the Board of the Bank, as nominees of ENBD. However,

		none of the directors of the Bank, including the nominee directors as above, except Mr. Nelson as above, are concerned or interested in the proposal in terms of section 184 (2) of the Companies Act, 2013
	a. Name of director/ KMP	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)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL

B. Transaction specific details for proposed related party transactions with ENBD:

Transactions involving sale / purchase or supply of service or any other similar business transaction:

Sr. No	Particulars of the information	Transaction 1	Transaction 2	Transaction 3
1.	Specific type of the proposed transaction	Treasury transactions, including: ● Derivative transactions; ● Foreign exchange transactions, including spot, tom and forward transactions; ● Investment in foreign currency-denominated securities, and ● Other similar treasury transactions	Correspondent banking along with interest/charges, including but not limited to: ● Nostro Arrangement ● Vostro Arrangement	Availing services, including technology solution(s) and/or management services and similar other services etc.
2.	Details of each type of the proposed transaction	The Bank, through its branches including GIFT IBU, may enter into derivative transactions (Currency swaps, Interest rate swaps, Currency Options, Forward, Other permitted derivatives etc) including Forex transactions - Forward/ Tom/ Spot basis bilaterally with *ENBD* Bilateral Transactions shall exclude those which are entered via a	The Bank may open and maintain Nostro accounts with ENBD in currencies such as AED, SAR, Egyptian Pound and Turkish Lira etc. and such other currencies as may be required, and ENBD may maintain INR Vostro accounts with the Bank, for facilitating cross-border payments,	The Bank, through its branches, including its GIFT IBU, may avail technology solutions, management services and / or other similar services from ENBD in the form of sharing of resources, expertise and capabilities under technology solutions and

		central clearing platform, where at the point of dealing, the Bank does not have the knowledge of the counter party on the other side.	collections and settlements.	management services.
3.	Tenure of the proposed transaction	1 year from the date of approval		
4.	Whether omnibus approval is being sought?	Yes		
5.	Value of the proposed transaction during a financial year. (Tenure) ~~If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise~~	Rs. 1,20,000 crore [aggregate notional value and/ or fees/ interest/ P&L impact as applicable]	(a) Nostro Arrangement - Rs. 5,000 crore (b) Vostro Arrangement - Rs. 500 crore [Maximum outstanding balance at any point of time including interest & other charges thereon]	Rs. 50 crore [Fees payable]
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	These transactions are part of the Bank's ordinary treasury function of the Bank, for client and interbank participation.	The Bank in its ordinary course of business opens Nostro accounts overseas and terms and conditions of the Nostro with ENBD shall be in accordance with terms and conditions as prevalent in the market. Similarly, it is usual for the Bank to offer Vostro accounts to its overseas customers, the terms and conditions of the offering will be similar to that offered to unrelated parties.	The Bank may from time to time, require adoption, enhancement or upgradation of technology solutions and management services or other similar services with respect to sharing of resources and/ or capabilities available with ENBD.

7.	Copy of valuation report or other external party report, if any shall be placed before the Audit Committee	N.A.	N.A.	N.A.
8.	Other information relevant to decision making	N.A.	N.A.	N.A.
9.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Derivative transactions are undertaken by the Bank in the ordinary course of its business and the products are offered to any customer intending to avail such products.	(a) Nostro Arrangement: The Bank compares the commercials shared by them against other banks for accounts in similar jurisdictions/ currency (b) Vostro Arrangement: These are services offered by the Bank to other customers as well.	Not applicable. Parties would enter into such arrangements in view of economical and commercial considerations for mutual benefit.
10.	Basis of determination of price	Transactions will be done on the basis of prevailing market rates. The rate for ENBD shall be determined in the same manner as for all inter-bank customers.	The terms and conditions of the proposed Nostro shall be in accordance with terms and conditions as prevalent in the market. The Vostro accounts are offered by the Bank at standard terms and conditions to its related and unrelated customers.	The compensation payable to ENBD for such services shall be determined having regard to the nature of the relevant technology and / or platform, service, resources and/or capabilities and may be determined on a cost, cost plus or other appropriate basis, on an arm's length basis, with pricing benchmarked against similar services with unrelated parties.
11.	In case of Trade advance, (of	N.A.	N.A.	N.A.

	upto 365 days or such period for which such advances are extended as per normal trade practice) if any, proposed to be extended to the RP in relation to the transaction, specify the following: a. Amount of advance b. Tenure c. Whether same is self liquidating			
12.	Justification for Arm's Length	Considering the transaction is entered into at similar rates and terms and conditions with third parties, the transactions meet arm's length requirements.	The Bank in its ordinary course opens Nostro accounts overseas and terms and conditions of the proposed Nostro with ENBD shall be in accordance with terms and conditions as prevalent in the market. The Bank in its ordinary course of business opens Vostro accounts for other banks, and the terms and conditions of the proposed Vostro accounts of ENBD shall be in accordance with the terms and conditions as prevalent in the market.	These transactions are primarily at cost or on cost plus basis or such other appropriate basis, depending upon the nature of the relevant services, resources or capabilities, and would be supported by appropriate benchmarking and/or other arm's length pricing methodology, as applicable.

Sr. No.	**Particulars of the information**	**Transaction 4**	**Transaction 5**	**Transaction 6**
1.	Specific type of the proposed transaction (e.g.	Business referral and agency arrangements	Joint business and financing arrangements,	Trade and related transactions, including:

	sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	in the ordinary course of business.	including participation in, transfer or sharing of funded and non-funded exposures, whether through loan participation, risk participation, avalisation, factoring or similar structures, and participation in capital market transactions in arranger, underwriter or other capacities	- Issuance/ acceptance/ confirmation/ advising of LCs and Bank Guarantee/ SBLC/ Counter-Bank Guarantee etc. and other similar transactions and charges thereon. - Purchase of bullions on consignment basis for bank clients.
2.	Details of each type of the proposed transaction	Either party may provide referral services to the other party, with respect to the products and services they are permitted to deal into. The services shall be provided on a non risk-participation business, and in accordance with the applicable RBI Directions.	Loan participation/ risk participation/ transfer or assignment of loan exposures and similar transactions - Parties can participate in such arrangements on mutually agreed basis in terms of applicable norms & applicable regulation. Joint participation in capital market investments under arranger/ underwriter capacity - For issuances in which either party acts as an arranger/ underwriter, the other party may subscribe to the bonds/ capital market instruments of the issuer on a fees basis.	(a) BG/ LC/ SBLC/ Counter-guarantees: The Bank may issue Bank Guarantees / SBLCs to customers, or extend credit to them, against a counter-guarantee / SBLC received from *ENBD*. Similarly, the Bank may also provide counter-guarantee/ SBLC to ENBD, against BG/ SBLC issued to facilitate the trade transactions of the Bank's client. In certain cases, the Bank may advise its clients for receipt of BG/ SBLC from ENBD, without providing any confirmation/ counter-guarantee on the same. These transactions are undertaken to facilitate the export/ import

				business of the clients of the Bank/ ENBD for cross-border payments. (b) Dealing in bullions on consignment basis: Further, the Bank, in its ordinary course of business, may enter into consignment arrangements with ENBD where the Bank may deal as a consignee for receipt of gold/ silver/ precious metals bullions on behalf of customer. Such transactions are entered into by the Bank on a fee basis.
3.	Tenure of the proposed transaction	1 year from the date of approval		
4.	Whether omnibus approval is being sought?	Yes		
5.	Value of the proposed transaction during a financial year. (Tenure) ~~If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise~~	Rs. 50 crore	Rs. 1,000 crore [total value of exposures transferred and/ or fees thereon, if any, based on the nature of transaction]	(a) BG/ SBLC/ LC/ Counter-guarantee and charges thereon - Rs.15,000 crore [guarantee received/ provided to ENBD including charges thereon*] * Value of guarantee/ SBLC directly issued to customer by the Bank/ ENBD and charges thereon are not considered as RPT for the Bank/ ENBD

				(b) Purchase of bullions on consignment basis for bank clients - Rs. 12,000 crore [Total value of purchases from ENBD]
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions will enable to capture synergy ecosystem between the two entities. The referral arrangements help in increasing the outreach of the Bank to new customers, increasing the overall business of the Bank. Further, where the Bank acts as a referrer, fee income is earned & vice versa by the Bank on a non risk-participation basis.	The transactions enable increase in loan books and other banking services for both the Bank and ENBD meeting synergies and providing value to the customers.	(a) BG/ SBLC/ Counter-guarantee - The transactions facilitate trade transactions by the exporters in India and participation in projects/ tenders for bidding in other countries. Similarly, such arrangements may be relevant for providing funding to Indian subsidiaries by the foreign entities who may be clients of ENBD. Such transactions are usual for banks and earns revenues in the form of confirmation fees/ guarantee fees etc. (b) Consignment of bullions - These are services provided by the Bank to its customers in its ordinary course of business, and contribute to the revenues of the Bank.
7.	Copy of valuation report or other external party report, if any	N.A.	N.A.	N.A.

	shall be placed before the Audit Committee			
8.	Other information relevant for decision making	N.A.	N.A.	N.A.
9.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not applicable. Parties would enter into such arrangements in view of economical and commercial considerations for mutual benefit.	Not applicable. Parties would enter into such arrangements in view of economical and commercial considerations for mutual benefit.	Not applicable. The transaction may be driven by the needs of respective clients of the Bank and ENBD, and other commercial considerations.
10.	Basis of determination of price	Referral arrangements shall be entered by the Bank as a part of its ordinary course of business on a non-risk participation basis and commercials shall be determined on the basis of prevalent market practice and/or other relevant considerations.	This will vary basis the nature of the transaction and the business requirements, market dynamics and liquidity position of the Bank at that point in time and the Bank's relevant internal policies.	The rates will be in alignment with that charged by other banks, or charged by the Bank to third party customers. The charges for each transaction will be determined through market rate and industry benchmarking.
11.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the RP in relation to the transaction, specify the following: a. Amount of advance b. Tenure c. Whether same is self liquidating	N.A.	N.A.	N.A.
12.	Justification for Arm's Length	Such transactions shall be entered by the Bank as a part of its ordinary course of	The arrangements shall be done on similar terms and conditions as done	The rates will be in alignment with that charged by other banks or

		business on a non-risk participation basis, and commercials shall be determined on the basis of prevalent market practice and/or relevant considerations.	with unrelated parties. Also, any arrangement shall be done in accordance with the RBI Directions in this regard. Hence, the transactions shall be at an arm's length.	charged by the Bank to third party customers. The charges for each transaction will be determined through prevailing market rate and industry benchmarking.

Transactions involving Borrowings by the Bank:

Sr. No	Particulars of the information	Transaction 7
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing transactions through various permissible instruments in ordinary course of business
2.	Details of each type of the proposed transaction	The Bank may obtain borrowings from ENBD in the ordinary course of its business for supporting its business needs and diversification of sources of funding. This would also include Gold Metal Loans (GML) obtained by the Bank in accordance with applicable RBI Directions.
3.	Tenure of the proposed transaction	1 year from the date of approval
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. ~~If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise~~	Rs. 15,000 crore [maximum outstanding at any point of time] and interest/ other charges thereon.
6.	Justification of transaction being in the interest of the Listed entity	The Bank undertakes such borrowings in the ordinary course of its business for supporting its business needs and diversification of sources of funding.
7.	Copy of valuation report or other external party report, if any	N.A.
8.	Other information relevant to decision making	N.A.
9.	Material covenants of the proposed transaction	Borrowings will be done on the basis of prevalent market rates and relevant commercial considerations.
10.	Interest rate (in terms of numerical value or base rate and applicable spread)	The interest rate may vary based on prevailing market conditions and the funding and liquidity requirements of either bank.
11.	Cost of borrowing	The cost of borrowing may vary based on prevailing market conditions and the funding and liquidity requirements of either bank.

	Note: This shall include all costs associated with the borrowing	
12.	Maturity / due date	Up to 10 years
13.	Repayment schedule & terms	As per maturity schedule of the borrowing
14.	Whether secured or unsecured?	Unsecured
15.	If secured, the nature of security & security coverage ratio	N.A.
16.	The purpose for which the funds will be utilized by the listed entity~~/ subsidiary~~	Ordinary business purposes
17.	Justification for Arm's Length	Such transactions shall be entered by the Bank as a part of its ordinary course of business and the interest rate paid for such borrowings shall be at market rates and aligned with interest rates charged by other Banks.
18.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies a. Before transaction b. After transaction	N.A.
19.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies. a. Before transaction b. After transaction	N.A.

By Order of the Board of Directors

Niti Arya
Company Secretary
(FCS: 5586)

Place : Mumbai
Date : November 19, 2026

RBL Bank Limited
CIN: L65191PN1943PLC007308

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