

IMPORTANT NOTICE

NOT FOR DISTRIBUTION INTO OR WITHIN THE UNITED STATES OR TO ANY PERSON OR ADDRESS IN THE UNITED STATES

Important: You must read the following before continuing. The following applies to the Offering Circular following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR OTHER JURISDICTION AND THE NOTES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE FOLLOWING OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. ADDRESS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Confirmation of the Representation: This Offering Circular is being sent at your request and by accepting the electronic mail and accessing this Offering Circular, you shall be deemed to have represented to us that you are outside the United States. In addition, you shall be deemed to have represented to us that the electronic mail address that you gave us and to which this electronic mail has been delivered is not located in the U.S. and that you consent to delivery of such Offering Circular by electronic transmission.

You are reminded that this Offering Circular has been delivered to you on the basis that you are a person into whose possession this Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this Offering Circular to any other person.

The materials relating to any offering of Notes under the Programme to which this Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that such offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, such offering shall be deemed to be made by the underwriters or such affiliate on behalf of the Issuer (as defined in this Offering Circular) in such jurisdiction.

This Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Dealers (as defined in this Offering Circular) or any person who controls any or any director, officer, employee or agent of either of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from any of the Dealers.

You are responsible for protecting against viruses and other destructive items. Your use of this electronic mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

The Offering Circular has not been and will not be registered, produced or made available to all as an offer document (whether a prospectus in respect of a public offer or an information memorandum or placement memorandum or private placement offer letter or other offering material in respect of any private placement or general information document or key information document in respect of any public offer or private placement under the (Indian) Companies Act, 2013 (“Companies Act”), and the rules framed thereunder, each as amended from time to time, or any other applicable Indian securities laws) with any Registrar of Companies of India (the “ROC”) or the Securities and Exchange Board of India (the “SEBI”) or the Reserve Bank of India (the “RBI”) or the International Financial Services Centres Authority (the “IFSCA”) or any Indian stock exchanges or any other statutory, regulatory or adjudicatory body of like nature in India. The Offering Circular will be made available to the India International Exchange (IFSC) Limited (the “India INX”) and NSE IFSC Limited (“NSE IX”) for the purpose of listing the Programme and any Notes (each as defined below).

In addition, holders and beneficial owners shall be responsible for compliance with restrictions on the ownership of the Notes imposed from time to time by applicable laws or by any regulatory authority or otherwise. In this context, holders and beneficial owners of the Notes shall be deemed to have acknowledged, represented and agreed that such holders and beneficial owners are eligible to purchase the Notes under applicable laws and regulations and are not prohibited under any applicable law or regulation from acquiring, owning or selling the Notes. The Notes may not be offered or sold, directly or indirectly, in India or to, or for the account or benefit of, any resident of India.

If you purchase any of the Notes, you will be deemed to have acknowledged, represented and agreed that you are eligible to purchase the Notes under applicable laws and regulations and you are not otherwise prohibited under any applicable law or regulation from acquiring, owning or selling the Notes.

In accordance with the provisions of applicable Indian regulations, including the Foreign Exchange Management Act, 1999 (“FEMA”), and the rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, each as amended, updated, modified, superseded, replaced or substituted from time to time, read together with the Master Direction on Reporting under FEMA, dated 1 January 2016 issued by the RBI and any other applicable regulations, notifications, circulars or guidelines issued by the RBI or any other Indian governmental agency in respect of external commercial borrowings, in each case, as amended, updated, modified, superseded, replaced or substituted from time to time (“ECB Regulations”), only (i) a person resident outside India; (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined in the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015, as amended from time to time), or a branch of a financial institution set up in an International Financial Services Centre (“IFSC”), that satisfy all other conditions set out in respect of eligible investors (i.e., ‘Recognised ECB Lender(s)’ under the ECB Regulations are eligible to purchase or subscribe to Notes denominated in INR or any other currency as may be applicable.

The holders and beneficial owners of the Notes, issued by the Issuer through its Head Office, shall be deemed to confirm that for so long as they hold any Notes, they will fulfil the criteria of a ‘recognised lender’ under the ECB Regulations.

Further, all holders and beneficial owners of the Notes, issued by the Issuer through its Head Office, represent and agree that the Notes will not be offered or sold on the secondary market to any person who does not fulfil the criteria of a ‘Recognised ECB Lender’ under the ECB Regulations.



Bank of Maharashtra

(Constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970)

U.S.\$500,000,000

Medium Term Note Programme

Under this Programme, Bank of Maharashtra (the “**Bank**” or the “**Issuer**”), acting through its Head Office in India (“**Head Office**”) or its IFSC Banking Unit (“**IFSC Banking Unit**” or “**GIFT-City Branch**”), as the case may be, may from time to time issue notes (the “**Notes**”, which expression shall include Senior Notes, Tier 2 Notes and Additional Tier 1 Notes (as defined herein)) denominated in any currency agreed between the Issuer and the relevant Dealer (as defined herein).

The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme will not exceed U.S.\$500,000,000 (or its equivalent in other currencies calculated as described herein), subject to increase as described herein.

Notes may be issued in bearer or registered form (respectively, “**Bearer Notes**” and “**Registered Notes**”). The Notes may be issued on a continuing basis to one or more of the Dealers specified under “Summary of the Programme” and any additional Dealer appointed under the Programme from time to time by the Issuer (each a “**Dealer**” and together the “**Dealers**”), which appointment may be for a specific issue or on an ongoing basis. References in this Offering Circular to the “**relevant Dealer**” shall, in the case of an issue of Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe to such Notes.

Application has been made to the Global Securities Market (“**GSM**”) segment of the India INX and/or Debt Securities Market (“**DSM**”) of the NSE IX for the Programme and any subsequent Notes to be admitted for trading on the India INX and NSE IX. **The India INX and/or NSE IX has not approved or verified the contents of this Offering Circular.** Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Tranche (as defined under “*Terms and Conditions of the Notes*”) of Notes will be set out in a pricing supplement (the “**Pricing Supplement**”). Notes to be listed on the GSM segment of the India INX and/or DSM of the NSE IX will be accepted for clearance through the clearing systems as defined below. The Issuer may agree with any Dealer and the Trustee (as defined herein) that Notes may be issued in a form not contemplated by the terms and conditions of the Notes herein (the “**Terms and Conditions of the Notes**” or the “**Conditions**”), in which event (in the case of Notes intended to be listed on the India INX and/or NSE IX) a supplementary Offering Circular, if appropriate, will be made available which will describe the effect of the agreement reached in relation to such Notes.

The Programme provides that Notes may be listed on such other or further stock exchange(s) as may be agreed between the Issuer and the relevant Dealer. The Issuer may also issue unlisted Notes.

See “**Risk Factors**” for a discussion of certain factors to be considered in connection with an investment in the Notes.

Notes to be listed on the India INX and/or NSE IX will be accepted for clearance through Euroclear Bank SA/NV (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream**”) and/or any other clearing system, as specified in the applicable Pricing Supplement.

This Offering Circular has not been and will not be filed, registered, produced, published or made available as an offer document (whether as a prospectus or a statement in lieu of a prospectus (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in respect of a public offer or an information memorandum or placement memorandum or general information document or key information document or private placement offer letter or other offering material in respect of a private placement under the Companies Act, 2013 (as amended) and the rules framed thereunder or any other applicable Indian laws for the time being in force, with the RoC, the RBI, the SEBI, the IFSCA, or any Indian stock exchanges or any other statutory or regulatory body of like nature in India, save and except for any information from part of the Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian securities laws, including but not limited to, the SEBI Insider Trading Regulations, and under the listing agreement with any Indian stock exchange pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI LODR Regulations**”) or the International Financial Services Centres Authority (Listing) Regulations, 2024, as amended from time to time (“**IFSCA Listing Regulations**”), or pursuant to the directives of any statutory, regulatory and adjudicatory body in India. This Offering Circular has not been and will not be reviewed or approved by any statutory or regulatory authority in India, including, but not limited to SEBI, any RoC, the RBI, the IFSCA, or any Indian stock exchanges or any other body of like nature in India. The Notes will not be offered or sold and have not been offered or sold in India by means of this Offering Circular or any other offering document or material relating to the Notes and will not be circulated or distributed and have not been circulated or distributed, directly or indirectly, to any person or the public in India or otherwise generally distributed or circulated in India which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities in violation of applicable Indian laws.

If you purchase any of the Notes, you will be deemed to have acknowledged, represented and agreed that you are eligible to purchase the Notes under applicable laws and regulations and that you are not prohibited under any applicable law or regulation from acquiring, owning or selling the Notes. See “**Subscription and Sale**”.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States and are subject to U.S. tax law requirements. The Notes are being offered and sold in offshore transactions outside the United States in reliance on Regulation S under the Securities Act (“**Regulation S**”). See “**Subscription and Sale**”.

In accordance with the provisions of the ECB Regulations, only investors that are in compliance with the eligibility requirements as a Recognised ECB Lender are eligible to purchase the Notes issued by the Issuer through its Head Office. This Offering Circular is being sent at your request and by accepting the e-mail and accessing this Offering Circular, if you invest in Notes issued by the Issuer through its Head Office, you shall be deemed to have represented to us that you are a Recognised ECB Lender. **Any Additional Tier 1 Notes issued under the Programme are not intended to be sold and should not be sold to retail clients (as defined in the rules set out in the Product Intervention (Contingent Convertible Instruments and Mutual Society Shares) Instrument 2015, as amended or replaced from time to time) in the European Economic Area (the “EEA”) or retail clients (as defined in the Financial Conduct Authority Conduct of Business Sourcebook (“COBS”)) in the United Kingdom (the “U.K.”), other than in circumstances that do not and will not give rise to a contravention of the relevant rules by any person. Prospective investors are referred to the section headed “Restrictions on Marketing and Sales to Retail Investors” on page vii of this Offering Circular for further information.**

The Programme has been granted a senior unsecured rating of “**BBB**” by S&P Global Ratings and “**BBB-**” by Fitch Ratings. Notes issued under the Programme may be rated or unrated by either of the rating agencies referred to above, provided that the Notes shall be rated by at least one credit rating agency registered with the IFSCA. Where a Tranche of Notes is rated, such rating will be disclosed in the Pricing Supplement and will not necessarily be the same as the rating assigned to the Programme by the relevant rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Arranger and Dealer

HSBC

The Issuer accepts responsibility for the information contained in this Offering Circular. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Offering Circular is in accordance with the facts and does not omit anything that would make the statements therein, in light of the circumstances under which they were made, misleading. The Issuer, having made all reasonable enquiries, confirms that this Offering Circular contains or incorporates all information which is material in the context of the Programme and the Notes, that the information contained or incorporated in this Offering Circular is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this Offering Circular are honestly held and that there are no other facts the omission of which would make this Offering Circular or any of such information or the expression of any such opinions or intentions misleading. The Issuer accepts responsibility accordingly.

No person is or has been authorised by the Issuer to give any information or to make any representation other than those contained in this Offering Circular or any other information supplied in connection with the Programme or the Notes and, if given or made by any other person, such information or representations must not be relied upon as having been authorised by the Issuer, the Arranger or any of the Dealers or the Trustee or the Agents (each as defined herein) or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them.

None of the Arranger, the Dealers, the Trustee or the Agents (as defined in the Terms and Conditions of the Notes) or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them has separately verified the information contained herein. No representation, warranty or undertaking, express or implied is made by the Arranger, the Dealers, the Trustee or the Agents, or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them, to the accuracy or completeness of any of the information contained in this Offering Circular, and none of the Arranger, the Dealers, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them accept any responsibility for any acts or omissions of the Issuer or any other person in connection with the issue and offering of the Notes. To the fullest extent permitted by law, none of the Arranger, the Dealers, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them accept any responsibility for the contents of this Offering Circular or for any other statement made or purported to be made by the Arranger, the Dealers, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them in connection with the Issuer or the issue and offering of the Notes. Each of the Arranger, the Dealers, the Trustee and the Agents and each of their respective directors, officers, employees, representatives, agents, affiliates and advisers and each person who controls any of them accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement.

Neither this Offering Circular nor any other information supplied in connection with the Programme or any Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer, the Arranger or the Dealers or the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them that any recipient of this Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any of the Notes. Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Offering Circular nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer, the Arranger or the Dealers or the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as at any time subsequent to the date indicated in the document containing the same. Each of the Arranger, the Dealers, the Trustee and the Agents and each of their respective directors, officers, employees, representatives, agents, affiliates and advisers and each person who controls any of them expressly does not undertake to review the financial condition or affairs of the Issuer during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into this Offering Circular when deciding whether or not to purchase any Notes.

In accordance with applicable provisions of ECB Regulations, the Notes issued by the Issuer through its Head Office can only be subscribed or acquired by the only investor (“**Recognised ECB Lender**”) that is: (i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended from time to time)) or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended from time to time)) set up in IFSC is permitted to acquire, own or sell the Notes (the “**Eligibility Requirements**”). The proceeds of the Notes will not be used for purposes which are prohibited under the ECB Regulations.

By purchasing the Rupee-denominated Notes or any other currency as may be applicable, each investor shall be deemed to have acknowledged, represented and agreed that such investor is eligible to purchase Notes or Rupee denominated Notes or any other currency as may be applicable under applicable laws and regulations and is in compliance with the ECB Regulations and is not otherwise prohibited under any applicable law or regulation from acquiring, owning or selling Notes or Notes denominated in Rupee or any other currency as may be applicable and that so long as it holds any Notes, it will continue to be in compliance with the ECB Regulations. Potential investors should seek independent advice and verify compliance with the Eligibility Requirements prior to any purchase of the Notes.

In this Offering Circular, “**ECB Guidelines**” means the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 issued by the RBI, in each case as amended, updated, modified, replaced or substituted from time to time.

The Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to United States persons, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended and the Treasury regulations promulgated thereunder.

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. None of the Issuer, the Arranger, the Dealers, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them represents that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Arranger or the Dealers or the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls

any of them which would permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the European Economic Area (including The Netherlands), United Kingdom, India, Singapore, Hong Kong, Japan, Australia, the United Arab Emirates, the Dubai International Financial Centre and Canada. See “*Subscription and Sale*”.

None of the Issuer, the Arranger, the Dealers, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

In connection with the offering of any Series of Notes, each Dealer is acting or will act for the Issuer in connection with the offering and no one else, and will not be responsible to anyone other than the Issuer for providing the protections afforded to clients of that Dealer nor for providing advice in relation to any such offering.

Notice to Capital Market Intermediaries and Prospective Investors Pursuant to Paragraph 21 of the Hong Kong SFC Code of Conduct: Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to this Programme (each such offering a “**CMI Offering**”), including certain Dealers, may be “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the SFC Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as “overall coordinators” (together, the “**OCs**”) for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (“**Association**”) with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order, prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). A rebate may be offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of the relevant offering based on the principal amount of the Notes distributed by such private banks to investors.

Private banks are deemed to be placing an order on a principal basis unless they inform the CMI otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate. Details of any such rebate will be set out in the applicable Pricing Supplement or otherwise notified to prospective investors. If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the Dealer when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to an Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

MIFID II PRODUCT GOVERNANCE/TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.

UK MIFIR PRODUCT GOVERNANCE/TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealer nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled “Prohibition of Sales to UK Retail Investors”, the Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (“**DISC**”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

For a description of other restrictions, see “*Subscription and Sale*”.

ENFORCEABILITY OF CIVIL LIABILITIES

The Bank is a body corporate (nationalised bank) constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (the “**Nationalisation Act**”), and the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (“**Nationalised Banks Scheme**”) of India, and is not a company incorporated under the (Indian) Companies Act, 1956 or the (Indian) Companies Act, 2013. The Government of India held 73.60 per cent. of the Bank’s paid-up equity share capital as at 30 June 2026 and, under the Nationalisation Act, is required to retain a majority shareholding in the Bank at all times. Notwithstanding the Government of India’s majority shareholding, the Bank is a distinct legal entity constituted as a body corporate under the Nationalisation Act and is not itself an organ or instrumentality of the sovereign. A majority of the directors and executive officers of the Issuer reside in India, and a substantial portion of the assets of the Issuer and the assets of such directors and executive officers are located in India. As a result, it may be difficult for investors to effect service of process upon the Bank or such directors and executive officers outside India or to enforce judgments against them obtained in courts outside India predicated upon civil liabilities of the Issuer or such directors and executive officers under laws other than Indian law.

In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The Bank understands that in India the statutory basis for recognition of foreign judgments is stipulated in Sections 13, 14 and 44A of the (Indian) Code of Civil Procedure, 1908, as amended from time to time (the “**Civil Code**”).

Section 13 of the Civil Code provides that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where the judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognise the law of India in cases where such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law in force in India. Section 14 of the Civil Code provides that a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. A foreign judgment which is conclusive under section 13 of the Civil Code may be enforced either by (i) a fresh suit upon the judgment; or (ii) instituting execution proceedings.

Under Section 14 of the Civil Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on record, but such presumption may be displaced by proving want of jurisdiction.

Further, Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court (as defined in such section) in any country or territory outside India which the Government of India (“GOI”) has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty and is not applicable to arbitration awards, even if such awards are enforceable as a decree or judgment. Furthermore, the execution of the foreign decree under Section 44A of the Civil Code is also subject to the exceptions under Section 13 of the Civil Code, as mentioned above.

The United Kingdom, Singapore, Hong Kong and United Arab Emirates (amongst other countries) have each been declared by the GOI to be a ‘reciprocating territory’ for the purposes of section 44A of the Civil Code. Accordingly, a judgment of a superior court in the United Kingdom may be enforceable by proceedings in execution, and a judgment not of a superior court, by a new suit resulting in a judgment or order. A judgment of a superior court in the United Kingdom must be enforced in India, by following the process mentioned above. In the event, a decree holder in the United Kingdom decides to first enforce a judgment/decreed in the United Kingdom, then for the unsatisfied part of the decree, the execution proceedings in India must be initiated within three years of completion of the execution proceedings in the United Kingdom.

It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with public policy and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law.

A party seeking to enforce a foreign judgment in India may be required to obtain approval from the RBI under the FEMA, to execute such a judgment and/or to repatriate outside India any amounts recovered pursuant to execution and any such amounts may be subject to tax in accordance with applicable laws. Any judgment in

a foreign currency would be converted into Indian Rupees on the date of the decree and not on the date of the payment. The Issuer cannot predict whether a suit brought in an Indian court will be disposed in a timely manner or be subject to considerable delays. The Issuer is not entitled to immunity based on sovereignty from any legal proceedings in India.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Unless the context otherwise requires:

- (i) all financial information relating to the Issuer provided as at or for the fiscal year ended 31 March 2024 contained in this Offering Circular has been derived from the comparative financial information contained in the audited standalone financial statements of the Issuer as at and for the year ended 31 March 2025;
- (ii) all financial information relating to the Issuer provided as at or for the fiscal year ended 31 March 2025 contained in this Offering Circular has been derived from the audited standalone financial statements of the Issuer as at and for the year ended 31 March 2025 (the “**Fiscal 2025 Financial Statements**”);
- (iii) all financial information relating to the Issuer provided as at or for the fiscal year ended 31 March 2026 contained in this Offering Circular has been derived from the audited standalone financial statements of the Issuer as at and for the year ended 31 March 2026 (the “**Fiscal 2026 Financial Statements**”, and together with the Fiscal 2025 Financial Statements, the “**Audited Financial Statements**”); and
- (iv) all financial information relating to the Issuer provided as at or for the three months ended 30 June 2025 and as at or for the three months ended 30 June 2026 contained in this Offering Circular has been derived from the reviewed standalone financial results of the Issuer for the three months ended 30 June 2025 (the “**Q1 2026 Financial Results**”) and for the three months ended 30 June 2026 (the “**Q1 2027 Financial Results**”) respectively.

The Issuer’s fiscal year ends on 31 March, and references in this Offering Circular to any specific fiscal year are to the 12-month period ended on 31 March of such year.

The Issuer’s Q1 2026 Financial Results and Q1 2027 Financial Results are prepared pursuant to the requirements under Regulation 33 and Regulation 52 read with Regulation 63(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Issuer maintains its financial books and records and prepares its Audited Financial Statements, Q1 2026 Financial Results and Q1 2027 Financial Results in Rupees in accordance with generally accepted accounting principles in the Republic of India as applicable to banks in India (“**Indian GAAP**”) which differ in certain important respects from International Financial Reporting Standards (“**IFRS**”). For a discussion of the principal differences between Indian GAAP and IFRS as they relate to the Issuer, see “*Summary of Significant Differences Between IFRS and Indian GAAP*”. Unless otherwise stated, all financial data relating to the Issuer contained herein is stated on a standalone basis. Certain information, including capital adequacy and regulatory ratios and the composition of deposits, advances and investments, is reported by the Bank only on a standalone basis and is presented on that basis where so stated. The financial statements have been prepared and presented under the historical cost convention and on the accrual basis of accounting, unless otherwise stated, and are in accordance with Indian GAAP, the statutory requirements prescribed under the Nationalisation Act, applicable circulars, master directions and guidelines issued by the RBI from time to time, including the Reserve Bank of India (Commercial Banks - Financial Statements: Presentation and Disclosures) Directions,

2025, as amended from time to time, and the Accounting Standards issued by the Institute of Chartered Accountants of India (“ICAI”), in so far as they apply to the Bank.

Unless otherwise specified, where financial information as at and for the three months ended 30 June 2026 has been translated into U.S. dollars, it has been so translated for information purposes only at the rate of Rs. 94.6626 equal to U.S.\$1.00 (based on market rates prevailing as at 30 June 2026). No representation is made that the Rupee or U.S. dollar amounts referred herein could have been or could be converted into Rupees or U.S. dollars, as the case may be, at any particular rate or at all.

CERTAIN DEFINITIONS

Capitalised terms, which are used but not defined in any particular section of this Offering Circular will have the meaning attributed to them in “*Terms and Conditions of the Notes*” or any other section of this Offering Circular.

In this Offering Circular, unless otherwise specified, all references to the “**Group**” are to the Bank, its subsidiary, The Maharashtra Executor and Trustee Company Private Limited, and its associate, Maharashtra Gramin Bank. All references to “**India**” are to the Republic of India and all references to the “**Government**” or “**GOI**” are to the government of India. All references to “**fiscal**” or “**fiscal year**” are to the year starting from 1 April and ending on 31 March. Unless otherwise stated, financial and other information in this Offering Circular is presented on a standalone basis.

All references in this document to “**U.S. dollars**”, “**U.S.\$**” and “**\$**” refer to United States dollars and to “**Rupee**”, “**INR**”, “**Rupees**”, “**Rs.**” and “**₹**” refer to Indian Rupees. In addition, references to “**Sterling**”, “**GBP**” and “**£**” refer to pounds sterling and to “**euro**”, “**EUR**” and “**€**” refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended from time to time.

References to “**lakhs**” and “**crores**” in the Bank’s Audited Financial Statements and Q1 2027 Financial Results are to the following:

One lakh.....	100,000 (one hundred thousand)
One crore	10,000,000 (ten million)
Ten crores	100,000,000 (one hundred million)
One hundred crores.....	1,000,000,000 (one thousand million)

Furthermore, certain figures and percentages included in this Offering Circular have been subject to rounding adjustments; accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

INDUSTRY AND MARKET DATA

Certain industry and market share data in this Offering Circular are derived from data of the RBI or the Director General of Commercial Intelligence and Statistics. Certain other information regarding market position, growth rates and other industry data pertaining to the Issuer’s business contained in this Offering Circular consists of estimates based on data reports compiled by professional organisations and analysts, on data from other external sources and on the Issuer’s knowledge of its markets. This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily

available external information (whether from trade associations, government bodies or other organisations) to validate market-related analyses and estimates, so the Issuer relies on internally developed estimates. While the Issuer has compiled, extracted and reproduced market or other industry data from external sources, including third parties or industry or general publications, none of the Issuer, the Arranger, the Dealer, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them has independently verified that data and none of the Issuer, the Arranger, the Dealer, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them makes any representation regarding the accuracy of such data. Similarly, while the Issuer believes its internal estimates to be reasonable, such estimates have not been verified by any independent sources and none of the Issuer, the Arranger, the Dealer, the Trustee or the Agents or any of their respective directors, officers, employees, representatives, agents, affiliates or advisers or any person who controls any of them can assure potential investors as to their accuracy.

FORWARD-LOOKING STATEMENTS

The Issuer has included statements in this Offering Circular which contain words or phrases such as “will”, “would”, “aim”, “is likely”, “are likely”, “believe”, “expect”, “expected to”, “will continue”, “estimate”, “intend”, “plan”, “seeking to”, “propose to”, “future”, “objective”, “goal”, “should”, “can”, “could”, “may” and similar expressions or variations of such expressions, that are “forward-looking statements”. Actual results may differ materially from those suggested by the forward-looking statements due to certain risks or uncertainties associated with the expectations of the Issuer with respect to, but not limited to, its ability to successfully implement its strategy, its ability to integrate future mergers or acquisitions into its operations, future levels of non-performing assets and restructured assets, its growth and expansion, the adequacy of its allowance for credit and investment losses, technological changes, investment income, its ability to market new products, cash flow projections, the outcome of any legal or regulatory proceedings it is or becomes a party to, the future impact of new accounting standards, its ability to implement its dividend policy, the impact of Indian banking regulations on its operations, which includes the assets and liabilities of the Issuer, its ability to roll over its short-term funding sources, its exposure to market risks and the market acceptance of and demand for internet banking services.

In addition, other factors that could cause actual results to differ materially from those estimated by the forward-looking statements contained in this Offering Circular include, but are not limited to general economic and political conditions in India, southeast Asia and the other countries which have an impact on the Issuer’s business activities or investments, political or financial instability in India or any other country caused by any factor including any terrorist attacks in India, the United States or elsewhere or any other acts of terrorism worldwide, any anti-terrorist or other attacks by the United States, a United States-led coalition or any other country, the monetary and interest rate policies of India, political or financial instability in India or any other country caused by tensions between India and Pakistan related to the Kashmir region or military armament or social unrest in any part of India, inflation, deflation, unanticipated turbulence in interest rates, changes in the value of the Rupee, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets and level of internet penetration in India and globally, changes in domestic and foreign laws, regulations and taxes, changes in competition and the pricing environment in India and regional or general changes in asset valuations. For a further discussion on the factors that could cause actual results to differ, see the discussion under “*Risk Factors*” contained in this Offering Circular.

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in the applicable Pricing Supplement may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that

the Stabilisation Manager(s) (or persons acting on behalf of a Stabilisation Manager) will undertake stabilisation action. Any stabilisation action or over-allotment may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) in accordance with all applicable laws and rules.

Agreements and Acknowledgments of Investors, including Holders and Beneficial Owners

In respect of any Subordinated Notes issued under this Programme, by its acquisition of such Subordinated Notes, each holder and beneficial owner acknowledges and agrees, *inter alia*, that upon the occurrence of a PONV Trigger Event or a CET1 Trigger Event (each in the case of Additional Tier 1 Notes only), all or some of the rights of holders of Subordinated Notes and the Receipts relating to them shall be subject to Write-Down (as defined in the Terms and Conditions of the Notes) and the right to receive interest on any portion of nominal amount Written-Down will cease and all interest amounts that were not due and payable prior to the Write-Down shall be cancelled. In addition, in respect of Additional Tier 1 Notes issued under this Programme, (1) interest is payable solely at the Bank's discretion, and no amount of interest shall become due and payable to the extent that it has been cancelled by the Bank at its sole discretion and (2) a cancellation of interest (in whole or in part) in accordance with the terms and conditions of such Additional Tier 1 Notes shall not constitute a default in payment or otherwise under the terms thereof. Any interest cancelled (in whole or in part) in the circumstances described herein shall not be due and shall not accumulate or be payable at any time thereafter, and holders and beneficial owners shall have no rights thereto or to receive any additional interest or compensation as a result of such cancellation. See "*Risk Factors – Risks Relating to the Subordinated Notes*".

Restrictions on Marketing and Sales to Retail Investors

Any Additional Tier 1 Notes issued under this Programme and discussed in this Offering Circular are complex financial instruments and are not a suitable or appropriate investment for all investors. In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities such as the Additional Tier 1 Notes to retail investors.

In the U.K., the Financial Conduct Authority ("FCA") Conduct of Business Sourcebook ("COBS") requires, in summary, that the Additional Tier 1 Notes should not be offered or sold to retail clients (as defined in COBS 3.4 and each a "**retail client**") in the U.K.

The Dealer is required to comply with COBS.

By purchasing, or making or accepting an offer to purchase, any Additional Tier 1 Notes issued under this Programme (or a beneficial interest in such Additional Tier 1 Notes) from the Bank and/or the Dealers, each prospective investor represents, warrants, agrees with and undertakes to the Bank and each of the Dealers that:

1. it is not a retail client in the U.K.; and
2. it will not sell or offer the Additional Tier 1 Notes (or any beneficial interest therein) to retail clients in the U.K. or communicate (including the distribution of the Offering Circular) or approve an invitation or inducement to participate in, acquire or underwrite the Additional Tier 1 Notes

(or any beneficial interests therein) where that invitation or inducement is addressed to or disseminated in such a way that it is likely to be received by a retail client in the U.K.

In selling or offering the Additional Tier 1 Notes or making or approving communications relating to the Additional Tier 1 Notes you may not rely on the limited exemptions set out in COBS.

The obligations above are in addition to the need to comply at all times with all other applicable laws, regulations and regulatory guidance (whether inside or outside the European Economic Area (“EEA”) or the U.K.) relating to the promotion, offering, distribution and/or sale of the Additional Tier 1 Notes issued under this Programme (or any beneficial interests therein), whether or not specifically mentioned in the Offering Circular, including (without limitation) any requirements under the Markets in Financial Instruments Directive 2014/65/EU (as amended) (“**MiFID II**”) or the U.K. FCA Handbook as to determining the appropriateness and/or suitability of an investment in the Additional Tier 1 Notes (or any beneficial interests therein) for investors in any relevant jurisdiction.

Where acting as agent on behalf of a disclosed or undisclosed client when purchasing, or making or accepting an offer to purchase, any Additional Tier 1 Notes issued under this Programme (or any beneficial interests therein) from the Bank and/or the Dealers, the foregoing representations, warranties, agreements and undertakings will be given by and be binding upon both the agent and its underlying client.

The offering of the Additional Tier 1 Notes issued under this Programme will be made entirely outside India. This Offering Circular may not be distributed, directly or indirectly, in India or to residents of India and the Additional Tier 1 Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in India or to, or for the account or benefit of, any resident of India.

Each purchaser of the Additional Tier 1 Notes will be deemed to represent that it is neither located in India nor a resident of India and that it is not purchasing for, or for the account or benefit of, any such person, and understands that the Additional Tier 1 Notes may not be offered, sold, pledged or otherwise transferred to any person located in India, to any resident of India or to, or for the account of, such persons, unless determined otherwise in compliance with applicable law.

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents published or issued from time to time after the date hereof shall be deemed to be incorporated in, and to form part of, this Offering Circular:

- (a) the most recently published audited standalone annual financial statements and, if published later, the most recently published audited or reviewed, as the case may be, interim standalone financial results (if any) of the Issuer (see “*General Information*” for a description of the financial statements currently published by the Issuer); and
- (b) all supplements or amendments to this Offering Circular issued by the Issuer from time to time.

Any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Offering Circular to the extent that a statement contained in any such subsequent document which is deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offering Circular.

The Issuer will provide, without charge, to each person to whom a copy of this Offering Circular has been delivered, upon the request of such person, a copy of any or all of the documents deemed to be incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to the Issuer at its office set out at the end of this Offering Circular.

Copies of the audited standalone annual financial statements of the Issuer or audited or reviewed interim standalone financial results (if any) of the Issuer deemed to be incorporated by reference in this Offering Circular may be obtained without charge from the website of the India INX (<https://www.indiainx.com/>) and/or NSE IX (<https://www.nseix.com/>).

If the terms of the Programme are modified or amended in a manner which would make this Offering Circular, as so modified or amended, inaccurate or misleading, to an extent which is material in the context of the Programme, a new offering circular will be prepared.

GENERAL DESCRIPTION OF THE PROGRAMME

Under the Programme, the Issuer, acting through its Head Office, its IFSC Banking Unit, as the case may be, may from time to time issue Notes denominated in any currency, subject as set out herein. A summary of the terms and conditions of the Programme and the Notes appears below. The applicable terms of any Notes will be agreed between the Issuer and the relevant Dealer prior to the issue of the Notes and will be set out in the Terms and Conditions of the Notes endorsed on, attached to, or incorporated by reference into, the Notes, as modified and supplemented by the applicable Pricing Supplement attached to, or endorsed on, such Notes, as more fully described under “*Form of the Notes*”.

This Offering Circular and any supplement will only be valid for listing Notes on the India INX and/or NSE IX in an aggregate nominal amount which, when added to the aggregate nominal amount then outstanding of all Notes previously or simultaneously issued under the Programme, does not exceed U.S.\$500,000,000 or its equivalent in other currencies. For the purpose of calculating the U.S. dollar equivalent of the aggregate nominal amount of the Notes issued under the Programme from time to time:

- (a) the U.S. dollar equivalent of Notes denominated in another Specified Currency (as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under “*Form of the Notes*”) shall be determined, at the Issuer’s discretion, either as of the date on which agreement is reached for the issue of Notes or on the preceding day on which commercial banks and foreign exchange markets are open for business in London, in each case on the basis of the spot rate for the sale of U.S. dollar against the purchase of such Specified Currency in the London foreign exchange market quoted by any leading international bank selected by the Issuer on the relevant day of calculation;
- (b) the U.S. dollar equivalent of Dual Currency Notes, Index Linked Notes and Partly Paid Notes (each as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under “*Form of the Notes*”) shall be calculated in the manner specified in the applicable Pricing Supplement; and
- (c) the U.S. dollar equivalent of Zero Coupon Notes (as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under “*Form of the Notes*”) and other Notes issued at a discount or a premium shall be calculated in the manner specified above by reference to the net proceeds received by us for the relevant issue.

The offering of the Notes will be made entirely outside India. This Offering Circular may not be distributed directly or indirectly in India or to residents of India and the Notes are not being offered or sold and may not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India in accordance with the ECB Regulations.

Each purchaser of Notes will be deemed to represent that it is neither located in India nor a resident of India and that it is not purchasing for, or for the account or benefit of, any such person, and understands that the Notes may not be offered, sold, pledged or otherwise transferred to any person located in India, to any resident of India or to, or for the account of, such persons, unless determined otherwise in compliance with applicable law.

The Issuer through its Head Office will issue Notes under the Programme in accordance with the ECB Regulations.

All references in this Offering Circular to “**nominal amount**” will, in respect of Subordinated Notes, refer to Outstanding Nominal Amount or Issued Nominal Amount (each as defined in the Terms and Conditions of the Notes), as relevant and unless otherwise specified.

SUMMARY OF THE PROGRAMME

The following summary does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular and, in relation to the terms and conditions of any particular Tranche of Notes, the applicable Pricing Supplement. Words and expressions defined in “*Form of the Notes*” and “*Terms and Conditions of the Notes*” shall have the same meanings in this summary.

Issuer	Bank of Maharashtra, acting through its Head Office in India or its IFSC Banking Unit (as specified in the relevant Pricing Supplement).
Description	Medium Term Note Programme.
Arranger	The Hongkong and Shanghai Banking Corporation Limited
Dealer	The Hongkong and Shanghai Banking Corporation Limited and any other Dealers appointed in accordance with the Programme Agreement (as defined under “ <i>Subscription and Sale</i> ”).
Certain Restrictions	Each issue of Notes in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements from time to time (see “ <i>Subscription and Sale</i> ”) including the following restrictions applicable at the date of this Offering Circular. Notes having a maturity of less than one year Notes having a maturity of less than one year will, if the proceeds of the issue are accepted in the United Kingdom, constitute deposits for the purposes of the prohibition on accepting deposits contained in section 19 of the Financial Services and Markets Act 2000 unless they are issued to a limited class of professional investors and have a denomination of at least £100,000 or its equivalent. See “ <i>Subscription and Sale</i> ”.
Trustee	Citicorp International Limited
Principal Paying Agent, Transfer Agent and (where appointed) Calculation Agent	Citibank, N.A., London Branch
Registrar	Citicorp International Limited
Programme Size	U.S.\$500,000,000 (or its equivalent in other currencies calculated as described under “ <i>General Description of the Programme</i> ”) in aggregate nominal amount of Notes outstanding at any time. The Issuer may increase the amount of the Programme in accordance with the terms of the Programme Agreement.
Risk Factors	There are certain factors that may affect the Issuer’s ability to fulfil its obligations under Notes issued under the Programme. These are set out under “ <i>Risk Factors</i> ”. In addition, there are certain factors which are material for the purpose of assessing

	the market risks associated with Notes issued under the Programme. These are set out under “ <i>Risk Factors</i> ” and include certain risks relating to the structure of particular Series of Notes.
Distribution	Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.
Currencies	Notes may be denominated in any agreed currency and with any agreed maturity, subject to any applicable legal or regulatory restrictions and any requirements of the relevant central bank (or equivalent body).
Maturities	Such maturities as may be agreed between the Issuer and the relevant Dealer and indicated in the applicable Pricing Supplement, subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the Issuer or the relevant Specified Currency. Tier 2 Notes shall have a minimum maturity of 5 years. Additional Tier 1 Notes are perpetual and have no maturity date. The maturity date of the Notes issued by Issuer from its Head Office will be subject to the guidelines issued by the RBI from time to time including the ECB Regulations.
Issue Price	Notes may be issued on a fully paid or (in the case of Notes other than Subordinated Notes) a partly paid basis and at an issue price which is at par or at a discount to, or premium over, par.
Form of the Notes	The Notes may be in bearer form and/or registered form. Bearer Notes will be in bearer form and will on issue be represented by a temporary bearer global note (a “ Temporary Bearer Global Note ”) or a permanent bearer global note (a “ Permanent Bearer Global Note ”) and together with the Temporary Bearer Global Note, the “ Bearer Global Notes ”) as indicated in the applicable Pricing Supplement. Temporary Bearer Global Notes will be exchangeable either for (i) interests in a Permanent Bearer Global Note or (ii) Bearer Notes in definitive form (“ Definitive Bearer Notes ”) as indicated in the applicable Pricing Supplement. Permanent Bearer Global Notes will be exchangeable for Definitive Bearer Notes upon either (i) not less than 60 days’ written notice from Euroclear and/or Clearstream (acting on the instructions of any holder of an interest in such Permanent Bearer Global Note) to the Principal Paying Agent as described therein or (ii) only upon the occurrence of an Exchange Event as described under “ <i>Form of the Notes</i> ”. Registered Notes will not be exchangeable for Bearer Notes and vice versa.
Fixed Rate Notes	Fixed interest will be payable at such rate or rates in arrear and on such date or dates as may be agreed between the Issuer and the relevant Dealer and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the Issuer and the relevant Dealer.

Floating Rate Notes	Floating Rate Notes will bear interest at a rate determined: (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the applicable ISDA Definitions (as published by the International Swaps and Derivatives Association, Inc., and as amended and updated as at the Issue Date of the first Tranche of the Notes of the relevant Series); or (ii) by reference to EURIBOR, SOFR Benchmark or SONIA Benchmark (or such other benchmark as may be specified in the applicable Pricing Supplement); or (iii) on such other basis as may be agreed between the Issuer and the relevant Dealer. The margin (if any) relating to such floating rate will be agreed between the Issuer and the relevant Dealer for each Series of Floating Rate Notes.
Index Linked Notes	Payments of principal in respect of Index Linked Redemption Notes or of interest in respect of Index Linked Interest Notes will be calculated by reference to such index and/or formula, or to changes in the prices of securities or commodities or to such other factors, as the Issuer and the relevant Dealer may agree.
Other Provisions in relation to Floating Rate Notes and Index Linked Interest Notes	Floating Rate Notes and Index Linked Interest Notes may also have a maximum interest rate, a minimum interest rate or both. Interest on Floating Rate Notes and Index Linked Interest Notes in respect of each Interest Period, as agreed prior to issue by the Issuer and the relevant Dealer, will be payable on such Interest Payment Dates, and will be calculated on the basis of such Day Count Fraction, as may be agreed between the Issuer and the relevant Dealer.
Dual Currency Notes	Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in such currencies, and based on such rates of exchange, as the Issuer and the relevant Dealer may agree.
Partly Paid Notes	The Issuer may issue Notes in respect of which the issue price is paid in separate instalments in such amounts and on such dates as the Issuer and the relevant Dealer may agree.
Zero Coupon Notes	Zero Coupon Notes will be offered and sold at a discount to their nominal amount and will not bear interest.
Other Notes	The Issuer may agree with any Dealer and the Trustee that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes, in which event the relevant provisions will be included in the applicable Pricing Supplement.

Redemption	The applicable Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity other than (i) in specified instalments, if applicable, or (ii) for taxation reasons (in the case of Subordinated Notes, only with the conditions for redemption as set out in Condition 7.13 having been satisfied), or (iii) in the case of Subordinated Notes, for certain regulatory reasons (only with the conditions for redemption as set out in Condition 7.13 having been satisfied) or (iv) following an Event of Default (as defined in Condition 11) (in the case of Senior Notes, in accordance with the provisions of Condition 11.1 and in the case of Subordinated Notes, only in accordance with the provisions of Condition 11.2), or that such Notes will be redeemable at the option of the Issuer (in the case of Subordinated Notes only with the conditions for redemption as set out in Condition 7.13 having been satisfied) and/or (except in the case of Subordinated Notes) the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as set forth in the Terms and Conditions of the Notes or as may be agreed between the Issuer and the relevant Dealer. The applicable Pricing Supplement may provide that Notes may be redeemable in separate instalments in such amounts and on such dates as are indicated in the applicable Pricing Supplement.
Denomination of Notes	Notes will be issued in such denominations as may be agreed between the Issuer and the relevant Dealer save that the minimum denomination of each Note will be such as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant Specified Currency.
Taxation	All payments in respect of the Notes will be made without deduction for or on account of withholding taxes imposed by any Tax Jurisdiction (as defined in Condition 9), subject as provided in Condition 9. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances provided in Condition 9, be required to pay additional amounts to cover the amounts so deducted. Without prejudice to the Issuer's obligation to pay additional amounts as described above, all payments in respect of the Notes will be made subject to any withholding or deduction required pursuant to fiscal and other laws, as provided in Condition 6.7.
Negative Pledge	The terms of the Notes (other than Subordinated Notes) will contain a negative pledge provision as further described in Condition 4.

Cross Default.....	The terms of the Notes (other than Subordinated Notes) will contain a cross default provision as further described in Condition 11.
Status of the Senior Notes	The Senior Notes will constitute direct, unconditional, unsubordinated and, subject to the provisions of Condition 4, unsecured obligations of the Issuer and will rank pari passu among themselves and (save for certain obligations required to be preferred by law) equally with all other unsubordinated and unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding.
Status, Events of Default and other Terms of or relating to the Tier 2 Notes.....	The status of the Tier 2 Notes and events of default applicable to the Tier 2 Notes are set out in Conditions 3.2 and 11.2, respectively. Subordinated Notes do not have the benefit of a negative pledge or cross default provision.
Status, Events of Default and other Terms of or relating to the Additional Tier 1 Notes	The status of the Additional Tier 1 Notes and events of default applicable to the Additional Tier 1 Notes are set out in Conditions 3.3 and 11.2, respectively. Additional Tier 1 Notes do not have the benefit of a negative pledge or cross default provision.
Limited Right of Acceleration in respect of Subordinated Notes	If any order of the Government is made for the winding-up, liquidation or dissolution of the Issuer, save for the purposes of reorganisation on terms previously approved by an Extraordinary Resolution of the Noteholders, the Trustee may, and if so requested in writing by the holders of at least one-fifth in Outstanding Nominal Amount of the Subordinated Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders, shall (subject to being indemnified and/or secured and/or pre-funded to its satisfaction) give notice to the Issuer that the Subordinated Notes are, and they shall, subject to the prior approval of the RBI having been obtained, thereupon immediately become, due or repayable at the amount provided in, or calculated in accordance with, Condition 7.7. <i>Pursuant to Section 18 (Dissolution) of the Nationalisation Act, Indian statutory provisions relating to winding up do not apply to the Issuer, and it may only be placed in liquidation by order of the Government in such manner as it may direct.</i> The Trustee may only accelerate the Subordinated Notes in the circumstances set out in Condition 11.2. Neither the Terms and Conditions of the Subordinated Notes nor the Trust Deed will contain any provision whereby the Subordinated Notes will become due and payable upon a default in the payment of principal of or interest on the Subordinated Notes or on the non-performance of any covenant of the Issuer or upon the happening of any event other than the events set forth in Condition 11.2; principally, the winding up or liquidation of the Issuer.

Additional Tier 1 Notes – Cancellation of Interest	The Issuer may, at its full discretion and as it deems fit, elect at any time to cancel (in whole or in part) interest otherwise scheduled to be paid in respect of a Series of Additional Tier 1 Notes. Further, the Issuer will be required to cancel (in whole or, as the case may be, in part) the payment of any interest scheduled to be paid on an Interest Payment Date to the extent that such payment of interest is not permitted to be paid under the RBI Guidelines. Interest on the Additional Tier 1 Notes will be non-cumulative and any cancellation of interest on Additional Tier 1 Notes in accordance with Condition 5.7 will not constitute an event of default in respect of the Additional Tier 1 Notes. In the event of any cancellation of interest on Additional Tier 1 Notes, the Issuer will face certain restrictions on its ability to make payments in respect of securities ranking junior to, or <i>pari passu</i> with, such Additional Tier 1 Notes, as set out in Condition 5.7(d). See Condition 5.7 for further details.
Subordinated Notes – Loss Absorption	In the event of a PONV Trigger Event, Subordinated Notes will be subject to interest cancellation and Write-Down (as defined in Condition 8.1(c)). Any nominal amount Written-Down due to the occurrence of a PONV Trigger Event will not be restored in any circumstances. Further, Additional Tier 1 Notes will also be subject to interest cancellation and Write-Down upon the occurrence of a CET1 Trigger Event, with any Reinstatement (as defined in Condition 8.2(b)) being at the Issuer’s option and subject to regulation. See Condition 8 and “<i>Investment Considerations — Risks Relating to the Subordinated Notes</i>” for further details.
Listing	Application will be made to the GSM of the India INX and the DSM of the NSE IX for the Notes to be admitted for trading on the India INX and NSE IX. The listing of the Notes is in compliance with the IFSCA Listing Regulations. Unlisted Notes may also be issued. The applicable Pricing Supplement will state whether or not the relevant Notes are to be listed and, if so, on which stock exchange(s).
Use of Proceeds	The net proceeds from each issue of Notes will be used to (i) meet the funding requirements of the Bank’s Head Office in India, foreign offices or branches; and (ii) meet its general corporate purposes, as per applicable laws in India. The proceeds from the issue of Notes from the Issuer’s Head Office will be utilised as per the requirements under the ECB Regulations.
Rating	The rating of certain Series of Notes to be issued under the Programme may be specified in the applicable Pricing Supplement.
Governing Law	The Notes and any non-contractual obligations arising out of or in connection with any of the foregoing will be governed by, and

	construed in accordance with, English law except that, Clause 2(G) of the Trust Deed, and in the case of Subordinated Notes, Conditions 3.2 and 3.3 will be governed by Indian law.
Clearing Systems	Euroclear, Clearstream and/or any other clearing system, as specified in the applicable Pricing Supplement (see “ <i>Form of the Notes</i> ”).
Selling Restrictions	There are restrictions on the offer, sale and transfer of the Notes in the United States, the European Economic Area (including The Netherlands), United Kingdom, India, Singapore, Hong Kong, Japan, Australia, the United Arab Emirates, the Dubai International Financial Centre and Canada and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes. See “ <i>Subscription and Sale</i> ”.
United States Selling Restrictions	Regulation S, Category 1 or 2, as specified in the applicable Pricing Supplement. The Bearer Notes will be issued in compliance with U.S. Treasury Regulation §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “Code”)) (“TEFRA D”) unless (i) the applicable Pricing Supplement states that Notes are issued in compliance with U.S. Treasury Regulation §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (“TEFRA C”) or (ii) the Notes are issued other than in compliance with TEFRA D or TEFRA C but in circumstances in which the Notes will not constitute “registration required obligations” under the United States Tax Equity and Fiscal Responsibility Act of 1982 (“TEFRA”), which circumstances will be referred to in the applicable Pricing Supplement as a transaction to which TEFRA is not applicable.

Bearer Notes

Each Tranche of Bearer Notes will be initially issued in the form of either a Temporary Bearer Global note or a Permanent Bearer Global Note as indicated in the applicable Pricing Supplement, which, in either case, will be delivered on or prior to the original issue date of the Tranche to a common depository (the “**Common Depository**”) for Euroclear and Clearstream. Whilst any Bearer Note is represented by a Temporary Bearer Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date (as defined below) will be made against presentation of the Temporary Bearer Global Note only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Bearer Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by Euroclear and/or Clearstream and Euroclear and/or Clearstream, as applicable, has given a like certification (based on the certifications it has received) to the Principal Paying Agent.

On and after the date which is 40 days after a Temporary Bearer Global Note is issued (the “**Exchange Date**”), interests in such Temporary Bearer Global Note will be exchangeable (free of charge) upon a request as described therein either for (i) interests in a Permanent Bearer Global Note of the same Series without receipts, interest coupons and talons attached or (ii) for Definitive Bearer Notes of the same series with, where applicable, receipts, interest coupons and talons attached (as indicated in the applicable Pricing Supplement and subject, in the case of Definitive Bearer Notes, to such notice period as is specified in the applicable Pricing Supplement) in each case against certification of beneficial ownership as described above unless such certification has already been given, provided that purchasers in the United States and certain U.S. persons will not be able to receive Definitive Bearer Notes. The holder of a Temporary Bearer Global Note will not be entitled to collect any payment of interest, principal or other amount due on or after the Exchange Date unless, upon due certification, exchange of the Temporary Bearer Global Note for an interest in a Permanent Bearer Global Note or for Definitive Bearer Notes is improperly withheld or refused.

Payments of principal, interest (if any) or any other amounts on a Permanent Bearer Global Note will be made through Euroclear and/or Clearstream against presentation or surrender (as the case may be) of the Permanent Bearer Global Note without any requirement for certification.

The applicable Pricing Supplement will specify that a Permanent Bearer Global Note will be exchangeable (free of charge), in whole but not in part, for Definitive Bearer Notes with, where applicable, receipts, interest coupons and talons attached upon the occurrence of an Exchange Event. For these purposes, “**Exchange Event**” means that the Issuer has been notified that both Euroclear and Clearstream have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no alternative clearing system satisfactory to the Trustee is available. The Issuer will promptly give notice to the Noteholders and the Trustee in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream or the common depository on their behalf (acting on the instructions of any holder of an interest in such Permanent Bearer Global Note) or the Trustee may give notice to the Principal Paying Agent requesting exchange and, in the event of the occurrence of an Exchange Event as described in (iii) above, the Issuer may also give notice to the Principal Paying Agent requesting exchange. Any such exchange following an Exchange Event shall occur not later than 45 days after the date of receipt of the first relevant notice by the Principal Paying Agent.

All Notes will be issued pursuant to the Trust Deed and the Agency Agreement (each as defined under “*Terms and Conditions of the Notes*”).

The following legend will appear on all Notes (other than Temporary Global Notes), receipts, interest coupons and talons relating to such Notes where TEFRA D is specified in the applicable Pricing Supplement:

“ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE.”

The sections referred to provide that United States holders, with certain exceptions, will not be entitled to deduct any loss on Notes, receipts, interest coupons and talons and will not be entitled to capital gains treatment in respect of any gain on any sale, disposition, redemption or payment of principal in respect of such Notes, receipts, interest coupons and talons.

Notes which are represented by a Bearer Global Note will only be transferable in accordance with the rules and procedures for the time being of Euroclear or Clearstream, as the case may be.

FORM OF THE NOTES

Words and expressions defined in “Terms and Conditions of the Notes” shall have the same meanings in this section.

The Notes of each Series will be in either bearer form, with or without interest coupons attached (“**Bearer Notes**”), or registered form, without interest coupons attached (“**Registered Notes**”). Bearer Notes will be issued outside the United States to non-U.S. persons in reliance on Regulation S. Registered Notes will be issued outside the United States in reliance on Regulation S.

Notes to be listed on the India INX and NSE IX will be accepted for clearance through Euroclear and/or Clearstream and/or any other clearing system as specified in the applicable Pricing Supplement.

Registered Notes

The Registered Notes of each Tranche will initially be represented by a global note in registered form (a “**Registered Global Note**”).

Registered Global Notes will be deposited with, and registered in the name of a nominee of, a common depositary for Euroclear and Clearstream, as specified in the applicable Pricing Supplement. Persons holding beneficial interests in Registered Global Notes will be entitled or required, as the case may be, under the circumstances described below, to receive physical delivery of definitive Notes in fully registered form (“**Definitive Registered Notes**”).

Payments of principal, interest and any other amount in respect of the Registered Global Notes will, in the absence of provision to the contrary, be made to the person shown on the Register (as defined in Condition 1) as the registered holder of the Registered Global Notes. None of the Issuer, any Paying Agent or the Registrar (each as defined under “*Terms and Conditions of the Notes*”) will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of the Definitive Registered Notes will, in the absence of provision to the contrary, be made to the persons shown on the Register on the relevant Record Date (as defined in Condition 6.3) immediately preceding the due date for payment in the manner provided in that Condition.

Interests in a Registered Global Note will be exchangeable (free of charge), in whole but not in part, for Definitive Registered Notes without receipts, interest coupons or talons attached only upon the occurrence of an Exchange Event. For these purposes, “**Exchange Event**” means that the Issuer has been notified that both Euroclear and Clearstream have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor or alternative clearing system is available. The Issuer will promptly give notice to the Noteholders and the Trustee in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream or the common depositary on their behalf (acting on the instructions of any holder of an interest in such Registered Global Note) or the Trustee may give notice to the Registrar requesting exchange and, in the event of the occurrence of an Exchange Event as described in (iii) above, the Issuer may also give notice to the Registrar requesting exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the Registrar.

Transfer of Interests

Interests in a Registered Global Note may, subject to compliance with all applicable restrictions, be transferred to a person who wishes to hold such interest in another Registered Global Note. No beneficial owner of an interest in a Registered Global Note will be able to transfer such interest, except in accordance with the applicable procedures of Euroclear and Clearstream, in each case to the extent applicable.

General

Pursuant to the Agency Agreement (as defined under “*Terms and Conditions of the Notes*”), the Principal Paying Agent shall arrange that, where a further Tranche of Notes is issued which is intended to form a single Series with an existing Tranche of Notes at a point after the Issue Date of the further Tranche, the Notes of such further Tranche shall be assigned a common code and ISIN which are different from the common code and ISIN assigned to Notes of any other Tranche of the same Series until such time as the Tranches are consolidated and form a single series, which shall not be prior to the expiry of the distribution compliance period applicable to the Notes of such Tranche.

For so long as any of the Notes is represented by a Global Note or a Registered Global Note (each a “**Global Note**”) held on behalf of Euroclear and/or Clearstream, each person (other than Euroclear or Clearstream) who is for the time being shown in the records of Euroclear or of Clearstream as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, its agents and the Trustee as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer of the relevant Bearer Global Note or the registered holder of the relevant Registered Global Note shall be treated by the Issuer, its agents and the Trustee as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the Trust Deed and the expressions “**Noteholder**” and “**holder of Notes**” and related expressions shall be construed accordingly.

Any reference herein to Euroclear and/or Clearstream shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement.

No Noteholder, Receiptholder or Couponholder (each as defined in “*Terms and Conditions of the Notes*”) shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails so to do within a reasonable period and the failure shall be continuing.

The Issuer may agree with any Dealer that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes herein, in which event a new Offering Circular or a supplement to the Offering Circular, if appropriate, will be made available which will describe the effect of the agreement reached in relation to such Notes.

If the applicable Pricing Supplement specifies any modification to the Terms and Conditions of the Notes as described herein, it is envisaged that, to the extent that such modification relates only to Conditions 1, 5, 6 (except Condition 6.2), 11, 12, 13, 15 (insofar as such Notes are not listed or admitted to trade on any stock exchange), 17 or 20, they will not necessitate the preparation of a supplement to this Offering Circular. If the Terms and Conditions of the Notes of any Series are to be modified in any other respect, a supplement to this Offering Circular will be prepared, if appropriate.

APPLICABLE PRICING SUPPLEMENT

[Date]

Bank of Maharashtra acting through its [Head Office]/[International Financial Services Centre Banking Unit at GIFT City]

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes] under the U.S.\$500,000,000 Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 4 September 2026 [and the supplement[s] to it dated [●]] (the “**Offering Circular**”). This Pricing Supplement constitutes the final terms of the Notes and must be read in conjunction with such Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular.

[MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. *[Consider any negative target market.]* Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

[UK MiFIR product governance/Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of [Directive 2014/65/EU (as amended, “**MiFID II**”)]/[MiFID II]; (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8)

of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (“DISC”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.]

[In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed [capital markets products]/[capital markets products other than prescribed capital markets products] (as defined in the CMP Regulations 2018) and [are] [Excluded]/[Specified] Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).]¹

[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.]

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “Conditions”) set forth in the Offering Circular dated [original date] [and the supplement dated [date]]. This Pricing Supplement constitutes the final terms of the Notes and must be read in conjunction with the Offering Circular dated [current date], save in respect of the Conditions which are extracted from the Offering Circular dated [original date] and are attached hereto. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular.

[The following to be included for any issuance of Subordinated Notes]

[By its acquisition of the Notes, each holder and beneficial owner acknowledges and agrees *inter alia* that upon the occurrence of a PONV Trigger Event [or a CET1 Trigger Event], all or some of the rights of holders of Notes [and the Receipts] relating to them shall be subject to Write-Down (as defined in the Conditions) and the right to receive interest on any portion of nominal amount Written-Down will cease and all interest amounts that were not due and payable prior to the Write-Down shall be cancelled. [In addition, (1) interest is payable solely at the Issuer’s discretion, and no amount of interest shall become due and payable to the extent that it has been cancelled by the Issuer at its sole discretion and (2) a cancellation of interest (in whole or in part) in accordance with the terms and conditions of such Additional Tier 1 Notes shall not constitute a default in payment or otherwise under the terms thereof. Any interest cancelled (in whole or in part) in the circumstances described herein shall not be due and shall not accumulate or be payable at any time thereafter, and holders and beneficial owners shall have no rights thereto or to receive any additional interest or compensation as a result of such cancellation.] See “Risk Factors – Risks Relating to the Subordinated Notes” in the Offering Circular.]

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote directions for completing the Pricing Supplement.]

[If the Notes have a maturity of less than one year from the date of their issue, the minimum denomination may need to be £100,000 or its equivalent in any other currency.]

1	Issuer:	Bank of Maharashtra, acting through its [Head Office in India]/[IFSC Banking Unit]
2	(a) Series Number:	[●]
	(b) Tranche Number:	[●]

¹ For any Notes to be offered to Singapore investors, the Issuer to consider whether it needs to re-classify the Notes pursuant to Section 309B of the SFA prior to the launch of the offer.

		(If fungible with an existing Series, details of that <i>Series</i> , including the date on which the Notes become fungible)
	(c) Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with [<i>identify earlier Tranches</i>] on [the Issue Date/the date that is 40 days after the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph [●] below, which is expected to occur on or about [date]] [Not Applicable]
3	Specified Currency or Currencies:	[●] <i>[N.B. - If Rupee denominated Notes are issued:-</i> The lawful currency of India (“ Indian Rupees ” or “ INR ”), provided that all payments in respect of the Notes will be made in United States Dollars (“ USD ”).]
4	Aggregate Nominal Amount:	
	(a) Series:	[●]
	(b) Tranche:	[●]
5	Issue Price:	[●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [insert date] (if applicable)] <i>[N.B. - If Rupee denominated Notes are issued:-</i> The Issue Price will be payable in USD and will be based on the Aggregate Nominal Amount (in INR) divided by the conversion rate reported by the RBI and displayed on Reuters page “RBIB” at approximately 1:30 p.m., Mumbai, on [●].]
6	(a) Specified Denominations: (in the case of Registered Notes, this means the minimum integral amount in which transfers can be made)	[●] <i>(N.B. - Notes must have a minimum denomination of €100,000 or equivalent unless the issue of Notes is (i) NOT admitted to trading on a European Economic Area exchange; and (ii) only offered in the European Economic Area in circumstances where a prospectus is not required to be published under the Prospectus Regulation)</i> <i>(N.B. - Where Bearer Notes with multiple denominations above €100,000 or equivalent are being used with respect to Bearer Notes, the following sample wording should be followed: “[€100,000] and integral multiples of [€1,000] in excess thereof, up to and including [€199,000]. No notes in definitive form will be issued with a denomination above [€199,000].”) (In the case of Registered Notes, this means the minimum integral amount in which transfers can be made) (In case of Rupee denominated Notes this means INR10,000,000 and integral multiples thereof)</i>
	(b) Calculation Amount (in relation to calculation of interest in global form, see Conditions):	[●] <i>(If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations)</i>
7	(a) Issue Date:	[●]
	(b) Interest Commencement Date:	[specify/Issue Date/Not Applicable]

		<i>(N.B. - An Interest Commencement Date will not be relevant for certain Notes, for example Zero Coupon Notes)</i>
8	Maturity Date:	[- Specify date or for Floating Rate Notes - Interest Payment Date falling in or nearest to [specify month and year]](N.B. - As per current regulations, (i) Tier 2 Notes shall have a minimum maturity of 5 years and (ii) Additional Tier 1 Notes shall be perpetual) (N.B.: The maturity date of the Notes issued by Head Office will be subject to the guidelines issued by the RBI from time to time including the ECB Regulations.)
9	Interest Basis:	[[●] per cent. Fixed Rate] [[Specify Reference Rate] [+/-][●] per cent. Floating Rate] [Zero Coupon] [Index Linked Interest] [Dual Currency Interest] [specify other] (further particulars specified below)
10	Redemption/Payment Basis:	[Redemption at par] [Index Linked Redemption] [Dual Currency Redemption] [Partly Paid] (Not applicable to Additional Tier 1 Notes or Tier 2 Notes) [Instalment] [specify other]
11	Change of Interest Basis or Redemption/Payment Basis:	[Applicable/Not Applicable] (If applicable, specify details of any provision for change of Notes into another Interest Basis or Redemption/Payment Basis) (N.B. - In accordance with the RBI regulations, Subordinated Notes will not have any step-up option. Subordinated Notes shall be free of restrictive clauses and will not be redeemable at the option of the holder or without prior approval of the RBI).
12	Put/Call Options:	[Change of Control Put] [Not Applicable] (N.B. Conditions related to the maturity, redemption, put/call and similar features of Notes issued by Head Office will be subject to the guidelines issued by the RBI from time to time including ECB Regulations.)
13	Status of the Notes:	[Senior/Subordinated] (If “Subordinated”, specify either “Additional Tier 1” or “Tier 2”)
14	(a) Date of Board approval for issuance of Notes obtained:	[●] [and [●], respectively]]/[None required] (N.B. - Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes)

- (b) Date of regulatory approval/consent for issuance of Notes obtained: [●]/[None required]
(N.B. - Only relevant where regulatory (or similar) approval or consent is required for the particular tranche of Notes)
- 15 Listing: [India/specify other/None]
(N.B. - Consider disclosure requirements under the EU Prospectus Regulation applicable to securities admitted to an EU regulated market) (N.B. - For unlisted Notes, and certain other Notes, issued by the London Branch, withholding tax may be applicable. See "Taxation — United Kingdom Taxation" in the Offering Circular)
- 16 Method of distribution: [Syndicated/Non-syndicated]
- PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**
- 17 Fixed Rate Note Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
- (a) Rate(s) of Interest: [●] per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): [●] in each year up to and including the Maturity Date
(Amend appropriately in the case of irregular coupons) [, subject to adjustment, for [payment business day purposes only/both interest accrual and payment business day purposes], in accordance with the [state business day convention]]
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): [●] per Calculation Amount
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): [[●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]]/[Not Applicable]
- (e) Day Count Fraction: [Actual/Actual (ICMA)] [30/360] or [specify other]
[, [adjusted/unadjusted] for interest accrual purposes]
- (f) Determination Date(s): [[●] in each year]/[Not Applicable]
(Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such a case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon)
- (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: [None/Give details]
- 18 Floating Rate Note Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
- (a) Specified Period(s)/Specified Interest Payment Dates: [●][, subject to adjustment[, for interest accrual purposes only,] in accordance with the Business Day Convention set out in (b) below/not subject to any adjustment, as the

Business Day Convention in (b) below is specified to be not Applicable]

- (b) Business Day Convention: [Adjusted] / [Not Adjusted]
- (If Not Adjusted, delete the remaining subparagraphs of this paragraph)*
- [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/[specify other]] [Not Applicable]
- (c) Additional Business Centre(s): [Not Applicable / give details]²
- For the avoidance of doubt, “business day” for these Notes shall include the following:
- (a) [give details as per above if applicable]³;
- (b) [New York City]⁴ / [Singapore]⁵ / [London]⁶ / [TARGET Business Day (being any day on which T2 is open for the settlement of payments in euro)].⁷
- (d) Manner in which the Rate of Interest and Interest Amount is to be determined: [Screen Rate Determination/ISDA Determination/specify other]
- (e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): [●]
- (f) Screen Rate Determination: [●]
- Reference Rate: [●] month [EURIBOR/Specify Other Reference Rate]
- [EURIBOR, SOFR Benchmark, SONIA Benchmark or other, although additional information is required if other, including fallback provisions in the Agency Agreement]
- Interest Determination Date(s): [●]
- (Second day on which T2 is open prior to the start of each Interest Period if EURIBOR)*
- (To be a minimum of 5 Business Days lookback period for any backward-looking rate)*
- Relevant Screen Page: [●]
- (In the case of EURIBOR, if not Reuters EURIBOR01, ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)*
- (g) SOFR Benchmark: [Applicable/Not Applicable]

² Only include where an additional Financial Centre has been indicated for the drawdown (this is typically set out in the term sheet)

³ Only include where an additional Financial Centre has been indicated for the drawdown (this is typically set out in the term sheet)

⁴ For USD denominated drawdowns

⁵ For SGD denominated drawdowns

⁶ For sterling denominated drawdowns

⁷ For euro denominated drawdowns

- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- SOFR Benchmark: [Compounded Daily SOFR/Compounded SOFR Index]
 - Observation Method: [Not Applicable/SOFR Observation Lag/SOFR Observation Shift]
(Only applicable where the Reference Rate is Compounded Daily SOFR)
 - [Lookback Days]/[SOFR Observation Shift Days]: [Not Applicable/ [●] U.S. Government Securities Business Day(s)]
(Only applicable in the case of Compounded Daily SOFR)
- (h) SONIA Benchmark: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
- SONIA Benchmark: [Compounded Daily SONIA/SONIA Index/specify other]
 - SONIA Observation Method: [SONIA Observation Lag/SONIA Observation Shift/Not Applicable/specify other]
(Only applicable where the Reference Rate is Compounded Daily SONIA)
 - “x”: [specify number]
- (i) ISDA Determination:
- ISDA Definitions: [2021 ISDA Definitions]
 - Floating Rate Option: [●]
 - Designated Maturity: [●]
 - Reset Date: [●]
(in the case of a EURIBOR based option, the first day of the Interest Period)
 - Compounding: [Applicable/Not Applicable]
(If not applicable, delete the remaining items of this subparagraph)
 - a. Compounding Method: [Compounding with Lookback
Lookback: [[●] Applicable Business Days] / [As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]]
[Compounding with Observation Period Shift
Observation Period Shift: [●] Observation Period Shift Business Days
Observation Period Shift Additional Business Days: [[●]/[Not Applicable]] / [As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]]
 - b. Index Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining items of this subparagraph)
 - c. Index Method: Compounded Index Method with Observation Period Shift
Observation Period Shift: [●] Observation Period Shift

	Business Days	Observation Period	Shift	Additional Business Days: [●]/[Not Applicable]]
(j) Margin(s):	[+/-] [●] per cent. per annum			
(k) Minimum Rate of Interest:	[●] per cent. per annum			
(l) Maximum Rate of Interest:	[●] per cent. per annum			
(m) Day Count Fraction:	[Actual/Actual (ISDA)] [Actual/Actual] [Actual/365 (Fixed)] [Actual/365 (Sterling)] [Actual/360] [30/360] [360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)] [Other] [, [adjusted/unadjusted] for interest accrual purposes] <i>(See Condition 5 for alternatives)</i>			
(n) Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[Benchmark Discontinuation (General)/Benchmark Discontinuation (SOFR)/specify other if different from those set out in the Conditions]			
19 Zero Coupon Note Provisions:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>			
(a) Accrual Yield:	[●] per cent. per annum			
(b) Reference Price:	[●]			
(c) Any other formula/basis of determining amount payable:	[●]			
(d) Day Count Fraction in relation to Early Redemption Amounts:	[30/360] [Actual/360] [Actual/365] <i>[specify other]</i>			
20 Index Linked Interest Note Provisions:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>			
(a) Index/Formula:	<i>[give or annex details]</i>			
(b) Calculation Agent:	<i>[give name]</i>			
(c) Party responsible for calculating the Rate of Interest (if not the Calculation Agent) and Interest Amount (if not the Principal Paying Agent):	[●]			

- (d) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable: *[need to include a description of market disruption or settlement disruption events and adjustment provisions]*
- (e) Specified Period(s)/Specified Interest Payment Dates: [●]
- (f) Business Day Convention: [Adjusted] / [Not Adjusted]
(If Not Adjusted, delete the remaining subparagraphs of this paragraph)
[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/specify other]
- (g) Additional Business Centre(s): [Not Applicable / give details]⁸
For the avoidance of doubt, “business day” for these Notes shall include the following:
(a) *[give details as per above if applicable]*⁹;
(b) [New York City]¹⁰ / [Singapore]¹¹ / [London]¹² / [TARGET Business Day (being any day on which T2 is open for the settlement of payments in euro)].¹³
- (h) Minimum Rate of Interest: [●] per cent. per annum
- (i) Maximum Rate of Interest: [●] per cent. per annum
- (j) Day Count Fraction: [Actual/Actual (ISDA)]
[Actual/Actual]
[Actual/365 (Fixed)]
[Actual/365 (Sterling)]
[Actual/360]
[30/360]
[360/360]
[Bond Basis]
[30E/360]
[Eurobond Basis]
[30E/360 (ISDA)]
[Other]
(See Condition 5 for alternatives)
- 21 Dual Currency Interest Note Provisions: [Applicable/Not Applicable]

⁸ Only include where an additional Financial Centre has been indicated for the drawdown (this is typically set out in the term sheet)

⁹ Only include where an additional Financial Centre has been indicated for the drawdown (this is typically set out in the term sheet)

¹⁰ For USD denominated drawdowns

¹¹ For SGD denominated drawdowns

¹² For sterling denominated drawdowns

¹³ For euro denominated drawdowns

(If not applicable, delete the remaining subparagraphs of this paragraph)

- (a) Rate of Exchange/method of calculating Rate of Exchange: [give or annex details]
- (b) Party, if any, responsible for calculating the principal and/or interest due (if not the Agent): [●]
- (c) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: [need to include a description of market disruption or settlement disruption events and adjustment provisions]
- (d) Person at whose option Specified Currency(ies) is/are payable: [●]

PROVISIONS RELATING TO REDEMPTION

- 22 Notice periods for Condition 7.2 (Redemption or variation for tax reasons): Minimum period: [30] days
Maximum period: [60] days
- 23 Issuer Call: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
 - (a) Optional Redemption Date(s): [●]
 - (b) Optional Redemption Amount and method, if any, of calculation of such amount: [[●] per Calculation Amount/specify other/see Appendix]
 - (c) if redeemable in part
 - (i) Minimum Redemption Amount [●]
 - (ii) Maximum Redemption Amount [●]
 - (d) Notice period (if other than as set out in the Conditions): Minimum period: [15] days
Maximum period: [30] days
(N.B. - If setting notice periods which are different to those provided in the Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of five business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Principal Paying Agent or the Trustee)
- 24 Investor Put: Not Applicable
- 25 Change of Control Put: [Applicable as per Condition 7.6]
- 26 Final Redemption Amount: [[●] per Calculation Amount/specify other/see Appendix]
[N.B. - If Rupee denominated Notes are issued: - The Final Redemption Amount per Calculation Amount will be payable in USD and determined by the Calculation Agent, on the Rate Fixing Date in respect of the Maturity Date, as follows:]

Calculation Amount divided by the Reference Rate

Where:

“Calculation Agent” means [●]

“Reference Rate” means the rate used on each Rate Fixing Date which will be the USD/INR spot rate, expressed as the amount of Indian Rupees per one United States Dollar, for settlement in two Fixing Business Days, reported by the Reserve Bank of India, which is displayed on Reuters page **“RBIB”** (or any successor page) at approximately 1:30 pm, Mumbai time, on each Rate Fixing Date. If a Price Source Disruption Event occurs on the Scheduled Rate Fixing Date, then the Reference Rate for such Rate Fixing Date shall be determined by the Calculation Agent in accordance with the Fallback Provisions set out below.

“Rate Fixing Date” means the Scheduled Rate Fixing Date, subject to Valuation Postponement.

“Scheduled Rate Fixing Date” means the date which is two Fixing Business Days prior to the Interest Payment Date or the Maturity Date or such other date on which an amount in respect of the Notes is due and payable. If the Scheduled Rate Fixing Date is an Unscheduled Holiday, the Rate Fixing Date shall be the next following relevant Fixing Business Day, subject to the Deferral Period for Unscheduled Holiday set out below.

“Unscheduled Holiday” means a day that is not a Fixing Business Day and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. local time in Mumbai, two Fixing Business Days prior to the relevant Rate Fixing Date.

Adjustments to Interest Payment Date and Maturity Date:
If a Scheduled Rate Fixing Date is adjusted for an Unscheduled Holiday or if Valuation Postponement applies, then the Interest Payment Date or Maturity Date relating to such Scheduled Rate Fixing Date shall be two (2) Payment Business Day(s) after the date on which the Reference Rate for such Interest Payment Date or Maturity Date is determined. If any Interest Payment Date or Maturity Date is adjusted in accordance with the preceding sentence, then such adjustment (and the corresponding payment obligations to be made on such dates) shall apply only to such Interest Payment Date or the Maturity Date, as applicable, and no further adjustment shall apply to the amount of interest payable.

Fallback Provisions:

“Price Source Disruption Event” means it becomes impossible to obtain the Reference Rate on a Rate Fixing Date.

Applicable Price Source Disruption Fallbacks:

In the event of a Price Source Disruption Event, the Calculation Agent shall apply each of the following Price Source Disruption Fallbacks for the determination of the Reference Rate, in the following order, until the Reference Rate can be determined.

1. Valuation Postponement	(As defined below)
2. Fallback Reference Price	SFEMCINR Indicative Survey Rate (INR02)
3. Fallback Survey Valuation Postponement	(As defined below)
4. Calculation Agent Determination of Reference Rate	

“Cumulative Events” has the following meaning:

Notwithstanding anything to the contrary, in no event shall the total number of consecutive calendar days during which either (i) valuation is deferred due to an Unscheduled Holiday, or (ii) a Valuation Postponement shall occur (or any combination of (i) and (ii)), exceed 14 consecutive calendar days in the aggregate. Accordingly, (x) if, upon the lapse of any such 14 calendar day period, an Unscheduled Holiday shall have occurred or be continuing on the day following such period that otherwise would have been a Fixing Business Day, then such day shall be deemed to be a Rate Fixing Date, and (y) if, upon the lapse of any such 14 calendar day period, a Price Source Disruption Event shall have occurred or be continuing on the day following such period on which the Reference Rate otherwise would be determined, then Valuation Postponement shall not apply and the Reference Rate shall be determined in accordance with the next Price Source Disruption Fallback.

“Valuation Postponement” means that the Reference Rate will be determined on the Fixing Business Day first succeeding the day on which the Price Source Disruption Event ceases to exist, unless the Price Source Disruption Event continues to exist (measured from the date that, but for the occurrence of the Price Source Disruption Event, would have been the Rate Fixing Date) for a consecutive number of calendar days equal to the Maximum Days of Postponement. In such event, the Reference Rate will be determined on the next Fixing Business Day after the Maximum Days of Postponement (which will, subject to the provisions relating to Fallback Survey Valuation Postponement, be deemed to be the applicable Rate Fixing Date) in accordance with the next applicable Price Source Disruption Fallback.

“Maximum Days of Postponement”: 14 calendar days.

“SFEMC INR Indicative Survey Rate (INR02)” means that the Reference Rate for a given Rate Fixing Date will be the Indian Rupee/U.S. Dollar Specified Rate for U.S. Dollars, expressed as the amount of Indian Rupees per one U.S. Dollar, for settlement in two Fixing Business Days, as published on the web site of Singapore Foreign Exchange Market Committee (SFEMC) at approximately 3:30 p.m. (Singapore time), or as soon thereafter as practicable, on such date. The Reference Rate shall be calculated by SFEMC (or a service provider SFEMC may select in its sole discretion) pursuant to the SFEMC INR Indicative Survey (as defined below) for the purpose of determining the SFEMC INR Indicative Survey Rate.

“SFEMC INR Indicative Survey” means a methodology, dated as of 1 December 2004 as amended from time to time, for a centralised industry-wide survey of financial institutions that are active participants in the Indian Rupee/U.S. Dollar markets for the purpose of determining the SFEMC INR Indicative Survey Rate (INR02).

“Fallback Survey Valuation Postponement” means that, in the event that the Fallback Reference Price is not available on or before the third Fixing Business Day (or day that would have been a Fixing Business Day but for an Unscheduled Holiday) succeeding the end of either (i) Valuation Postponement for Price Source Disruption Event, Deferral Period for Unscheduled Holiday, or Cumulative Events, as applicable, then the Reference Rate will be determined in accordance with the next Applicable Price Source Disruption Fallback on such day (which will be deemed to be the applicable Rate Fixing Date). For the avoidance of doubt, Cumulative Events, if applicable, does not preclude postponement of valuation in accordance with this provision.

“Payment Business Day” means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in London, New York and Mumbai.

“Fixing Business Day” means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Mumbai.

Deferral Period for Unscheduled Holiday:

In the event the Scheduled Rate Fixing Date is postponed due to the occurrence of an Unscheduled Holiday, and if the Rate Fixing Date has not occurred on or before the 14th calendar day after the Scheduled Rate Fixing Date (any such period being a **“Deferral Period”**), then the next day after the Deferral Period that would have been a

- Fixing Business Day but for the Unscheduled Holiday, shall be deemed to be the Rate Fixing Date.]
- 27 Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required):
- [[●] per Calculation Amount/specify other/see Appendix]
[N.B. - If the Final Redemption Amount is 100.00 per cent. of the nominal value (i.e. par), the Early Redemption Amount is likely to be par (but consider). If, however, the Final Redemption Amount is other than 100.00 per cent. of the nominal value, consideration should be given as to what the Early Redemption Amount should be] *[N.B. - If Rupee denominated Notes are issued:- The Final Redemption Amount as determined in accordance with item 26; provided that, for purposes of such determination, the Scheduled Rate Fixing Date shall be the date that is two Fixing Business Days prior to the date upon which the Notes become due and payable.]*

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 28 Form of Notes:
- [Bearer Notes: [Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes [on 60 days' notice given at any time/only upon an Exchange Event]]
 [Temporary Bearer Global Note exchangeable for Definitive Notes on and after the Exchange Date]
 [Permanent Bearer Global Note exchangeable for Definitive Notes [on 60 days' notice given at any time/only upon an Exchange Event/at any time at the request of the Issuer]]
- (Ensure that this is consistent with the language in the "Form of the Notes" section in the Offering Circular and the Notes themselves. N.B. — The exchange upon notice option should not be expressed to be applicable if the Specified Denomination of the Notes in paragraph 6 includes language substantially to the following effect: "[€ 100,000] and integral multiples of [€ 1,000] in excess thereof up to and including [€199,000]. Furthermore, such Specified Denomination construction is not permitted in relation to any issue of Notes which is to be represented on issue by a Temporary Global Note exchangeable for Definitive Notes")*
- [Registered Notes:
 [Regulation S Global Note (U.S.\$[●] nominal amount) registered in the name of a nominee for [a common depositary for Euroclear and Clearstream]]
- 29 Applicable Financial Centre(s) or other special provisions relating to Payment Dates:
- [New York/London/Hong Kong/Singapore/give details]
(Note that this item relates to the date of payment and not the end dates of Interest Periods for the purpose of calculating the amount of interest to which items 18(c) and 20(g) relate)
- 30 Talons for future Coupons or Receipts to be attached to Definitive Notes in bearer form:
- [Yes/No. If yes, give details]

- 31 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of a failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: [Not Applicable/give details]
(*N.B. - a new form of Temporary Global Note and/or Permanent Global Note may be required for Partly Paid issues*)
- 32 Details relating to Instalment Notes: [Applicable/Not Applicable]
(*If not applicable delete the remaining sub-paragraph of this paragraph*)
- (a) Instalment Amount(s): [give details]
- (b) Instalment Date(s): [give details]
- 33 Other terms or special conditions: [Not Applicable/give details]

DISTRIBUTION

- 34 (a) If syndicated, names of Managers: [Not Applicable/give names]
- (b) Stabilising Manager(s) (if any): [Not Applicable/give names]
- 35 If non-syndicated, name of relevant Dealer: [Not Applicable/give name]
- 36 Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: [TEFRA D/TEFRA C/TEFRA not applicable]
- 37 Whether Category 1 or Category 2 applicable in respect of the Notes offered and sold in reliance on Regulation S: [Category 1/Category 2]
- 38 Additional selling restrictions: [Not Applicable/give details]
- 39 Additional U.S. federal income tax considerations: [Not Applicable/give details]
[[The Notes are [not] Specified Notes for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.] [Additional information regarding the application of Section 871(m) to the Notes will be available from [name(s) and address(es) of Issuer contact].]] [[As at the date of this Pricing Supplement, the Issuer has not determined whether the Notes are Specified Securities for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986; however, indicatively it considers that they will [not] be Specified Securities for these purposes. This is indicative information only, subject to change, and if the Issuer's final determination is different then it will give notice of such determination.] [Please contact [name(s) and address(es) of Issuer contact] for further information regarding the application of Section 871(m) to the Notes.]] (*The Notes will not be Specified Notes if they do not reference any U.S. equity or any index that contains any component U.S. equity or otherwise provide direct or indirect exposure to U.S. equities. If the Notes*

reference a U.S. equity or an index that contains a component U.S. equity or otherwise provide direct or indirect exposure to U.S. equities, further analysis would be required)

- 40 Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]
(If the Notes clearly do not constitute “packaged” products, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.)
- 41 Prohibition of Sales to UK Retail Investors: [Applicable/Not Applicable]
(If the Notes clearly do not constitute consumer composite investments under the CCI regime or the Notes do constitute consumer composite investments and a disclosure document will be prepared in the UK, “Not Applicable” should be specified. If the Notes may constitute consumer composite investments and no disclosure document will be prepared, “Applicable” should be specified.)

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- 42 (i) Rebates: [A rebate of [●] bps is being offered by the [Issuer] to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of this offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMI(s) otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate.] / [Not Applicable]
- (ii) Contact email addresses of the [Overall Coordinators / Capital Market Intermediaries] underlying investor information in relation to omnibus orders should be sent: [Include relevant contact email addresses of the [Overall Coordinators / Capital Market Intermediaries] where the underlying investor information should be sent – OCs / CMI(s) to provide] / [Not Applicable]
- (iii) Marketing and Investor Targeting Strategy: [if different from the Offering Circular]

OPERATIONAL INFORMATION

- 43 Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]
- 44 Delivery: Delivery [against/free of] payment
- 45 Additional Paying Agent(s) (if any): [●]
-
- ISIN: [●]
- Common Code: [●]

Legal Entity Identifier:

[●]

LISTING APPLICATION

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the U.S.\$500,000,000 Medium Term Note Programme of Bank of Maharashtra, [acting through its [Head Office in India]/[IFSC Banking Unit]].

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. Signed on behalf of the Issuer:

By: _____

Duly authorised

TERMS AND CONDITIONS OF THE NOTES

The following, subject to alteration and except for the paragraphs in italics, are the Terms and Conditions of the Notes which will be incorporated by reference into each Global Note and each definitive Note, in the latter case only if permitted by the relevant stock exchange or other relevant authority (if any) and agreed by the Issuer and the relevant Dealer at the time of issue but, if not so permitted and agreed, such definitive Note will have endorsed thereon or attached thereto such Terms and Conditions. The applicable Pricing Supplement in relation to any Tranche of Notes may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with the following Terms and Conditions, replace or modify the following Terms and Conditions for the purpose of such Notes. The applicable Pricing Supplement (or the relevant provisions thereof) will be endorsed upon, or attached to, each Global Note and definitive Note. Reference should be made to “Form of the Notes” for a description of the content of Pricing Supplements which will specify which of such terms are to apply in relation to the relevant Notes.

This Note is one of a Series (as defined below) of Notes issued by Bank of Maharashtra (the “**Issuer**”), acting through its Head Office or its International Financial Services Centre Banking Unit at GIFT City (the “**IFSC Banking Unit**”), as specified in the applicable Pricing Supplement, and constituted by a trust deed dated 4 September 2026 (such Trust Deed as modified and/or supplemented and/or restated from time to time, the “**Trust Deed**”) made between the Issuer and Citicorp International Limited (the “**Trustee**” which expression shall include any successor as Trustee).

References herein to the “**Notes**” shall be references to the Notes of this Series and shall mean:

- (i) in relation to any Notes represented by a global Note (a “**Global Note**”), units of each Specified Denomination in the Specified Currency;
- (ii) definitive Notes in bearer form (“**Bearer Notes**”) issued in exchange (or part exchange) for a Global Note in bearer form (“**Bearer Global Notes**”);
- (iii) any Global Note; and
- (iv) definitive Notes in registered form (“**Registered Notes**”) (whether or not issued in exchange for a Global Note in registered form (“**Registered Global Notes**”)).

The Notes, the Receipts (as defined below) and the Coupons (as defined below) have the benefit of an agency agreement dated 4 September 2026 (such agency agreement as amended and/or supplemented and/or restated from time to time, the “**Agency Agreement**”) made between the Issuer, the Trustee, Citibank, N.A., London Branch as principal paying agent (the “**Principal Paying Agent**”, which expression shall include any successor principal paying agent, and, together with any additional paying agents appointed in accordance with the Agency Agreement, the “**Paying Agents**”, which expression shall, unless the context otherwise requires, include any additional or successor paying agents), as transfer agent (the “**Transfer Agent**”, which expression shall include any substitute or any additional transfer agents appointed in accordance with the Agency Agreement) and (where appointed as contemplated herein) as calculation agent (the “**Calculation Agent**”) and Citicorp International Limited as registrar (the “**Registrar**”, which expression shall include any successor registrar). The Principal Paying Agent, the Paying Agents, Transfer Agent, the Registrar, the Calculation Agent and any other agents appointed under the Agency Agreement from time to time are together referred to as the “**Agents**”.

Interest bearing definitive Bearer Notes (unless otherwise indicated in the applicable Pricing Supplement) have interest coupons (“**Coupons**”) and, in the case of Notes which, when issued in definitive form, have more than 27 interest payments remaining, talons for further Coupons (“**Talons**”) attached on issue. Any reference herein to Coupons or coupons shall, unless the context otherwise requires, be deemed to include a reference to Talons or talons. Definitive Bearer Notes repayable in instalments have receipts (“**Receipts**”) for the payment of the instalments of principal (other than the final instalment) attached on issue. Registered Notes and Global Notes do not have Receipts, Coupons or Talons attached on issue.

The Pricing Supplement for this Note (or the relevant provisions thereof) is attached to or endorsed on this Note and supplements these Terms and Conditions (“**Conditions**”) and may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these Conditions, replace or

modify these Conditions for the purposes of this Note. References to the “**applicable Pricing Supplement**” are to the Pricing Supplement (or the relevant provisions thereof) attached to or endorsed on this Note.

Any reference to “**Noteholders**” or “**holders**” in relation to any Notes shall mean (in the case of Bearer Notes) the holders of the Notes and (in the case of Registered Notes) the persons in whose name the Notes are registered and shall, in relation to any Notes represented by a Global Note, be construed as provided below. Any reference herein to “**Receiptholders**” shall mean the holders of the Receipts and any reference herein to “**Couponholders**” shall mean the holders of the Coupons and shall, unless the context otherwise requires, include the holders of the Talons. The Trustee acts for the benefit of the Noteholders, the Receiptholders and the Couponholders, in accordance with the provisions of the Trust Deed.

As used herein, “**Tranche**” means Notes which are identical in all respects (including as to listing and admission to trading) and “**Series**” means a Tranche of Notes together with any further Tranche or Tranches of Notes which (i) are expressed to be consolidated and form a single series and (ii) have the same terms and conditions or terms and conditions which are the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue.

Copies of the Trust Deed and the Agency Agreement (i) are available for inspection at all reasonable times during normal business hours (being between 9:00 a.m. (local time) and 3:00 p.m. (local time) from Monday to Friday (other than public holidays) at the specified office for the time being of the Trustee and the Principal Paying Agent or (ii) may be provided by email to any Noteholder, in each case following prior written request and proof of holding and identity to the satisfaction of the Trustee or the Principal Paying Agent. Copies of the applicable Pricing Supplement are obtainable during normal business hours at the specified office of the Trustee and the Principal Paying Agent or by email, in each case following prior written request and proof of holding and identity to the satisfaction of the Trustee or the Principal Paying Agent save that, if this Note is an unlisted Note of any Series, the applicable Pricing Supplement will only be obtainable by a Noteholder holding one or more unlisted Notes of that Series and such Noteholder must produce evidence satisfactory to the Trustee or the Principal Paying Agent, as the case may be, as to its holding of such Notes and identity. The Noteholders, the Receiptholders and the Couponholders are deemed to have notice of, and are entitled to the benefit of, and are bound by, all the provisions of the Trust Deed, the Agency Agreement and the applicable Pricing Supplement which are applicable to them. The statements in these Conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed and the Agency Agreement.

Words and expressions defined in the Trust Deed and the Agency Agreement or used in the applicable Pricing Supplement shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the Agency Agreement, the Trust Deed will prevail and, in the event of inconsistency between the Trust Deed or the Agency Agreement and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

1 FORM, DENOMINATION AND TITLE

The Notes may be in bearer form (“**Bearer Notes**”) and/or in registered form (“**Registered Notes**”) and, in the case of definitive Notes, will be serially numbered, in the currency (the “**Specified Currency**”) and the denomination(s) (the “**Specified Denomination(s)**”) specified in the applicable Pricing Supplement. Save as provided in Condition 2, Notes of one Specified Denomination may not be exchanged for Notes of another Specified Denomination.

This Note may be a Senior Note, an Additional Tier 1 Note or a Tier 2 Note, as indicated in the applicable Pricing Supplement.

Additional Tier 1 Notes and Tier 2 Notes (together, “**Subordinated Notes**”) will be in registered form unless otherwise specified in the applicable Pricing Supplement.

This Note may be a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, an Index Linked Interest Note, a Dual Currency Interest Note or a combination of any of the foregoing, depending upon the Interest Basis shown in the applicable Pricing Supplement.

This Note may be an Index Linked Redemption Note, an Instalment Note, a Dual Currency Redemption Note, a Partly Paid Note or a combination of any of the foregoing, depending upon the Redemption/Payment Basis shown in the applicable Pricing Supplement.

Bearer Notes in definitive form are issued with Coupons and (if applicable) Receipts and Talons attached, unless they are Zero Coupon Notes in which case references to Coupons and Couponholders in these Terms and Conditions are not applicable.

Subject as otherwise provided in Condition 2, definitive Registered Notes may be exchanged or transferred in whole or in part in the Specified Denominations for one or more definitive Registered Notes of like aggregate nominal amount.

Each definitive Registered Note will be numbered serially with an identifying number which will be recorded in the register (the “**Register**”) which the Issuer shall procure to be kept by the Registrar.

Notes are issued in the Specified Denomination(s) set out in the applicable Pricing Supplement provided that, in the case of Notes having a maturity of 183 days or less, the Specified Denomination shall be at least U.S.\$500,000 (or the equivalent in any other currency or currencies).

Subject as set out below, title to Bearer Notes, Receipts and Coupons will pass by delivery. Title to Registered Notes will pass upon registration of transfers in the books of the Registrar. The Issuer, the Trustee, the Principal Paying Agent, any Paying Agent, the Transfer Agent and the Registrar may deem and treat the bearer of any Bearer Note, Receipt or Coupon and any person in whose name a Registered Note is registered as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of any Global Note, without prejudice to the provisions set out in the next succeeding paragraph.

For so long as any of the Notes is represented by a Global Note held by a common depositary on behalf of Euroclear Bank SA/NV (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream**”), each person (other than Euroclear or Clearstream) who is for the time being shown in the records of Euroclear or Clearstream as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the Trustee, any Paying Agent, the Transfer Agent and the Registrar as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer of the relevant Bearer Global Note or the registered holder of the relevant Registered Global Note shall be treated by the Issuer, the Trustee, any Paying Agent, the Transfer Agent and the Registrar as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the expressions “**Noteholder**” and “**holder of Notes**” and related expressions shall be construed accordingly.

In determining whether a particular person is entitled to a particular nominal amount of Notes, the Trustee may rely on such evidence and/or information and/or certification as it shall, in its absolute discretion, think fit and, if it does so rely, such evidence and/or information and/or certification shall, in the absence of manifest error, be conclusive and binding on all concerned.

Notes which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of Euroclear and Clearstream, as the case may be. References to Euroclear and/or Clearstream shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement or as may otherwise be approved by the Issuer, the Trustee and the Principal Paying Agent.

2 TRANSFERS OF REGISTERED NOTES

2.1 Transfers of Interests in Registered Global Notes

Transfers of beneficial interests in Registered Global Notes will be effected by Euroclear or Clearstream, as the case may be, and, in turn, by other participants and, if appropriate, indirect participants in such clearing systems acting on behalf of beneficial transferors and transferees of such interests. A beneficial interest in a Registered Global Note will, subject to compliance with all applicable legal and regulatory restrictions, be

transferable for Registered Notes in definitive form or for a beneficial interest in another Registered Global Note only in the authorised denominations set out in the applicable Pricing Supplement and only in accordance with the rules and operating procedures for the time being of Euroclear or Clearstream, as the case may be, and in accordance with the terms and conditions specified in the Trust Deed and the Agency Agreement.

2.2 Transfers of Registered Notes Generally

Registered Notes may not be exchanged for Bearer Notes and vice versa.

Holders of definitive Registered Notes may exchange such definitive Registered Notes for interests in a Registered Global Note of the same type at any time.

Upon the terms and subject to the conditions set forth in the Trust Deed and the Agency Agreement, a definitive Registered Note may be transferred in whole or in part (in the authorised denominations set out in the applicable Pricing Supplement). In order to effect any such transfer: (i) the holder or holders must (a) surrender the definitive Registered Note for registration of the transfer of the definitive Registered Note (or the relevant part of the definitive Registered Note) at the specified office of the Registrar, with the form of transfer thereon duly executed by the holder or holders thereof or his or their attorney or attorneys duly authorised in writing and (b) complete and deposit such other certifications as may be required by the Registrar and (ii) the Registrar must, after due and careful enquiry, being satisfied with the documents of title and the identity of the person making the request and subject to such reasonable regulations as the Issuer, the Trustee or the Registrar may prescribe (such initial regulations being set out in Schedule 4 to the Agency Agreement). Subject as provided above, the Registrar will, within seven business days (being for this purpose a day on which banks are open for business in the city where the specified office of the Registrar is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations) authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by mail to such address as the transferee may request, a new definitive Registered Note of a like aggregate nominal amount to the definitive Registered Note (or the relevant part of the definitive Registered Note) transferred. In the case of the transfer of part only of a definitive Registered Note, a new definitive Registered Note in respect of the balance of the definitive Registered Note not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

2.3 Registration of transfer upon partial redemption

In the event of a partial redemption of Notes under Condition 7.3, the Issuer shall not be required:

- (a) to register the transfer of Registered Notes (or parts of Registered Notes) during the period beginning on the 15th day before the date of the partial redemption and ending on the date on which notice is given specifying the serial numbers of Notes called (in whole or in part) for redemption (both inclusive); or
- (b) to register the transfer of any Registered Note, or part of a Registered Note, called for partial redemption.

2.4 Closed Periods

No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days ending on the due date for any payment of principal or interest or payment on that Note or (ii) during any period commencing on the date of a Loss Absorption Event Notice and ending on the close of business in the city where the specified office of the Registrar is located on the effective date of the related Write-Down.

2.5 Costs of Registration

Registration of transfers will be effected without charge by or on behalf of the Issuer or the Registrar, but upon payment (or the giving of such indemnity as the Registrar may reasonably require) in respect of any tax or other governmental charges which may be imposed in relation to it provided that the Issuer shall not be responsible for any documentary stamp tax payable on the transfer of Notes effected in the Republic of India (“India”) unless the Issuer is the counterparty directly liable for that documentary stamp tax.

2.6 Definitions

In these Conditions, the following expressions shall have the following meanings:

“Outstanding Nominal Amount” means the issued nominal amount of a Subordinated Note (the **“Issued Nominal Amount”**), as reduced pursuant to any write-down and as increased pursuant to any Reinstatement (to the extent applicable or permitted and in respect of Additional Tier 1 Notes only), from time to time. All references in these Conditions to **“nominal amount”** will, in respect of Subordinated Notes, refer to Outstanding Nominal Amount or Issued Nominal Amount, as relevant and unless otherwise specified;

“RBI” or **“Reserve Bank of India”** means the Reserve Bank of India (being the apex central banking and monetary authority of India) and any successor entity having primary bank regulatory authority with respect to the Issuer;

3 STATUS

3.1 Status of the Senior Notes

Notes the status of which is specified in the applicable Pricing Supplement as Senior (the **“Senior Notes”**) and any relative Receipts and Coupons are direct, unconditional, unsubordinated and (subject to the provisions of Condition 4) unsecured obligations of the Issuer and rank *pari passu* among themselves and (save for certain obligations required to be preferred by law) equally with all other unsubordinated and unsecured obligations of the Issuer, from time to time outstanding.

3.2 Status of the Tier 2 Notes

This Condition 3.2 applies only to Notes specified in the applicable Pricing Supplement as “Tier 2 Notes”.

The Tier 2 Notes are not deposits of the Issuer and are not guaranteed or insured by the Issuer or any party related to the Issuer and they may not be used as collateral for any loan made by the Issuer or any of its subsidiaries or affiliates.

(a) Status

The Tier 2 Notes are direct and unsecured obligations of the Issuer and rank *pari passu* without preference among themselves. The rights and claims of Noteholders in respect of, or arising under, the Tier 2 Notes are subordinated in the manner described in Condition 3.2(b).

(b) Subordination

Tier 2 Notes and any relative Receipts and Coupons are unsecured obligations of the Issuer and, in the event of the winding up, liquidation or dissolution (as determined pursuant to the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, as amended from time to time) (the **“Nationalisation Act”**) of the Issuer, the claims of the holders of Tier 2 Notes and any relative Receipts and Coupons pursuant thereto will be subordinated in right of payment to the claims of all other creditors (other than claims of holders of Subordinated Indebtedness ranking, or expressed to rank, equal to or junior to the claims of the holders of Tier 2 Notes and any relative Receipts and Coupons, if any) of the Issuer in the manner and to the extent provided in the Trust Deed. For the avoidance of doubt, the claims of holders of Tier 2 Notes and any relative Receipts and Coupons shall be senior to the claims of holders of Tier 1 capital as defined in the RBI Guidelines. RBI Guidelines means the Reserve Bank of India (Commercial Banks – Prudential Norms on Capital Adequacy) Directions, 2025 dated 28 November 2025 as may be amended, revised, modified, supplemented or updated from time to time, including without limitation, any relevant press releases, notifications, regulations, guidelines, circulars, directions, which may be issued by the RBI in relation to the RBI’s Basel III capital regulations from time to time, each as amended, revised, modified, supplemented or updated at any time prior to the earliest date on which any Note of such Series was issued.

No Noteholder, Receiptholder or Couponholder may exercise or claim any right of set-off in respect of any amount owed to it by the Issuer arising under or in connection with the Tier 2 Notes and each Noteholder, Receiptholder and Couponholder shall by virtue of its subscription, purchase or holding of any Tier 2 Note, be deemed to have waived all such rights of set-off to the fullest extent permitted by law.

“Subordinated Indebtedness” means all indebtedness of the Issuer which by its terms is subordinated, in the event of winding up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) of the Issuer, in right of payment to the claims of unsubordinated creditors of the Issuer and so that, for the purpose of this definition, indebtedness shall include all liabilities, whether actual or contingent, under guarantees or indemnities.

3.3 Status of the Additional Tier 1 Notes

This Condition 3.3 applies only to Notes specified in the applicable Pricing Supplement as **“Additional Tier 1 Notes”**.

(a) Status

The Additional Tier 1 Notes are direct and unsecured obligations of the Issuer and rank *pari passu* without preference among themselves. The rights and claims of Noteholders in respect of, or arising under, the Additional Tier 1 Notes are subordinated in the manner described in Condition 3.3(b).

The Additional Tier 1 Notes are not deposits of the Issuer and are not guaranteed or insured by the Issuer or any party related to the Issuer and they may not be used as collateral for any loan made by the Issuer or any of its subsidiaries or affiliates.

(b) Subordination

The Issuer, for itself, its successors and assignees, covenants and agrees, and each Noteholder by subscribing for or purchasing an Additional Tier 1 Note irrevocably acknowledges and agrees, that:

- (i) the indebtedness evidenced by the Additional Tier 1 Notes constitutes unsecured and subordinated obligations of the Issuer; and
- (ii) the subordination is for the benefit of the holders of indebtedness that ranks senior to the Additional Tier 1 Notes.

In a winding-up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) of the Issuer, claims of the holders of Additional Tier 1 Notes and any related Receipts or Coupons pursuant thereto in respect of the Additional Tier 1 Notes will rank:

- (i) senior to the claims of investors in equity shares and perpetual non-cumulative preference shares of the Issuer;
- (ii) subordinate to the claims of all depositors and general creditors and holders of subordinated debt of the Issuer (including holders of Tier 2 Notes) other than any subordinated debt qualifying as Additional Tier 1 Capital of the Issuer (as defined under the RBI Guidelines); and
- (iii) *pari passu* and without preference among themselves and with any other claims in respect of debt instruments classified as Additional Tier 1 Capital under the RBI Guidelines.

The principal of, and interest and any additional amounts payable on, the Additional Tier 1 Notes will be subordinated in right of payment upon the occurrence of any winding up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) proceeding to the prior payment in full of all deposit liabilities and all other liabilities of the Issuer (including liabilities of all offices and branches of the Issuer wherever located and any subordinated debt securities of the Issuer that rank senior to the Additional Tier 1 Notes), except in each case to those liabilities which by their terms rank, or are expressed to rank, equally in right of payment with or which are subordinated to the Additional Tier 1 Notes, in the manner and to the extent provided in the Trust Deed.

No Noteholder, Receiptholder or Couponholder may exercise or claim any right of set-off in respect of any amount owed to it by the Issuer arising under or in connection with the Additional Tier 1 Notes and each Noteholder, Receiptholder and Couponholder shall, by virtue of its subscription, purchase or holding of any Additional Tier 1 Note, be deemed to have waived all such rights of set-off to the fullest extent permitted by law.

The Additional Tier 1 Notes are neither secured nor covered by a guarantee of the Issuer nor related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis bank creditors.

The Additional Tier 1 Notes will not contribute to liabilities exceeding assets if such a balance sheet test forms part of a requirement to prove insolvency under any law or otherwise. Accordingly, a payment in respect of the Additional Tier 1 Notes will not be due and payable to the extent that the Issuer is not solvent (as determined pursuant to Indian law) at the time of such payment or would not be solvent (as determined pursuant to Indian law) immediately after such payment. As used in these Conditions:

- (a) “**Additional Tier 1 Capital**” has the meaning given to it in the RBI Guidelines;
- (b) “**Common Equity Tier 1 Capital**” has the meaning given to it in the RBI Guidelines;
- (c) “**Group**” means the Issuer and each subsidiary that is part of its prudential consolidated group from time to time; and
- (d) “**Tier 1 Capital**” has the meaning given to it in the RBI Guidelines.

As a consequence of these subordination provisions, if a winding up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) proceeding should occur, the Noteholders, Receipholders and Couponholders may recover less rateably than the holders of deposit liabilities or the holders of other unsubordinated liabilities of the Issuer. Moreover, holders of Additional Tier 1 Notes would likely be required to pursue their claims on the Additional Tier 1 Notes in proceedings in India as further described in Condition 11.3.

Holders of the Additional Tier 1 Notes will not be entitled to receive notice of, or attend or vote at, any meeting of shareholders of the Issuer or participate in the management of the Issuer.

The Additional Tier 1 Notes do not limit the amount of liabilities ranking senior or equal to the Additional Tier 1 Notes.

To the extent that holders of the Additional Tier 1 Notes are entitled to any recovery with respect to the Additional Tier 1 Notes in any Indian proceedings, such holders may not be entitled in such proceedings to a recovery in U.S. dollars and may be entitled to a recovery in Rupees.

For the avoidance of doubt, if the Issuer goes into winding up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) before any Write-Down under Condition 8, the Additional Tier 1 Notes will absorb losses in accordance with Condition 3.3(b).

The provisions of this Condition 3 (other than Condition 3.1) apply only to the principal and interest in respect of the Subordinated Notes and nothing in this Condition 3 or in Condition 7 shall affect or prejudice the payment of the costs, charges, expenses, liabilities or remuneration of the Trustee or the rights and remedies of the Trustee in respect thereof.

4 NEGATIVE PLEDGE

This Condition 4 applies only to Notes specified in the applicable Pricing Supplement as Senior Notes.

So long as any of the Senior Notes remain outstanding (as defined in the Trust Deed), the Issuer will not, and will procure that none of its Subsidiaries (as defined below) will, create or have outstanding any mortgage, charge, lien, pledge or other security interest (each a “**Security Interest**”) upon, or with respect to, any part of the present or future business, undertaking, assets or revenues (including any uncalled capital) of the Issuer or any of its Subsidiaries to secure any Relevant Indebtedness (as defined below), unless the Issuer, in the case of the creation of a Security Interest, before or at the same time and, in any other case, promptly, takes any and all action necessary to ensure that:

- (i) all amounts payable by it under the Senior Notes and the Trust Deed (in respect of the Senior Notes) are secured by the Security Interest equally and rateably with the Relevant Indebtedness to the satisfaction of the Trustee in its absolute discretion; or

- (ii) such other Security Interest or other arrangement (whether or not it includes the giving of a Security Interest) is provided as is approved by an Extraordinary Resolution (which is defined in the Trust Deed as a resolution duly passed by a majority of not less than three-fourths of the votes cast thereon) of the holders of the Senior Notes.

For the purposes of these Conditions,

- (a) **“Relevant Indebtedness”** means (i) any present or future indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities of the Issuer or any of its Subsidiaries which (a) by their terms are payable in a currency other than Rupees or are denominated in Rupees and more than 50.00 per cent. of the aggregate principal amount of which is initially distributed outside India by or with the authorisation of the Issuer and (b) are for the time being quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other securities market, and (ii) any guarantee or indemnity in respect of any such indebtedness.
- (b) **“Subsidiary”** means, in relation to the Issuer, any company (i) in which the Issuer holds a majority of the voting rights or (ii) of which the Issuer is a member and has the right to appoint or remove a majority of the board of directors or (iii) of which the Issuer is a member and controls a majority of the voting rights, and includes any company which is a Subsidiary of a Subsidiary of the Issuer, except where such holding, right, membership or control arises solely as a result of the Issuer enforcing any security granted to it in relation to a loan or advance made to a borrower in the ordinary course of the Issuer’s business.

5 INTEREST

5.1 Interest on Fixed Rate Notes

Each Fixed Rate Note bears interest on its outstanding nominal amount (in the case of a Subordinated Note, on its Outstanding Nominal Amount) from (and including) the Interest Commencement Date at the rate(s) per annum equal to the Rate(s) of Interest. Interest will be payable in arrear on the Interest Payment Date(s) in each year up to (and including) the Maturity Date.

If the Notes are in definitive form, except as provided in the applicable Pricing Supplement, the amount of interest payable on each Interest Payment Date in respect of the Fixed Interest Period ending on (but excluding) such date will amount to the Fixed Coupon Amount. Payments of interest on any Interest Payment Date will, if so specified in the applicable Pricing Supplement, amount to the Broken Amount so specified.

As used in these Conditions, **“Fixed Interest Period”** means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

Except in the case of Notes in definitive form where an applicable Fixed Coupon Amount or Broken Amount is specified in the applicable Pricing Supplement, interest shall be calculated by applying the Rate of Interest to:

- (a) in the case of Fixed Rate Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Fixed Rate Notes represented by such Global Note (or, if they are Partly Paid Notes, the aggregate amount paid up or, if they are Subordinated Notes, the Outstanding Nominal Amount); or
- (b) in the case of Fixed Rate Notes in definitive form, the Calculation Amount (as defined in the applicable Pricing Supplement) (as modified, in respect of Subordinated Notes, pursuant to any Write-Downs or Reinstatements),

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Fixed Rate Note in definitive form is a multiple of the Calculation Amount, the amount of interest payable in respect of such Fixed Rate Note shall be the product of the amount (determined in the manner provided above) for the

Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination, without any further rounding.

“Day Count Fraction” means, in respect of the calculation of an amount of interest in accordance with this Condition 5.1:

- (a) if **“Actual/Actual (ICMA)”** is specified in the applicable Pricing Supplement:
 - (i) in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the **“Accrual Period”**) is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (I) the number of days in such Determination Period and (II) the number of Determination Dates (as specified in the applicable Pricing Supplement) that would occur in one calendar year; or
 - (ii) in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:
 - (A) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and
 - (B) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; or
- (b) if **“30/360”** is specified in the applicable Pricing Supplement, the number of days in the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360.

In these Conditions:

“Determination Period” means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date); and

“sub-unit” means, with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, one cent.

5.2 Interest on Floating Rate Notes and Index Linked Interest Notes

(a) Interest Payment Dates

Each Floating Rate Note and Index Linked Interest Note bears interest on its outstanding nominal amount (in the case of a Subordinated Note, on its Outstanding Nominal Amount) from (and including) the Interest Commencement Date and such interest will be payable in arrear on either:

- (i) the Specified Interest Payment Date(s) in each year specified in the applicable Pricing Supplement; or
- (ii) if no Specified Interest Payment Date(s) is/are specified in the applicable Pricing Supplement, each date (each such date, together with each Specified Interest Payment Date, an **“Interest Payment Date”**) which falls the number of months or other period specified as the Specified Period in the applicable Pricing Supplement after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

Such interest will be payable in respect of each Interest Period. In these Conditions, “**Interest Period**” means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

(b) Rate of Interest

The Rate of Interest payable from time to time in respect of Floating Rate Notes and Index Linked Interest Notes will be determined in the manner specified in the applicable Pricing Supplement.

(i) ISDA Determination for Floating Rate Notes

Where “ISDA Determination” is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Period will be the relevant ISDA Rate plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any). For the purposes of this sub-paragraph (i), “**ISDA Rate**” for an Interest Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent or such other party specified in the applicable Pricing Supplement under an interest rate swap transaction if the Calculation Agent or such other party were acting as Calculation Agent (as defined in the ISDA Definitions) for that swap transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (A) if the applicable Pricing Supplement specifies either “2006 ISDA Definitions” or “2021 ISDA Definitions” as the applicable ISDA Definitions:
 - (I) the Floating Rate Option (as defined in the relevant ISDA Definitions) is as specified in the applicable Pricing Supplement;
 - (II) the Designated Maturity (as defined in the relevant ISDA Definitions) is a period specified in the applicable Pricing Supplement;
 - (III) the relevant Reset Date (as defined in the relevant ISDA Definitions) is the date specified in the applicable Pricing Supplement;
 - (IV) if the specified Floating Rate Option is an Overnight Floating Rate Option (as defined in the relevant ISDA Definitions), Compounding is specified to be applicable in the relevant Pricing Supplement and:
 - (1) Compounding with Lookback is specified as the Compounding Method in the applicable Pricing Supplement, Lookback is the number of Applicable Business Days (as defined in the relevant ISDA Definitions) specified in the applicable Pricing Supplement; or
 - (2) Compounding with Observation Period Shift is specified as the Compounding Method in the applicable Pricing Supplement, (x) Observation Period Shift is the number of Observation Period Shift Business Days (as defined in the relevant ISDA Definitions) specified in the applicable Pricing Supplement and (y) Observation Period Shift Additional Business Days (as defined in the relevant ISDA Definitions), if applicable, are the days specified in the applicable Pricing Supplement; and
 - (V) if the specified Floating Rate Option is an Index Floating Rate Option (as defined in the relevant ISDA Definitions) and Index Provisions are specified to be applicable in the relevant Pricing Supplement, the Compounded Index Method with Observation Period Shift shall be applicable and (1) Observation Period Shift is the number of Observation Period Shift Business Days (as defined in the relevant ISDA Definitions) specified in the applicable Pricing Supplement and (2) Observation Period Shift Additional Business Days (as defined in the relevant ISDA Definitions) are the days, if applicable, specified in the applicable Pricing Supplement;
 - (VI) references in the relevant ISDA Definitions to:

- (1) “Confirmation” shall be deemed to be references to the applicable Pricing Supplement;
 - (2) “Calculation Period” shall be deemed to be references to the relevant Interest Period;
 - (3) “Termination Date” shall be deemed to be references to the Maturity Date; and
 - (4) “Effective Date” shall be deemed to be references to the Interest Commencement Date; and
- (B) if the Pricing Supplement specifies “2021 ISDA Definitions” as the applicable ISDA Definitions:
- (I) Administrator/Benchmark Event shall be disappplied; and
 - (II) if the Temporary Non-Publication Fallback for any specified Floating Rate Option is specified to be “Temporary Non-Publication Fallback – Alternative Rate” in the Floating Rate Matrix of the 2021 ISDA Definitions, the reference to “Calculation Agent Alternative Rate Determination” in the definition of “Temporary Non-Publication Fallback – Alternative Rate” shall be replaced by “Temporary Non-Publication Fallback – Previous Day’s Rate”.

For the purposes of this sub-paragraph (i):

- (I) **“ISDA Definitions”** means (i) if “2006 ISDA Definitions” is specified in the applicable Pricing Supplement, the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc. (“ISDA”), as amended and updated as at the Issue Date of the first Tranche of the Notes; or (ii) if “2021 ISDA Definitions” is specified in the applicable Pricing Supplement, the latest version of the 2021 ISDA Interest Rate Derivatives Definitions, including any Matrices referred to therein, as published by ISDA as at the Issue Date of the first Tranche of the Notes; and
- (II) **“Floating Rate”, “Calculation Agent”, “Compounding with Lookback”, “Compounding with Observation Period Shift” and “Compounded Index Method with Observation Period Shift”** have the meanings given to those terms in the applicable ISDA Definitions.

Unless otherwise stated in the applicable Pricing Supplement, the Minimum Rate of Interest shall be deemed to be zero.

(ii) Screen Rate Determination for Floating Rate Notes

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Period will, subject as provided below, be the rate (expressed as a percentage rate per annum) for the Reference Rate (being EURIBOR) which appears on the Relevant Screen Page (or such replacement page on that service which displays the information) as at 11.00 a.m. (Brussels time, in the case of EURIBOR) on the Interest Determination Date in question plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any).

The Agency Agreement contains provisions for determining the Rate of Interest in the event that the Relevant Screen Page is not available as at the time specified in the preceding paragraph.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified in the applicable Pricing Supplement as being other than EURIBOR, the Rate of Interest in respect of such Notes will be determined as provided in the applicable Pricing Supplement.

(iii) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as SOFR Benchmark

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is SOFR Benchmark, the Rate of Interest for each Interest Period will, subject as provided below, be equal to the relevant SOFR Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Principal Paying Agent or such other party specified in the applicable Pricing Supplement on the relevant Interest Determination Date.

The “**SOFR Benchmark**” will be determined based on Compounded Daily SOFR or SOFR Index as follows (subject to Condition 5.8(b)):

- (A) If Compounded Daily SOFR is specified in the applicable Pricing Supplement as the manner in which the SOFR Benchmark will be determined, the SOFR Benchmark for each Interest Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant Interest Period (where “SOFR Observation Lag” is specified in the applicable Pricing Supplement to determine Compounded Daily SOFR) or the SOFR Observation Period (where “SOFR Observation Shift” is specified in the applicable Pricing Supplement to determine Compounded Daily SOFR).

“**Compounded Daily SOFR**” shall be calculated by the Principal Paying Agent or such other party in accordance with one of the formulas referenced below depending upon which is specified as applicable in the applicable Pricing Supplement:

- (I) where SOFR Observation Lag is specified as the Observation Method in the applicable Pricing Supplement:

$$\left(\prod_{i=1}^{d_0} \left(1 + \frac{SOFR_{i-USD} \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR_{i-USD}**” for any U.S. Government Securities Business Day(i) in the relevant Interest Period, is equal to the SOFR reference rate for the U.S. Government Securities Business Day falling the number of Lookback Days prior to that U.S. Government Securities Business Day(i);

“**Lookback Days**” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

“**d**” means the number of calendar days in the relevant Interest Period;

“**d₀**” for any Interest Period, means the number of U.S. Government Securities Business Days in the relevant Interest Period;

“**i**” means a series of whole numbers ascending from one to d₀, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Interest Period (each a “**U.S. Government Securities Business Day(i)**”);

“**n_i**” for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day; and

“**SOFR Observation Period**” means, in respect of an Interest Period, the period from (and including) the date falling the number of Lookback Days prior to the first day of such Interest Period to (but excluding) the date falling the number of Lookback Days prior to the Interest Payment Date for such Interest Period.

- (II) where SOFR Observation Shift is specified as the Observation Method in the applicable Pricing Supplement:

$$\left(\prod_{i=1}^{d_0} \left(1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR_i**” for any U.S. Government Securities Business Day(i) in the relevant SOFR Observation Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day(i);

“**SOFR Observation Period**” means, in respect of an Interest Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of such Interest Period to (but excluding) the date falling the number of SOFR Observation Shift Days prior to the Interest Payment Date for such Interest Period;

“**SOFR Observation Shift Days**” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

“**d**” means the number of calendar days in the relevant SOFR Observation Period;

“**d₀**” for any SOFR Observation Period, means the number of U.S. Government Securities Business Days in the relevant SOFR Observation Period;

“**i**” means a series of whole numbers ascending from one to d₀, representing each U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant SOFR Observation Period (each a “**U.S. Government Securities Business Day(i)**”); and

“**n_i**” for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day.

The following defined terms shall have the meanings set out below for the purposes of this sub-paragraph (iii)(A):

“**Bloomberg Screen SOFRRATE Page**” means the Bloomberg screen designated “SOFRRATE” or any successor page or service;

“**Reuters Page USDSOFR=**” means the Reuters page designated “USDSOFR=” or any successor page or service;

“**SOFR**” means, with respect to any U.S. Government Securities Business Day, the reference rate determined by the Principal Paying Agent or such other party in accordance with the following provision:

- (1) the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Bloomberg Screen SOFRRATE Page; the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Reuters Page USDSOFR=; or the Secured Overnight Financing Rate published at the SOFR Determination Time on the SOFR Administrator's Website;
- (2) if the reference rate specified in (1) above of this definition does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the SOFR reference rate shall be the reference rate published on the SOFR Administrator's Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator's Website;
- (3) in the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions by the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement), subject to Condition 5.8, the Rate of Interest shall be:
 - (x) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Period); or
 - (y) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Period); or
- (4) if the reference rate specified in (1) above of this definition does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 5.8 shall apply; and

"SOFR Determination Time" means approximately 3:00 p.m. (New York City time) on the immediately following U.S. Government Securities Business Day.

- (B) If Compounded SOFR Index ("**Compounded SOFR Index**") is specified in the applicable Pricing Supplement, the SOFR Benchmark for each Interest Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant SOFR Observation Period as calculated by the Principal Paying Agent or such other party as follows:

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1 \right) \times \left(\frac{360}{d_c} \right)$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR Index**” means, in respect of a U.S. Government Securities Business Day, the SOFR Index value as published on the SOFR Administrator’s Website at the SOFR Index Determination Time on such U.S. Government Securities Business Day, *provided that*:

- (1) in the event that the value originally published is subsequently corrected and such corrected value appears on the SOFR Administrator’s Website on the original date of publication, then such corrected value, instead of the value that was originally published, shall be deemed the SOFR Index in relation to such U.S. Government Securities Business Day;
- (2) if the value specified above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the “SOFR Index” shall be calculated on any Interest Determination Date with respect to an Interest Period, in accordance with the Compounded Daily SOFR formula described above in sub-paragraph (iii)(A)(II) “SOFR Observation Shift”; or
- (3) if the value specified above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 5.8 shall apply;

“**SOFR Index_{End}**” means, in respect of an Interest Period, the SOFR Index value on the date falling the number of SOFR Observation Shift Days prior to the Interest Payment Date for such Interest Period (or in the final Interest Period, the Maturity Date);

“**SOFR Index_{Start}**” means, in respect of an Interest Period, the SOFR Index value on the date falling the number of SOFR Observation Shift Days prior to the first day of such Interest Period;

“**SOFR Index Determination Time**” means, in relation to any U.S. Government Securities Business Day, approximately 3:00 p.m. (New York City time) on such U.S. Government Securities Business Day;

“**SOFR Observation Period**” means, in respect of an Interest Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of such Interest Period to (but excluding) the date falling the number of SOFR Observation Shift Days prior to the Interest Payment Date for such Interest Period;

“**SOFR Observation Shift Days**” means five U.S. Government Securities Business Days (or such other number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement); and

“**d_c**” means the number of calendar days in the applicable SOFR Observation Period.

- (C) The following defined terms shall have the meanings set out below for the purposes of this sub-paragraph (iii):

“**Interest Determination Date**” means, with respect to a Rate of Interest and Interest Period, unless otherwise specified in the applicable Pricing Supplement, the U.S. Government Securities Business Day immediately following the SOFR Observation Period;

“**SOFR Administrator’s Website**” means the website of the Federal Reserve Bank of New York (currently, being <https://www.newyorkfed.org/markets/reference-rates/sofr-averages-and-index>), or any successor source;

“**SOFR Benchmark Replacement Date**” means the date of occurrence of a Benchmark Event with respect to the then-current Benchmark;

“**SOFR Benchmark Transition Event**” means the occurrence of a Benchmark Event with respect to the then-current Benchmark; and

“U.S. Government Securities Business Day” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

- (D) If the relevant Series of Notes becomes due and payable in accordance with Condition 11, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the SOFR formula) and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.

- (iv) *Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as SONIA Benchmark*

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is SONIA Benchmark, the Rate of Interest for each Interest Period will, subject as provided below, be equal to the relevant SONIA Benchmark plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Principal Paying Agent or such other party specified in the applicable Pricing Supplement on the relevant Interest Determination Date.

The **“SONIA Benchmark”** will be determined based on Compounded Daily SONIA or SONIA Index as follows (subject to Condition 5.8(a)):

- (A) If Compounded Daily SONIA is specified in the applicable Pricing Supplement as the relevant SONIA Benchmark, Compounded Daily SONIA shall be calculated by the Principal Paying Agent or such other party on the relevant Interest Determination Date in accordance with the formula referenced below:

“Compounded Daily SONIA” means, with respect to an Interest Period, the rate of return of a daily compound interest investment (with the daily Sterling Overnight Index Average (**“SONIA”**) rate as reference rate for the calculation of interest) and will be calculated by the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, as follows, and the resulting percentage will be rounded, if necessary, to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left(\prod_{i=1}^{d_0} \left(1 + \frac{SOFR_i \times n_i}{365} \right) - 1 \right) \times \frac{365}{d}$$

where:

“Applicable Period” means, in relation to an Interest Period:

- (1) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, such Interest Period; or
- (2) where “SONIA Observation Shift” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the SONIA Observation Period relating to such Interest Period;

“d” means the number of calendar days in the relevant Applicable Period;

“d₀” means, for the relevant Applicable Period, the number of London Business Days in such Applicable Period;

“*i*” means, for the relevant Applicable Period, a series of whole numbers from one to d_0 , each representing the relevant London Business Day in chronological order from (and including) the first London Business Day in such Applicable Period;

“**London Business Day**” means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“ n_i ”, for any London Business Day “*i*”, means the number of calendar days from and including such London Business Day “*i*” up to but excluding the following London Business Day;

“**SONIA_i**” means, in respect of any London Business Day “*i*” in the Applicable Period, the SONIA Reference Rate for the SONIA Determination Date in relation to such London Business Day “*i*”;

“**SONIA Determination Date**” means, in respect of any London Business Day “*i*”:

- (1) where “SONIA Observation Lag” is specified as the SONIA Observation Method in the applicable Pricing Supplement, the London Business Day falling “*x*” London Business Days prior to such London Business Day “*i*”; and
- (2) otherwise, such London Business Day “*i*”;

“**SONIA Observation Period**” means, for the relevant Interest Period, the period from (and including) the date falling “*x*” London Business Days prior to the first day of such Interest Period (and the first Interest Period shall begin on and include the Interest Commencement Date) and ending on (but excluding) the date falling “*x*” London Business Days prior to the Interest Payment Date at the end of such Interest Period (or the date falling “*x*” London Business Days prior to such earlier date, if any, on which the Notes become due and payable);

“**SONIA Reference Rate**” means, in respect of any London Business Day, a reference rate equal to the daily SONIA rate for such London Business Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors (on the London Business Day immediately following such London Business Day); and

“*x*” means five London Business Days (or such other number of London Business Days as specified in the applicable Pricing Supplement).

- (B) If SONIA Index (“**SONIA Index**”) is specified in the applicable Pricing Supplement as the relevant SONIA Benchmark, the SONIA Benchmark for each Interest Period shall be equal to the rate of return of a daily compound interest investment during the SONIA Observation Period corresponding to such Interest Period (with the daily SONIA rate as reference rate for the calculation of interest) and will be calculated by the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, as follows, and the resulting percentage will be rounded, if necessary, to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left(\frac{\text{SONIA Compounded Index}_{End}}{\text{SONIA Compounded Index}_{Start}} - 1 \right) \times \left(\frac{365}{d} \right)$$

provided, however, that, subject to Condition 5.8(a), if the SONIA Compounded Index Value is not available in relation to any Interest Period on the Relevant Screen Page for the determination of either or both of SONIA Compounded Index_{START} and SONIA Compounded Index_{END}, the Rate of Interest shall be calculated for such Interest Period

on the basis of Compounded Daily SONIA and using the “SONIA Observation Shift” method (as set out in sub-paragraph (iv)(A)).

In the formula above:

“*d*” means the number of calendar days in the relevant SONIA Observation Period;

“**London Business Day**”, means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

“**SONIA Observation Period**” means, in respect of an Interest Period, the period from and including the date falling “*x*” London Business Days prior to the first day of such Interest Period (and the first Interest Period shall begin on and include the Interest Commencement Date) and ending on (but excluding) the date which is “*x*” London Business Days prior to the Interest Payment Date for such Interest Period (or the date falling “*x*” London Business Days prior to such earlier date, if any, on which the Notes become due and payable);

“**SONIA Compounded Index**” means, in respect of an Interest Period, the index known as the SONIA Compounded Index administered by the Bank of England (or any successor administrator thereof);

“**SONIA Compounded Index**_{START}” means the SONIA Compounded Index Value on the date which is “*x*” London Business Days preceding the first day of such Interest Period (or in the first Interest Period, the Interest Commencement Date);

“**SONIA Compounded Index**_{END}” means, in respect of an Interest Period, the SONIA Compounded Index Value on the date which is “*x*” London Business Days preceding (i) the Interest Payment Date of such Interest Period, (ii) in the final Interest Period, the Maturity Date (in the case of a final Interest Period ending on the Maturity Date), or (iii) the date on which the relevant Series of Notes becomes due and payable;

“**SONIA Compounded Index Value**” means, in relation to any London Business Day, the value of the SONIA Compounded Index as published by authorised distributors on the Relevant Screen Page on such London Business Day or, if the value of the SONIA Compounded Index cannot be obtained from such authorised distributors, as published on the Bank of England’s Website at www.bankofengland.co.uk/boeapps/database/ (or such other page or website as may replace such page for the purposes of publishing the SONIA Compounded Index) on the next following London Business Day, provided, however, that in the event that the value originally published is subsequently corrected and such corrected value is published by the Bank of England, as the administrator of SONIA (or any successor administrator of SONIA) on the original date of publication, then such corrected value, instead of the value that was originally published, shall be deemed the SONIA Compounded Index Value in relation to such London Business Day; and

“*x*” means, for any Interest Period, five London Business Days (or such other number of London Business Days as specified in the applicable Pricing Supplement).

- (C) If, subject to Condition 5.8(a), in respect of any London Business Day in the relevant Applicable Period, the SONIA Reference Rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, such SONIA reference rate shall be:

- (I) the Bank of England’s Bank Rate (the “**Bank Rate**”) prevailing at 5:00 p.m. (or, if earlier, close of business) on the relevant London Business Day; plus
- (II) the mean of the spread of the SONIA Reference Rate to the Bank Rate over the previous five days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only

of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate.

- (D) Notwithstanding the paragraph above, and without prejudice to Condition 5.8(a), in the event the Bank of England publishes guidance as to:

- (I) how the SONIA Reference Rate is to be determined; or
- (II) any rate that is to replace the SONIA Reference Rate,

the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest as specified in the applicable Pricing Supplement, and in consultation with the Issuer) shall, to the extent that it is reasonably practicable, follow such guidance in order to determine the SONIA rate for the purpose of the relevant Series of Notes for so long as the SONIA Reference Rate is not available or has not been published by the authorised distributors, provided that nothing in this paragraph shall apply if following such guidance would have the effect of imposing more onerous obligations upon the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest as specified in the Pricing Supplement) or exposing the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest as specified in the Pricing Supplement) to any additional duties, responsibilities or liabilities, or decreasing or amending the protections or rights or exculpatory provisions, of the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest as specified in the Pricing Supplement).

- (E) In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions by the Principal Paying Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement), subject to Condition 5.8(a), the Rate of Interest shall be:

- (I) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Period, in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Period); or
- (II) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Period).

- (F) If the relevant Series of Notes becomes due and payable in accordance with Condition 11, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the SONIA formula) and the Rate of Interest on such Notes shall, for so long as any such Notes remains outstanding, be that determined on such date.

- (G) The following defined term shall have the meanings set out below for purpose of this sub-paragraph (iv):

“Interest Determination Date” means, with respect to a Rate of Interest and Interest Period, unless otherwise specified in the applicable Pricing Supplement, the London Business Day immediately following the SONIA Observation Period.

(c) Minimum and/or Maximum Rate of Interest

If the applicable Pricing Supplement specifies a Minimum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is less than such Minimum Rate of Interest, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest.

If the applicable Pricing Supplement specifies a Maximum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is greater than such Maximum Rate of Interest, the Rate of Interest for such Interest Period shall be such Maximum Rate of Interest.

(d) Determination of Rate of Interest and Calculation of Interest Amounts

The Principal Paying Agent, in the case of Floating Rate Notes, and the Calculation Agent, in the case of Index Linked Interest Notes, will, at or as soon as practicable after each time at which the Rate of Interest is to be determined, determine the Rate of Interest for the relevant Interest Period. In the case of Index Linked Interest Notes, the Calculation Agent will notify the Principal Paying Agent of the Rate of Interest for the relevant Interest Period as soon as practicable after calculating the same. If required to be calculated by it, the Principal Paying Agent or, as the case may be, the Calculation Agent shall cause the Final Redemption Amount, the Early Redemption Amount, the Optional Redemption Amount or any Instalment Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Noteholders and, if the Notes are listed on a stock exchange and the rules of such stock exchange or other relevant authority so require, such stock exchange or other relevant authority as soon as practicable after calculating the same.

The Principal Paying Agent will calculate the amount of interest (the **“Interest Amount”**) payable on the Floating Rate Notes or Index Linked Interest Notes for the relevant Interest Period by applying the Rate of Interest to:

- (A) in the case of Floating Rate Notes or Index Linked Interest Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Notes represented by such Global Note (or, if they are Partly Paid Notes, the aggregate amount paid up); or
- (B) in the case of Floating Rate Notes or Index Linked Interest Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Floating Rate Note or an Index Linked Interest Note in definitive form is a multiple of the Calculation Amount, the Interest Amount payable in respect of such Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination, without any further rounding.

“Day Count Fraction” means, in respect of the calculation of an amount of interest in accordance with this Condition 5.2:

- (i) if **“Actual/Actual (ISDA)”** or **“Actual/Actual”** is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (I) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (II) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365);
- (ii) if **“Actual/365 (Fixed)”** is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365;

- (iii) if “**Actual/365 (Sterling)**” is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;
- (iv) if “**Actual/360**” is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 360;
- (v) if “**30/360**”, “**360/360**” or “**Bond Basis**” is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] \pm [30 \times (M_2 - M_1) \pm (D_2 - D_1)]}{360}$$

where:

“Y₁” is the year, expressed as a number, in which the first day of the Interest Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

“D₁” is the first calendar day, expressed as a number, of the Interest Period, unless such number is 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (vi) if “**30E/360**” or “**Eurobond Basis**” is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] \pm [30 \times (M_2 - M_1) \pm (D_2 - D_1)]}{360}$$

where:

“Y₁” is the year, expressed as a number, in which the first day of the Interest Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

“D₁” is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31, in which case D₂ will be 30;

- (vii) if “**30E/360 (ISDA)**” is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] \pm [30 \times (M_2 - M_1) \pm (D_2 - D_1)]}{360}$$

“Y₁” is the year, expressed as a number, in which the first day of the Interest Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

“D₁” is the first calendar day, expressed as a number, of the Interest Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D₂ will be 30.

(e) Notification of Rate of Interest and Interest Amounts

The Principal Paying Agent will cause the Rate of Interest and each Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to the Issuer, the Trustee and notice thereof to be published by the Issuer in accordance with Condition 15 as soon as possible after their determination but in no event later than the fourth Business Day thereafter. Each Interest Amount and Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without prior notice in the event of an extension or shortening of the Interest Period. Any such amendment will be promptly notified by the Issuer to each stock exchange on which the relevant Floating Rate Notes or Index Linked Interest Notes are for the time being listed and to the Noteholders in accordance with Condition 15. For the purposes of this paragraph, the expression “**Business Day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in London.

(f) Determination or Calculation by Issuer/ Independent Adviser of the Issuer

Notwithstanding anything included in this Offering Circular, the pricing supplements, and/or any other transaction document (the “**Transaction Documents**”) for any series of Notes to the contrary, the Issuer agrees that each of the Agents, Principal Paying Agent or Citibank, N.A., London Branch (in its capacity as Calculation Agent, if so appointed) will have no obligation to exercise any discretion (including, but not limited to, determinations of alternative or substitute benchmarks, successor reference rates, screen pages, interest adjustment factors/fractions or spreads, market disruptions, benchmark amendment conforming changes, selection and polling of reference banks), and to the extent the Transaction Documents for any series of Notes requires the Calculation Agent to exercise any such discretions and/or make such determinations, such references shall be construed as the Issuer or its financial adviser or alternate agent appointed by the Issuer exercising such discretions and/or determinations and/or actions and not the Calculation Agent.

If for any reason at any relevant time the Principal Paying Agent or, as the case may be, the Calculation Agent is unable to determine, or has, in its opinion, uncertainty as to the calculation of, the Rate of Interest or the Principal Paying Agent is unable to determine, or has, in its opinion, uncertainty as to the calculation of, any Interest Amount in accordance with sub-paragraphs (b)(i) to (b)(iv) above or as otherwise specified in the applicable Pricing Supplement, as the case may be, and in each case in accordance with paragraph (d) above, the Issuer/ Independent Adviser of the Issuer shall determine the Rate of Interest at such rate as, in its absolute discretion (having such regard as it shall think fit to the foregoing provisions of this Condition, but subject always to any Minimum Rate of Interest or Maximum Rate of Interest specified in the applicable Pricing Supplement), it shall deem fair and reasonable in all the circumstances or, as the case may be, the Issuer/ Independent Adviser of the Issuer shall calculate the Interest Amount(s) in such manner as it shall deem fair and reasonable in all the circumstances and each such determination or calculation shall be deemed to have

been made by the Principal Paying Agent or the Calculation Agent, as applicable. In such circumstances, the Principal Paying Agent or, as the case may be, the Calculation Agent shall be under no obligation to make such calculation or determination and shall not incur any liability to the Issuer, the Noteholders or any other person for not doing so.

(g) Certificates to be Final

All certificates, communications, opinions, determinations, calculations, notifications and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 5, whether by the Principal Paying Agent or, if applicable, the Calculation Agent or the Trustee or the Independent Adviser, and all quotations given or obtained for such purposes, whether by the Issuer or, if applicable, the Independent Adviser, shall (in the absence of manifest error) be binding on the Issuer, the Trustee, the Principal Paying Agent, the Registrar, the Calculation Agent (if applicable), the other Paying Agents and all Noteholders, Receiptholders and Couponholders and (in the absence of wilful default) no liability to the Issuer, the Noteholders, the Receiptholders or the Couponholders shall attach to the Principal Paying Agent or, if applicable, the Calculation Agent or the Trustee or the Independent Adviser in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

5.3 Interest on Dual Currency Interest Notes

The rate or amount of interest payable in respect of Dual Currency Interest Notes shall be determined in the manner specified in the applicable Pricing Supplement.

5.4 Interest on Partly Paid Notes

In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up nominal amount of such Notes and otherwise as specified in the applicable Pricing Supplement.

5.5 Accrual of Interest

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the date for its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused. In such event, interest will continue to accrue until whichever is the earlier of:

- (a) the date on which all amounts due in respect of such Note have been paid; and
- (b) such date as provided in the Trust Deed.

5.6 Definitions

In these Conditions, if a Business Day Convention is specified in the applicable Pricing Supplement and (x) if there is no numerically corresponding day in the calendar month in which an Interest Payment Date should occur or (y) if any Interest Payment Date would otherwise fall on a day which is not a Business Day, then, if the Business Day Convention specified is:

- (a) in any case where Specified Periods are specified in accordance with Condition 5.2(a)(ii) above, the Floating Rate Convention, such Interest Payment Date (a) in the case of (x) above, shall be the last day that is a Business Day in the relevant month and the provisions of (ii) below shall apply *mutatis mutandis* or (b) in the case of (y) above, shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event (i) such Interest Payment Date shall be brought forward to the immediately preceding Business Day and (ii) each subsequent Interest Payment Date shall be the last Business Day in the month which falls in the Specified Period after the preceding applicable Interest Payment Date occurred; or
- (b) the Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day; or
- (c) the Modified Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next

calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day; or

- (d) the Preceding Business Day Convention, such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

In these Conditions, “**Business Day**” means a day which is:

- (a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in each Additional Business Centre (other than T2) specified in the applicable Pricing Supplement;
- (b) if T2 is specified as an Additional Business Centre in the applicable Pricing Supplement, a day on which the real time gross settlement system operated by the Eurosystem, or any successor system (“**T2**”) is open; and
- (c) either (i) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively or (ii) in relation to any sum payable in euro, a day on which T2 or any successor system is open.

5.7 Payment limitation – Additional Tier 1 Notes

This Condition 5.7 applies only to Additional Tier 1 Notes.

- (a) The Issuer may, at its full discretion and as it deems fit, in accordance with the RBI Guidelines, elect at any time to cancel (in whole or in part) interest otherwise scheduled to be paid on an Interest Payment Date. The Issuer shall have full access to cancelled payments to meet its obligations as they fall due. Further, the Issuer will cancel (in whole or, as the case may be, in part) the payment of any interest otherwise scheduled to be paid on an Interest Payment Date to the extent that such payment of interest on the Additional Tier 1 Notes is not permitted to be paid under the RBI Guidelines.

*Pursuant to the RBI Guidelines, coupons on all Additional Tier 1 instruments (such as the Additional Tier 1 Notes) must be paid out of distributable items. In this context, coupons may be paid out of current year profits. However, if current year profits are not sufficient, coupons may be paid subject to availability of (i) profits brought forward from previous years, and/or (ii) reserves representing appropriation of net profits, including statutory reserves, and excluding share premium, revaluation reserve, foreign currency translation reserve, investment reserve and reserves created on amalgamation. The accumulated losses and deferred revenue expenditure, if any, shall be netted off from sub-paragraph (i) and (ii) above, to arrive at the available balances for payment of coupon. If the aggregate of (x) profits in the current year, (y) profits brought forward from the previous years, and (z) permissible reserves as at sub-paragraph (ii) above, excluding statutory reserves, net of accumulated losses and deferred revenue expenditure are less than the amount of coupon, then the Issuer shall make the appropriation from the statutory reserves. In such cases, the Issuer is required to report to the RBI within 21 days from the date of such appropriation in compliance with Section 17(2) of the Banking Regulation Act, 1949, as amended (the “**BR Act**”).*

However, payment of coupons on Additional Tier 1 Notes from the revenue reserves is subject to the Issuer meeting minimum regulatory requirements for CET1, Tier 1 and Total Capital ratios including the additional capital requirements for Domestic Systemically Important Banks at all times and subject to the restrictions under the capital buffer frameworks (i.e. capital conservation buffer and countercyclical capital buffer as referred to in the RBI Guidelines).

- (b) Interest on the Additional Tier 1 Notes will be non-cumulative. If interest is not paid in whole or in part on an Interest Payment Date pursuant to and in accordance with this Condition 5.7, or is

cancelled pursuant to Condition 8, such interest will not be due and payable and the right of Noteholders, Receiptholders and Couponholders to receive interest in respect of the Interest Period ending on such Interest Payment Date will be lost and the Issuer will have no further obligation in respect of the interest for such Interest Period, whether or not any amount of interest is paid for any future Interest Period. Non-payment of interest in accordance with this Condition 5.7 will not constitute an event of default in respect of the Additional Tier 1 Notes. For the avoidance of doubt, no Noteholder shall have any claim in respect of any interest or part thereof cancelled pursuant to this Condition 5.7. Accordingly, such interest shall not accumulate for the benefit of Noteholders or entitle the Noteholders to any claim in respect thereof against the Issuer.

- (c) In the event that the Issuer determines that it shall not, or is not permitted to, make a payment of interest on Additional Tier 1 Notes in accordance with this Condition 5.7, the Issuer shall notify or procure notification as soon as possible, but not more than 60 calendar days prior to the relevant Interest Payment Date, to the Trustee (in a certificate signed by two directors of the Issuer), the Paying Agents, the relevant stock exchange(s) (if any) on which the Additional Tier 1 Notes are for the time being listed and the holders of Additional Tier 1 Notes (in accordance with Condition 15) of that fact and of the amount that shall not be paid provided that failure to give such notice shall not affect the cancellation of any interest payment (in whole or, as the case may be, in part) and shall not constitute a default.
- (d) If for any reason any payment of interest is not paid in full on an Interest Payment Date then, from the date of which such cancellation has first been notified to the Trustee, the Principal Paying Agent or the Noteholders (a “**Dividend Stopper Date**”), the Issuer will not, so long as any of the Additional Tier 1 Notes are outstanding:
 - (i) declare or pay any discretionary distribution or dividend or make any other payment on, or directly or indirectly redeem, purchase, cancel, reduce or otherwise acquire its Common Equity Tier 1 Capital (other than to the extent that any such distribution, dividend or other payment is declared before such Dividend Stopper Date); or
 - (ii) pay discretionary interest or any other distribution on, or directly or indirectly redeem, purchase, cancel, reduce or otherwise acquire, any of its instruments or securities ranking, as to the right of payment of dividend, distributions or similar payments, *pari passu* with or junior to the Additional Tier 1 Notes (excluding securities the terms of which stipulate a mandatory redemption),

in each case unless or until the next Interest Payment Date following the Dividend Stopper Date on which an interest amount has been paid in full (or an equivalent amount has been separately set aside for payment to the Noteholders), or the prior approval of the Noteholders has been obtained via an Extraordinary Resolution.

- (e) Nothing in Condition 5.7(d) will:
 - (i) stop payment on another instrument where the payments on such an instrument are not fully discretionary;
 - (ii) prevent distribution to shareholders for a period that extends beyond the point in time at which interest on the Additional Tier 1 Notes is resumed;
 - (iii) impede the normal operation of the Issuer, including actions in connection with employee share plans or any restructuring activity, including acquisitions and disposals; or
 - (iv) impede the full discretion that the Issuer has, at all times, to cancel distributions or payments on the Additional Tier 1 Notes nor act in a way that could hinder the recapitalisation of the Issuer.

5.8 Benchmark Discontinuation

(a) *Benchmark Discontinuation (General)*

(i) *Independent Adviser*

If a Benchmark Event occurs in relation to an Original Reference Rate when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, failing which an Alternative Rate (in accordance with sub-paragraph (ii)) and, in either case, an Adjustment Spread and any Benchmark Amendments (in accordance with sub-paragraph (iv)). In making such determination, the Independent Adviser appointed pursuant to this Condition 5.8(a) shall act in good faith and in a commercially reasonable manner as an expert. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Principal Paying Agent, the Paying Agents, the Noteholders, the Receiptholders or the Couponholders for any determination made by it pursuant to this Condition 5.8(a).

If (A) the Issuer is unable to appoint an Independent Adviser; or (B) the Independent Adviser appointed by it fails to determine a Successor Rate or, failing which, an Alternative Rate in accordance with this sub-paragraph (i) prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest. Where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Period shall be substituted in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Period only and any subsequent Interest Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this sub-paragraph (i).

(ii) *Successor Rate or Alternative Rate*

If the Independent Adviser determines that:

- (A) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 5.8(a)); or
- (B) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 5.8(a)).

(iii) *Adjustment Spread*

The Adjustment Spread (or the formula or methodology for determining the Adjustment Spread) shall be applied to the Successor Rate or the Alternative Rate (as the case may be).

(iv) *Benchmark Adjustments*

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with this Condition 5.8(a) and the Independent Adviser, determines (A) that amendments to these Conditions, the Agency Agreement and/or the Trust Deed are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or (in either case) the applicable Adjustment Spread (such amendments, the “**Benchmark Amendments**”) and (B) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with sub-paragraph (v), without any requirement for the consent or approval of Noteholders, vary these Conditions, the Agency

Agreement and/or the Trust Deed to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee and the Agents of a certificate in English signed by an authorised officer of the Issuer pursuant to sub-paragraph (v), the Trustee and the Agents shall (at the expense of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, inter alia, by the execution of a deed supplemental to or amending the Trust Deed and/or the Agency Agreement) (and the Trustee and the Agents shall not be liable to the Issuer, any Noteholder or any other person for any consequences thereof), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agents, as applicable, doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or the Agents in these Conditions or the Trust Deed or the Agency Agreement (including, for the avoidance of doubt, any supplemental trust deed or supplemental agency agreement) in any way.

Notwithstanding any other provision of these Conditions, in no event shall the Trustee or any Agent be responsible for exercising discretion in determining any Successor Rate, Alternative Rate or other substitute or successor rate for the Original Reference Rate, or for making any adjustments to any such rate, the applicable Adjustment Spread, the business day convention, Interest Determination Dates or any other relevant methodology for calculating any such substitute or successor rate. In connection with the foregoing, the Trustee and the Agents shall be entitled to rely conclusively on any determinations made by the Independent Adviser pursuant to this Condition 5.8(a) and shall have no liability for any action taken, or omitted to be taken, at the direction of the Issuer or the Independent Adviser.

Notwithstanding any other provision of these Conditions, none of the Trustee or the Agents shall be required to determine what Benchmark Amendments (if any) are necessary to give effect to any Successor Rate or Alternative Rate under this Condition 5.8(a). Such determination shall be made by the Issuer or the Independent Adviser appointed by the Issuer for that purpose.

In connection with any such variation in accordance with this sub-paragraph (iv), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

Notwithstanding any other provision of this Condition 5.8(a), no Successor Rate or Alternative Rate will be adopted, nor will the applicable Adjustment Spread be applied, nor will any Benchmark Amendments be made, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the Notes as Subordinated Notes and/or the Notes as eligible liabilities or loss absorbing capacity instruments for the purposes of the loss absorption regulations as set out in the RBI Guidelines.

Notwithstanding any other provision of this Condition, none of the Trustee or the Agents is obliged to concur with the Issuer or the Independent Adviser in respect of any changes or amendments as contemplated under this Condition to which, in the sole opinion of the Trustee or that Agent, as the case may be, would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or that Agent, as the case may be, in the Trust Deed, the Agency Agreement and/or these Conditions, as the case may be, or would be operationally infeasible to the Trustee or the relevant Agent.

(v) *Notices, etc.*

Any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 5.8(a) will be notified promptly by the Issuer to the Trustee, the Principal Paying Agent and, in accordance with Condition 15, the Noteholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

No later than notifying the Trustee and the Agents of the same, the Issuer shall deliver to the Trustee and the Agents a certificate in English signed by an authorised officer of the Issuer:

- (A) confirming (I) that a Benchmark Event has occurred, (II) the Successor Rate or, as the case may be, the Alternative Rate, (III) the applicable Adjustment Spread and

(IV) the specific terms of any Benchmark Amendments (if any), in each case as determined in accordance with the provisions of this Condition 5.8(a); and

- (B) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and (in either case) the applicable Adjustment Spread.

Each of the Trustee and the Agents shall be entitled to rely conclusively on such certificate (without liability to any person) as sufficient evidence thereof and none of them shall be liable to the Issuer, the Noteholders, the Couponholders or any other person for so doing. The Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) and without prejudice to the Trustee's or the relevant Agent's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Principal Paying Agent and the Noteholders.

(vi) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under sub-paragraphs (i), (ii), (iii) and (iv), the Original Reference Rate and the fallback provisions provided for in sub-paragraph (ii) will continue to apply unless and until a Benchmark Event has occurred.

(vii) Definitions

As used in this Condition 5.8(a):

"Adjustment Spread" means either (A) a spread (which may be positive, negative or zero) or (B) a formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

- (1) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or
- (2) (if no such recommendation has been made, or in the case of an Alternative Rate) the Independent Adviser determines, is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or
- (3) (if the Independent Adviser determines that no such spread is customarily applied) the Independent Adviser determines is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be).

"Alternative Rate" means an alternative benchmark or screen rate which the Independent Adviser determines in accordance with sub-paragraph (ii) is customarily applied in international debt capital markets transactions for the purposes of determining rates of interest (or the relevant component part thereof) for the same interest period and in the same Specified Currency as the Notes;

"Benchmark Amendments" has the meaning given to it in sub-paragraph (iv);

"Benchmark Event" means:

- (A) the Original Reference Rate ceasing to be published for a period of at least five business days or ceasing to exist; or
- (B) a public statement by the administrator of the Original Reference Rate that it has ceased or that it will cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (C) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will be permanently or indefinitely discontinued; or

- (D) a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Notes; or
- (E) it has become unlawful for the Principal Paying Agent, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate; or
- (F) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market,

provided that (1) in the case of sub-paragraphs (B), (C) and (D) of this definition, the Benchmark Event shall occur on the date of the cessation of publication of the Original Reference Rate, the discontinuation of the Original Reference Rate, or the prohibition of use of the Original Reference Rate, as the case may be, and (2) in the case of sub-paragraph (F), the Benchmark Event shall occur on the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement and, in each case of (1) and (2), not the date of the relevant public statement.

For the avoidance of doubt, none of the Trustee or the Agents shall have any responsibility for monitoring or determining whether or not a Benchmark Event has occurred or may occur.

“Independent Adviser” means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by the Issuer under sub-paragraph (i);

“Original Reference Rate” means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Interest (or any component part thereof) on the Notes;

“Relevant Nominating Body” means, in respect of a benchmark or screen rate (as applicable):

- (A) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (B) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (I) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (II) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (III) a group of the aforementioned central banks or other supervisory authorities or (IV) the Financial Stability Board or any part thereof; and

“Successor Rate” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body.

(b) Benchmark Discontinuation (SOFR)

The following provisions shall apply if Benchmark Discontinuation (SOFR) is specified as applicable in the applicable Pricing Supplement:

(i) Benchmark Replacement

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of all determinations on such date and for all determinations on all subsequent dates.

(ii) Benchmark Replacement Conforming Changes

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from

time to time, and the Issuer shall deliver to the Trustee and the Agents a certificate in English signed by an authorised officer of the Issuer:

- (A) confirming that: (1) a Benchmark Event has occurred and (2) the Benchmark Replacement, in each case as determined in accordance with the provisions of this Condition 5.8(b); and
- (B) certifying that the Benchmark Replacement Conforming Changes are necessary to ensure the proper operation of such Benchmark Replacement.

For the avoidance of doubt, the Trustee and any of the Agents shall, upon receipt of such certificate and (subject to the immediately succeeding paragraph) at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this subparagraph (ii), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent, as applicable, doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or, as the case may be, the relevant Agent in these Conditions, the Trust Deed and/or the Agency Agreement (including, for the avoidance of doubt, any supplemental trust deed or supplemental agency agreement) in any way or if they impact the operational feasibility of the Trustee or the Agents (or any of them) in any way. Noteholders' consent shall not be required in connection with effecting any such changes, including the execution of any documents or any steps to be taken by the Trustee or any of the Agents (if required). Further, none of the Trustee, the Principal Paying Agent, the Transfer Agent or the Registrar shall be responsible or liable to the Issuer, the Noteholders, the Couponholders or any other person for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard. No such determination, decision or election shall be binding on the Trustee and the Agents and none of the Trustee and the Agents shall be obliged to concur in any consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 5.8(b) if in the opinion of the Trustee or the relevant Agent (as the case may be) it would impose more onerous obligations upon the Trustee or, as the case may be, the relevant Agent or expose the Trustee or, as the case may be, the relevant Agent to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or, as the case may be, the relevant Agent in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) or the Agency Agreement (including, for the avoidance of doubt, any supplemental agency agreement) (as the case may be) or if they impact the operational feasibility of the Trustee or the Agents (or any of them) in any way.

Notwithstanding any other provision of these Conditions, in no event shall the Trustee or any Agent be responsible for exercising discretion in determining any Benchmark Replacement or other substitute or successor rate for the Benchmark, or for making any Benchmark Replacement Adjustment or any Benchmark Replacement Conforming Changes, the business day convention, Reference Time or any other relevant methodology for calculating any such substitute or successor rate. In connection with the foregoing, the Trustee and the Agents shall be entitled to rely conclusively on any determinations made by the Issuer or its designee pursuant to this Condition 5.8(b) and shall have no liability for any action taken, or omitted to be taken, at the direction of the Issuer or its designee.

Notwithstanding any other provision of these Conditions, none of the Trustee or the Agents shall be required to determine what Benchmark Replacement Conforming

Changes (if any) are necessary to give effect to any Benchmark Replacement under this Condition 5.8(b). Such determination shall be made by the Issuer or its designee.

Notwithstanding any other provision of this Condition 5.8(b), no Benchmark Replacement will be adopted, nor will any Benchmark Replacement Conforming Changes be made, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the Notes as Subordinated Notes and/or the Notes as eligible liabilities or loss absorbing capacity instruments for the purposes of the loss absorption regulations as set out in the RBI Guidelines.

(iii) Decisions and Determinations

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 5.8(b), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection: (A) will be conclusive and binding absent manifest error, (B) will be made in the sole discretion of the Issuer or its designee, as applicable, and (C) notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from the holders of the Notes or any other party.

(iv) Definitions

The following defined terms shall have the meanings set out below for the purposes of this Condition 5.8(b):

“**Benchmark**” means, initially, the relevant SOFR Benchmark specified in the applicable Pricing Supplement; provided that if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the relevant SOFR Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then “**Benchmark**” means the applicable Benchmark Replacement;

“**Benchmark Event**” means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (A) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (B) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or

- (C) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

“Benchmark Replacement” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (A) the sum of:
 - (I) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and
 - (II) the Benchmark Replacement Adjustment;
- (B) the sum of:
 - (I) the ISDA Fallback Rate; and
 - (II) the Benchmark Replacement Adjustment; or
- (C) the sum of:
 - (I) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated floating rate Notes at such time; and
 - (II) the Benchmark Replacement Adjustment;

“Benchmark Replacement Adjustment” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (A) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (B) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or
- (C) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate notes at such time;

“Benchmark Replacement Conforming Changes” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors, and other administrative matters) the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively

feasible or if the Issuer or its designee determine that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

“Benchmark Replacement Date” means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (A) in the case of sub-paragraph (A) or (B) of the definition of “Benchmark Event”, the later of:
 - (I) the date of the public statement or publication of information referenced therein; and
 - (II) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or
- (B) in the case of sub-paragraph (C) of the definition of “Benchmark Event”, the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

“designee” means a designee as selected and separately appointed by the Issuer in writing;

“ISDA Definitions” means (i) where “2006 ISDA Definitions” are specified in the applicable Pricing Supplement, the 2006 ISDA Definitions or (ii) where “2021 ISDA Definitions” are specified in the applicable Pricing Supplement, the 2021 ISDA Interest Rate Derivatives Definitions, as published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time;

“ISDA Fallback Adjustment” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

“ISDA Fallback Rate” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“Reference Time” with respect to any determination of the Benchmark means (1) if the Benchmark is the SOFR Benchmark, the SOFR Determination Time (where Compounded Daily SOFR is specified as applicable in the applicable Pricing Supplement) or SOFR Index Determination Time (where SOFR Index is specified as applicable in the applicable Pricing Supplement), or (2) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

“Unadjusted Benchmark Replacement” means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

6 PAYMENTS

6.1 Method of payment

Subject as provided below:

- (a) payments in a Specified Currency other than euro will be made by credit or transfer to an account in the relevant Specified Currency maintained by the payee with a bank in the principal financial

centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively); and

- (b) payments in euro will be made by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee.

6.2 Presentation of Notes, Receipts and Coupons

Payments of principal in respect of definitive Bearer Notes will (subject as provided below) be made in the manner provided in Condition 6.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of definitive Bearer Notes, and payments of interest in respect of definitive Bearer Notes will (subject as provided below) be made as aforesaid only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America (including the States and the District of Columbia and its possessions)).

Notwithstanding the foregoing, if any amount of principal and/or interest in respect of any Bearer Notes is payable in U.S. dollars, such U.S. dollar payments of principal and/or interest in respect of the Bearer Notes will be made at the specified office of a Paying Agent in the United States if:

- (a) the Issuer has appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment in U.S. dollars at such specified offices outside the United States of the full amount of principal and interest on the Bearer Notes in the manner provided above when due;
- (b) payment of the full amount of such principal and interest at all such specified offices outside the United States is illegal or effectively precluded by exchange controls or other similar restrictions on the full payment or receipt of principal and interest in U.S. dollars; and
- (c) such payment is then permitted under United States law without involving, in the opinion of the Issuer, adverse tax consequences to the Issuer.

Payments of Instalment Amounts (if any) in respect of definitive Bearer Notes, other than the final instalment, will (subject as provided below) be made in the manner provided in Condition 6.1 above against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Receipt in accordance with the preceding paragraph. Payment of the final instalment will be made in the manner provided in Condition 6.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Bearer Note in accordance with the preceding paragraph. Each Receipt must be presented for payment of the relevant instalment together with the definitive Bearer Note to which it appertains. Receipts presented without the definitive Bearer Note to which they appertain do not constitute valid obligations of the Issuer. Upon the date on which any definitive Bearer Note becomes due and repayable, unmatured Receipts (if any) relating thereto (whether or not attached) shall become void and no payment shall be made in respect thereof.

Fixed Rate Notes in definitive bearer form (other than Dual Currency Notes, Index Linked Notes or Long Maturity Notes (as defined below)) should be presented for payment together with all unmatured Coupons appertaining thereto (which expression shall for this purpose include Coupons falling to be issued on exchange of matured Talons), failing which the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of such missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment. Each amount of principal so deducted will be paid in the manner mentioned above against surrender of the relative missing Coupon at any time before the expiry of ten years after the Relevant Date (as defined in Condition 9.2) in respect of such principal (whether or not such Coupon would otherwise have become void under Condition 10) or, if later, five years from the date on which such Coupon would otherwise have become due, but in no event thereafter.

Upon any Fixed Rate Note in definitive bearer form becoming due and repayable prior to its Maturity Date, all unmatured Talons (if any) appertaining thereto will become void and no further Coupons will be issued in respect thereof.

Upon the date on which any Floating Rate Note, Dual Currency Note, Index Linked Note or Long Maturity Note in definitive form becomes due and repayable, unmatured Coupons and Talons (if any) relating thereto (whether or not attached) shall become void and no payment or, as the case may be, exchange for further Coupons shall be made in respect thereof. A “**Long Maturity Note**” is a Fixed Rate Note (other than a Fixed Rate Note which on issue had a Talon attached) whose nominal amount on issue is less than the aggregate interest payable thereon provided that such Note shall cease to be a Long Maturity Note on the Interest Payment Date on which the aggregate amount of interest remaining to be paid after that date is less than the nominal amount of such Note.

If the due date for redemption of any definitive Bearer Note is not an Interest Payment Date, interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date shall be payable only against surrender of the relevant definitive Bearer Note.

If, upon presentation of a Subordinated Note at the specified office of any Paying Agent, the Outstanding Nominal Amount of the Subordinated Note is less than its Issued Nominal Amount, the relevant Paying Agent shall procure that a statement indicating (1) the amount and the date of any Write-Down and (if applicable and only in relation to Additional Tier 1 Notes) any Reinstatement in relation to the Subordinated Note and (2) the Outstanding Nominal Amount of the Subordinated Note as at the date on which it is so presented, be endorsed on the relevant Subordinated Note prior to any payment in respect of such Subordinated Note being made.

6.3 Payments in respect of Global Notes

Payments of principal and interest (if any) in respect of Bearer Notes represented by any Bearer Global Note will (subject as provided below) be made in the manner specified above in relation to definitive Bearer Notes or otherwise in the manner specified in the relevant Bearer Global Note against presentation or surrender of such Bearer Global Note at the specified office of any Paying Agent outside the United States. A record of each payment made against presentation or surrender of any Bearer Global Note, distinguishing between any payment of principal and any payment of interest, will be made on such Bearer Global Note by the Paying Agent to which it was presented and such record shall be *prima facie* evidence that the payment in question has been made.

Payments of principal (other than instalments of principal (if any) prior to the final instalment) in respect of Registered Notes (whether in definitive or global form) will be made in the manner specified in Condition 6.1 to the persons in whose name such Registered Notes are registered (i) where in global form, at the close of the business day (being for this purpose, a day on which Euroclear and Clearstream are open for business) before the relevant due date, and (ii) where in definitive form, at the close of business on the business day (being for this purpose a day on which banks are open for business in the city where the Registrar is located) immediately prior to the relevant payment date against presentation and surrender (or, in the case of part payment only of any sum due, endorsement) of such Registered Notes at the specified office of the Registrar.

Payments of interest due on a Registered Note (whether in definitive or global form) and payments of instalments of principal (if any) due on a Registered Note (other than the final instalment) will be made in the manner specified in Condition 6.1 to the person in whose name such Note is registered (i) where in global form, at the close of the business day (being for this purpose, a day on which Euroclear and Clearstream are open for business) before the relevant due date, and (ii) where in definitive form, at the close of business on the fifteenth day (whether or not such fifteenth day is a business day (being for this purpose a day on which banks are open for business in the city where the Registrar is located) (the “**Record Date**”)) prior to such due date.

If payment in respect of any Registered Notes is required by credit or transfer as referred to in Condition 6.1(a), application for such payment must be made by the holder to the Registrar not later than the relevant Record Date.

6.4 General provisions applicable to payments

The holder of a Global Note (or as provided in the Trust Deed, the Trustee) shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Note (or the Trustee, as the case may

be) in respect of each amount so paid. Each of the persons shown in the records of Euroclear or Clearstream as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear or Clearstream, as the case may be, for his share of each payment so made by the Issuer in respect of such Global Note to, or to the order of, the holder of such Global Note.

6.5 Payment Day

If the date for payment of any amount in respect of any Note, Receipt or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, “**Payment Day**” means any day which (subject to Condition 10) is:

- (a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in:
 - (i) in the case of Notes in definitive form only, the relevant place of presentation;
 - (ii) each Additional Financial Centre (other than T2) specified in the applicable Pricing Supplement; and
- (b) if T2 is specified as an Additional Financial Centre in the applicable Pricing Supplement, a day on which T2 is open; and
- (c) either (A) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively or (B) in relation to any sum payable in euro, a day on which T2 is open.

6.6 Interpretation of principal and interest

Any reference in these Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

- (a) any additional amounts which may be payable with respect to principal under Condition 9 or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Trust Deed;
- (b) the Final Redemption Amount of the Notes;
- (c) the Early Redemption Amount of the Notes;
- (d) the Optional Redemption Amount(s) (if any) of the Notes;
- (e) in relation to Notes redeemable in instalments, the Instalment Amounts;
- (f) in relation to Zero Coupon Notes, the Amortised Face Amount (as defined in Condition 7.7); and
- (g) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in these Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 9 or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Trust Deed.

6.7 Payments Subject to Fiscal and Other Laws

Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 9, (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretation thereof, or any laws implementing an

intergovernmental approach thereto, and (iii) any withholding or deduction imposed pursuant to Section 871(m) of the Code (“**871(m) Withholding**”). In addition, in determining the amount of 871(m) Withholding imposed with respect to any amounts to be paid on the Notes, the Issuer shall be entitled to withhold on any “dividend equivalent” (as defined for purposes of Section 871(m) of the Code) at the highest rate applicable to such payments regardless of any exemption from, or reduction in, such withholding otherwise available under applicable law.

Payments on the Notes that reference U.S. securities or an index that includes U.S. securities may be calculated by reference to dividends on such U.S. securities that are reinvested at a rate of 70 per cent. In such case, in calculating the relevant payment amount, the holder will be deemed to receive, and the Issuer will be deemed to withhold, 30 per cent. of any dividend equivalent payments (as defined in Section 871(m) of the Code) in respect of the relevant U.S. securities. The Issuer will not pay any additional amounts to the holder on account of the Section 871(m) amount deemed withheld.

7 REDEMPTION AND PURCHASE

For the avoidance of doubt, any redemption or repurchase of Tier 2 Notes or Additional Tier 1 Notes under this Condition 7 shall be subject to regulatory preconditions, including the prior approval of the RBI. The RBI, while considering the request of the Issuer to so redeem the securities, may take into consideration, amongst other things, the Issuer’s capital adequacy position both at the time of the proposed redemption and thereafter.

7.1 Redemption at maturity

Unless previously redeemed or purchased and cancelled as specified below, each Note (including each Index Linked Redemption Note and Dual Currency Redemption Note) save for any Additional Tier 1 Note will be redeemed by the Issuer at its Final Redemption Amount specified in, or determined in the manner specified in, the applicable Pricing Supplement in the relevant Specified Currency on the Maturity Date, subject to compliance with the applicable regulatory requirements.

The Additional Tier 1 Notes are perpetual with no scheduled maturity date and may only be redeemed in accordance with Conditions 7.2, 7.3 or 7.4 and subject to the conditions and limitations set forth therein.

7.2 Redemption or variation for tax reasons

In the case of Senior Notes or Tier 2 Notes with no Optional Redemption Date, at any time prior to the applicable Maturity Date or, in the case of Tier 2 Notes with an Optional Redemption Date or Additional Tier 1 Notes, at any time prior to the first Optional Redemption Date as specified in the applicable Pricing Supplement, the Notes may be redeemed at the option of the Issuer, at its sole discretion in whole, but not in part, at any time (if this Note is neither a Floating Rate Note nor an Index Linked Interest Note) or on any Interest Payment Date (if this Note is either a Floating Rate Note or an Index Linked Interest Note), on giving not less than 30 nor more than 60 days’ notice to the Trustee and the Principal Paying Agent and, in accordance with Condition 15, the Noteholders (which notice shall specify the date fixed for redemption and which shall, subject to Condition 8 in respect of Subordinated Notes, be irrevocable), if the Issuer satisfies the Trustee (in its absolute discretion) immediately before the giving of such notice that:

- (a) on the occasion of the next payment due under the Notes, the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 9, or (in the case of Subordinated Notes only) will, having been entitled to claim a deduction, no longer be entitled to claim a deduction in respect of computing its taxation liabilities with respect to interest on the Subordinated Notes, in each case as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction (as defined in Condition 9.2) or any change in (i) the official application of such laws, regulations or rulings or (ii) the official interpretation of existing or new provisions contained in such laws, regulations or rulings, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes for such Series (or, in the case of Subordinated Notes, the Issue Date of such Notes); and
- (b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, (a “**Tax Event**”)

provided that (1) in the case of Subordinated Notes, the Conditions for Redemption set out in Condition 7.13 having been satisfied, and (2) no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due. In the case of Subordinated Notes, the Issuer may (subject to compliance with the Conditions for Redemption) elect, instead of redeeming the Notes on the occurrence of a Tax Event, instead to vary the terms of the Subordinated Notes so that they become or remain Qualifying Subordinated Notes.

Prior to the publication of any notice of redemption pursuant to this Condition, the Issuer shall deliver to the Trustee to make available at its specified office to the Noteholders (1) a certificate signed by an authorised officer of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and (2) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment and the Trustee shall be entitled without further action or enquiry to accept the certificate and the opinion as conclusive and sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Noteholders, the Receiptholders and the Couponholders.

As used in this Condition 7:

- (a) **“authorised officer of the Issuer”** shall mean a person (a) who is duly authorised by (i) the Managing Director and Chief Executive Officer (“**MD & CEO**”) of the Issuer or (ii) the Fund Management Committee of the Issuer or (b) who is a constituted attorney of the Issuer; and
- (b) **“Qualifying Subordinated Notes”** means instruments issued by the Issuer (or by Bank of Maharashtra acting through another of its branches) that:
 - (i) will be eligible to constitute (or would, but for any applicable limitation on the amount of such capital, constitute) Additional Tier 1 Capital (in the case of variation of Additional Tier 1 Notes) or Tier 2 Capital (in the case of variation of Tier 2 Notes), including that they are fully paid-in;
 - (ii) have terms and conditions not materially less favourable to a Noteholder than the Subordinated Notes (as reasonably determined by the Issuer (provided that in making this determination the Issuer is not required to take into account the tax treatment of the new instrument in the hands of all or any holders of the Subordinated Notes, or any transfer or similar taxes that may apply on the acquisition of the new instrument) provided that a certification to such effect of an authorised signatory of the Issuer shall have been delivered to the Trustee prior to the variation of the terms of the instruments);
 - (iii) shall not at such time be subject to a Tax Event or a Regulatory Event;
 - (iv) will constitute direct obligations of the Issuer (or Bank of Maharashtra acting through another of its branches, as applicable);
 - (v) rank, on a winding-up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) of the Issuer, at least *pari passu* with the obligations of the Issuer in respect of other Additional Tier 1 Capital (in the case of variation of Additional Tier 1 Notes) or Tier 2 Capital (in the case of variation of Tier 2 Notes);
 - (vi) have at least the same Outstanding Nominal Amount and interest payment or distribution dates as the Subordinated Notes and at least equal interest or distribution rate or rate of return as the Subordinated Notes;
 - (vii) are listed on the same stock exchange as the Subordinated Notes (or another securities exchange of international standing regularly used for the listing and quotation of debt securities offered and traded in the international markets);
 - (viii) have, to the extent such payment is not cancelled, the same claim to accrued but unpaid interest;

- (ix) (where the instruments are varied prior to the first-occurring Optional Redemption Date) have the same issuer call date as the Subordinated Notes;
- (x) have the same claim to amounts payable upon any redemption; and
- (xi) which may include such technical changes as necessary to reflect the requirements of Additional Tier 1 Capital (in the case of variation of Additional Tier 1 Notes) or Tier 2 Capital (in the case of variation of Tier 2 Notes) under the RBI Guidelines then applicable to the Issuer.

Notes redeemed pursuant to this Condition 7.2 will be redeemed at their Early Redemption Amount referred to in Condition 7.7 below together (if appropriate) with interest accrued to (but excluding) the date of redemption.

7.3 Redemption at the Option of the Issuer (Issuer Call)

If Issuer Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, (1) in the case of Subordinated Notes, at its sole discretion but only upon the expiry of five years from the Issue Date and subject to the Conditions for Redemption, and (2) in the case of any Note having given:

- (a) not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 15; and
- (b) not less than seven days before the giving of the notice referred to in (a) above, notice to the Trustee and the Principal Paying Agent and, in the case of a redemption of Registered Notes, the Registrar,

(which notices shall specify the date fixed for redemption) and which shall, subject to Condition 8 in respect of Subordinated Notes, be irrevocable, redeem all or (except in the case of Subordinated Notes) some only of the Notes then outstanding on any Optional Redemption Date(s) and at the Optional Redemption Amount(s) specified in, or determined in the manner specified in, the applicable Pricing Supplement together, if appropriate (and subject to Condition 5.7 in respect of Subordinated Notes), with interest accrued to (but excluding) the relevant Optional Redemption Date. Any such redemption must be of a nominal amount not less than the Minimum Redemption Amount and/or not more than the Maximum Redemption Amount, in each case as may be specified in the applicable Pricing Supplement. In the case of a partial redemption of Notes (or, as the case may be, parts of Registered Notes), the Notes to be redeemed ("**Redeemed Notes**") will (i) in the case of Redeemed Notes represented by definitive Notes, be selected individually by lot, not more than 30 days prior to the date fixed for redemption (such date of selection being hereinafter called the "**Selection Date**") and (ii) in the case of Redeemed Notes represented by a Global Note, be selected in accordance with the rules of Euroclear and/or Clearstream. In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 15 not less than 15 days prior to the date fixed for redemption. The aggregate nominal amount of Redeemed Notes represented by definitive Notes shall in each case bear the same proportion to the aggregate nominal amount of all Redeemed Notes as the aggregate nominal amount of definitive Notes outstanding bears to the aggregate nominal amount of the Notes outstanding, in each case on the Selection Date, provided that such first mentioned nominal amount shall, if necessary, be rounded downwards to the nearest integral multiple of the Specified Denomination, and the aggregate nominal amount of Redeemed Notes represented by a Global Note shall be equal to the balance of the Redeemed Notes.

Any optional redemption of the Subordinated Notes is subject to compliance with applicable regulatory requirements, including the prior approval of the RBI. The RBI, while considering the request of the Issuer to so redeem any Notes, may take into consideration, amongst other things, the Issuer's capital adequacy position both at the time of the proposed redemption and thereafter.

7.4 Redemption or Variation for Regulatory Reasons

Subject to the Conditions for Redemption in Condition 7.13 having been satisfied, the Issuer may elect at its sole discretion to redeem the Subordinated Notes in whole, but not in part, at any time prior to the first Optional Redemption Date (or, in the case of Tier 2 Notes with no Optional Redemption Date, at any time prior

to the Maturity Date), on giving not less than 30 nor more than 60 days' notice to the Trustee, the Paying Agents, the Registrar, India INX and NSE IX, and, in accordance with Condition 15, the Noteholders (which notice shall specify the date fixed for redemption and which shall, subject to Condition 8, be irrevocable), if a Regulatory Event has occurred and is continuing.

In the case of Subordinated Notes, the Issuer may (subject to compliance with the Conditions for Redemption) elect, instead of redeeming the Notes on the occurrence of a Regulatory Event, to vary the terms of the Subordinated Notes so that they become or remain Qualifying Subordinated Notes.

A "**Regulatory Event**" occurs if, as a result of a change in regulation, the Issuer is notified in writing by the RBI to the effect that the Outstanding Nominal Amount (or the amount that qualifies as regulatory capital, if some amount of the Notes is held by the Issuer or whose purchase is funded by the Issuer) of the Notes is fully or partly excluded from, in the case of Tier 2 Notes, the consolidated Tier 2 capital of the Issuer or, in the case of Additional Tier 1 Notes, the consolidated Tier 1 Capital of the Issuer.

Prior to the publication of any notice of redemption pursuant to this Condition, the Issuer shall deliver to the Trustee or the Principal Paying Agent to make available at its specified office to the Noteholders a certificate signed by an authorised officer of the Issuer stating that the circumstances referred to in this Condition 7.4 exist and are prevailing (including the requirements of Condition 7.13) and setting out the details of such circumstances, and the Trustee shall be entitled without further action or enquiry to accept the certificate as conclusive and sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Noteholders, Receiptholders and Couponholders.

Subordinated Notes redeemed pursuant to this Condition 7.4 will be redeemed at their Early Redemption Amount.

7.5 Redemption of the Senior Notes at the Option of the Noteholders (Investor Put)

(a) If Investor Put is specified in the applicable Pricing Supplement

If Investor Put is specified as being applicable in the applicable Pricing Supplement with respect to Senior Notes only, upon the holder of any Senior Note giving to the Issuer in accordance with Condition 15 not less than 30 nor more than 60 days' notice (which notice shall be irrevocable) the Issuer will, upon the expiry of such notice, redeem, subject to, and in accordance with, the terms specified in the applicable Pricing Supplement, such Senior Note on the Optional Redemption Date(s) and at the Optional Redemption Amount(s) together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date.

(b) Put Option Exercise Procedures

To exercise the right to require redemption of a Senior Note the holder of such Senior Note must deliver a duly signed and completed notice of exercise in the form (for the time being current) obtainable from any specified office of any Paying Agent or the Registrar (a "**Put Notice**") accompanied by, if the Senior Note is in definitive form, the definitive Senior Note, to the specified office of any Paying Agent, in the case of Bearer Notes, or of the Registrar in the case of Registered Notes, at any time within the notice period during normal business hours of such Paying Agent or the Registrar. In the Put Notice the holder must specify a bank account to which payment is to be made under this Condition.

If this Note is represented by a Global Note or is in definitive form and held through Euroclear or Clearstream, to exercise the right to require redemption of this Note the holder of this Note must, within the notice period, give notice to the Paying Agent, in the case of a Bearer Global Note, or to the Registrar in the case of a Registered Global Note of such exercise in accordance with the standard procedures of Euroclear and Clearstream (which may include notice being given on his instruction by Euroclear or Clearstream or any common depositary, as the case may be, for them to the Paying Agent or, as the case may be, the Registrar by electronic means) in a form acceptable to Euroclear and/or Clearstream from time to time and, if this Note is represented by a Global Note, at the same time present or procure the presentation of the relevant Global Note to the Principal Paying Agent or, as the case may be, the Registrar for notation accordingly.

7.6 Redemption for Change of Control

- (a) Following the occurrence of a Change of Control (as defined below), each Noteholder will have the right (the “**Change of Control Put Right**”), at such Noteholder’s option, to require the Issuer to redeem in whole but not in part such Noteholder’s Notes on the Change of Control Put Date (as defined below) at 101.00% of their principal amount together with interest accrued to such date. To exercise such Change of Control Put Right, the holder of the relevant Note must complete, sign and deposit at the specified office of the Registrar, a duly completed and signed notice of redemption, in the form for the time being current, obtainable during normal business hours from the specified office of the Registrar (a “**Change of Control Put Exercise Notice**”), together with such Note to be redeemed, by not later than 30 days following a Change of Control or 30 days following the date upon which notice thereof is given to the Noteholders (in accordance with Condition 15) by the Issuer, whichever is later. The “**Change of Control Put Date**” shall be the 14th day after the expiry of the 30 day period following a Change of Control or following the date upon which notice thereof is given to the Noteholders (in accordance with Condition 15) by the Issuer, as the case may be.
- (b) A Change of Control Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem the Notes which form the subject of the Change of Control Put Exercise Notice delivered as aforesaid on the Change of Control Put Date.
- (c) The Registrar shall not be required to take any steps to ascertain whether a Change of Control or any event which could lead to the occurrence of a Change of Control has occurred.
- (d) Not later than two days after becoming aware of a Change of Control, the Issuer shall procure that notice shall be given to the Noteholders in accordance with Condition 15 stating:
 - (i) the date of such Change of Control and, briefly, the events causing such Change of Control;
 - (ii) the date by which the Change of Control Put Exercise Notice must be given;
 - (iii) the Change of Control Put Date;
 - (iv) the names and addresses of the Registrar;
 - (v) the procedures that Noteholders must follow and the requirements that Noteholders must satisfy in order to exercise the Change of Control Put Right;
 - (vi) that a Change of Control Put Exercise Notice, once validly given, may not be withdrawn; and
 - (vii) the aggregate principal amount of the Notes outstanding as of the latest practicable date prior to the publication of such notice regarding the Change of Control.

For the purpose of this Condition 7.6 (*Redemption for Change of Control*), a “**Change of Control**” occurs when the Government of India, directly or indirectly through another government entity, ceases to be the owner of, or have the voting power over, 51.0% or more of the Issuer’s issued share capital giving the right to vote at a general meeting.

7.7 Early Redemption Amounts

For the purpose of Conditions 7.2, 7.4 and 7.5 above and Condition 11:

- (a) each Note (other than a Zero Coupon Note) will be redeemed at its Early Redemption Amount; and in the case of a Note with a Final Redemption Amount equal to the Issue Price, at the Final Redemption Amount thereof;
- (b) each Zero Coupon Note will be redeemed, at an amount (the “**Amortised Face Amount**”) calculated in accordance with the following formula:

Early Redemption Amount = $RP \times (1 + AY)^y$ where:

“**RP**” means the Reference Price;

“**AY**” means the Accrual Yield expressed as a decimal; and

“**y**” is the Day Count Fraction specified in the applicable Pricing Supplement which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360-day year consisting of 12 months of 30 days each) from

(and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (iii) Actual/365 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 365); and

- (c) each Subordinated Note will be redeemed at its Outstanding Nominal Amount together with any accrued (subject to Condition 5.7) but unpaid interest relating to the then current Interest Period up to (and excluding) the date on which the Subordinated Note is redeemed,

or on such other calculation basis as may be specified in the applicable Pricing Supplement.

7.8 Instalments

Instalment Notes will be redeemed in the Instalment Amounts and on the Instalment Dates. In the case of early redemption, the Early Redemption Amount will be determined pursuant to Condition 7.7 above.

7.9 Partly Paid Notes

Partly Paid Notes will be redeemed, whether at maturity, early redemption or otherwise, in accordance with the provisions of this Condition and the applicable Pricing Supplement.

7.10 Purchases

The Issuer or any of its Subsidiaries may at any time purchase (i) Senior Notes and (ii) (subject to the Conditions for Redemption) Subordinated Notes (provided that, in the case of definitive Bearer Notes, all unmatured Receipts, Coupons and Talons appertaining thereto are purchased therewith) at any price in the open market or otherwise. If purchases are made by tender, tenders must be available to all Noteholders alike. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent and/or the Registrar for cancellation.

7.11 Cancellation

All Notes which are redeemed will forthwith be cancelled (together with all unmatured Receipts, Coupons and Talons attached thereto or surrendered therewith at the time of redemption). All Notes so cancelled and any Notes purchased and cancelled pursuant to Condition 7.8 above (together with all unmatured Receipts, Coupons and Talons cancelled therewith) shall be forwarded to the Principal Paying Agent (which shall notify the Registrar of such cancelled Notes in the case of Registered Notes) and may not be reissued or resold.

7.12 Late payment on Zero Coupon Notes

If the amount payable in respect of any Zero Coupon Note upon redemption of such Zero Coupon Note pursuant to Conditions 7.1, 7.2, 7.3, 7.4 or 7.5 above or upon its becoming due and repayable as provided in Condition 11 is improperly withheld or refused, the amount due and repayable in respect of such Zero Coupon Note shall be the amount calculated as provided in Condition 7.7(b) above as though the references therein to the date fixed for the redemption or the date upon which such Zero Coupon Note becomes due and payable were replaced by references to the date which is the earlier of:

- (i) the date on which all amounts due in respect of such Zero Coupon Note have been paid; and
- (ii) five days after the date on which the full amount of the moneys payable in respect of such Zero Coupon Note has been received by the Trustee or the Principal Paying Agent or the Registrar and notice to that effect has been given to the Noteholders in accordance with Condition 15.

7.13 Conditions for Redemption or Purchase of Subordinated Notes

The Issuer shall not redeem, purchase or vary any of the Subordinated Notes unless:

- (i) the Issuer has obtained the prior approval of the Reserve Bank of India (Department of Banking Regulation);
- (ii) in the case of a Tax Event or a Regulatory Event, the change of law or regulation giving rise to the right to redeem or vary the Subordinated Notes has occurred after the Issue Date and the Reserve Bank of India is convinced that the Issuer was not in a position to anticipate the Tax Event or the Regulatory Event at the time of issuance of the Subordinated Notes; and
- (iii) in the case of a redemption or purchase, either (A) the Issuer replaces the Subordinated Notes with capital of the same or better quality and the replacement is done on conditions which are sustainable for the income capacity of the Issuer or (B) the Issuer demonstrates to the satisfaction of the Reserve Bank of India that its capital position would, following such redemption or purchase, be well above its minimum capital requirements after the call option or purchase is exercised,

(collectively, the “**Conditions for Redemption**”). Prior to any redemption of Subordinated Notes under this Condition 7, the Issuer shall deliver to the Trustee a certificate signed by an authorised officer of the Issuer confirming that the Issuer is entitled to effect the redemption and setting forth a statement of facts showing which Conditions have been satisfied. Such certificates shall be made available for inspection by the Noteholders. The Trustee shall be entitled without further action or enquiry to accept the certificate as conclusive and sufficient evidence of the contents and matters set forth therein.

8 LOSS ABSORPTION – SUBORDINATED NOTES

Each holder of Subordinated Notes shall be deemed to have authorised, directed and requested the Trustee, the Registrar and the other Agents, as the case may be, to take any and all necessary action to give effect to any Write-Down required by this Condition 8.

Neither the Trustee nor any Agent shall have any responsibility for, or liability or obligation in respect of, any loss, claim or demand incurred as a result of or in connection with any Write-Down or any consequent cancellation of the Subordinated Notes, and neither the Trustee nor the Agents shall be responsible for any calculation or determination or the verification of any calculation or determination in connection with the same.

8.1 Principal write-down on PONV Trigger Event

This Condition 8.1 is applicable only to Subordinated Notes. If a PONV Trigger Event occurs, the Issuer will:

- (a) deliver a Loss Absorption Event Notice to Noteholders in accordance with Condition 15 and to the Trustee and the Principal Paying Agent;
- (b) cancel any interest which is accrued and unpaid up to the relevant Loss Absorption Effective Date; and
- (c) in relation to Additional Tier 1 Notes, *pari passu* and *pro rata* with any other Tier 1 Loss Absorbing Instruments (where possible), or, in relation to Tier 2 Notes, *pari passu* and *pro rata* with any other Tier 2 Loss Absorbing Instruments and taking into account the prior loss absorption in full of Tier 1 Loss Absorbing Instruments (where possible) irrevocably, without the need for the consent of Noteholders or the Trustee, reduce the Outstanding Nominal Amount of each Note by the relevant Write-Down Amount (such reduction being referred to as a “**Write-Down**” and “**Written Down**” being construed accordingly),

subject as is otherwise required by the RBI at the relevant time. The Issuer will effect a Write-Down within 30 days of the Write-Down Amount being determined by the RBI.

If a Write-Down occurs in respect of less than the full Outstanding Nominal Amount of the Subordinated Notes, one or more further Write-Downs may occur in respect of one or more subsequent PONV Trigger Events. Once the Outstanding Nominal Amount of a Note has been Written Down pursuant to this Condition 8.1, the

relevant Write-Down Amount will not be restored in any circumstances, including where the PONV Trigger Event has ceased to continue.

Following the giving of a Loss Absorption Event Notice which specifies a Write-Down of Additional Tier 1 Notes, the Issuer shall procure that a similar notice is, or has been, given in respect of each Tier 1 Loss Absorbing Instrument (in accordance with its terms), and the prevailing nominal amount of each Tier 1 Loss Absorbing Instrument outstanding (if any) is permanently written down or converted to equity on a pro rata basis with the Outstanding Nominal Amount of the Additional Tier 1 Notes, as soon as reasonably practicable following the giving of such Loss Absorption Event Notice and, where possible, within 30 days of the amount of the permanent write-down of such Tier 1 Loss Absorbing Instrument being determined by the RBI.

Following the giving of a Loss Absorption Event Notice which specifies a Write-Down of Tier 2 Notes, the Issuer shall procure that a similar notice is, or has been, given in respect of each Tier 1 Loss Absorbing Instrument and Tier 2 Loss Absorbing Instrument (in accordance with its terms), and the prevailing nominal amount of each Tier 1 Loss Absorbing Instrument outstanding (if any) is permanently written down or converted to equity in full and, the PONV Trigger Event having been cured, the prevailing nominal amount of each Tier 2 Loss Absorbing Instrument outstanding (if any) is permanently written down or converted to equity on a pro rata basis with the Outstanding Nominal Amount of the Tier 2 Notes, as soon as reasonably practicable following the giving of such Loss Absorption Event Notice and, where possible, within 30 days of the amount of the permanent write-down of such Tier 1 Loss Absorbing Instrument or Tier 2 Loss Absorbing Instrument (as the case may be) being determined by the RBI.

For the avoidance of doubt, following any Write-Down of the Notes in accordance with these provisions the principal amount so written down will be cancelled and interest will continue to accrue only on the Outstanding Nominal Amount.

If the Issuer is amalgamated with any other bank pursuant to Section 44A of the **BR Act** before the Notes have been Written Down, the Notes will become, if Additional Tier 1 Notes, part of the Additional Tier 1 capital of the new bank emerging after the merger or, if Tier 2 Notes, part of the Tier 2 capital of the amalgamated bank. For the avoidance of doubt, if the Issuer is amalgamated with any other bank after the Notes have been Written Down pursuant to a PONV Trigger Event, these cannot be reinstated by the new bank emerging after the merger. If the RBI or other relevant authority decides to reconstitute the Issuer or amalgamate the Issuer with any other bank, pursuant to Section 45 of the BR Act, the Issuer will be deemed as non-viable or approaching non-viability and the PONV Trigger Event will be activated. Accordingly, the Notes will be permanently Written-Down in full prior to any reconstitution or amalgamation.

Following a Write-Down due to a PONV Trigger Event having occurred, all rights of any Noteholder for payment of any amounts under or in respect of the Write-Down Amount in respect of their Notes (including, without limitation, any amounts arising as a result of, or due and payable upon the occurrence of, any default) shall be cancelled and not restored under any circumstances, irrespective of whether such amounts have become due and payable prior to the date of the Loss Absorption Event Notice or the Loss Absorption Effective Date and even if the PONV Trigger Event has ended.

A Write-Down due to a PONV Trigger Event shall occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted.

The RBI Guidelines as at the Issue Date state that, for this purpose, a non-viable bank will be a bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the RBI unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by a bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 Capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include a permanent write-off in combination with or without other measures as considered appropriate by the RBI.

A bank facing financial difficulties and approaching a point of non-viability shall be deemed to achieve viability if within a reasonable time in the opinion of the RBI, it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including a permanent write-off or public sector injection of funds are likely to:

- (a) *restore confidence of the depositors/investors;*
- (b) *improve rating/creditworthiness of the bank and thereby improving its borrowing capacity and liquidity and reduce cost of funds; and*
- (c) *augment the resource base to fund balance sheet growth in the case of fresh injection of funds.*

8.2 Principal write-down on CET1 Trigger Event

This Condition 8.2 is applicable only to Additional Tier 1 Notes.

(a) *Write-Down on the occurrence of a CET1 Trigger Event*

If a CET1 Trigger Event occurs, the Issuer will:

- (i) deliver a Loss Absorption Event Notice to Noteholders in accordance with Condition 15 and to the Trustee and the Principal Paying Agent;
- (ii) cancel any interest which is accrued and unpaid on the Additional Tier 1 Notes up to the relevant Loss Absorption Effective Date; and
- (iii) *pari passu* and *pro rata* with any other Tier 1 Loss Absorbing Instruments (where possible) irrevocably, without the need for the consent of Noteholders or the Trustee, Write-Down the Outstanding Nominal Amount of each Additional Tier 1 Note by the relevant Write-Down Amount.

A Write-Down may occur on more than one occasion and (if applicable) the Additional Tier 1 Notes may be Written Down following one or more Reinstatements pursuant to Condition 8.2(b). Once the nominal amount of an Additional Tier 1 Note has been Written Down pursuant to this Condition 8.2, it may only be restored in accordance with Condition 8.2(b).

Following the giving of a Loss Absorption Event Notice which specifies a Write-Down of the Additional Tier 1 Notes, the Issuer shall procure that a similar notice is, or has been, given in respect of each Tier 1 Loss Absorbing Instrument (in accordance with its terms), and the prevailing nominal amount of each Tier 1 Loss Absorbing Instrument outstanding (if any) is written down or converted to equity on a pro rata basis with the Outstanding Nominal Amount of the Additional Tier 1 Notes, as soon as reasonably practicable following the giving of such Loss Absorption Event Notice.

If the Issuer is amalgamated with any other bank pursuant to Section 44A of the BR Act before the Additional Tier 1 Notes have been Written Down, the Additional Tier 1 Notes will become part of the Additional Tier 1 capital of the new bank emerging after the merger. If the Issuer is amalgamated with any other bank after the Additional Tier 1 Notes have been Written Down pursuant to a CET1 Trigger Event, the amalgamated bank can reinstate these instruments according to its discretion, unless the Write-Down was full and permanent.

For the avoidance of doubt, a Write-Down of the Additional Tier 1 Notes on a CET1 Trigger Event is not subject to the prior loss absorption of Common Equity Tier 1 Capital of the Issuer.

The purpose of a Write-Down on occurrence of the CET1 Trigger Event shall be to shore up the capital level of the Issuer. If the Issuer or the Group breaches the CET1 Trigger Event Threshold and equity is replenished through Write-Down of the Additional Tier 1 Notes, such replenished amount of equity will be excluded from the total equity of the Issuer for the purpose of determining the proportion of earnings to be paid out as dividend in terms of rules laid down for maintaining the capital conservation buffer (as described in the RBI Guidelines). However, once the Issuer or the Group (as the case may be) has attained a total Common Equity Tier 1 Ratio of 8 per cent. without counting the replenished equity capital, from that point onwards, the Issuer may include the replenished equity capital for all purposes.

(b) *Reinstatement*

Following a Write-Down pursuant to Condition 8.2(a), the Outstanding Nominal Amount of the Additional Tier 1 Notes may be increased up to the Maximum Reinstatement Amount (a “**Reinstatement**”) at the Issuer’s option and subject to any conditions specified in (i) the applicable Pricing Supplement or (ii) the

RBI Guidelines, or as are otherwise notified to the Issuer by the RBI, from time to time. Additional Tier 1 Notes may be subject to more than one Reinstatement. The Issuer will not reinstate the principal amount of any Tier 1 Loss Absorbing Instrument that has been written down (and which is capable under its terms of being reinstated) unless it does so on a *pro rata* basis with a Reinstatement on the Additional Tier 1 Notes.

The Issuer must give notice of any Reinstatement to Noteholders in accordance with Condition 15 and to the Trustee and the Principal Paying Agent at least 10 Business Days prior to such Reinstatement. The Trustee and Principal Paying Agent shall be entitled to rely absolutely on such notice, which shall be binding upon all Noteholders, Receiptholders and Couponholders.

Neither the Trustee nor any Agents shall have the responsibility to monitor whether any Reinstatement has been undertaken or completed, and neither the Trustee nor the Agents shall have any responsibility to ensure that any Reinstatement, once undertaken, is completed.

8.3 Interpretation

In these Conditions:

- (a) “**CET1 Trigger Event**” means that the Issuer’s or the Group’s Common Equity Tier 1 Ratio is at or below the CET1 Trigger Event Threshold;
- (b) “**CET1 Trigger Event Threshold**” means 6.125 per cent.;
- (c) “**Common Equity Tier 1 Ratio**” means the Common Equity Tier 1 Capital (as defined and calculated in accordance with the applicable RBI Guidelines) of the Issuer or the Group (as the case may be) expressed as a percentage of the total risk weighted assets (as defined and calculated in accordance with the applicable RBI Guidelines) of the Issuer or the Group (as applicable);
- (d) “**Loss Absorption Effective Date**” means the date that will be specified as such in the Loss Absorption Event Notice;
- (e) “**Loss Absorption Event Notice**” means a notice which specifies that a PONV Trigger Event or CET1 Trigger Event (as applicable) has occurred, the Write-Down Amount and the date on which the Write-Down will take effect. Any Loss Absorption Event Notice must be accompanied by a certificate signed by an authorised officer of the Issuer stating that the PONV Trigger Event or CET1 Trigger Event, as relevant, has occurred. The Trustee and Principal Paying Agent shall be entitled to rely absolutely on such certificate and notice, which shall be binding upon all Noteholders, Couponholders and Receiptholders;
- (f) “**Maximum Reinstatement Amount**”, in respect of an Additional Tier 1 Note, means the Issued Nominal Amount of such Additional Tier 1 Note as reduced pursuant to: (i) any Write-Down in accordance with Condition 8.1; and (ii) any Write-Down in accordance with Condition 8.2(a) if such Write-Down has been made permanent due to a subsequent PONV Trigger Event;
- (g) “**Ordinary Share**” means an ordinary share of the Issuer;
- (h) “**PONV Trigger Event**”, in respect of the Issuer or the Group, means the earlier of:
 - (i) a decision that a write-down, without which the Issuer or the Group (as the case may be) would become non-viable, is necessary, as determined by the RBI; and
 - (ii) the decision to make a public sector injection of capital, or equivalent support, without which the Issuer or the Group (as the case may be) would have become non-viable, as determined by the RBI

For the avoidance of doubt, with respect to paragraph (ii) above, any capital infusion in the ordinary course from the Government of India to the Issuer or the Group (as the case may be) shall not constitute a PONV Trigger Event;

- (i) “**Tier 1 Loss Absorbing Instrument**” means, at any time, any instrument issued directly or indirectly by the Issuer, other than the Ordinary Shares and the Notes, which (a) is eligible to qualify as Additional Tier 1 Capital pursuant to the RBI Guidelines; and (b) contains provisions

relating to a write down or conversion into Ordinary Shares of the nominal amount of such instrument on the occurrence, or as a result, of a PONV Trigger Event or CET1 Trigger Event and in respect of which the conditions (if any) to the operation of such provisions are (or with the giving of any certificate or notice which is capable of being given by the Issuer, would be) satisfied;

- (j) **“Tier 2 Loss Absorbing Instrument”** means, at any time, any instrument issued directly or indirectly by the Issuer, other than the Ordinary Shares and the Notes, which (a) is eligible to qualify as Tier 2 Capital pursuant to the RBI Guidelines; and (b) contains provisions relating to a write down or conversion into Ordinary Shares of the nominal amount of such instrument on the occurrence, or as a result, of a PONV Trigger Event or CET1 Trigger Event and in respect of which the conditions (if any) to the operation of such provisions are (or with the giving of any certificate or notice which is capable of being given by the Issuer, would be) satisfied; and
- (k) **“Write-Down Amount”** means the amount by which the then Outstanding Nominal Amount of each Note is to be Written Down pursuant to a Write-Down, being the minimum of:
 - (i) the amount (together with the Write-Down of the other Subordinated Notes and the write-down or conversion into equity of, in the case of a Write-down of Additional Tier 1 Notes, any Tier 1 Loss Absorbing Instruments or, in the case of a Write-Down of Tier 2 Notes, any Tier 1 Loss Absorbing Instruments and Tier 2 Loss Absorbing Instruments) that:
 - (A) in the case of a Write-Down due to a PONV Trigger Event, would be sufficient to satisfy the RBI that the Issuer will not become non-viable; or
 - (B) in the case of a CET1 Trigger Event, would, as determined by the Issuer in its absolute discretion, immediately return the Issuer’s or the Group’s (as the case may be) Common Equity Tier 1 Ratio to between the CET1 Trigger Event Threshold and 8 per cent.; and
 - (ii) the amount necessary to reduce the Outstanding Nominal Amount to zero.

For the avoidance of doubt, the Write-Down Amount in the case of a Write-Down due to a PONV Trigger Event will be such amount as is required by the RBI or other relevant authority at the relevant time.

9 TAXATION

9.1 Payment without Withholding

All payments of principal and interest in respect of the Notes, Receipts and Coupons by or on behalf of the Issuer will be made free and clear of, and without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of any Tax Jurisdiction (as defined in Condition 9.2), unless such withholding or deduction is required by law. In such event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the holders of the Notes, Receipts or Coupons after such withholding or deduction shall equal the respective amounts of principal and interest which would otherwise have been receivable in respect of the Notes, Receipts or Coupons, as the case may be, in the absence of such withholding or deduction (the **“Additional Amounts”**); except that no such Additional Amounts shall be payable with respect to any Note, Receipt or Coupon:

- (a) the holder of which is liable for such taxes or duties in respect of such Note, Receipt or Coupon by reason of his having some connection with India or, as the case may be, the relevant Tax Jurisdiction other than the mere holding of such Note, Receipt or Coupon; or
- (b) presented for payment more than 30 days after the Relevant Date (as defined below) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day assuming that day to have been a Payment Day (as defined in Condition 6.5); or

- (c) presented for payment by or on behalf of a holder of such Note, Receipt or Coupon who, at the time of such presentation, is able to avoid such withholding or deduction by making a declaration of non-residence or other similar claim for exemption and does not make such declaration or claim; or
- (d) with respect to any withholding or deduction (i) required pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to Sections 1471 through 1474 of the Code and any regulations or agreements thereunder, official interpretations thereof, or law implementing an intergovernmental approach thereto or (ii) imposed pursuant to Section 871(m) of the Code.

For the avoidance of doubt, neither the Trustee nor any Agent shall be responsible or liable for paying any tax, duty, assessment, governmental charge, withholding or other payment referred to in this Condition 9 and none of the Trustee or any of the Agents shall be responsible or liable for (A) determining whether the Issuer or any Noteholder, Receipholder or Couponholder is liable to pay any tax, duty, assessment, governmental charge, withholding or other payment referred to in this Condition; or (B) determining the sufficiency or insufficiency of any Additional Amounts so paid. None of the Trustee or the Agents shall be responsible or liable for any failure of the Issuer, any Noteholder, Receipholder, Couponholder, or any other third party to pay such tax, duty, assessment, governmental charge, withholding or other payment in any jurisdiction or to provide any notice or information to the Trustee or any Agent that would permit, enable or facilitate the payment of any principal, interest or other amount under or in respect of the Notes, Receipts or Coupons without withholding or deduction for or on account of any tax, duty, assessment, governmental charge, withholding or other payment imposed by or in any jurisdiction.

9.2 Interpretation

As used herein,

- (a) **“Tax Jurisdiction”** means:
 - (i) where the Issuer is acting through its registered office in India, India or any political subdivision or any authority thereof or therein having power to tax payments made by the Issuer of principal or interest on the Notes, Receipts or Coupons; or
 - (ii) where the Issuer is acting through any other branch outside India as specified in the applicable Pricing Supplement, (x) India or any political subdivision or any authority thereof or therein having power to tax and (y) the tax jurisdiction applicable to such branch or any political subdivision or any authority thereof or therein having power to tax payments made by the Issuer of principal or interest on the Notes, Receipts or Coupons; and
- (b) **“Relevant Date”** means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been duly received by the Trustee or the Principal Paying Agent or, as the case may be, the Registrar on or prior to such due date, it means the date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Noteholders in accordance with Condition 15.

10 PRESCRIPTION

The Notes (whether in bearer or registered form), Receipts and Coupons will become void unless presented for payment within a period of ten years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 9.2) therefor.

There shall not be included in any Coupon sheet issued on exchange of a Talon any Coupon the claim for payment in respect of which would be void pursuant to this Condition or Condition 6.2 or any Talon which would be void pursuant to Condition 6.2.

11 EVENTS OF DEFAULT AND ENFORCEMENT

11.1 Events of Default relating to Senior Notes

The Trustee at its discretion may, and if so requested in writing by the holders of at least one-fifth in nominal amount of the Senior Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), give notice in writing to the Issuer that each Senior Note is, and each Senior Note shall thereupon immediately become, due and repayable at its Early Redemption Amount together with accrued interest as provided in the Trust Deed if any of the following events (each an “**Event of Default**”) shall occur:

- (a) if default is made in the payment of any principal or interest due in respect of the Notes or any of them and, in the case of interest, the default continues for a period of three days; or
- (b) if the Issuer fails to perform or observe any of its other obligations under the Conditions or the Trust Deed and (except in any case where, in the opinion of the Trustee, the failure is incapable of remedy when no such continuation or notice as is hereinafter mentioned will be required) the failure continues for the period of 30 days (or such longer period as the Trustee may permit) next following the service by the Trustee on the Issuer of notice requiring the same to be remedied; or
- (c) if (i) any other present or future Indebtedness for Borrowed Money of the Issuer or any of its Subsidiaries becomes capable of being declared due and payable prior to its stated maturity otherwise than at the option of the Issuer or the relevant Subsidiary, or (ii) any such Indebtedness for Borrowed Money is not paid when due or, as the case may be, within any applicable grace period, or (iii) any security given by the Issuer or any of its Subsidiaries for any Indebtedness for Borrowed Money becomes enforceable; or (iv) the Issuer or any of its Subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any Indebtedness for Borrowed Money other than in circumstances where the Issuer or the relevant Subsidiary is prohibited from making payment of any such amount by the order of a court having appropriate jurisdiction, provided that the aggregate amount outstanding of the relevant Indebtedness for Borrowed Money or amounts payable under the guarantees and/or indemnities or subject to the security in respect of one or more events mentioned above in this subparagraph (c) exceeds U.S.\$20,000,000 or its equivalent in other currencies; or
- (d) if any order by the Government is made for the winding-up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) of the Issuer or any of its Subsidiaries, save for the purposes of reorganisation on terms previously approved by an Extraordinary Resolution; or
- (e) if the Issuer or any of its Subsidiaries ceases or threatens to cease to carry on the whole or substantially all of its business, save for the purposes of reorganisation on terms previously approved by an Extraordinary Resolution, or the Issuer or any of its Subsidiaries stops or threatens to stop or suspends payment of, or is unable to, or admits an inability to, pay its debts (or any class of its debts) as they fall due, or is deemed unable to pay its debts (or any class of its debts) pursuant to or for the purposes of any applicable law, or is adjudicated or found bankrupt or insolvent; or
- (f) if the Issuer (or its directors) or any of its Subsidiaries initiates or consents to judicial proceedings relating to itself under any applicable liquidation, insolvency, composition, reorganisation or other similar laws or makes a conveyance or assignment for the benefit of, or enters into any composition or other arrangement with, its creditors generally (or any class of its creditors) or any meeting is convened to consider a proposal for an arrangement or composition with its creditors generally (or any class of its creditors); or
- (g) if a moratorium is agreed or declared by the Issuer in respect of any Indebtedness for Borrowed Money (including any obligation arising under any guarantee) of the Issuer or any of its Subsidiaries; or
- (h) if it is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the Notes, the Receipts, the Coupons, the Agency Agreement or the Trust Deed; or

- (i) if any governmental authority or agency condemns, seizes, compulsorily purchases or expropriates all or any material part of the assets or shares of the Issuer or any of its Subsidiaries without fair compensation; or
- (j) if the Issuer or any of its Subsidiaries is or becomes entitled or subject to, or is declared by law or otherwise to be protected by immunity (sovereign or otherwise) and Condition 20.4 is held to be invalid or unenforceable; or
- (k) if (i) proceedings are initiated against the Issuer or any of its Subsidiaries under any applicable liquidation, insolvency, composition, reorganisation or other similar laws or an application is made (or documents filed with a court) for the appointment of an administrative or other receiver, manager, administrator or other similar official, or an administrative or other receiver, manager, administrator or other similar official is appointed, in relation to the Issuer or any of its Subsidiaries or, as the case may be, in relation to the whole or any part of the undertaking or assets of any of them or an encumbrancer takes possession of the whole or any part of the undertaking or assets of any of them, or a distress, execution, attachment, sequestration or other process is levied, enforced upon, sued out or put in force against the whole or any part of the undertaking or assets of any of them, and (ii) in any such case (other than the appointment of an administrator or an administrative receiver appointed following presentation of a petition for an administration order) unless initiated by the relevant company, is not discharged within 14 days; or
- (l) if any event occurs, which has, under the law or any relevant jurisdiction, an analogous effect to any of the events referred to in subparagraphs (e) to (g) inclusive, (i) and (k).

For the purposes of this Condition, “**Government**” means the Government of India and “**Indebtedness for Borrowed Money**” means (i) any indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities or (ii) any borrowed money or (iii) any liability under or in respect of any acceptance or acceptance credit.

11.2 Rights of enforcement relating to Subordinated Notes

Pursuant to Section 18 (Dissolution) of the Nationalisation Act, Indian statutory provisions relating to winding up, liquidation or dissolution do not apply to the Issuer, and it may only be placed in liquidation by order of the Government in such manner as it may direct.

If any order of the Government is made for the winding up, liquidation or dissolution (as determined pursuant to the Nationalisation Act) of the Issuer, save for the purposes of reorganisation on terms previously approved by an Extraordinary Resolution of the Noteholders, the Trustee may, and if so requested in writing by the holders of at least one-fifth in Outstanding Nominal Amount of the Subordinated Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders, shall (subject to being indemnified and/or secured and/or prefunded to its satisfaction) give notice to the Issuer that the Subordinated Notes are, and they shall, subject to the prior approval of the RBI having been obtained, thereupon immediately become, due and repayable at the amount provided in, or calculated in accordance with, Condition 7.7.

11.3 Enforcement

The Trustee may at any time, at its discretion and without notice, take such steps and/or actions and/or institute such proceedings against the Issuer as it may think fit or as instructed by the Noteholders to enforce the provisions of the Trust Deed, the Notes, the Receipts and the Coupons, but it shall not be bound to take any steps and/or actions and/or institute any such proceedings or any other action in relation to the Trust Deed, the Notes, the Receipts or the Coupons unless (i) it shall have been so directed by an Extraordinary Resolution of the Noteholders or so requested in writing by the holders of at least one-fifth in outstanding nominal amount of the Notes then outstanding and (ii) it shall have been indemnified and/or secured and/or prefunded to its satisfaction.

No Noteholder, Receiptholder or Couponholder shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails so to do within a reasonable period and the failure shall be continuing.

12 REPLACEMENT OF NOTES, RECEIPTS, COUPONS AND TALONS

Should any Note, Receipt, Coupon or Talon be lost, stolen, mutilated, defaced or destroyed, it may be replaced subject to applicable laws, regulations and relevant stock exchange regulations at the specified office of the Principal Paying Agent (in the case of Bearer Notes, Receipts, Coupons and Talons) or of the Registrar (in the case of Registered Notes) upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Notes, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

13 PRINCIPAL PAYING AGENT, REGISTRAR AND PAYING AGENTS

The Issuer is, with the prior written approval of the Trustee, entitled to vary or terminate the appointment of any Paying Agent, the Registrar, the Transfer Agent or the Calculation Agent and/or appoint additional or other Paying Agents, Registrars, the Transfer Agents or the Calculation Agents and/or approve any change in the specified office through which any of the same acts, provided that:

- (i) so long as the Notes are listed on any stock exchange, there will at all times be a Paying Agent and, if appropriate, a Registrar and Transfer Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange; and
- (ii) there will at all times be a Registrar and a Principal Paying Agent.

In addition, the Issuer shall forthwith appoint a Paying Agent having a specified office in New York City in the circumstances described in the second paragraph of Condition 6.2. Any appointment, variation, termination or change in Paying Agents will be given to the Noteholders in accordance with Condition 15.

In acting under the Agency Agreement, the Principal Paying Agent, the Registrar, the Transfer Agent, the Calculation Agent and the Paying Agents act solely as agents of the Issuer and, in certain limited circumstances, of the Trustee and do not assume any obligation or trust for or with any Noteholders.

14 EXCHANGE OF TALONS

On and after the Interest Payment Date on which the final Coupon comprised in any Coupon sheet matures, the Talon (if any) forming part of such Coupon sheet may be surrendered at the specified office of the Principal Paying Agent or any other Paying Agent in exchange for a further Coupon sheet including (if such further Coupon sheet does not include Coupons to (and including) the final date for the payment of interest due in respect of the Note to which it appertains) a further Talon, subject to the provisions of Condition 10.

15 NOTICES

Notices to holders of Registered Notes will be deemed to be validly given if sent by first class mail or (if posted to an overseas address) by air mail to them at their respective addresses as recorded in the Register and will be deemed to have been validly given on the fourth day after the date of such mailing and, in addition, for so long as any Registered Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published in a daily newspaper of general circulation in the place or places required by those rules.

All notices regarding the Bearer Notes will be deemed to be validly given if published in a leading daily newspaper of general circulation in Asia or such other English language daily newspaper with general circulation in Asia as the Trustee may approve. The Issuer shall also ensure that notices are duly published in a manner which complies with the rules and regulations of any stock exchange (or any other relevant authority) on which the Notes are for the time being listed. Any such notice will be deemed to have been given on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspapers. If, in the opinion of the Trustee, publication as provided above is not practicable, a notice will be given in such other manner, and will be deemed to have been given on such date, as the Trustee shall approve.

Until such time as any definitive Notes are issued, there may, so long as any Global Notes representing the Notes are held in their entirety on behalf of Euroclear and/or Clearstream, be substituted for such mailing

and publication in such newspaper(s) the delivery of the relevant notice to Euroclear and/or Clearstream for communication by them to the holders of the Notes and, in addition, for so long as any Notes are listed on a stock exchange and the rules of that stock exchange (or any other relevant authority) so require, such notice will be published in a daily newspaper of general circulation in the place or places required by the rules of that stock exchange (or any other relevant authority). Any such notice shall be deemed to have been given to the holders of the Notes on the first day after the day on which the said notice was given to Euroclear and/or Clearstream.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Note in definitive form) with the relative Note or Notes, with the Principal Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes). Whilst any of the Notes are represented by a Global Note, such notice may be given by any holder of a Note to the Principal Paying Agent or the Registrar through Euroclear and/or Clearstream, as the case may be, in such manner as the Principal Paying Agent or the Registrar and Euroclear and/or Clearstream, as the case may be, may approve for this purpose.

Receiptholders and Couponholders will be deemed for all purposes to have notice of the contents of any notice given to Noteholders in accordance with this Condition 15.

16 MEETINGS OF NOTEHOLDERS, MODIFICATION, WAIVER AND SUBSTITUTION

The Trust Deed contains provisions for convening meetings of the Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of the Notes, the Receipts, the Coupons or any of the provisions of the Trust Deed. Such a meeting may be convened by the Issuer or the Trustee and shall be convened by the Issuer if required in writing by Noteholders holding not less than 10.00 per cent. in nominal amount of the Notes for the time being remaining outstanding. The quorum at any such meeting for passing an Extraordinary Resolution is one or more persons holding or representing not less than 50.00 per cent. in nominal amount of the Notes for the time being outstanding, or at any adjourned meeting one or more persons being or representing Noteholders whatever the nominal amount of the Notes so held or represented, except that at any meeting the business of which includes the modification of certain provisions of the Notes, the Receipts, the Coupons or the Trust Deed (including, *inter alia*, modifying the date of maturity of the Notes or any date for payment of interest thereon, reducing or cancelling the amount of principal or the rate of interest payable in respect of the Notes or altering the currency of payment of the Notes, the Receipts or the Coupons), the quorum shall be one or more persons holding or representing not less than two-thirds in nominal amount of the Notes for the time being outstanding, or at any adjourned such meeting one or more persons holding or representing not less than one-third in nominal amount of the Notes for the time being outstanding. The Trust Deed provides that (i) a resolution passed at a meeting duly convened and held in accordance with the Trust Deed by a majority consisting of not less than three-fourths of the votes cast on such resolution, (ii) a resolution in writing signed by or on behalf of the holders of not less than three-fourths in nominal amount of the Notes for the time being outstanding or (iii) consent given by way of electronic consents through the relevant clearing system(s) (in a form satisfactory to the Trustee) by or on behalf of the holders of not less than three-fourths in nominal amount of the Notes for the time being outstanding, shall, in each case, be effective as an Extraordinary Resolution of the Noteholders. An Extraordinary Resolution passed by the Noteholders will be binding on all the Noteholders, whether or not they are present at any meeting and whether or not they voted on the resolution, and on all Receiptholders and Couponholders.

The Trustee may (but shall not be obliged to) agree, without the consent of the Noteholders, Receiptholders or Couponholders, to any modification (except such modifications in respect of which an increased quorum is required as mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes or the Trust Deed or the Agency Agreement, or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default shall not be treated as such, where, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders to do so or may (but shall not be obliged to) agree, without any such consent as aforesaid, to any modification which, in its opinion, is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of laws. Any such modification shall be binding on the Noteholders, the Receiptholders and the Couponholders and any such modification shall be notified to the Noteholders in accordance with Condition 15 as soon as practicable thereafter.

In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorisation, determination or substitution), the Trustee shall have regard to the general interests of the Noteholders as a class but shall not have regard to any interests arising from circumstances particular to individual Noteholders, Receiptholders or Couponholders (whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Noteholders, Receiptholders or Couponholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Noteholder, Receiptholder or Couponholder be entitled to claim, from the Issuer, the Trustee or any other person any indemnification or payment in respect of any tax consequences of any such exercise upon individual Noteholders, Receiptholders or Couponholders except to the extent already provided for in Condition 9 and/or any undertaking or covenant given in addition to, or in substitution for, Condition 9 pursuant to the Trust Deed.

The Issuer may at any time, without the consent of the Trustee, elect to substitute (the “**Substitution**”) the Head Office or the IFSC Banking Unit of the Issuer (the “**Substitute**”) in place of the office, unit or branch through which the Issuer originally acted when the Notes were issued provided that:

- (a) the obligations of the Issuer under the Notes, the Conditions and the Trust Deed shall remain obligations of the Issuer and not merely the Substitute;
- (b) the Issuer shall comply with such requirements of law or regulation as may be imposed by any authority in any jurisdiction to which the Substitute is or becomes subject and the Issuer shall have obtained all relevant regulatory and other approvals in relation to the Substitution; and
- (c) the Substitution is not, in the opinion of the Issuer (based on the advice of such independent auditors, tax advisers and/or legal advisers of recognised standing as the Issuer shall determine), materially prejudicial to the interests of the Noteholders or prior to the Substitution, the Substitution is approved by an Extraordinary Resolution of the Noteholders.

The conditions set out in paragraphs (a) to (c) above shall be deemed to be satisfied upon delivery to the Trustee of a certificate of two Directors of the Issuer detailing the proposed Substitution and certifying that the conditions set out in paragraphs (a) to (c) above have been satisfied in relation to such Substitution (a “**Substitution Certificate**”). The Trustee may rely on a Substitution Certificate absolutely and shall not be required to take any action to independently verify the matters stated therein nor shall the Trustee be liable for any loss caused by any inaccuracy therein. Upon receipt by the Trustee of a Substitution Certificate, the Trustee shall enter into such documentation as may be necessary or desirable to give effect to the Substitution, provided that the Trustee shall not be required to enter into any documentation (i) which would have the effect of increasing the duties or obligations, or decreasing the protections or rights, of the Trustee and (ii) unless it shall first have been indemnified and/or secured and/or pre-funded to its satisfaction.

Not later than seven days prior to the Substitution, the Issuer shall give notice thereof to the Noteholders in the manner provided in Condition 15.

Any such modification, waiver, authorisation, determination or substitution shall be binding on the Noteholders, the Receiptholders and the Couponholders.

Any modification or substitution in accordance with this Condition 16 is subject to the prior approval of the RBI (if required) having been obtained for such modification or substitution. The Trustee shall have no obligation or duty in obtaining any such approval or in complying with RBI requirements in connection with the exercise by it of any of its trusts, powers, authorities and discretions.

17 INDEMNIFICATION OF THE TRUSTEE AND TRUSTEE CONTRACTING WITH THE ISSUER

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking steps and/or actions and/or instituting proceedings to enforcement payment or repayment unless indemnified and/or secured and/or prefunded to its satisfaction.

The Trust Deed also contains provisions pursuant to which the Trustee is entitled, *inter alia*, (a) to enter into business transactions with the Issuer and to act as trustee for the holders of any other securities issued or guaranteed by, or relating to, the Issuer, (b) to exercise and enforce its rights, comply with its obligations and perform its duties under or in relation to any such transactions or, as the case may be, any such trusteeship without regard to the interests of, or consequences for, the Noteholders, Receiptholders or Couponholders and (c) to retain and not be liable to account for any profit made or any other amount or benefit received thereby or in connection therewith.

18 FURTHER ISSUES

The Issuer shall be at liberty from time to time without the consent of the Noteholders, the Receiptholders or the Couponholders to create and issue further notes having terms and conditions the same as the Notes or the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue and so that the same shall be consolidated and form a single Series with the outstanding Notes.

19 CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Note, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

20 GOVERNING LAW AND SUBMISSION TO JURISDICTION

20.1 Governing law

The Trust Deed, the Agency Agreement, the Notes, the Receipts and the Coupons and any non-contractual obligations arising out of or in connection with any of the foregoing are governed by, and shall be construed in accordance with, English law except that, Clause 2(G) of the Trust Deed and, in the case of Tier 2 Notes, Condition 3.2, and in the case of Additional Tier 1 Notes, Condition 3.3, are governed by, and shall be construed in accordance with, Indian law.

20.2 Submission to jurisdiction

- (a) Subject to Condition 20.2(c) below, the English courts have exclusive jurisdiction to settle any dispute arising out of or in connection with the Trust Deed, the Notes, the Receipts and/or the Coupons, including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising out of or in connection with the Trust Deed, the Notes, the Receipts and/or the Coupons (a “**Dispute**”) and all Disputes will be submitted to the exclusive jurisdiction of the English courts.
- (b) For the purposes of this Condition 20.2, the Issuer waives any objection to the English courts on the grounds that they are an inconvenient or inappropriate forum to settle any Dispute.
- (c) This Condition 20.2(c) is for the benefit of the Trustee, the Noteholders, the Receiptholders and the Couponholders only. To the extent allowed by law, the Trustee, the Noteholders, the Receiptholders and the Couponholders may, in respect of any Dispute or Disputes, take (i) proceedings in any other court with jurisdiction and (ii) concurrent proceedings in any number of jurisdictions.

20.3 Appointment of Process Agent

The Issuer irrevocably appoints Elemental Process Agent Limited at 27 Old Gloucester Street, London, WC1N 3AX, United Kingdom at its specified office for the time being as its agent for service of process in any proceedings before the English courts in relation to any Dispute, and agrees that, in the event of Elemental Process Agent Limited being unable or unwilling for any reason so to act, it will immediately appoint another person as its agent for service of process in England in respect of any Dispute. The Issuer agrees that failure by a process agent to notify it of any process will not invalidate service. Nothing herein shall affect the right to serve process in any other manner permitted by law.

20.4 Waiver of immunity

The Issuer irrevocably and unconditionally with respect to any Dispute (i) waives any right to claim sovereign or other immunity from jurisdiction, recognition or enforcement and any similar argument in any jurisdiction, (ii) submits to the jurisdiction of the English courts and the courts of any other jurisdiction in relation to the recognition of any judgment or order of the English courts or the courts of any competent jurisdiction in relation to any Dispute and (iii) consents to the giving of any relief (whether by way of injunction, attachment, specific performance or other relief) or the issue of any related process, in any jurisdiction, whether before or after final judgment, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any Dispute.

USE OF PROCEEDS

The net proceeds from each issue of the Notes will be used to (i) meet the funding requirements of the Bank's Head Office in India, foreign offices or branches; and (ii) meet its general corporate purposes, as per applicable laws of India. The proceeds from the issue of Notes from the Bank's Head Office will be utilised in accordance with the ECB Regulations.

CAPITALISATION

The following table sets forth the standalone indebtedness and capitalisation of the Bank as at 30 June 2026. This table should be read in conjunction with the Bank's unaudited standalone financial results as at 30 June 2026 and the notes presented elsewhere herein, which have been subjected to review by the joint statutory central auditors of the Bank.

	As at 30 June 2026	
	<i>(Rs. in millions)</i>	<i>(U.S.\$ in millions)⁽¹⁾</i>
Indebtedness		
Deposits	34,44,930.08	36,391.67
Borrowings excluding subordinated debt and perpetual debt.....	3,27,409.03	3,458.69
Subordinated debt	41,277.00	436.04
Perpetual debt	18,800.00	198.60
Total indebtedness (A)	38,32,416.11	40,485.00
Shareholders' Funds		
Capital.....	76,915.55	812.52
Reserves and surplus.....	2,78,843.13	2,945.65
Total shareholders' funds (B)	3,55,758.68	3,758.17
Total Capitalisation (A+B)	41,88,174.79	44,243.17
Capital Adequacy Ratio (percentage)		
Tier I		16.35%
Tier II		2.29%
Total		18.64%

Notes:

- (1) The U.S. dollar amounts herein have been translated using the exchange rate of U.S.\$1.00 = Rs. 94.6626, as based on the closing exchange rate notified by the Foreign Exchange Dealers Association of India as at 30 June 2026.

Standalone contingent liabilities (as per Accounting Standard 29 – Provisions, Contingent Liabilities & Contingent Assets and the requirements of the Third Schedule of the Banking Regulation Act, 1949) as at 31 March 2026 amounted to Rs. 43,562.19 crore (31 March 2025: Rs. 40,941.14 crore). As at 30 June 2026, standalone contingent liabilities amounted to Rs. 38,059.03 crore.

Save as disclosed in this Offering Circular, there has been no material change in the capitalisation and indebtedness of the Bank since 30 June 2026.

RISK FACTORS

*Investors should carefully consider the following risk factors as well as the other information contained in this Offering Circular prior to making an investment in the Notes. In making an investment decision, each investor must rely on its own examination of the Bank and the terms of the offering of the Notes. The risks described below are not the only ones that may affect the Notes. Additional risks not currently known to the Bank or that the Bank currently deems immaterial may also impair the Bank's business operations. The Issuer has included certain non-GAAP financial measures such as net interest income, net advances as a percentage of deposits, deposits as a percentage of total liabilities and shareholders' funds, net interest margin, return of equity, average cost of funds (including equity) ratio, Current Account and Savings Account ("CASA") to total deposits ratio, average cost of deposits ratio, CET I Ratio, Tier I Capital Ratio & Tier II Capital Ratio, provision for NPA as percentage of gross NPA, return on assets and certain other statistical information relating to its operations and financial performance (together, "**Non-GAAP Financial Measures**") in this Offering Circular.*

These Non-GAAP Financial Measures are not required by or presented in accordance with Indian GAAP. The Issuer computes and discloses such Non-GAAP financial measures and such other statistical information relating to its operations and financial performance as it considers such information to be useful measures of its business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of financial services businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results.

However, please note that these Non-GAAP financial measures and other statistical information relating to the Issuer's operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other financial services companies. These Non-GAAP measures and statistical information are not measures of operating performance or liquidity defined by generally accepted accounting principles and may vary from standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other banks. See also "Presentation of Financial and Other Information".

Risks Relating to the Bank's Business

The Bank is subject to global financial and political instability which impacts the Bank's business, cash flows, results of the operations and financial condition

The Indian market and the Indian economy are influenced by the economic and market conditions in other countries, particularly the emerging market countries in Asia and major global economies like the United States and Eurozone economies. India's economy and markets are deeply intertwined with global conditions, especially from major economies (US, Eurozone) and other Asian emerging markets, through trade, investment, commodity prices (like oil), capital flows, and supply chains, meaning global slowdowns or booms significantly impact Indian growth, inflation, and investor sentiment, while India's own growth also affects the world. Financial turmoil in Sri Lanka, Russia and elsewhere in the world in recent years has affected the Indian financial market as investor sentiment took a hit during such episodes. In 2023, several factors influenced investors' sentiment, such as the stress in the U.S. regional banking sector, the last-minute revision in the U.S. debt ceiling, and the U.S. sovereign credit rating downgrade. In 2024, the continuing conflict between Russia and Ukraine, the conflict between Israel and Hamas and lingering stress in the property sector in China were the key factors affecting investor sentiment. Additionally, geopolitical tensions, such as the imposition of tariffs by the United States, continue to heighten trade uncertainties, particularly between major economies like the United States and India. More recently, the escalation in conflict involving Iran has further contributed to global instability, with potential repercussions on energy prices and international supply chains. While the full impact of these trade tensions and regional conflicts remains uncertain, they could disrupt commodity prices, drive inflation, and destabilise the domestic economies of both developed and emerging markets, including India.

The continued evolution of global trade policy, including the possibility of further changes in bilateral and multilateral trade agreements between major economies, could significantly impact investors' confidence.

Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other markets may cause increased volatility in the Indian financial market and, more generally, in the Indian economy. Any financial instability or disruptions could also have a negative impact on the Indian economy and could harm the Bank's business, its future financial performance and the trading price of the Notes. In particular, prolonged global uncertainty could adversely affect the Bank's ability to raise capital or refinance its borrowings at favourable terms, increase its cost of funds, reduce the market value of its investment portfolio, and lead to deposit outflows or a shift in deposit mix towards higher-cost term deposits.

In fiscal years 2025 and 2026, global political uncertainty remained elevated. This was driven by a combination of electoral transitions, trade policy shifts, and geopolitical conflicts. Further, elections were held in the United Kingdom in 2024 and in Germany in 2025, which resulted in changes in ruling party/coalition, while in Canada there has been a change in leadership, though the same party has returned to power in the elections held in May 2025. Between February 2025 and April 2025, the U.S. administration announced a new round of import tariffs across countries, as well as on some specific products. In February 2026, India and the United States announced a framework for an interim trade agreement, reducing reciprocal tariffs on Indian goods from approximately 50% to 18%. However, the U.S. Supreme Court subsequently ruled against certain elements of the U.S. tariff regime, leading to renewed uncertainty and further rounds of bilateral trade negotiations which remain ongoing. Broader agreements have yet to be reached between the United States and China, and the possibility of further changes in bilateral and multilateral trade agreements between major economies could significantly impact investors' confidence. The heightened uncertainty around trade policies in the United States and changes in policy rates of major central banks could increase volatility in the Indian financial market.

An escalation of political risks could also have consequences both for the financial system and the greater economy, potentially leading to declines in business levels, write-downs of assets and losses across businesses in the United Kingdom, Switzerland and the European Union, which could lead to adverse consequences for global financial and foreign exchange markets. Acts of violence or war, such as the Russia-Ukraine conflict, the U.S.-Iran conflict, Israel-Hamas conflict, Israel-Iran conflict or India's ongoing geopolitical tensions with its neighbouring states, Pakistan and China, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. These conflicts continue to affect energy markets, complicate trade routes and have led to elevated defence spending across countries. In Europe, political fragmentation within the European Union has slowed progress on key economic and climate initiatives. Elevated energy costs and ongoing debates over fiscal consolidation may continue to strain macroeconomic coordination.

Events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumours about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. For example, on 10 March 2023, Silicon Valley Bank ("**SVB**") was closed by the California Department of Financial Protection and Innovation, which appointed the Federal Deposit Insurance Corporation ("**FDIC**") as receiver. In connection therewith, in March 2023, HSBC UK Bank Plc ("**HSBC**") acquired Silicon Valley Bank UK Limited ("**SVBUK**"), the UK subsidiary of SVB. Similarly, in March 2023, Signature Bank ("**Signature**") and Silvergate Capital Corp. ("**Silvergate**"), and in May 2023, First Republic Bank ("**First Republic**") (now part of JPMorgan Chase), were each swept into receivership. Furthermore, on 15 March 2023, Credit Suisse's share price dropped nearly 25.0 per cent. and investors and customers withdrew money out of Credit Suisse, with outflows topping 10 billion Swiss francs. As a result, on 19 March 2023, the Swiss National Bank and the Swiss government announced the fast-track acquisition of Credit Suisse by UBS. Defaults by these banks led to disruption and volatility, including deposit outflows and an increased need for liquidity at certain banks.

Although the Bank did not have a material exposure to SVB, SVBUK, Signature, First Republic or Credit Suisse at the time each was placed into receivership or closed (or, in the case of SVBUK and Credit Suisse, purchased), the spread or potential spread of these or other issues to the broader financial sector could have a limited adverse effect on the Bank's financial condition and prospects. While the Bank's business, balance sheet and depositor profile differ substantially from banking institutions such as SVB, Signature and Silvergate, the operating environment and public trading prices of financial services sector securities can be highly correlated, in particular in times of stress, which may adversely affect the trading price of its securities and potentially the Bank's results of operations. In addition, if any of its lenders or counterparties to any financial instruments were to be placed into receivership or a similar proceeding, the Bank may be unable to access funds pursuant to such instruments.

Moving forward, uncertainty arising out of tariff wars, prolonged geopolitical tensions across the globe, recurrent or future waves of contagious diseases, such as COVID-19, or similar health crises across the globe, and the continuation or widening of China's property sector crisis adversely affect global financial markets leading to adverse follow-on consequences in India. The extent and timing of rate cuts by major central banks could have adverse implications for global growth and consumer spending and potentially negative implications for the Bank's performance, including through increased impairment allowances. In response to these developments as well as past financial and liquidity crises in these markets, legislators and financial regulators in the United States, Europe and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects. In the event of any significant financial disruption, there could be an increase in volatility in the Indian financial market which could have an adverse effect on the Bank's business, future financial performance and the trading price of the Notes.

The Bank has grown rapidly in the past, and there is no assurance that its growth will continue at a similar rate or that it will be able to manage its rapid growth.

The Bank has grown rapidly in the past. As at 30 June 2026, the Bank's national footprint comprised 2,816 branches (including Gift IBU) serving approximately 3.06 crore customers, supported by an expanding network of ATMs and cash recyclers, and it operates one International Banking Unit at Gujarat International Finance Tec-City. Its total business grew to ₹6,50,457 crore as at 30 June 2026 from ₹5,46,143 crore as at 30 June 2025, an increase of 19.10 per cent. Gross advances grew to ₹3,05,964 crore as at 30 June 2026 from ₹2,41,097 crore as at 30 June 2025, an increase of 26.90 per cent., and were ₹2,09,031 crore as at 30 June 2024. The growth in its business is attributable to its organic growth, including calibrated expansion of its branch network and the expansion of its digital channels. The Bank has announced a roadmap to add 1,000 branches over five years, and has designated the financial year 2026-27 as its "Year of Deposits" with a sharper focus on strengthening its retail deposit franchise.

As part of its growth plan, the Bank has invested in various digital channels to increase customer acquisition, enhance customer experience, increase the efficiency of internal operations, increase sales of its products and services and enhance cybersecurity and its data protection framework. During the financial year 2025-26 the Bank launched a new mobile banking application, "Zen Lyfe", launched DigiLEAP, a tablet-based account opening solution deployed at branches, and mobilised approximately ₹11,400 crore of total business digitally. It opened more than 46,000 savings accounts through Video KYC-based onboarding, and recorded increases of 10 per cent. in mobile banking transactions and 21 per cent. in UPI transactions. The Bank incurs the cost of acquiring these customers upfront for the technology and KYC requirements linked to each such customer. Its inability to sell services effectively to these customers may impact its business and profitability, while incurring increased costs.

As part of its growth plan the Bank also increases its branch network with new branches across India. Newly added branches operate at a lower efficiency level compared with its established branches. While the Bank believes that there are growth opportunities for these newly added branches and these branches will improve their operating efficiency levels over time, the success will depend on various internal and external factors, some of which are not under its control. The sub-optimal performance of the newly added branches, if continued over an extended period of time, would have a material adverse effect on its profitability. The Bank routinely

undertakes a branch rationalisation and relocation exercise and there can be no assurance that it will be successful in these efforts.

The Bank's rapid growth has placed and will continue to place significant demands on its operational, credit, financial and other internal risk controls including:

- preserving its asset quality as its geographical presence increases and its customer profile changes;
- developing and improving its products and delivery channels;
- recruiting, training and retaining sufficient skilled personnel;
- upgrading, expanding and securing its technology platform;
- maintaining the integrity and resilience of its operations as its business scales;
- complying with regulatory requirements including Know Your Customer ("KYC") norms, FEMA and FATCA; and
- maintaining high levels of customer satisfaction.

If the Bank is not successful in implementing or executing these operational measures and risk controls, it may not be able to expand its business as it has in the past, which may lead to a decline in its growth rate. The Bank may not be able to manage its new operations effectively or efficiently, thereby adversely affecting its cash flows, operations, performance and financial results.

The Bank's business is highly competitive, which creates significant pricing pressures for the Bank to retain existing customers and solicit new business, and its strategy depends on its ability to compete effectively.

The Indian banking industry is highly competitive. The Bank is a public sector bank in which the Government of India is the majority shareholder, and it competes with other public sector banks, private sector banks, foreign banks with operations in India, small finance banks, payments banks, cooperative banks, non-banking financial companies and, increasingly, financial technology providers. Within the public sector banking cohort the Bank is a mid-sized participant: aggregate public sector bank business reached ₹2,87,24,722.00 crore as at 30 June 2026, growing 23.12 per cent. year-on-year, and aggregate public sector bank gross advances stood at ₹1,29,83,864.00 crore, growing 31.92 per cent. year-on-year, against the Bank's own total business of ₹6,50,456.68 crore and gross advances of ₹3,05,963.67 crore as at the same date. Several public sector banks and a number of private sector banks are substantially larger than the Bank, with larger customer and deposit bases, wider branch and digital networks and greater financial resources, which affords them economies of scale and organisational efficiencies that the Bank may be unable to match. Consolidation among public sector banks, whether at the initiative of the Government or otherwise, may result in enhanced competitive strength in pricing and delivery channels for the merged entities. Competition is particularly acute in deposit mobilisation, where the Bank has designated the financial year 2026-27 as its "Year of Deposits"; deposit mobilisation remained a key focus area across the sector during the financial year 2025-26 amid competitive conditions and evolving liquidity dynamics, and elevated cost of funds and competitive deposit pricing exerted pressure on net interest margins across the banking sector. The Bank's net interest margin declined to 3.90 per cent. in the financial year 2025-26 from 4.00 per cent. in the financial year 2024-25. There can be no assurance that the Bank will be able to compete effectively or maintain its margins, and a failure to do so may have a material adverse effect on its business, cash flows, financial condition and results of operations.

The Bank competes directly with large Government-controlled public sector banks, major private sector banks and foreign banks with operations in India. Any failure of a cooperative bank, private sector bank or small finance bank could lead to deposits moving away from these sub-segments to public sector banks. Mergers among public sector banks, including because of Government efforts to encourage and facilitate such mergers, may result in enhanced competitive strengths in pricing and delivery channels for the merged entities.

The Government announced a series of mergers in the period 2017-2020, which resulted in a reduction in the number of public sector banks to 12 in April 2020 from 27 in 2017. With effect from 1 April 2020, six public sector banks have been merged into, and consolidated with four public sector banks, being, Punjab National

Bank, Union Bank, Canara Bank and Indian Bank. Further, a number of the private sector banks in India have a larger customer base and greater financial resources than the Bank, giving them a substantial advantage by enabling economies of scale and improving organisational efficiencies.

The RBI has liberalised the licensing regime for banks in India and intends to issue licences on an ongoing basis, subject to meeting the criteria laid down by RBI. The RBI is supportive of creating more specialised banks and granting differentiated banking licences such as for payment banks and small finance banks. The RBI also has plans to create wholesale and long-term finance banks in the near future. Further, in terms of the Reserve Bank of India (Commercial Banks - Branch Authorisation) Directions, 2025 dated 28 November 2025, domestic scheduled commercial banks (other than regional rural banks) are permitted to open, unless specifically restricted, banking outlets in Tier 1 to Tier 6 centres, without prior permission from RBI, subject to the conditions laid down by RBI. For details, please see the section entitled “*Supervision and Regulation*”. The Bank believes that this will further continue to intensify the competition in the banking sector.

The Bank has been able to retain its position as the market leader in government banking business. While the Bank enjoys a strong working relationship with the Government, the policy of Government business has become quite dynamic and as such the business quantum and earnings from Government business may fluctuate accordingly. For example, on 31 January 2012, the RBI declared that all private sector banks would be eligible to handle Central and State Government business and would be considered on an equal basis with public sector banks. Prior to this declaration by the RBI, only public sector banks and three designated private banks could conduct Government business. However, the aforesaid was restricted by the Ministry of Finance (“MoF”) in September 2012. This embargo on further allocation of Government business to private sector banks has since been lifted by the Ministry of Finance, *vide* their circular dated 24 February 2021. Pursuant to the same, the revised guidelines on appointment of commercial banks as agency banks for the conduct of general Government banking business were issued on 10 May 2021, which were subsequently consolidated in the Reserve Bank of India (Conduct of Government Business by Agency Banks – Payment of Agency Commission and Oversight of Agency Banks) Directions, 2026, dated 30 April 2026 on the basis of which all public sector banks are eligible to conduct Government business as agents of the RBI.

The Government is not obligated to choose the Bank to conduct any of its transactions. If the Bank cannot successfully compete with private banks for Government business, or the Government chooses other public sector banks to conduct transactions currently performed by the Bank, the Bank’s business and the income derived from its government operations will be adversely affected.

The Bank also competes with foreign banks with operations in India. In November 2013, the RBI released a framework for the setting up of wholly owned subsidiaries in India by foreign banks. The framework encourages foreign banks to establish a presence in India by granting rights similar to those received by Indian banks, subject to certain restrictions and safeguards. Under the current framework, as consolidated in the Reserve Bank of India (Setting Up of Wholly Owned Subsidiaries by Foreign Banks) Guidelines, 2025, wholly owned subsidiaries of foreign banks are allowed to raise Rupee resources through issue of non-equity capital instruments. Further, wholly owned subsidiaries of foreign banks may be allowed to open branches in Tier 1 to Tier 6 centres (except at a few locations considered sensitive on security considerations) without having the need for prior permission from the RBI in each case, subject to certain reporting requirements. Any growth in the presence of foreign banks or in foreign investments in Indian banks may increase the competition that the Bank faces and as a result may have a material adverse effect on its business.

Due to competitive pressures, the Bank may be unable to successfully execute its growth strategy and offer products and services at reasonable returns and this may adversely affect its business. Further, the increasing competition from fintech companies could result in disintermediation and profitability erosion, which may have a material adverse effect on its business and financial condition.

If the level of non-performing assets in the Bank’s portfolio increases, it will be required to increase its provisions, which would negatively impact its profits.

The Bank’s management of credit risk involves having appropriate credit policies, underwriting standards, approval processes, loan portfolio monitoring, remedial management and overall architecture for managing

credit risk. Its risk mitigation and risk monitoring techniques may not be accurate or appropriately implemented and it may not be able to anticipate future economic and financial events, leading to an increase in its NPAs.

Any such increase in NPAs might require the Bank to increase its provisions, which could materially adversely affect its net profits and financial position.

Provisions for NPAs are created by a charge to Profit and Loss account, and are currently subject to minimum provision requirements, linked to ageing of NPAs. Besides the regulatory minimum, the Bank also considers its internal estimate for loan losses and risks inherent in the credit portfolio while deciding on the level of provisions. The determination of an appropriate level of loan losses and provisions involves a degree of subjectivity and requires that the Bank make estimates of current credit risks and future trends, all of which may undergo material changes. Any incorrect estimation of risks may result in its provisions not being adequate to cover any further increase in the amount of NPAs or any further deterioration in its NPA portfolio.

A number of factors outside of the Bank's control affect its ability to control and reduce NPAs. These factors include developments in the Indian and global economy, domestic or global turmoil, loss or disruptions caused by epidemics or pandemics, competition, industry level arrangements or amendments based on recommendations by IBA or otherwise, changes in interest rates and exchange rates and changes in regulations, including with respect to regulations requiring it to lend to certain sectors identified by the RBI. These factors coupled with other factors such as volatility in commodity markets and declining business and consumer confidence and decreases in business and consumer spending could impact the operations of its customers and in turn impact their ability to fulfil their obligations under the loans granted to them by the Bank. In addition, the expansion of its business may cause its NPAs to increase and the overall quality of its loan portfolio to deteriorate. If its NPAs increase, the Bank will be required to increase its provisions, which would result in its net profit being less than it otherwise would be and could materially adversely affect its financial condition.

Further, the RBI, on account of the disruptions caused to businesses on account of COVID-19 and to ensure the continuity of viable businesses, had permitted all lending institutions including commercial banks to grant a moratorium of six months on payment of all instalments falling due between 1 March 2020 and 31 August 2020, the Moratorium Period, in respect of all term loans and working capital facilities sanctioned in the form of cash credit/overdraft. There can be no assurance that the instalments due on such term loans will be paid or these term loans will not be classified as NPAs going forward. The provisioning measures imposed by the RBI may also have an adverse effect on the Bank's business, cash flows, financial condition and results of operations.

The Bank may be unable to foreclose on collateral in a timely fashion or at all when borrowers default on their obligations to it, or the value of collateral may decrease, any of which may result in failure to recover the expected value of collateral security, increased losses and a decline in net profits.

Among other factors, the Bank considers a mix of cash flow and availability of collateral while taking lending decisions. Many of its loans to corporate customers are secured by various assets, including property, plant and equipment. Loans to corporate customers also include working capital credit facilities that are typically secured by a first charge on inventory, receivables and other current assets. In some cases, the Bank may have taken further security of a first or second charge on fixed assets and a pledge of financial assets including marketable securities, corporate guarantees and personal guarantees. A significant portion of its loans to retail customers is also secured by the underlying assets financed, mainly property and vehicles.

As per the Reserve Bank of India (Commercial Banks – Income Recognition, Asset Classification and Provisioning) Directions, 2025, which took effect on 28 November 2025 (“**IRACP Directions**”), an exposure is considered as secured if the realisable value of the security is more than 10 per cent. of the outstanding exposure. As of 30 June 2026, 84 per cent. of the Bank's advances were secured by tangible assets or covered by the Bank/Government guarantees. The Bank may not be able to realise the full value of the collateral, due to, among other things, economic downturn, fall in the values of relevant collateral, stock market volatility, changes in economic policies of the Indian government, obstacles and delays in legal proceedings, borrowers and guarantors not being traceable, the Bank's records of borrowers' and guarantors addresses being ambiguous or outdated and defects in the perfection of collateral and fraudulent transfers by borrowers. In the event that a specialised regulatory agency gains jurisdiction over the borrower, creditor actions can be further delayed. In

addition, the value of collateral may be less than the Bank expects or may decline. If the Bank is unable to foreclose on its collateral or realise adequate value, its losses will increase and its net profits will decline.

The SARFAESI Act, 2002, the Recovery of Debts Due to Banks and Financial Institutions Act, 1993, Insolvency and Bankruptcy Code, 2016, the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025 (“**Stressed Assets Directions**”) together with the Banking Regulation Act, (which gives the RBI wide-ranging powers for the recovery of bad loans and resolution of stressed assets) have strengthened the ability of lenders to recover NPAs by granting lenders greater rights to enforce security and recover amounts owed from secured borrowers. While the Bank believes that such legislations have contributed to strengthening enforcement efforts, there can be no assurance that these legislations will continue to be effective in resolving NPAs. A failure to recover the expected value of collateral security could expose the Bank to potential losses and may adversely affect its business, cash flows and financial condition.

The Bank is exposed to borrower and industry concentrations, and a default by any large borrower or a deterioration in the performance of any of the industry sectors to which it has significant exposure would adversely affect the quality of its portfolio, and its ability to meet capital requirements could be jeopardised.

The Bank calculates exposure in accordance with the policies established by RBI. In the case of customer exposures, it aggregates the higher of the outstanding balances of, or limits on, funded and non-funded exposures. As at 30 June 2026, the Bank’s aggregate credit exposure including derivatives to its twenty largest borrowers/customers amounted to ₹55,794.41 crore, representing 15.29 per cent. of its total exposure on borrowers/customers. The Bank’s aggregate credit exposure including derivatives to its single largest borrower as at 30 June 2026 amounted to ₹4,861.02 crore, representing 11.99 per cent. of its Tier I and Tier II capital. None of the Bank’s twenty largest customer exposures were classified as non-performing as of 30 June 2026; if any of them were to become non-performing, it could have a material adverse effect on its business, cash flows, financial condition and results of operations.

As at 30 June 2026, based on the Bank’s outstanding domestic gross advances of ₹2,97,857.57 crore, aggregate exposure to industry amounted to ₹97,344.29 crore, or approximately 32.68 per cent. of total outstandings, compared with ₹74,968.90 crore, or approximately 31.09 per cent., as at 30 June 2025. Within that exposure, the largest industry concentrations were infrastructure at ₹25,418.04 crore (approximately 8.53 per cent. of total outstandings) and non-banking financial companies at ₹39,000.37 crore (approximately 13.09 per cent. of total outstandings), the latter having increased from approximately 10.22 per cent. as at 30 June 2025. Other significant sectoral concentrations as at 30 June 2026 included micro, small and medium enterprises at ₹55,386.12 crore (approximately 18.59 per cent.), housing at ₹51,600.72 crore (approximately 17.32 per cent.), agriculture at ₹42,289.68 crore (approximately 14.20 per cent.) and commercial real estate at ₹6,906.70 crore (approximately 2.32 per cent.). The Bank’s exposure to non-banking financial companies in particular has grown materially faster than its overall loan book, and any deterioration in the financial condition of, or in liquidity conditions affecting, the non-banking financial sector could disproportionately affect the quality of the Bank’s portfolio.

Industry-specific difficulties in these or other sectors may increase the Bank’s level of non-performing customer assets. If the Bank experiences a downturn in an industry in which it has concentrated exposure, its net profits will likely decline significantly and its financial condition may be materially adversely affected.

The Bank may not be able to secure funding for its operations when it needs it, and funding shortages or maturity mismatches or increases in funding costs could materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank meets most of its funding requirements through short-term and medium-term funding sources, primarily in the form of customer deposits. Short-term deposits are those with a maturity not exceeding one year. Medium-term deposits are those with a maturity of greater than one year but not exceeding three years. A portion of its assets has long-term maturities, which sometimes causes funding mismatches. In the past, a substantial portion of its customer term deposits has been rolled over upon maturity and has been, over time, a stable source of funding. However, if a substantial number of its depositors do not roll over term deposits upon maturity, its liquidity position will be adversely affected. The Bank may also face a concentration of deposits

by its larger depositors. Any sudden or large withdrawals by such large depositors or group of large depositors may impact its liquidity position. As such, the Bank may be required to seek more expensive sources of funding to finance its operations, which would result in a decline in its net profits and have a material adverse effect on its business, cash flows, financial condition, results of operations, and prospects.

Apart from the above short-term and medium-term funding sources, the Bank's other sources of funding (other than equity capital and share premium) are primarily institutional and inter-bank borrowings, long-term Tier II debt, perpetual non-convertible preference shares and foreign currency borrowings. Failure to obtain these sources of funding or replace them with fresh borrowings or deposits at competitive rates may materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank faces pre-payment risk on its loans, which may result in losing future interest and reduced cash flow if the proceeds are reinvested at lower interest rates. In certain products, the Bank may not be able to collect prepayment charges. The Bank is not permitted to charge foreclosure charges or pre-payment penalties on all floating rate term loans sanctioned to individual borrowers.

The Bank's cost of funds is sensitive to interest rate fluctuations, which exposes it to the risk of reduction in spreads, which is the difference between the returns that it earns on its advances as well as its investments and the amounts that it must pay to fund them, on account of changing interest rates.

The pricing on the Bank's issuances of debt will also be negatively impacted by any downgrade or potential downgrade in its credit ratings. This would increase its financing costs, and adversely affect its future issuances of debt and its ability to raise new capital on a competitive basis.

In addition, any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may have a similar effect on the Bank's ability to raise additional financing and the terms at which such financing is available. In addition, attracting customer deposits in the Indian market is competitive. If the Bank fails to sustain or achieve the growth rate of its deposit base, including its Current Account and Savings Account ("CASA") base, its business may be adversely affected.

The Bank's businesses are particularly vulnerable to interest rate risk and volatility in interest rates could materially adversely affect its net interest margin, pension liabilities and financial performance.

The Bank's results depend to a great extent on its net interest income, its primary revenue source being interest income. For the quarter ended 30 June 2026, standalone interest earned of Rs. 8,034.63 crore represented approximately 89 per cent. of the Bank's total standalone income (interest earned plus other income) of Rs. 9,063.29 crore. Changes in market interest rates affect the interest rates charged on the Bank's interest-earning assets differently from the interest rates paid on its interest-bearing liabilities and also affect the value of its investments. An increase in interest rates could result in an increase in interest expense relative to interest income if the Bank is not able to increase the rates charged on its advances, which would lead to a reduction in its net interest income and net interest margin. Further, an increase in interest rates could negatively affect demand for its loans and credit substitutes and the Bank may not be able to achieve its volume growth, which could materially adversely affect its net profits. A decrease in interest rates could result in a decrease in interest income relative to interest expense due to the repricing of its loans at a pace faster than the rates it pays on its interest bearing liabilities. The quantum of the changes in interest rates for its assets and liabilities may also be different. If the interest rate were to fluctuate, this could materially and adversely affect its net interest margin.

The Bank also has defined benefit schemes, including in respect of pensions payable to eligible employees under the structure agreed at industry level through the Indian Banks' Association. If interest rates were to fall, its liabilities under the pension plan will increase, which would impact its profits.

Moreover, changes in interest rates could affect the Bank's fixed income portfolio and treasury income. Please see the section entitled "*The Bank's treasury income, debt investment portfolio and derivatives portfolio are exposed to risks relating to mark-to-market valuation, illiquidity, credit risk and income volatility*" on page 96 for a discussion of risks relating to its treasury income and fixed income portfolio.

A decline in interest rates could not only result in an increase in the value of the Bank's existing fixed income assets calculated based on fair value, but could also result in reduced returns on investment from its newly added fixed income assets and thus materially reduce its profitability. During periods of declining interest rates,

its average investment yield may be affected as its maturing investments and bonds that are redeemed or prepaid to take advantage of the lower interest rate environment may have to be replaced with new investments carrying lower yields, thus reducing its investment margins and investment income.

An increase in interest rates could also negatively affect the Bank's profitability. While an increased investment yield will increase the returns on newly added assets in its investment portfolio, an increase in interest rates would reduce the value of its existing fixed income assets calculated based on fair value, requiring the Bank to recognise mark-to-market losses. This risk is heightened by the concentration of the Bank's investment portfolio in Government securities, which represented 93.24 per cent. of its investments as at 30 June 2026. Any such losses could result in a decrease in net income.

The Bank provides certain services and products to participants involved with the Indian stock exchanges. The Bank offers loans against shares and other securities, provides depository participant services, acts as a collecting banker to public issues and offers Application Supported by Blocked Amount facilities, and has tie-up arrangements with broking partners for online three-in-one accounts. If there is a prolonged or significant downturn or extreme volatility on the Indian stock exchanges, the Bank's revenue generated from these products and services may decrease, and the value of securities held as collateral for loans against securities may decline, which could have an adverse effect on its financial condition.

The Bank is required to maintain its exposure to capital markets within the regulatory limits prescribed by the RBI. Its capital markets exposures consist primarily of investments in equity shares, loans to share brokers and financial guarantees issued to stock exchanges on behalf of share brokers.

As per RBI norms, as prescribed under the Reserve Bank of India (Commercial Banks – Concentration Risk Management) Directions, 2025, as amended from time to time, a bank's aggregate capital market exposure (both fund-based and non-fund-based) is subject to a ceiling calculated by reference to its eligible capital base, on both a consolidated and a standalone basis. The Bank's capital market exposure as at 30 June 2026 was ₹223.39 crore and was within the prescribed limits. In the future, if the Bank breaches these regulatory limits, it may face regulatory actions that may have a material adverse effect on its business, cash flows, operations and reputation.

The Bank's treasury income, debt investment portfolio and derivatives portfolio are exposed to risks relating to mark-to-market valuation, illiquidity, credit risk and income volatility.

The Bank had a debt investment portfolio (consisting of government securities, treasury bills, debentures and bonds and other debt securities) of ₹99,250.21 crore as at 30 June 2026 on a standalone basis, including ₹93,684.45 crore of government securities, inclusive of treasury bills and zero coupon bonds, and ₹5,565.76 crore of debentures and bonds. Government securities accordingly represented 93.24 per cent. of the Bank's investment portfolio as at that date, and the Bank is therefore materially exposed to movements in the yields on Indian government securities. The Bank runs value-at-risk tests to manage risks in its investments, but in the event interest rates rise, its portfolio will be exposed to the adverse impact of the mark-to-market valuation of such securities. Any rise in interest rates leading to a fall in the market value of such debentures or bonds may materially and adversely affect its business, cash flows, financial condition and results of operations. The Bank faces income volatility due to the illiquid market for the disposal of some of its debt investment portfolio.

Profit from the Bank's sale of investments (Treasury income) comprised 1.18 per cent., 1.87 per cent. and 2.83 per cent. of the Bank's total net income (which comprises net interest income plus other income) on a standalone basis for the financial years ended 31 March 2026, 2025 and 2024.

The Bank's income from treasury operations is subject to volatility due to, among other things, changes in interest rates and foreign currency exchange rates as well as other market fluctuations. For example, an increase in interest rates may have a negative impact on the value of certain investments such as Government securities and corporate bonds and may require the Bank to mark down the value of these investments on its balance sheet and recognise a loss on its income statement. This risk is heightened by the concentration of the Bank's investment portfolio in Government securities, which amounted to ₹93,684.45 crore as at 30 June 2026, representing 93.24 per cent. of its total investments. Similarly, its derivative portfolio is subject to fluctuations

in interest rates and foreign exchange rates, and any movement in those rates may require the Bank to mark down the value of its derivatives portfolio. While the Bank invests in corporate debt instruments as part of its normal business, it is exposed to risk of the issuer defaulting on its obligations. Changes in corporate bond spreads also affect valuations and expose the Bank to risk of valuation losses. Although the Bank has risk and operational controls and procedures in place for its treasury operations, such as sensitivity limits, value at risk (“VaR”) limits, position limits, stop loss limits and exposure limits, that are designed to mitigate the extent of such losses, there can be no assurance that it will not lose money in the course of trading on its fixed income book in held for trading and available-for-sale portfolio. Any such losses could materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank faces the threat of fraud and cyber attacks, such as hacking, phishing, trojans and advanced persistency threats, attempting to exploit its network to disrupt services to customers and/or theft of sensitive internal Bank data or customer information. This may cause damage to its reputation and adversely impact its business, cash flows and financial results.

The Bank offers online banking services to its customers. Its online banking channel includes multiple services such as electronic funds transfer, bill payment services, usage of credit cards on-line, requesting account statements, and requesting cheque books. Its systemic and operational controls may not be adequate to prevent adverse impact from frauds, errors, hacking and system failures. Further, its mobile and internet-based customer applications and interfaces, including its “Zen Lyfe” mobile banking application, its internet banking platform and its DigiLEAP account opening solution, may be open to being hacked or compromised by third parties, resulting in thefts and losses to its customers and to the Bank. Some of these cyber threats from third parties include: (a) phishing and trojans – targeting the Bank’s customers, wherein fraudsters send unsolicited mails to its customers seeking account sensitive information or to infect customer machines to search and attempt ex-filtration of account sensitive information; (b) hacking – wherein attackers seek to hack into the Bank’s website with the primary intention of causing reputational damage to the Bank by disrupting services; (c) data theft – wherein cyber criminals may attempt to intrude into the Bank’s network with the intention of stealing its data or information; (d) ransomware – a malware which threatens to block or publish data unless a ransom is paid; and (e) advanced persistent threat – a network attack in which an unauthorised person gains access to the Bank’s network and remains undetected for a long period of time.

A significant system breakdown or system failure caused due to intentional or unintentional acts would have an adverse impact on the Bank’s revenue-generating activities and lead to financial loss.

There is also the risk of the Bank’s customers blaming the Bank and terminating their accounts with it for a cyber-incident that might have occurred on their own system or with that of an unrelated third party. The Reserve Bank of India (Commercial Banks – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026 dated 31 July 2026 applicable to the Bank establish a comprehensive framework for cybersecurity, technology risk management, operational resilience and information systems assurance for commercial banks. Any cyber-security breach could also subject the Bank to additional regulatory scrutiny and expose it to civil litigation and related financial liability.

Although the Bank has established a geographically remote disaster recovery site to support critical applications, it is possible the disaster recovery site may also fail or it may take considerable time to make the system fully operational and achieve complete business resumption using the alternate site. Therefore, in such a scenario, where the primary site is completely unavailable, there may be significant disruption to its operations, which would materially adversely affect its reputation and financial condition.

The Bank’s reputation could be adversely affected by fraud committed by employees, customers or outsiders, or by its perceived inability to properly manage fraud-related risks. Its inability or perceived inability to manage these risks could lead to enhanced regulatory oversight and scrutiny. During the quarter ended 30 June 2026, the Bank reported 47 fraud cases involving an aggregate amount of ₹106.22 crore. In respect of fraud cases amounting to ₹103.86 crore, the Bank holds provisions to the extent of the loss, being ₹103.84 crore. There was no case of digital payment fraud in which the Bank suffered a loss.

The Bank has been, and may continue to be, affected by corporate developments involving its subsidiary and associate, including the amalgamation of Vidarbha Konkan Gramin Bank into Maharashtra

Gramin Bank, the Bank's sponsored regional rural bank, with effect from 1 May 2025 pursuant to the Government of India's "One State One RRB" plan. The Bank may in the future be required to participate in further Government-directed amalgamations or restructurings of regional rural banks or other public sector entities, or to provide capital support to its subsidiary or associate, in each case without being able to control the timing or terms of such transactions.

As a public sector bank in which the Government is the controlling shareholder, the Bank may be required to participate in transactions or initiatives directed by the Government or the RBI, including mergers, amalgamations, capital infusions or the implementation of Government-sponsored schemes, which may not be aligned with the commercial interests of the Bank or with the interests of the Noteholders. There can be no assurance that any such transaction will generate the expected benefits or that it will not have an adverse effect on the Bank's financial condition and results of operations.

The Bank regularly conducts feasibility studies and evaluates the commercial risks of any planned acquisition, investment and joint venture arrangement to ensure that such a transaction is in line with its strategy and business plan. It has historically entered into partnerships to expand its service offering. However, there can be no assurance that its strategy or related evaluative processes will be successful in ensuring that the expected strategic benefits of its current or future acquisitions, investments or joint ventures will be realised or that its profitability will not be adversely affected.

Acquisitions, joint ventures or strategic investments may involve a number of special risks, including, but not limited to:

- the obligation to maintain the Bank's shareholding level or to comply with maximum or minimum shareholding levels, which could require it to infuse funds/capital through a purchase of shares in rights issues or other capital raising activities and to seek RBI approval or that of other regulatory authorities, which it cannot guarantee will be forthcoming;
- higher provisioning, impacting the Bank's overall asset quality and leading to adverse effects on its reported operating results;
- difficulties in retaining customers or certain contracts;
- recruitment, training and retention of management;
- operational and financial systems and controls to handle the increased complexity and expanded breadth and geographic area of the Bank's newly acquired operations;
- satisfactory performance by the Bank's joint venture partners of their contractual obligations, and any disagreement or deadlock with them;
- difficulties assimilating and integrating the Bank's operations with that of the acquired entity or investment or joint venture partner;
- difficulties determining, evaluating and managing the risks and uncertainties in entering new markets and acquiring new businesses;
- difficulties in evaluating the contractual, financial, regulatory, environmental and other obligations and liabilities associated with the Bank's acquisitions, joint ventures and investments, including the appropriate implementation of financial oversight and internal controls and the timely preparation of financial statements that are in conformity with its accounting policies;
- unanticipated liabilities or contingencies relating to the acquired entity, investment or joint venture partner;
- accurately judging market dynamics, demographics, growth potential and competitive environment; and
- obtaining, maintaining and complying with the conditions prescribed under necessary permits, certificates, licences and approvals from governmental and regulatory authorities and agencies.

If the Bank is unable to manage one or more of the events or challenges listed above, it could have a material adverse effect on its ability to successfully complete its acquisitions, investments or joint ventures and could prevent it from achieving its strategic and financial goals and operational synergies, or could result in it not achieving the objective of such acquisitions, investments or joint ventures, which in turn could have a material adverse effect on its business, results of operation, prospects and financial condition.

The Bank depends on its brand recognition, and failure to maintain and enhance awareness of its brand would adversely affect its ability to retain and expand its base of customers.

The Bank believes that the strong reputation of the “Bank of Maharashtra” and “Mahabank” brand names is essential to its business. As such, any damage to its reputation and that of those brand names could substantially impair its ability to maintain or grow its business. The Bank’s promoter is the Government of India, which held 73.60 per cent. of the Bank’s paid-up equity share capital as at 30 June 2026. Adverse publicity or perception concerning public sector banks generally, or the conduct or performance of other public sector banks, may affect the Bank’s brand and reputation notwithstanding that it is unrelated to the Bank’s own conduct, and could have a material adverse effect on its business, cash flows, financial condition and results of operations.

If the Bank fails to maintain this brand recognition with its target customers due to any issues with its product offerings, a deterioration in service quality resulting in dissatisfaction, or otherwise, or if any premium in value attributed to its business or to the brands under which its services are provided declines, market perception and customer acceptance of its brands may also decline. In such an event, the Bank may not be able to compete for customers effectively, and its business, financial condition and growth prospects may be materially and adversely affected.

In addition, any unauthorised or inappropriate use of the Bank’s brand, trade marks and other related intellectual property rights by others, including its subsidiary or third party distributors of its products, in their corporate names or product brands or otherwise could harm its brand image, competitive advantages and business and dilute or harm its reputation and brand recognition. Further, if a dispute arises with respect to any of its intellectual property rights or proprietary information, the Bank will be required to produce evidence to defend or enforce its claims, and it may become party to litigation, which may strain its resources and divert the attention of its management. The Bank cannot assure you that any infringement claims that are material will not arise in the future or that it will be successful in defending any such claims when they arise.

The Bank’s efforts to protect its intellectual property or proprietary information and the measures it takes to identify potential infringement of its intellectual property may not be adequate to detect or prevent infringement, misappropriation or unauthorised use. The misappropriation or duplication of its intellectual property or proprietary information may disrupt its business, distract management and employees, reduce revenues and increase expenses. In addition, the Bank may also become subject to infringement claims. Even if claims against the Bank are not meritorious, any legal, arbitral or administrative proceedings that it may be required to initiate or defend in this regard may be time-consuming, costly and harmful to its reputation, and there is no assurance that such proceedings will ultimately be determined in its favour. Furthermore, the application of laws governing intellectual property rights in India is continuously evolving and there may be instances of infringement or passing-off of its brand in Indian markets.

The Bank’s failure to adequately protect its brand, trade marks and other related intellectual property rights may adversely affect its business, cash flows, financial condition and results of operations.

The Bank’s subsidiary and associate have incurred losses, which may affect its profitability and may lead to an erosion of the value of its investments.

The Bank’s associate, Maharashtra Gramin Bank, has incurred losses in recent periods. During the financial year 2025-26 the Bank made a provision of ₹280.59 crore as an exceptional item against impairment of its capital investment in Maharashtra Gramin Bank following implementation of the Government of India’s “One State One RRB” amalgamation plan. Any adverse impact on the business and revenue of the Bank’s subsidiary or associate will affect its profitability on a standalone basis and could place the capital invested by it at risk, thereby affecting its standalone business, cash flows, profitability, financial condition and results of operation.

Any volatility in housing or real estate prices may have an adverse impact on the Bank's business and its growth strategy.

The Bank has exposure to the real estate sector, including through housing loans, loans against property and commercial real estate loans. As at 30 June 2026, the Bank's housing loan portfolio amounted to ₹51,601 crore, representing approximately 16.86 per cent. of its total outstandings, having grown from ₹40,001 crore, or approximately 16.59 per cent., as at 30 June 2025, and its 2026 commercial real estate exposure amounted to ₹6907 crore, representing approximately 2.26 per cent. of total outstandings. Accordingly, it is exposed to the effects of volatility in real estate prices. Any sudden or sharp movement in housing or commercial real estate prices may adversely affect the demand for, and the quality of its portfolio which may have an adverse impact on its business and growth strategy. Any adverse impact on the real estate sector due to changing regulations may diminish the value of its collateral which may affect its business, cash flows and results of operations in the event of a default in repayment by borrowers. Also, if any of the projects which form part of its collateral are stalled for any reason for any length of time, the same may affect its ability to enforce its security, thereby effectively diminishing the value of such security.

In the event customers use loans for purposes other than those stated on the loan application, it may result in customers being unable to repay such loans to the Bank, which may have an adverse effect on its financial condition, results of operations and cash flows.

With respect to some of the Bank's loans, it does not have any direct control over how the customer actually utilises the loan proceeds. Although its credit appraisal system conducts due diligence during its underwriting process and exercises caution in its lending, any use of loan proceeds for purposes outside those stated on the application may negatively affect the capacity of the borrowers to repay the loan. Any failure to repay such loans could have an adverse effect on the Bank's financial condition, results of operations and cash flows.

The Bank has recently commenced international operations through its IFSC Banking Unit, which involves a number of unknown factors that could materially and adversely affect its business, cash flows, financial condition and results of operations

The Bank has recently established an International Banking Unit at Gujarat International Finance Tec-City, which is its only banking presence outside the domestic territory of India. The Bank first reported a separate international geographic segment during the financial year 2025-26. On a standalone basis, international segment revenue was Rs. 90.69 crore for the quarter ended 30 June 2026, compared with nil for the quarter ended 30 June 2025, and international segment assets were Rs. ₹8,500.79 crore as at 30 June 2026, representing approximately 2 per cent. of the Bank's total standalone assets. The Bank therefore has limited operating history in international markets, and its international operations are subject to risks that are specific to the International Financial Services Centre regime and to the jurisdictions in which its counterparties are located, as well as risks associated with international operations in general. These risks include:

- unfamiliar and potentially complex regulations and regulatory frame works and environments in the new jurisdictions;
- changes in laws, regulations and policies of India and of each particular country in which we will operate in;
- trade restrictions (including foreign trade and investment);
- currency exchange controls and currency fluctuations;
- cultural and language barriers and customer behaviour and preferences that are different from those in India and that the Bank may not understand or be able to address;
- political and macro-economic risks;
- interest rates and the availability of credit;
- property and contractual rights;
- where and to whom products may be sold;

- taxes;
- regulations associated with financial product liability;
- volatility in the industries and markets in which the Bank operates;
- varying and unpredictable requirements and preferences of customers;
- the behaviour of our competitors;
- labour disruptions;
- natural disasters;
- administrative difficulties, including difficulties in management of international partners;
- difficulty in understanding local business and regulatory environments;
- government instability and corruption; and
- war, civil unrest, other military action and terrorism.

Unfavourable developments in any of the above areas may create difficulties for the Bank's business. For example, the Bank may encounter difficulties in obtaining the necessary governmental approvals in a timely manner or at all or face challenges as a result of the pervasiveness of corruption and other irregularities in business practices. Similarly, restricted access to global markets would impair its ability to grow its overseas businesses. As a result, its business, prospects, cash flows, financial condition and results of operations may be adversely affected.

The Bank relies extensively on its information technology systems and the telecommunications network in India, which require significant investment and expenditure for regular maintenance, upgrades and improvements. Failure to its system may materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank's information technology systems are a critical part of its business that help it manage, among other things, its risk management, deposit servicing and loan origination functions, as well as its increasing portfolio of products and services. It is heavily reliant on its technology systems in connection with customer acquisition, customer interaction, financial controls, risk management and transaction processing. In addition, its delivery channels include artificial intelligence programmes and applications, ATMs and cash recyclers, call centres, business correspondents, mobile applications and the internet. Its offline and online business channel networks are dependent on a dense, comprehensive telecommunications network in India. While deregulation and liberalisation of telecommunications laws have prompted steady improvement in local and long-distance telephone services, telephone network coverage and accessibility is still intermittent in many parts of India, including in the rural and semi-urban areas in which the Bank has a significant presence. Failure by the Indian telecommunications industry to improve network coverage to meet the demands of the rapidly growing economy may affect the Bank's ability to deliver its services.

In addition, the Bank's digital platforms provide both internet and mobile application based banking services which include multiple services such as electronic funds transfer, bill payment services, usage of credit cards on-line, requesting account statements, and requesting cheque books. These services are highly dependent on its ability to efficiently and reliably process a high volume of transactions across numerous locations and delivery channels. The Bank places heavy reliance on its technology infrastructure for processing this data; therefore, ensuring system security and availability is of paramount importance.

The Bank's success will depend, in part, on its ability to respond to new technological advances and emerging banking and financial services industry standards and practices on a cost-effective and timely basis. The Bank is focused on expanding its digital channels, in particular its "Zen Lyfe" mobile banking application and its DigiLEAP account opening solution. Any disruption to the continuation and maintenance of these digital services could have a material adverse effect on its business and financial condition.

The development and implementation of such technology entails significant technical and business risks. There can be no assurance that the Bank will successfully implement new technologies or adapt its transaction processing systems to customer requirements or improving market standards.

The Bank uses its information systems and the internet to deliver services to, and perform transactions on behalf of, its customers and it may need to regularly upgrade its systems, including its software, back-up systems and disaster recovery operations, at substantial cost so that it remains competitive. Its hardware and software systems are also subject to damage or incapacitation by human error, natural disasters, power loss, sabotage, computer viruses and similar events or the loss of support services from third parties such as internet service providers. There is no warranty under its information technology licence agreements that the relevant software or system is free of interruptions, will meet its requirements or be suitable for use in any particular condition. So far, the Bank has not experienced widespread disruptions of service to its customers, but there can be no assurance that it will not encounter disruptions in the future due to substantially increased numbers of customers and transactions, or for other reasons. Any inability to maintain the reliability and efficiency of its systems could adversely affect its business and reputation, and its ability to attract and retain customers. In the event the Bank experiences system interruptions, errors or downtime (which could result from a variety of causes, including changes in customer use patterns, technological failure, changes to systems, linkages with third-party systems and power failures), it is unable to develop necessary technology or any other failure occurs in its systems, this may materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank may not adequately assess, monitor and manage risks inherent in its business, and any failure to manage risks could adversely affect its business, cash flows, financial position or results of operations.

The Bank is exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk (including fraud), regulatory risk, legal risk (including actions taken by its own employees) and reputational risk. The effectiveness of its risk management is limited by the quality and timeliness of available data and other factors outside of its control.

For example, the Bank's hedging strategies and other risk management techniques may not be fully effective in mitigating risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated. Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, up-to-date or properly evaluated. As part of its ordinary decision-making process, the Bank relies on various models for risk and data analysis. These models are based on historical data and supplemented with managerial input and comments. There are no assurances that these models and the data they analyse are accurate or adequate to guide its strategic and operational decisions and protect it from risks. Any deficiencies or inaccuracies in the models could adversely affect its business and results of operations.

Additionally, management of operational, legal or regulatory risk requires, among other things, policies and procedures to ensure certain prohibited actions are not taken and to properly record and verify a number of transactions and events. Although the Bank believes it has established such policies and procedures, they may not be fully effective and it cannot guarantee that its employees will follow these policies and procedures in all circumstances. Unexpected shortcomings in these policies and procedures or a failure to follow them may have a materially adverse effect on its business, cash flows, financial position or results of operations.

The Bank's success depends, in large part, upon its management team and skilled personnel and on its ability to attract and retain such persons. Inability to attract and retain such persons may restrict its ability to grow, to execute its strategy, to raise the profile of its brand, to raise funding, to make strategic decisions and to manage the overall running of its operations, which would have a material adverse impact on its business, cash flows, results of operations and financial position.

The Bank is highly dependent on the continued services of its management team, including the efforts of its Managing Director & Chief Executive Officer and Executive Directors. The Bank complies with the RBI

guidelines on Fit & Proper Criteria for Directors, relevant provisions of the Banking Regulation Act, 1949 regarding Board composition, and the applicable provisions of the Nationalisation Act.

The Bank is also dependent on its whole-time directors and other key management personnel. For further details, please see the section “*Management*” on page 181. Its future performance is dependent on the continued service of these persons. As a public sector bank, the Bank’s Managing Director and Chief Executive Officer and its Executive Directors are appointed by the Government for fixed terms and are subject to statutory retirement ages, and the Bank does not control the timing of their appointment, extension or replacement. The Bank may not be able to replace these persons with similarly experienced professionals, which could materially and adversely impact the quality of its management and leadership team.

The terms of the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 prescribe the procedure for the constitution and operation of the board of directors, the appointment of the Managing Director and Chief Executive Officer, their terms of office and the remuneration payable to a whole-time managing director, the terms of office of the other directors of the board, the mode and procedure for the removal and disqualification of directors, including the manner of retirement of the nominee directors.

The Bank’s employment agreements with its management team do not contain non-compete or non-solicitation clauses in the event of termination of employment. Further, the Bank does not maintain any “key man” insurance. If one or more of these key personnel are unwilling or unable to continue in their present positions, the Bank may not be able to replace them with persons of comparable skills and expertise.

The Bank also faces a continuing challenge to hire and assimilate a number of skilled personnel. Competition for management and other skilled personnel in the industry is intense, and the Bank may not be able to attract and retain the personnel it needs in the future. The loss of key personnel or its inability to replace key personnel may restrict its ability to grow, to execute its strategy, to raise the profile of its brand, to raise funding, to make strategic decisions and to manage the overall running of its operations, which would have a material adverse impact on its business, cash flows, results of operations and financial position.

In addition, the Bank may face attrition and difficulties in hiring at senior management and other levels due to competition from existing banking and financial services entities, as well as new banks and financial services entities entering the market. Due to such intense competition, the Bank may be unable to execute its growth strategy successfully and offer competitive products and services, which would have a material adverse effect on its business, cash flows, financial condition and results of operations.

The Bank could be subject to claims by its customers and/or regulators for alleged mis-selling of its products.

The Bank distributes insurance products as a corporate agent, through partnerships with eight insurance companies covering life, general and health insurance, and does not underwrite insurance business. Distribution is undertaken through its branch network, its digital channels and certain of its employees. In advising customers on the selection of products, including as to appropriate benefits and affordable premiums, product features and whether to continue with or switch products, the Bank and its personnel are subject to the conduct requirements applicable to corporate agents. Any mis-selling of insurance products, or any failure to comply with those requirements, could expose the Bank to customer complaints, regulatory action, compensation liabilities and reputational harm.

The Bank also distributes third party investment products and provides depository participant services, and has entered into tie-up arrangements with broking partners to offer online three-in-one account facilities integrated with its mobile and internet banking platforms. In introducing and advising customers as to the types of products available for their investments, the Bank is exposed to the risk of customer complaints and disputes as to the suitability of products recommended. The Bank’s treasury also deals with foreign currency and derivative products and offers them to customers.

Under certain circumstances, customers may claim that the Bank’s sales process is inadequate or that there was misconduct on the part of its employees or intermediaries at the time of sale of a third party product, including insurance and investment products distributed by the Bank as corporate agent or distributor, or during the course of customer service. Such misconduct could include making non-compliant or fraudulent promises of high returns on investments and recommending inappropriate products. The Bank may be subject to claims by

customers for such alleged instances of mis-selling. In some instances, it may also have received a commission from the product manufacturer prior to a claim of mis-selling by its customers, and if it has to compensate the customer but is unable to recover such commission, it might face losses. In addition, regulators may attribute the mis-selling activities of intermediaries to the Bank and impose penalties on it for non-compliance with relevant laws and regulations.

It is also possible that a third party aggregates a number of individual complaints against the Bank with the intention of obtaining increased negotiating power. This could result in significant financial losses to the Bank as well as loss of its reputation. Further, persons may also misrepresent themselves as agents of the Bank to defraud customers and such aggrieved customers, have filed and, in the future, may file complaints against the Bank.

Cases of mis-selling, or recurring cases of mis-selling which are sub judice or initiated against the Bank, could result in substantial claims and fines and could have a material adverse effect on its business, cash flows, financial condition, results of operations and reputation.

The Bank's business and financial results could be impacted materially by adverse results in legal proceedings.

There are outstanding legal proceedings involving the Bank which are primarily incidental to the Bank's business and operations. These proceedings are pending at different levels before various courts, tribunals, quasi-judicial authorities and appellate tribunals. Any adverse decision may render the Bank liable to liabilities or penalties and may adversely affect its business, cash flows, financial condition and results of operations.

No assurance can be given as to whether these proceedings will be settled in its favour or against it. If any new developments arise, for example, rulings against the Bank by the appellate courts or tribunals, it may face losses and may have to make provisions in its financial statements, which could increase its expenses and its liabilities. If a claim is determined against the Bank and it is required to pay all or a portion of the disputed amount, it could have an adverse effect on its cash flows. Further, the Bank may incur significant expenses and management time in such proceedings and may have to make provisions in its financial statements, which could increase its expenses and liabilities.

The Bank establishes provisions for legal claims when payments associated with claims become probable and the costs can be reasonably estimated. It may still incur legal costs for a matter even if it has not established a provision. In addition, the actual cost of resolving a suit, proceeding or a legal claim may be substantially higher than any amounts provisioned for that matter. The final outcome of any pending or future legal proceeding, depending on the remedy sought and granted, could materially adversely affect its results of operations, cash flows and financial condition. For further details, please see the section entitled "*Legal Proceedings*" on page 160.

Negative publicity could damage the Bank's reputation and adversely impact its business and financial results.

Reputational risk, or the risk to the Bank's business, earnings and capital from negative publicity, is inherent in its business. The reputation of the banking and financial services industry in general has been closely monitored as a result of the global financial crisis and other matters affecting the financial services industry. Negative public opinion about the banking and financial services industry generally or the Bank specifically could materially adversely affect its ability to attract and retain customers and may expose it to litigation and regulatory action.

While the Bank has developed its brand and reputation over its history, any negative incidents or adverse publicity could rapidly erode customer trust and confidence in it, particularly if such incidents receive widespread adverse mainstream and social media publicity, or attract regulatory investigations. Negative publicity can result from its own or its third-party service providers' actual or alleged conduct in any number of activities, including lending practices, mortgage servicing and foreclosure practices, technological practices, corporate governance, regulatory compliance, mergers and acquisitions, and related disclosure, sharing or inadequate protection of customer information, and actions taken by government regulators and community organisations in response to that conduct. Although the Bank takes steps to minimise reputational risk in dealing

with customers and other constituencies, the Bank, as a large financial services organisation with a high industry profile, is inherently exposed to this risk.

Further, a failure of a cooperative bank, private sector bank or small finance bank could affect sentiment towards the banking industry in general. While deposits have in the past moved towards public sector banks in such circumstances, any damage to the Bank's brand or its reputation, or adverse sentiment towards public sector banks generally, may result in withdrawal of business by its existing customers, loss of new business from potential customers and may adversely affect its business, cash flows, financial condition and results of operations.

The Bank may breach third-party intellectual property rights which may have a material adverse effect on its business, cash flows, prospects, reputation, results of operations and financial condition.

The Bank may be subject to claims by third parties, both inside and outside India, if it breaches their intellectual property rights by using slogans, names, designs, software or other such rights that are of a similar nature to the intellectual property these third parties may have registered or are using. The Bank might also be in breach of such third-party intellectual property rights due to accidental or purposeful actions by its employees where it may also be subjected to claims by such third parties.

Any legal proceedings that result in a finding that the Bank has breached third parties' intellectual property rights, or any settlements concerning such claims, may require the Bank to provide financial compensation to such third parties or stop using the relevant intellectual property (including by way of temporary or permanent injunction) or make changes to its marketing strategies or to the brand names of its products, any of which may have a material adverse effect on its business, cash flows, prospects, reputation, results of operations and financial condition.

The Bank relies on third-party service providers who may not perform their obligations satisfactorily or in compliance with law.

The Bank enters into outsourcing arrangements with third party vendors, in compliance with the RBI guidelines on outsourcing. These vendors provide services which include, among others, cash management services, software services, client sourcing, debt recovery services, business correspondent services and call centre services. However, the Bank cannot guarantee that there will be no disruptions in the provision of such services or that these third parties will adhere to their contractual obligation. If there is a disruption in the third-party services, or if the third-party service providers discontinue their service agreement with the Bank, its business, cash flows, financial condition and results of operations will be adversely affected.

Given the increasing use of technology, the Bank is required to work with a number of interconnected service providers such as aggregators, merchants and payment systems to provide solutions to customers. Any weaknesses in the systems, processes or robustness of security in any part of this network exposes the Bank to potential losses due to transactional errors, cyber events and other technical errors. In case of any dispute, the Bank cannot assure you that the terms of such agreements will not be breached, which may result in litigation costs. Such additional cost, in addition to the cost of entering into agreements with third parties in the same industry, may materially and adversely affect its business, cash flows, financial condition and results of operations. The Bank may also suffer from reputational and legal risks if its third-party service providers act unethically or unlawfully, which could materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank has entered into, and will continue to enter into, related party transactions.

The Bank enters into and may in the course of its business continue to enter into transactions with related parties, including the Government as its promoter and controlling shareholder, Government-owned entities, its subsidiary and its associate. The Bank also participates in Government-sponsored schemes and undertakes Government business. There can be no assurance that the Bank could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that the Bank may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on its financial condition and results of operations.

Sr. No.	Name	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of transaction during the reporting period (Amt in Lakhs)
1	Gramin Mahila Va Balak Vikas Mandal	Trust sponsored by Bank	Interest paid	4.27
2	Gramin Mahila Va Balak Vikas Mandal	Trust sponsored by Bank	Any other transaction	4.97
3	Mahabank Agricultural Research & Rural Development Foundation	Trust sponsored by Bank	Interest paid	54.91
4	Bank of Maharashtra Employees Provident Fund	Trust sponsored by Bank	Interest paid	19.10
5	Bank of Maharashtra Employees PL Encashment Fund	Trust sponsored by Bank	Interest paid	3.18
6	Bank of Maharashtra Employees Pension Fund	Trust sponsored by Bank	Interest paid	67.10
7	Bank of Maharashtra Gratuity Fund	Trust sponsored by Bank	Interest paid	4.34
8	The Maharashtra Executor and Trustee Company Pvt Ltd	Subsidiary	Interest paid	74.21
9	The Maharashtra Executor and Trustee Company Pvt Ltd	Subsidiary	Any other transaction	41.20
10	The Maharashtra Executor and Trustee Company Pvt Ltd	Subsidiary	Any other transaction	6.36
	Total			279.64

The Bank does not own a majority of its branches, delivery centres or office premises from which it operates, which may materially and adversely affect its business, cash flows, financial condition and results of operations in respect of such defaulting premises.

The Bank does not own a majority of the premises in which its branches, delivery centres and other office premises are situated. The Bank cannot assure you that it will have the right to occupy its leased premises in the future, which may impair its operations and could materially and adversely affect its business, cash flows, results of operations and financial condition.

Furthermore, some of the Bank's lease agreements and leave and licence agreements may not be adequately stamped or registered with the registering authority of the appropriate jurisdiction. An instrument not duly stamped, or insufficiently stamped, shall not be admitted as evidence in any Indian court or may attract a penalty as prescribed under applicable law, which could adversely affect the Bank's ability to enforce its rights under such agreements.

The majority of the Bank's offices, branches and ATMs are located on premises leased from third parties, which require renewal or escalations in rentals from time to time during the lease period. If the Bank is unable to renew the relevant lease agreements, or if such agreements are renewed on unfavourable terms and conditions, it may be required to relocate operations, which may cause disruption to its business and result in additional costs.

The Bank may also face the risk of being evicted in the event that its landlords allege a breach on its part of any terms under these lease agreements. This may cause a disruption in its operations or result in increased costs, or both, which may materially and adversely affect its business, cash flows, financial condition and results of operations in respect of such defaulting premises.

The Bank's insurance coverage may not be adequate to protect it against all potential losses, which may have a material adverse effect on its business, cash flows, financial condition and results of operations.

The Bank's operations are subject to various risks inherent in the banking industry, as well as fire, theft, robbery, earthquake, flood, acts of terrorism and other *force majeure* events. Its insurance cover includes, among other things, professional indemnity, banker indemnity, personal accident (including accidental death), directors' and officers' liability and general commercial cover.

The Bank may not have identified every risk and further may not be insured against every risk, including operational risk that may occur, and the occurrence of an event that causes losses in excess of the limits specified in its policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate, could materially harm its financial condition, cash flows and future results of operations.

There can be no assurance that any claims filed will be honoured fully or timely under its insurance policies. Also, its financial condition may be affected to the extent it suffers any loss or damage that is not covered by insurance or which exceeds its insurance coverage. In addition, the Bank may not be able to renew certain of its insurance policies upon their expiration, either on commercially acceptable terms or at all.

Deficiencies in the accuracy and completeness of information about the Bank's customers and counterparties may adversely impact it.

The Bank relies on the accuracy and completeness of information about its customers and counterparties, and on representations by them or third parties as to the accuracy and completeness of such information, while carrying out transactions with these entities or on their behalf. For example, when deciding whether or not to extend credit to a customer, the Bank may rely on reports of independent auditors with respect to the financial statements of that customer. Its financial condition and results of operations could be adversely affected by relying on financial statements that do not comply with generally accepted accounting principles or other information that is materially misleading.

This may affect the quality of information available to the Bank about the credit history of its borrowers, especially individuals and small businesses. As a consequence, its ability to effectively manage its credit risk may be adversely affected.

Any failure or material weakness of the Bank's internal control system could cause significant operational errors, which would materially and adversely affect its profitability and reputation.

The Bank is responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of its operations. Its internal and concurrent audit functions are equipped to make an independent and objective evaluation of the adequacy and effectiveness of internal controls on an ongoing basis to ensure that business units adhere to compliance requirements and internal circular guidelines. However, there can be no assurance that deficiencies in its internal controls will not arise, or that it will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies.

The Bank's financial performance may be materially and adversely affected by an inability to generate and sustain other income.

The Bank generates other income principally from commission, exchange and brokerage, profit on the sale of investments, profit on exchange transactions, recoveries in written-off accounts and fees from the distribution of third party products. For the quarter ended 30 June 2026, standalone other income was ₹1028.66 crore. The Bank faces various pressures that may result in reduced margins going forward. In particular, the fee structures that the Bank uses in its business may be limited by existing and upcoming regulations, which may result in reduced fee income. Any inability to generate and sustain other income may materially and adversely affect its financial performance.

Moreover, the Indian financial services sector is facing increasing competition, which might further reduce the income that the Bank generates out of its subsidiaries. There can be no assurance that it will be able to sustain current levels of income from, or effectively manage the risks associated with, its subsidiaries' businesses in the future.

Further, as part of the Bank's growth strategy, it has been diversifying and expanding its product and service offerings to retail customers in order to build a more balanced portfolio. New initiatives, products and services entail a number of risks and challenges, including risks relating to execution, the failure to identify new segments, the inability to attract customers and the inability to compete effectively, any of which may adversely affect its business.

If the Bank is unable to successfully diversify its products and services while managing the related risks and challenges, returns on such products and services may be less than anticipated, which may materially and adversely affect its business, cash flows, financial condition and results of operations.

The Bank may not be able to prevent its officers, employees or third parties acting on its behalf from engaging in situations that qualify as corruption, fraud or other misconduct which could expose the Bank to administrative and judicial sanctions, as well as reputational damage

As at 30 June 2026, the Bank had a full-time employee base of 17,129. In addition, the Bank depends on business correspondents and other third parties to deliver products and services to customers, numbering 12,774 as at 30 June 2026 including those of its associate. The Bank may not be able to prevent its employees or third parties acting on its behalf from engaging in conduct that could qualify as corruption, fraud or other misconduct. Such conduct could lead to fines or other regulatory sanctions. Any such instance could adversely affect its reputation, business, cash flows, financial condition and results of operations.

A global or regional financial crisis or financial instability in the countries where the Bank does business could adversely affect its operations, cash flows, asset quality and growth.

The Bank's business has been, and in the future will continue to be, materially affected by geopolitical, economic and market conditions, including factors such as the liquidity of the global financial markets, the level and volatility of debt and equity prices, interest rates, currency and commodity prices, investor sentiment, inflation and the availability and cost of capital and credit.

There are a number of uncertainties ahead in the global markets (for example, future bilateral trade relations between the US and China). As of the date of this Offering Circular, India is also in an adjustment period, having been impacted by three consecutive shocks over the past three years, namely demonetisation, GST implementation, and financial sector stress.

Inflationary pressures in emerging markets and Asia are likely to ease on the back of slower global growth. Whilst this gives more leeway for an accommodative stance on monetary policy, central bankers would still have to weigh a decision to cut rates against the need to stabilise their currencies against depreciation pressures.

The implications for the world and the Bank are significant. First, a rise in global trade protectionism will negatively impact the trade-dependent economies in Asia. Second, the interplay between U.S. fiscal policies *vis-à-vis* monetary policies pursued by other central banks, particularly those in the emerging markets, may lead to more volatile global capital flows. Third, while the direct impact on the Bank may be limited given that its operations are substantially domestic, adverse global developments may affect Indian economic growth, credit demand and asset quality, which in turn may adversely affect the Bank's business and results of operations.

Investors should be aware that there is a recent history of financial crises and boom-bust cycles in multiple markets in both emerging and developed economies which leads to risks for all financial institutions, including the Bank. The Bank remains subject to the indirect economic effect of any potential tightening in global credit conditions, some of which cannot be anticipated and the vast majority of which are not under its control. The Bank also remains subject to counterparty risk arising from financial institutions that can fail or are otherwise unable to meet their obligations under their contractual commitment to the Bank.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability in the global markets could have a negative influence on the Indian economy and on other economies in which the Group operates, including the United States, the United Kingdom, the United Arab Emirates and Singapore. While legislators and financial regulators across the globe including in the United States, the United Kingdom, the United Arab Emirates, Singapore and other jurisdictions, including India, have implemented

several measures designed to add stability to the financial markets, these may not have the intended stabilising effects. Furthermore, in several parts of the world, there are signs of increasing retreat from globalisation of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect the Indian economy. In the event that the current adverse conditions in the global credit markets continue or if there are any significant financial disruption, this could have an adverse effect on the business, cash flows, financial condition, results of operations and the trading price of the Notes.

Transactions with counterparties in countries designated as state sponsors of terrorism by the U.S. State Department, the Government or other countries, or with persons targeted by U.S., Indian, EU or other economic sanctions may cause potential customers and investors to avoid doing business with the Group or investing in its securities, harm its reputation or result in regulatory action which could materially and adversely affect its business.

The Bank engages in business with customers and counterparties from diverse backgrounds. In light of U.S., Indian, EU and other sanctions, it cannot be ruled out that some of its customers or counterparties are or may become the subject of sanctions. Such sanctions may result in the Bank's inability to gain or retain such customers or counterparties or receive payments from them. In addition, the Bank may be exposed to reputational or regulatory consequences in relation to transactions involving sanctioned persons or jurisdictions.

These laws, regulations and sanctions or similar legislative or regulatory developments may further limit the Bank's business operations. If the Bank were determined to have engaged in activities targeted by certain U.S., Indian, EU or other statutes, regulations or executive orders, it could lose its ability to open or maintain correspondent or payable-through accounts with U.S. financial institutions, which could materially and adversely affect its business, including its international remittance and trade finance business.

In addition, depending on socio-political developments, even though it takes measures designed to ensure compliance with applicable laws and regulations, its reputation may suffer due to its association with certain restricted targets. The above circumstances could have a material adverse effect on its business, cash flows, financial results and the prices of its securities.

Any failure of a bank in India or one of the Bank's key overseas correspondent banks would materially and adversely affect its business.

The Bank's business relies heavily on its overseas correspondent banks to facilitate its international transactions. In India, the banking industry is also inter-dependent to facilitate domestic transactions. There is no assurance that the Bank's overseas correspondent banks or its domestic banking partners will not fail or face financial problems. If any bank in India, especially a private bank, or any of its key overseas correspondent banks were to fail, this would materially and adversely affect the Bank's business, cash flows, financial condition and results of operations.

The Bank's hedging strategies may not be successful in preventing all risk of losses.

The Bank may utilise a variety of financial instruments, such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts to seek to hedge against any decline in value of its assets as a result of changes in currency exchange rates, certain changes in the equity markets and market interest rates and other events. Hedging transactions may also limit the opportunity for gain if the value of the hedged positions should increase, and it may not be possible for the Bank to hedge against a change or event at a price sufficient to fully protect its assets from the decline in value of the positions anticipated as a result of such change. In addition, it may not be possible to hedge against certain changes or events at all. While the Bank may enter into such transactions to seek to reduce currency exchange rate and interest rate risks, or the risks of a decline in the equity markets generally, unanticipated changes in currency or interest rates or smaller than expected decreases in the markets being hedged may result in a poorer overall performance for the Bank than if it had not engaged in any such hedging transaction. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the position being hedged may vary. Moreover, for a variety of reasons, the Bank may not seek to establish a perfect correlation between such hedging instruments and the positions being hedged. Such imperfect correlation may prevent the Bank from achieving the intended hedge or expose the Bank to additional risk of loss.

The Bank's ability to resolve its loans and NPAs and enforce collateral and security is subject to inter-creditor arrangements with other lenders, various regulations and multiple regulators with concurrent jurisdiction, which may impact the timing of its enforcement actions as well as the total amount it recovers.

The Bank's total standard restructured advances as at 31 March 2026, 31 March 2025 and 31 March 2024 were ₹2079 crore, ₹2379 crore and ₹2267 crore, respectively, on a standalone basis. The Bank continues to hold contingency provisions in respect of exposures restructured under the COVID-19 resolution frameworks. During the quarter ended 30 June 2026, the Bank reversed ₹250 crore of COVID-19 related contingency provisions and continued to hold provisions of ₹760 crore as at 30 June 2026; this reversal was the subject of an emphasis of matter in the joint statutory central auditors' limited review report on the Bank's financial results for that quarter. The Bank restructures assets based on a borrower's potential to restore its financial health. However, there can be no assurance that borrowers will be able to meet their obligations under restructured advances as per regulatory requirements and certain assets classified as restructured may turn delinquent. Any resulting increase in delinquency levels from restructured standard assets may adversely impact the Bank's business, cash flows, financial condition and results of operations. Any further reversal of contingency provisions may reduce the buffer available to absorb future credit losses. The Bank also has investments in security receipts arising from the sale of non-performing assets to asset reconstruction companies. There can be no assurance that asset reconstruction companies will be able to recover these assets and redeem its investments in security receipts and that there will be no reduction in the value of these investments.

In addition to the debt recovery and security enforcement mechanisms available to lenders under DRT Act and the SARFAESI Act, in 2016, the Indian parliament enacted the Insolvency and Bankruptcy Code, 2016 to provide a consolidated framework to address the concerns of lenders and to provide corporate debtors with an exit mechanism. Additionally, The Banking Regulation Act, was amended and consequently, two new sections were added to the Banking Regulation Act, being Section 35AA and Section 35AB. These sections enable the RBI to direct banks to commence an insolvency resolution process against a defaulting company under the Insolvency and Bankruptcy Code, 2016.

However, there can be no assurance that these regulatory measures will have a favourable impact on the Bank's efforts to recover NPAs. Any failure to recover the expected value of collateral would expose the Bank to potential loss. Banks in India are also required to share data with each other on certain categories of special mention accounts, and formulate action plans for resolution of these accounts.

In February 2018, the RBI scrapped all the past restructuring mechanisms such as Corporate Debt Restructuring ("CDR") and Strategic Debt Restructuring ("SDR"). Further, the RBI issued directions in relation to the 'Prudential Framework for Resolution of Stressed Assets' dated 7 June 2019 with a view to provide a framework for the early recognition, reporting and time bound resolution of stressed assets. The Prudential Framework was later subsumed in the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025, as amended from time to time ("**Stressed Assets Directions**"). As per these directions, the lenders shall recognise incipient stress in loan accounts, immediately on default, by classifying such accounts as SMAs, based on the number of days for which the interest or the principal payment or any other amount has been partly or wholly overdue. The RBI has also identified a list of financial difficulty signs, including the failure or anticipated failure to make timely payment of instalments of principal and interest on term loans, delay in meeting the commitments and crystallised liabilities under letters of credit and bank guarantees. Further, in accordance with the Stressed Assets Directions, all lenders shall put in place Board-approved policies for resolution of stressed assets, including the timelines for resolution. The Bank has accordingly put in place a Board-approved policy to do so. The lenders shall undertake a review of the borrower account within 30 days from the date of default once the borrower is in default, and may decide on the resolution strategy during such period, including the nature of the resolution plan, the approach for its implementation, etc. The lenders may choose to initiate legal proceedings for insolvency or recovery. For further details, please see the section entitled "*Supervision and Regulation*".

A delay in the resolution of stressed assets and increased provisioning norms may adversely affect the Bank's business, cash flows, results of operations and financial condition.

Resolution of large borrowers' accounts which are facing severe financial difficulties may require coordinated deep financial restructuring, which often involves a substantial write-down of debt and/or making of large provisions. As a result, a delay in the resolution of stressed assets may adversely affect the Bank's business, cash flows, results of operations and financial condition.

The RBI has through the Reserve Bank of India (Commercial Banks – Income Recognition, Asset Classification and Provisioning) Directions, 2025, stipulated norms to ensure that provisioning is done on the basis of the classification of assets based on the period for which the asset has remained non-performing and the availability of security and the realisable value thereof. Any further increase by the RBI of the provisioning requirements may adversely affect the Bank's business, cash flows, results of operations and financial condition.

The Bank's unsecured loan portfolio is not supported by any collateral that could help ensure repayment of the loan, and in the event of non-payment by a borrower of one of these loans, the Bank may be unable to collect the unpaid balance.

The Bank offers unsecured personal loans, credit cards and consumer durable loans to the retail customer segment, including salaried individuals and self-employed professionals. In addition, the Bank offers unsecured loans to corporates, small businesses and individual business borrowers, and extends loans under Government-sponsored schemes which may be unsecured or partially guaranteed. As at 30 June 2026, unsecured advances amounted to ₹ 48,361.19 crore, representing approximately 16.02 per cent. of the Bank's total advances of ₹ 30,1934.32 crore, having grown from ₹ 36,749.33 crore, or approximately 15.48 per cent., as at 30 June 2025. Within its priority sector portfolio, personal loans grew from ₹ 3,598 crore as at 30 June 2025 to ₹ 4,039 crore as at 30 June 2026. In the event of non-payment by a borrower of an unsecured loan, the Bank may be unable to collect the unpaid balance, and any deterioration in the credit quality of its unsecured portfolio may require increased provisioning and adversely affect its business, cash flows, financial condition and results of operations.

Devolvement of the Bank's off-balance sheet liabilities could adversely affect its financial condition.

As at 30 June 2026, the Bank had total contingent liabilities (as per the Banking Regulation Act 1949 and Accounting Standard 29) of ₹38,059.03 crore on a standalone basis (30 June 2025: ₹53,021.75 crore). Its off-balance sheet liabilities consist of, among other things, liability on account of forward exchange and derivative contracts, guarantees and claims not acknowledged as debts. In the case of derivative contracts, the Bank faces potential losses if counterparties default due to adverse market movements. The Bank is subject to credit risk on its off balance sheet commitments and, in the event that any of the above liabilities crystallises, it may be required to honour the demands raised. If the Bank is unable to recover payment from its customers in respect of the commitments that it is called upon to fulfil, its business, cash flows, financial condition, results of operations and prospects may be adversely impacted.

The actuarial valuations of retiral benefits are carried out by an independent actuary and if such valuation is incorrect, it could have an adverse effect on the Bank's financial condition.

The Bank operates defined benefit schemes such as gratuity and pension for eligible employees under the structure agreed at industry level through the Indian Banks' Association. Under defined benefit plans, there is an obligation to pay defined future benefits from the time of retirement. The calculation of the net obligation is based on valuations made by external actuaries who are qualified to do such valuations and estimations. These valuations rely on assumptions about a number of variables, including discount rate, mortality rates and salary increases. The Bank relies on the valuations done by actuaries. Actuarial risk arises as the estimated value of the defined benefit scheme liabilities may increase due to changes in actuarial assumptions. Some of the funds under defined contribution schemes are also invested in securities, including equities, and are hence impacted by fluctuation in the value of the underlying equities.

Changes in the Bank's pension liabilities and obligations could have a materially adverse effect on it.

The Bank operates a defined benefit pension scheme in respect of eligible employees under the structure agreed at industry level through the Indian Banks' Association. Should the value of assets to liabilities in respect of

the defined benefit scheme operated by the Bank record a deficit, due to either a reduction in the value of the pension fund assets (depending on the performance of financial markets) or an increase in the pension fund liabilities due to changes in legislation, mortality assumptions, discount rate assumptions, inflation, the expected rate of return on scheme assets, or other factors, this could result in the Bank having to make increased contributions to reduce or satisfy the deficits which would divert resources from use in other areas of its business and reduce the Bank's capital resources.

The Bank also relies on artificial intelligence systems for customer interaction from account opening to cross selling and marketing its services as well as banking operations. Any failure of these systems could materially adversely affect its business and operations.

The Bank has invested in artificial intelligence and automation systems for its banking operations. It has developed an artificial intelligence based Interactive Voice Assistant solution for outbound calls to customers with stressed accounts and for its contact centre, which communicates with customers in their preferred language, and it has deployed more than 120 robotic process automation processes to enhance productivity. The Bank has also stated its intention to increase its adoption of artificial intelligence led solutions. Whilst the Bank undertakes testing and invests in the maintenance and upgrading of these systems, artificial intelligence and automation based systems are exposed to a number of internal and external risks. For example, if a system faces an unscheduled shutdown for any reason, calls may need to be routed to call centre staff, and the Bank would need to ensure adequate staffing at phone banking to avoid delay in responding to the queries and service requests of customers. Further, these systems collect a significant amount of customer data and related information. Any breach of these systems by third parties resulting in a loss of customer data or incorrect execution of orders would adversely impact its business, operations and reputation.

The Bank's financial performance may be materially and adversely affected by an inability to respond promptly and effectively to new technology innovations.

Currently, technology innovations in the mobilisation and digitisation of financial services require banks to continuously develop new and simplified models for offering banking products and services. Disruptive technology and new models of banking or other financial services that utilise such technology, such as micro-financing platforms, peer-to-peer lending platforms, digital lending platforms and payment aggregators, may adversely affect the Bank's business if it does not adapt to such changes.

Such technologies could increase competitive pressures on banks, including the Bank, to adapt to new operating models and upgrade back-end infrastructure on an ongoing basis. There is no assurance that the Bank will be able to continue to respond promptly and effectively to new technology developments, be in a position to dedicate resources to upgrade its systems and compete effectively with new market entrants, or that any investment it makes in new technology will generate the expected returns.

The rise of digital platforms and payment solutions may adversely impact the Bank's floats and impact its fees, and there may be disintermediation in various financial products and services by fintech companies.

Through the Bank's electronically linked branch network, correspondent bank arrangements and centralised processing, it provides nationwide collection, disbursement and payment systems for its clients. Disruption from digital platforms could have an adverse effect on the cash float and fees that it earns from these services, and the growth of payment aggregators, payment banks and other non-bank payment providers may result in disintermediation of the Bank in transaction banking and payment services.

Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and may consider material to the Bank's financial condition.

The Bank's financial statements are prepared and presented in conformity with Indian GAAP. No attempt has been made to reconcile any of the information given in this Offering Circular to any other principles or to base it on any other standards. Indian GAAP differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar. See "Summary of Significant Differences Between IFRS and Indian GAAP".

The RBI's expected credit loss framework may increase provisioning requirements and impact reported financial position.

In April 2026, the RBI issued directions which introduced an expected credit loss framework for provisioning by banks, broadly based on the principles of the International Financial Reporting Standard 9, supplemented by regulatory backstops. The expected credit loss framework introduces a staging framework for asset classification while retaining an existing classification of non-performing assets and adoption of forward-looking provisioning. These directions also introduced minimum prudential floors to be maintained by banks in additions to provisions computed based on expected credit loss framework estimates. These directions shall come into force on 1 April 2027 and will likely increase provisioning requirements for banks.

Adoption of these guidelines or any other guidelines proposed to be issued by the RBI, would have a significant impact on the way financial assets and liabilities are classified and measured, which may result in volatility in profit or loss and equity. In addition, the RBI's annual supervisory process may assess higher provisions than we have made.

Statistical and industry data in this Offering Circular may be incomplete or unreliable.

The Bank has not independently verified third party statistical and industry data obtained from industry publications and other industry sources referred to in this Offering Circular and therefore, while it believes them to be true, it cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications it has referenced. Therefore, discussions of matters relating to India, its economy and the industries in which it currently operates are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

Risks Relating to the Market generally

The secondary market generally

Each issue of Notes will be a new issue of securities with no existing trading market. Application shall be made to the India INX and NSE IX for the listing and trading of the Notes on the India INX and NSE IX. The Bank cannot make any assurances that the Notes will qualify for listing on the exchanges or that a liquid trading market will develop for the Notes. There is no existing market for any Notes and there can be no assurances that a secondary market for the Notes will develop, or if a secondary market does develop, that it will provide the Noteholders with liquidity of investment or that it will continue for the life of the Notes. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities.

The market value of the Notes may fluctuate. Trading prices of the Notes are influenced by numerous factors, including the operating results, business and/or financial condition of the Bank, political, economic, financial and any other factors that can affect the capital markets, the industry, and the Bank generally. Consequently, any sale of Notes by Noteholders in any secondary market which may develop may be at prices that may be higher or lower than the initial offering price. No assurance can be given as to the liquidity of, or trading market for, any Notes and an investor in such Notes must be prepared to hold such Notes for an indefinite period of time or until their maturity.

Interest rate risks

Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of them.

The market value of the Notes may fluctuate.

Trading prices of the Notes are influenced by numerous factors, including the operating results, business and/or financial condition of the Bank, political, economic, financial and any other factors that can affect the capital markets, the industry, the Bank generally. Adverse economic developments, acts of war and health hazards in

countries in which the Bank operates could have a material adverse effect on the Bank's operations, operating results, business, financial position, and performance.

Developments in other markets may adversely affect the market price of the Notes.

The market price of the Notes may be adversely affected by declines in the international financial markets and world economic conditions. The market for Indian securities is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of issuers in other countries, including India. If developments similar to the sub-prime mortgage crisis in 2008 occur in the international financial markets in the future, the market price of the Notes could be adversely affected.

Credit ratings may not reflect all risks

The Programme is expected to be rated "BBB" by S&P and "BBB-" by Fitch. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

The RBI may identify additional loans as non-performing/impaired in future

The RBI performs inspections on a periodic basis and, as of the date of this Offering Circular, no material observations relating to asset classification divergences remain outstanding. Pursuant to the RBI inspection for financial year 2025, the RBI had advised classification of certain accounts as NPA, which the Bank has since duly classified and had no material impact on the Bank's financials. The observations were primarily attributable to certain system-related issues/glitches impacting the recognition and reporting of specific transactions for asset classification purposes. The Bank identified and rectified these issues and has also implemented necessary corrective and monitoring controls to mitigate recurrence. However, there can be no assurance that the RBI may not identify additional loans for classification as non-performing or impaired in future inspections or supervisory reviews.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (i) the Notes are legal investments for it; (ii) the Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Inflation risk

Noteholders may suffer erosion on the return of their investments due to inflation. Noteholders would have an anticipated rate of return based on expected inflation rates on the purchase of the Notes. An unexpected increase in inflation could reduce the actual returns.

Risks Relating to Regulations

The Bank operates in a highly regulated environment and there are numerous laws and regulations impacting many aspects of its operations, including its capital maintenance, lending limits and the types of business in which it can engage. As such, it is exposed to a number of risks relating to regulations as detailed below. Any change to the existing legal framework will require the Bank to allocate additional resources, which may increase its regulatory compliance costs and divert management attention.

The Bank is required to maintain an arm's length relationship with its subsidiary and associate. Any changes in the RBI regulations relating to the continuation of the business of its subsidiary, or any changes in the regulations applicable to regional rural banks sponsored by public sector banks, may impact the Bank and it may not be able to undertake certain types of businesses. This may impact its growth and profits.

The Bank operates in a highly regulated environment. Any changes to the existing legal or regulatory framework will require the Bank to allocate additional resources, which may increase its regulatory compliance costs and direct management attention and consequently affect its business.

The Bank operates in a highly regulated environment in which it is regulated principally by the RBI, and is also subject to regulation by SEBI in respect of its listed securities and its depository participant and other capital market activities and, in respect of its International Banking Unit, by the International Financial Services Centres Authority. Accordingly, legal and regulatory risks are inherent and substantial in its business. As the Bank operates under licences or registrations obtained from these regulators, any non-compliance with their requirements may result in penalties, restrictions on its business or the suspension or cancellation of such licences or registrations.

The Bank's business could be directly affected by any changes in applicable policies and regulations. Being regulated, the Bank is subject to regular scrutiny and supervision by its regulators, including regular inspections that may be conducted by the RBI and SEBI. The requirements imposed by these regulators are designed to ensure the integrity of the financial markets and to protect customers and other third parties, and may limit the Bank's activities or increase its costs of compliance.

In addition, the Bank is also exposed to the risk of it or any of its employees being non-compliant with insider trading rules or engaging in front running in securities markets. As a listed entity and a fiduciary assisting listed companies, in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, designated persons of the Bank are required to observe restrictions and disclosures in relation to trading in securities of the Bank and others. In the event of any such violations, regulators could take regulatory actions, including financial penalties against the Bank and the concerned employees. This could have a materially adverse financial and reputational impact on the Bank.

Any change to the existing legal or regulatory framework will require the Bank to allocate additional resources, which may increase its regulatory compliance costs and direct management attention and consequently affect its business.

The Bank is a body corporate constituted under the Nationalisation Act in which the Government of India held 73.60 per cent. of the paid-up equity share capital as at 30 June 2026, and under the Nationalisation Act the Government is required to retain a majority shareholding. Accordingly, the Bank does not expect to become a "foreign owned or controlled company" for the purposes of the Consolidated FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

Indian companies which are owned or controlled by non-resident entities are subject to investment restrictions specified in the FEMA Rules. Under the FEMA Rules, an Indian company is considered to be "owned" by a non-resident entity if 50.0 per cent. or more of its equity interest is beneficially held by non-resident entities. The Government of India held 73.60 per cent. of the Bank's paid-up equity share capital as at 30 June 2026 and, under the Nationalisation Act, is required to retain a majority shareholding in the Bank. Accordingly, non-resident shareholding in the Bank cannot reach or exceed 50.0 per cent. and the Bank does not expect to be considered as being "owned" by non-resident entities under the FEMA Rules.

Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, across the multiple jurisdictions the Bank operates in may materially adversely affect its business and financial performance.

The Bank's business and financial performance could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to the Bank and its business, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations, in India or in any other jurisdiction in which it operates.

The governmental and regulatory bodies in India and other jurisdictions where the Bank operates may notify new regulations and/or policies, which may require the Bank to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements and conditions on its operations, in addition to those which it is undertaking currently. Any such changes and the related uncertainties with respect

to the implementation of new regulations may have a material adverse effect on its business, cash flows, financial condition and results of operations.

Banking Regulations

The Bank operates in a highly regulated environment in which the RBI extensively supervises and regulates all banks. Its business could be directly affected by any changes in policies for banks in respect of directed lending, reserve requirements, provisioning and other areas. For example, the RBI could change its methods of enforcing directed lending standards so as to require more lending to certain sectors, which could require the Bank to change certain aspects of its business. In addition, the Bank could be subject to other changes in laws and regulations, such as those affecting the extent to which it can engage in specific businesses or those that reduce its margins through a cap on either fees or interest rates chargeable to its customers or those affecting foreign investment or ownership requirements in the banking industry, as well as changes in other governmental policies and enforcement decisions, income tax laws, foreign investment laws and accounting principles. Laws and regulations governing the banking sector may change in the future and any changes may materially adversely affect the Bank's business, its future financial performance and the price of its equity shares.

The RBI has issued numerous directions over the years, under the statutory powers conferred upon it by various Acts. Under the consolidation effort of the RBI, instructions contained in approximately 3,500 directions, circulars, and guidelines, were consolidated into 238 Master Directions, across 11 types of regulated entities. Instructions contained in remaining directions/ circulars were identified as obsolete and marked for repeal once the consolidated Master Directions were issued. A similar exercise by the RBI was undertaken on 31 July 2026, where the existing universe of supervisory instructions were consolidated into structured function-wise, entity-specific consolidated Master Directions. The exercise involved consolidation of 628 circulars (including Master Circulars and Master Directions) into 64 Master Directions covering up to nine functions across 11 types of regulated entities.

Tax

The application of various Indian and international sales, value-added and other tax laws, rules and regulations to the Bank's services, currently or in the future, may be subject to interpretation by applicable authorities, and if amended or notified, could result in an increase in its tax payments (prospectively or retrospectively) and/or subject it to penalties, which could affect its business operations.

The Government implemented certain major reforms in Indian tax laws, such as the goods and services tax ("GST"), and provisions relating to the General Anti-Avoidance Rule (the "GAAR").

GST was implemented with effect from 1 July 2017 and replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge collected by the central and state governments. The Bank's business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented.

Given that the introduction of the GST in India is still fairly recent, as GST is implemented, there can be no assurance that the Bank will not be required to comply with additional procedures and/or obtain additional approvals and licences from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on its operations. Any such changes and the related uncertainties with respect to the implementation of GST may have a material adverse effect on its financial condition, cash flows and results of operations.

As regards GAAR, the provisions came into effect from 1 April 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are invoked in relation to the Bank, it may have an adverse tax impact on the Bank.

The application of various Indian and international tax laws, rules and regulations to the Bank's business activities, currently or in the future, may be subject to interpretation by applicable authorities, and if amended

or notified, could result in an increase in its tax payments (prospectively or retrospectively) and/or subject the Bank to penalties, which may materially affect its business operations.

Further, income tax assessments for the last few years have not been completed and GST authorities have not conducted a GST audit. There is therefore a risk that the Income Tax or GST authorities will assess the Bank's tax liability in the future and the audit results may be materially different from the provisions that it has been carrying in its books over the last few years.

Cash Reserve Ratio ("CRR") and Statutory Liquidity Ratio ("SLR") requirements

Under RBI regulations, the Bank is subject to a CRR requirement. The CRR is a bank's balance held in a current account with the RBI calculated as a specified percentage of its total net demand and time liabilities, adjusted for exemptions. Banks in India do not earn any interest on those reserves.

In addition, under the Banking Regulation Act, all banks operating in India are required to maintain an SLR. The SLR is a specified percentage of a bank's total demand and time liabilities by way of liquid assets such as cash, gold or approved unencumbered securities. Approved unencumbered securities consist of unencumbered Government securities and other securities as may be approved from time to time by the RBI and earn lower levels of interest as compared to advances to customers or investments made in other securities. The majority of Government securities held by the Bank comprised fixed rate instruments. In an environment of rising interest rates, the value of Government securities and other fixed income securities may depreciate.

Further, a decline in the valuation of the Bank's trading book as a result of rising interest rates may adversely affect its financial condition, cash flows and results of operations. As a result of the statutory requirements imposed on it, the Bank may be more structurally exposed to interest rate risk as compared to banks in other countries.

Further, the RBI may increase the CRR and SLR requirements to higher proportions as a monetary policy measure. Any increases in the CRR from the current levels could affect the Bank's ability to deploy its funds or make investments, which could in turn have a negative impact on its results of operations. The Bank is also exposed to the risk of the RBI increasing the applicable risk weight requirement for different asset classes from time to time. If the Bank is unable to meet the reserve requirements of the RBI, the RBI may impose penal interest or prohibit it from receiving any further fresh deposits, which may have a material adverse effect on its business, cash flows, financial condition and results of operations.

For further details, please see "*Supervision and Regulation*".

Capital Adequacy, Liquidity Coverage Ratio, Net Stable Funding Ratio

In order to support and grow its business, the Bank must maintain a minimum capital adequacy ratio, and a lack of access to the capital markets may prevent it from maintaining an adequate ratio.

The RBI requires banks in India to maintain a minimum total capital adequacy ratio of 9.0 per cent. of total risk-weighted assets, and, including the capital conservation buffer, the applicable minimum requirement for the Bank was 11.50 per cent. The Bank's capital adequacy ratio, under Basel III, was 18.64 per cent., 20.06 per cent. and 17.04 per cent. as at 30 June 2026, 30 June 2025 and 30 June 2024, respectively, with the Common Equity Tier 1 ratio at 15.56 per cent. and the Tier I ratio at 16.35 per cent. as at 30 June 2026 (Tier I: 16.63 per cent. as at 30 June 2025). The Bank's capital adequacy ratio declined between 30 June 2025 and 30 June 2026, principally reflecting growth in risk-weighted assets ahead of internal capital generation, and there can be no assurance that this trend will not continue. The Bank's ability to support and grow its business would become limited if the capital adequacy ratio declines. While the Bank may access the capital markets to offset declines in its capital adequacy ratio, it may be unable to access the markets at the appropriate time or the terms of any such financing may be unattractive due to various reasons attributable to changes in the general environment, including political, legal and economic conditions.

The current Basel III and capital adequacy framework applicable to the Bank stands consolidated in the Reserve Bank of India (Commercial Banks — Prudential Norms on Capital Adequacy) Directions, 2025, as amended from time to time ("**Capital Adequacy Directions**").

The key items covered under these directions include: (i) improving the quality, consistency and transparency of the capital base; (ii) enhancing risk coverage; (iii) graded enhancement of the total capital requirement; (iv) introduction of capital conservation buffer and countercyclical buffer; and (v) supplementing the risk-based capital requirement with a leverage ratio. One of the major changes in the Basel III capital regulations is that the Tier I capital will predominantly consist of common equity of the banks which includes common shares, reserves and stock surplus. Perpetual non-cumulative preference shares will be considered a part of additional Tier I capital. Basel III also defines criteria for Additional Tier I and Tier II instruments to improve their loss absorbency. The guidelines also set-out criteria for loss absorption through conversion/write-down/write-off of all non-common equity regulatory capital instruments at the point of non-viability. The point of non-viability is defined as a trigger event upon the occurrence of which non-common equity Tier I and Tier II instruments issued by banks in India under the Basel III rules may be required to be written off or converted into common equity. The RBI has also provided that the minimum capital conservation ratios shall be 2.50 per cent. of the Bank's total risk-weighted assets.

Domestically, systemically important banks would be required to maintain additional Common Equity Tier ("CET") I capital requirement ranging from 0.2 per cent. to 1 per cent. of risk weighted assets. Banks will also be required to have an additional capital requirement increasing linearly up to 2.5 per cent. of the risk weighted assets if the RBI announces the implementation of countercyclical capital buffer requirements. Additionally, the Basel III Liquidity Coverage Ratio ("LCR"), which is a measure of the Bank's high quality liquid assets compared to its anticipated cash outflows over a 30 day stressed period, was applied in a phased manner starting with a minimum requirement of 60.0 per cent. from 1 January 2015 and reached a minimum of 100.0 per cent. on 1 January 2019 and continues at 100.0 per cent.

As at 30 June 2026, the Bank was compliant with the applicable LCR requirements under the RBI liquidity risk management framework.

Besides the LCR, the Basel III liquidity framework also envisages the Net Stable Funding Ratio ("NSFR"), which measures the ratio between available stable funding (greater than 1 year) and the required stable funding (greater than 1 year) to support long-term lending and other long term assets. For banks in India, the RBI prescribed an NSFR of at least 100 per cent. with effect from 1 October 2020. The Bank's NSFR was 125.19 per cent. as at 30 June 2026, above the regulatory minimum. Implementation of the NSFR is expected to limit reliance on short-term wholesale funding and may potentially increase the cost of funding and impact profits.

If the Bank is unable to meet the new and revised requirements, its business, future financial performance and the price of its equity shares could be adversely affected. Adapting to these regulations often entails substantial capital infusion and operational adjustments. Any changes in these requirements could materially affect the Bank's business and how the Bank is permitted to use and allocate its assets. While the Basel III master circulars have been withdrawn and the instructions have now been consolidated under the Capital Adequacy Directions, the provisions have largely remained the same. However, it is possible for the various limit requirements to change over the course of time, and this may materially affect the Bank's business. Investors should note that the Bank's Pillar 3 disclosures under the Basel III capital regulations, including its leverage ratio, Liquidity Coverage Ratio and Net Stable Funding Ratio, are published on the Bank's website and have not been subjected to audit or review by the Bank's joint statutory central auditors. For further details, please see the section entitled "*Supervision and Regulation*".

Labour Laws

As at 30 June 2026, the Bank had a full-time employee base of 17,129, of whom women constituted 30 per cent. Its full-time employees are employed by the Bank and are entitled to statutory employment benefits, such as the employees' provident fund scheme and the employees' pension scheme, among others. In addition to its employees, its workforce also consists of outsourced personnel and personnel retained on a contractual basis, and the Bank engages business correspondents to provide banking facilities in unbanked areas, numbering 12,774 as at 30 June 2026 including those of its associate.

The Bank is subject to various labour laws and regulations governing its relationships with its employees and contractors, including in relation to minimum wages, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labour and work permits.

A change of law that requires the Bank to increase the benefits to the employees from the benefits now being provided may create potentially liability for the Bank. Such benefits could also include provisions which reduce the number of hours an employee may work for or increase in number of mandatory casual leaves, which all can affect the productivity of the employees.

A change of law that requires the Bank to treat and extend benefits to its outsourced personnel, and personnel retained on a contractual basis, as being full-time employees may create potentially liability for the Bank. The Bank cannot assure you that it will be in compliance with current and future health and safety and labour laws and regulations at all times and any failure to comply with such laws and regulations, including obtaining relevant statutory and regulatory approvals, could materially and adversely affect its business, cash flows, future financial performance and results of operations.

A substantial portion of the Bank's workforce is unionised and it is possible that future calls for work stoppages or other similar actions could force the Bank to suspend all or part of its operations until disputes are resolved. As a public sector bank, the Bank's workmen and officer remuneration is determined principally by industry-level settlements negotiated by the Indian Banks' Association, which take place once every five years. From time to time, the labour unions for banking employees organise strikes, as a result of which the Bank has been and may in the future be affected by strikes, work stoppages or other labour disputes. In the event of a labour dispute, protracted negotiations and strike action may impair its ability to carry on its day-to-day operations, which could materially and adversely affect its business, cash flows, future financial performance and results of operations.

In addition, the Government of India has introduced the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the "**Labour Codes**") and the Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bhartiya Sakshya Adhiniyam, 2023 have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. The Labour Codes have come into effect from 21 November 2025, and they have rationalised and replaced 29 existing central labour laws. If the Bank is subject to penalties under the Labour Codes or if it does not obtain the requisite approvals, its business, financial condition, cash flows and results of operations may be adversely affected.

Other areas of increasing regulatory scrutiny and potential material change include data regulation and climate change management. New laws and regulations may also be promulgated to regulate internet activities and additional aspects of the Bank's online banking operations.

The RBI issued the Reserve Bank of India (Commercial Banks - Climate Finance and Management of Climate Change Risks) Directions, 2025; which provides guidance and guidelines applicable to climate finance and management of climate change risks with the objective of enabling commercial banks to carry out a comprehensive assessment of risks associated with climate change, integrate such risk considerations into their risk management frameworks and optimise the flow of credit to green projects, which in turn helps the customers of the commercial banks achieve their sustainability goals.

The RBI has also issued the Reserve Bank of India (Commercial Banks — Asset Classification, Provisioning and Income Recognition) Directions, 2026 ("**Asset Classification Directions**"), which will come into effect from 1 April 2027. The Asset Classification Directions aim to strengthen credit risk management, increase transparency, and ensure closer alignment with global standards. In terms of the Asset Classification Directions, banks are required to estimate losses using a forward-looking expected credit loss (ECL) framework.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which the Bank operates, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for the Bank to resolve and may impact the viability of its current business or restrict its ability to grow its business in the future. The Bank may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect its business, results of operations, cash flows, financial condition and prospects.

The Bank depends on various licences issued by domestic and foreign regulators for its banking and other operations. Failure to obtain, renew or maintain any required approvals, permits or licences, may result in the interruption of all or some of its operations, which could materially and adversely affect the business and results of operations.

The Bank is required to maintain various licences and registrations issued by Indian regulators for its banking and other operations, including with the RBI and SEBI, and, in respect of its International Banking Unit at Gujarat International Finance Tec-City, with the International Financial Services Centres Authority and the RBI. Any licence the Bank has obtained may be revoked if it fails to comply with any of the terms or conditions relating to such licence, or restrictions may be placed on its operations. Any such failure to obtain, renew or maintain any required approvals, permits or licences, may result in the interruption of all or some of its operations, which could materially and adversely affect its business, cash flows and results of operations.

RBI may cancel a licence for violations of the conditions under which it was granted. The RBI issues instructions and guidelines to banks on branch authorisation from time to time. The RBI, by way of guidelines dated 18 May 2017, granted general permission to domestic banks to open banking outlets in Tier 1 to Tier 6 centres, without prior permission of the RBI and subject to certain specified conditions. This continues to be the case under the current framework prescribed by the Reserve Bank of India (Commercial Banks - Branch Authorisation) Directions, 2025. If the Bank is unable to perform in a manner satisfactory to the RBI in any of the above areas, it may have an impact on the number of branches it will be able to open and would in turn have an impact on its future growth and may also result in the imposition of penal measures by the RBI. For details, please see “*Supervision and Regulation*”.

The Bank’s customer onboarding process, including through its digital and remote onboarding channels, is dependent on Aadhaar authentication. Any change in regulatory guidelines on Aadhaar might adversely affect its customer acquisition process.

All bank accounts, trading accounts and demat accounts for securities in India are required to be linked to Aadhaar, a unique identity number issued to Indian residents. The Bank’s digital and remote onboarding channels, including Video KYC-based account opening through which it opened more than 46,000 savings accounts during the financial year 2025-26, and its tablet-based DigiLEAP account opening solution, form a significant part of its customer onboarding process. Any changes in regulatory guidelines for the way Aadhaar authentication is required for bank accounts and online banking services may adversely affect its customer acquisition process.

The Bank is required to undertake directed lending under RBI guidelines. It may experience a higher level of non-performing assets in its directed lending portfolio, which could materially adversely impact the quality of its loan portfolio, its business and the price of its equity shares. Further, in the case of any shortfall in complying with these requirements, it may be required to invest in deposits as directed by the RBI. These deposits yield low returns, which may impact its profitability.

The RBI prescribes guidelines on priority sector lending (“PSL”) in India. Under these guidelines, banks in India are required to lend 40 per cent. of their adjusted net bank credit (“ANBC”) or the credit equivalent amount of off-balance sheet exposures (“CEOBE”), whichever is higher, as defined by the RBI, to certain eligible sectors categorised as priority sectors. The priority sector requirements are monitored on a quarterly basis to arrive at a shortfall or excess lending in each quarter. A simple average of all quarters will be arrived at and considered for computation of overall shortfall or excess as at the end of the financial year. Of the total priority sector advances, the RBI specifies sub-targets for lending towards agricultural advances, micro, small and medium enterprises, advances to weaker sections and the differential rate of interest scheme.

The Bank has not always been able to meet the lending targets of certain sub-targets of the priority sector lending scheme in the past and may not be able to meet the overall priority sector lending target or certain sub-targets in the future. For example, the Bank has in the past failed to meet the sub-targets for lending to small and marginal farmers, as a result of which it was required to increase its contribution to the RIDF (as defined below). Furthermore, the RBI can make changes to the types of loans that qualify under the PSL scheme or the RBI can change the sub-target requirements. Changes that reduce the types of loans that can qualify towards meeting the Bank’s PSL targets could increase shortfalls under the overall target or under certain sub-targets.

In the case of non-achievement of priority sector lending targets, including sub-targets, the Bank is required to invest in the Rural Infrastructure Development Fund (“**RIDF**”) established with NABARD and other Funds with NHB/SIDBI/ MUDRA Ltd. as decided by the RBI from time to time. The amount to be deposited, interest rates on such deposits and periods of deposits, and other terms, are determined by the RBI from time to time. The interest rates on such deposits are lower than the interest rates which the Bank would have obtained by investing these funds at its discretion. As at 30 June 2026, the Bank’s total investments as directed by the RBI in such deposits were ₹410 crore, yielding returns ranging from 2.53 per cent. to 2.55 per cent. Additionally, as per RBI guidelines, non-achievement of priority sector lending targets and sub-targets will be taken into account by the RBI when granting regulatory clearances and approvals for various purposes.

The Bank experiences a materially higher level of NPAs in its directed lending portfolio, particularly in loans to the agricultural sector, small enterprises and weaker sections, where it is less able to control the portfolio quality and where economic difficulties are likely to affect its borrowers more severely. As at 30 June 2026, gross NPAs in the Bank’s priority sector portfolio amounted to ₹4,137.13 crore, representing 3.53 per cent. of priority sector advances of ₹1,17,101.92 crore, compared with gross NPAs of ₹297.15 crore, representing 0.16 per cent. of non-priority sector advances of ₹1,88,861.93 crore. Accordingly, although priority sector advances constituted approximately 38.27 per cent. of the Bank’s total advances as at that date, they accounted for approximately 93.30 per cent. of its gross NPAs. Within the priority sector portfolio, agriculture and allied activities carried gross NPAs of ₹3,206.11 crore, representing 7.58 per cent. of advances to that sector, and crop loans in particular carried gross NPAs of ₹1,847.22 crore, representing 26.87 per cent. of crop loan advances of ₹6,874.74 crore, having deteriorated from 19.95 per cent. as at 30 June 2025. The Bank’s headline gross NPA ratio of 1.45 per cent. as at 30 June 2026 therefore reflects the low level of impairment in its non-priority portfolio and masks materially higher levels of impairment in its directed lending, and in its agricultural portfolio in particular. Further expansion of the priority sector lending requirements, any adverse development affecting the agricultural sector, including a deficient monsoon, crop failure or farm loan waivers announced by central or state governments, or any continuation of the deterioration in crop loan asset quality could result in a further increase in the Bank’s NPAs and require increased provisioning, which may have a material adverse effect on its business, cash flows, financial condition and results of operations.

The Bank’s priority sector and agricultural lending portfolio carries materially higher levels of non-performing assets than its non-priority sector portfolio, and any deterioration in agricultural credit quality could have a disproportionate adverse effect on the Bank’s financial condition.

In addition to the directed lending requirements, the RBI has encouraged banks in India to have a financial inclusion plan for expanding banking services to rural and unbanked centres and to customers who currently do not have access to banking services. As a public sector bank, the Bank participates extensively in Government-sponsored financial inclusion programmes. As at 30 June 2026, the Bank provided banking facilities in unbanked areas through 12,774 business correspondents, including those of its associate, and had 100.17 lakh basic savings bank deposit accounts with an aggregate outstanding balance of ₹6,845.49 crore, representing an average balance per account of approximately ₹6,834. The expansion into these markets involves significant investments and recurring costs, and the commission payable in respect of business correspondent services was ₹38.02 crore for the financial year 2025-26. The profitability of these operations depends on the Bank’s ability to generate business volumes in these centres and from these customers. Future changes by the RBI in the directed lending norms may result in the Bank’s inability to meet the priority sector lending requirements as well as require it to increase its lending to relatively more risky segments and may result in an increase in non-performing loans.

In accordance with the Stressed Assets Directions, all lenders shall put in place Board-approved policies for resolution of stressed assets, including the timelines for resolution. The lenders shall undertake a review of the borrower account within 30 days from the date of default, once the borrower is in default, and may decide on the resolution strategy during such period, including the nature of the resolution plan, the approach for its implementation, etc. The lenders may choose to initiate legal proceedings for insolvency or recovery. In the event such amount from the borrower account cannot be recovered, such accounts may be considered as NPAs in accordance with the extent RBI framework.

The Bank faces restrictions on lending to large borrowers which may have a material adverse effect on its business, financial condition and results of operations.

On 3 June 2019, the RBI released the Guidelines on Large Exposure Framework (“LEF”) applicable to all scheduled commercial banks (other than regional rural banks) with a view to capture exposures and concentration risks more accurately and to align the previous guidelines and instructions on Large Exposures Framework with international norms, which superseded the previous circulars on large exposure framework. The same has since been consolidated in the *Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025, as amended from time to time*. Please see “Supervision and Regulation”.

From April 2019, in accordance with the LEF, the Bank’s limits for single and group borrowers are 20.0 per cent. and 25.0 per cent. of its available eligible capital base at all times. These limits may be subjected to further changes and revisions in future. These new regulations may have a material adverse effect on the Bank’s business, cash flows, financial condition and results of operations.

The Government of India is the Bank’s controlling shareholder and can determine the outcome of substantially all matters requiring shareholder approval, and its interests may differ from those of the Noteholders.

The Bank is a body corporate constituted under the Nationalisation Act and the Government of India is its promoter and controlling shareholder. As at 30 June 2026, the Government held 73.60 per cent. of the Bank’s paid-up equity share capital, compared with 79.60 per cent. as at 30 June 2025. Under the Nationalisation Act, the Government is required to retain a majority shareholding in the Bank at all times. The Government may issue directions to the Bank in the discharge of its functions, and the Bank’s Board includes a director nominated by the Government and a director nominated by the RBI. As a consequence, the Bank may be required to take action, or to refrain from taking action, in furtherance of Government policy objectives, including in relation to the implementation of Government-sponsored schemes, priority sector lending, financial inclusion programmes and directed credit, which may not be aligned with the commercial interests of the Bank or with the interests of the Noteholders. The Government’s ability to direct the Bank’s business strategy and operations may limit the Bank’s ability to respond to competitive pressures or to optimise its financial performance.

Under the Nationalisation Act, the Government is required to hold not less than 51 per cent. of the Bank’s paid-up equity share capital. Accordingly, the Government will continue to control the Bank and to be in a position to determine the outcome of substantially all matters submitted to shareholders for approval, including the appointment and removal of directors, the declaration of dividends and any increase in share capital. The Managing Director and Chief Executive Officer and the Executive Directors of the Bank are appointed by the Government for fixed terms and are subject to statutory retirement ages, and the Bank does not control the timing of their appointment, extension or replacement. The Government also nominates one director to the Board and the RBI nominates one director to the Board.

The Bank is subject to the minimum public shareholding requirement of 25 per cent. under the SEBI LODR Regulations. On 1 December 2025, the Government, as promoter, initiated and completed an offer for sale of 46,15,68,297 equity shares, representing 6 per cent. of the Bank’s paid-up capital, following which the Bank was in compliance with that requirement. Any further dilution of the Government’s shareholding, whether to comply with minimum public shareholding requirements or otherwise, may affect the market price of the Bank’s equity shares, and there can be no assurance as to the timing, size or manner of any such further dilution. Because the Government is required to retain a majority shareholding under the Nationalisation Act, any further dilution is constrained by the statutory minimum and may only be effected to the extent that the Government’s holding does not fall below 51 per cent.

The Bank’s Board of Directors includes a director nominated by the Government and a director nominated by the RBI. The Government may also issue directions to the Bank in the discharge of its functions under the Nationalisation Act. As a consequence, the Bank may be required to take action, or to refrain from taking action, in furtherance of Government policy objectives, including in relation to the implementation of Government-sponsored schemes and priority sector lending, which may not be aligned with the commercial interests of the Bank or with the interests of the Noteholders.

The voting rights of shareholders of the Bank other than the Government are restricted under the Nationalisation Act.

Because the Government is required to retain a majority shareholding in the Bank under the Nationalisation Act, an acquirer cannot acquire a majority of the Bank's shares or acquire control over the Bank.

Such restrictions could discourage or prevent a change in control, merger, consolidation, takeover or other business combination involving the Bank, which might be beneficial to its shareholders.

The Government's controlling shareholding could discourage or prevent another entity from exploring the possibility of a combination with the Bank. Any such obstacles to potentially synergistic business combinations could negatively impact its share price and have a material adverse effect on its ability to compete effectively with other banks and, consequently, its ability to maintain and improve its financial condition.

The Bank's ability to maintain and grow its capital base is dependent on the Government of India and on access to the capital markets, and there can be no assurance that such support will be available on acceptable terms or at all.

As a public sector bank, the Bank's primary sources of equity capital are retained earnings, equity issuances to the public (including qualified institutional placements and offers for sale by the Government) and, historically, direct capital infusions by the Government. The Bank's ability to raise equity capital through public issuances is constrained by the requirement under the Nationalisation Act that the Government retain not less than 51 per cent. of the Bank's paid-up equity share capital at all times, which limits the proportion of equity that may be issued to persons other than the Government. The Bank's capital adequacy ratio declined from 20.06 per cent. as at 30 June 2025 to 18.64 per cent. as at 30 June 2026, principally reflecting growth in risk-weighted assets ahead of internal capital generation. There can be no assurance that the Bank will be able to maintain its capital adequacy ratio above the applicable regulatory minimum, including the capital conservation buffer, or that the Government will provide capital support in a timely manner or at all. Any failure to maintain adequate capital could result in the Bank being subject to regulatory restrictions on its business, including under the RBI's Prompt Corrective Action framework, and could have a material adverse effect on its business, financial condition and results of operations.

Through its direct and indirect holdings, the Government owns a majority of the Bank's issued share capital. Accordingly, there are a number of restrictions under the Banking Regulation Act and the Banks Nationalisation Act, which impact the Bank's flexibility and access to the capital markets.

Under Section 3(2B)(c) of the Banks Nationalisation Act, the paid-up capital of the Bank may be increased; with the prior sanction of the Government, by the Board of Directors of the Bank after consultation with the RBI; including by public issue, rights issue, the issue of bonus shares, preferential allotment, or the private placement of equity shares or preference shares in accordance with the procedure as may be prescribed; provided however, that the holding of the Government shall at all times not be less than 51.00 per cent. of the paid-up capital consisting of equity shares of the Bank.

Provided that the issue of preference shares shall be in accordance with the guidelines framed by the RBI specifying the class of preference shares, the extent of issue of each class of such preference shares (whether perpetual or irredeemable or redeemable) and the terms and conditions subject to which, each class of preference shares may be issued.

The Bank's ability to support and grow its business would become limited if the Capital Adequacy Ratio declines. While the Bank may access the capital markets to offset declines in its Capital Adequacy Ratio, it may be unable to access the markets at the appropriate time or the terms of any such financing may be unattractive due to various reasons attributable to changes in the general environment, including political, legal and economic conditions.

The Bank's significant and growing exposure to micro, small and medium enterprises and retail borrowers may result in increased non-performing assets and provisioning requirements.

As at 30 June 2026, micro, small and medium enterprise advances amounted to ₹ 55,386 crore, representing approximately 18.10 per cent. of the Bank's total outstandings, and retail advances, including housing loans of

₹ 51,601 crore, Vehicle loan of Rs.6,698 Crore and personal loans of ₹ 4,039 crore, constituted a significant and growing proportion of the Bank's loan book. Retail, agriculture and micro, small and medium enterprise advances together represented 62.89 per cent. of the Bank's gross domestic advances as at that date. Borrowers in these segments are generally more susceptible to adverse economic conditions, including increases in interest rates, unemployment, inflation and reductions in disposable income, than large corporate borrowers. The Bank's unsecured advances amounted to ₹ 48,361.19 crore, representing approximately 16.02 per cent. of its total advances as at 30 June 2026, having grown from ₹ 36,749.33 crore, or approximately 15.48 per cent., as at 30 June 2025. Any deterioration in the credit quality of the Bank's retail, MSME or unsecured lending portfolios, whether as a result of adverse economic conditions, changes in regulatory requirements or otherwise, could require the Bank to increase its provisions and could have a material adverse effect on its business, cash flows, financial condition and results of operations.

The Bank's participation in Government-sponsored schemes and state government programmes exposes it to credit, operational and reputational risks that are outside its control.

As a public sector bank, the Bank participates extensively in Government-sponsored financial inclusion and credit programmes, including PM SVANidhi, PM Suryaghar, PM Mudra Yojana, Kisan Credit Card, self help group – bank linkage programmes and various state government schemes. As at 30 June 2026, the Bank provided banking facilities in unbanked areas through 12,774 business correspondents, including those of its associate, and had 100.17 lakh basic savings bank deposit accounts with an aggregate outstanding balance of ₹6,845.49 crore. The Bank also holds lead bank responsibility in seven districts of Maharashtra and acts as convener of the State Level Bankers' Committee for Maharashtra. Participation in these programmes exposes the Bank to credit risk in respect of borrowers who may have limited credit histories and limited ability to provide collateral, to operational risk in respect of the management of large volumes of small-value transactions through business correspondents and other intermediaries, and to reputational risk in the event of any failure in the delivery of Government-mandated services. The terms of Government-sponsored schemes, including interest rate subventions, guarantee arrangements and eligibility criteria, may be amended by the Government or the RBI at any time, which could affect the economics of the Bank's participation in such schemes. Any adverse development in the performance of the Bank's Government-sponsored lending portfolio, or any failure to meet the Government's expectations in the delivery of financial inclusion services, could have a material adverse effect on its business, financial condition and results of operations.

RBI guidelines relating to prompt corrective action could materially and adversely affect the Bank's business, future financial performance and results of operations. The Bank has previously been subject to the RBI's Prompt Corrective Action framework.

On 13 April 2017, the RBI revised the Prompt Corrective Action ("PCA") framework for banks. The new PCA framework has been consolidated into the Reserve Bank of India (Commercial Banks – Miscellaneous) Supervisory Directions, 2026 dated 31 July 2026 ("Miscellaneous Supervisory Directions"). The objective of the prompt corrective action (PCA) framework is to enable supervisory intervention at appropriate time and require the bank to initiate and implement remedial measures in a timely manner, so as to restore its financial health. Under the framework, capital, asset quality and leverage are the key areas monitored, with stipulated thresholds for capital ratios, net non-performing assets, and Tier 1 leverage ratio. A bank will generally be placed under the PCA framework based on its audited annual financial results and the ongoing supervisory assessment made by the RBI, although the RBI may impose PCA on any bank during the course of a year (including migration from one threshold to another) in case the circumstances so warrant. When the PCA framework is triggered, the RBI would have a range of mandatory and discretionary actions it can take to address the outstanding issues. These include, among others, restrictions on dividend distribution and remittance of profits, requirements for promoters or parents to bring in capital, restrictions on branch expansion and capital expenditure (other than for technological upgradation within Board approved limits), conducting supervisory meetings, advising banks' boards for altering business strategy, review of capital planning, restricting staff expansion, removing of managerial persons and superseding the Board. The Bank was previously placed under the RBI's Prompt Corrective Action framework and subsequently exited that framework following improvements in its financial position. The Bank's capital adequacy ratio declined from 20.06 per cent. as at 30 June 2025 to 18.64 per cent. as at 30 June 2026, and its gross non-performing asset ratio was 1.45 per cent. as at 30 June 2026. While the Bank is not currently subject to the PCA framework, there can

be no assurance that it will not be placed under the PCA framework in the future if its capital adequacy, asset quality or profitability deteriorates. If the Bank is covered under the PCA framework, it could materially and adversely affect its business, cash flows, future financial performance and results of operations.

The Bank has previously been subject to penalties imposed by the RBI. Any regulatory investigations, fines, sanctions, and requirements relating to conduct of business and financial crime could negatively affect its business and financial results, or cause serious reputational harm.

The RBI is empowered under the Banking Regulation Act to impose penalties on banks for any failure by the banks to comply with the applicable regulatory requirements. During the quarter ended 30 June 2026, the RBI levied penalties of ₹0.02 crore on the Bank. For further details, please see the section entitled “*Legal Proceedings*” on page 160.

The Bank cannot predict the initiation or outcome of any further investigations by other authorities or different investigations by the RBI or other regulators. The penalty imposed by the RBI has generated adverse publicity for its business. Such adverse publicity, or any future scrutiny, investigation, inspection or audit which could result in fines, public reprimands, damage to its reputation, significant time and attention from its management, costs for investigations and remediation of affected customers, may materially adversely affect its business, cash flows and financial results.

Any non-compliance with mandatory Anti Money Laundering (AML) and Know Your Customer (KYC) policies could expose the Bank to additional liability and harm its business and reputation.

In accordance with the requirements applicable to banks, the Bank is mandated to comply with applicable AML and KYC regulations in India. These laws and regulations require the Bank, among other things, to adopt and enforce AML and KYC policies and procedures and carry out risk assessment in relation to money laundering and terrorist financing. For further details, see “*Supervision and Regulation*”. While the Bank has adopted policies and procedures aimed at collecting and maintaining all AML and KYC related information from its customers in order to detect and prevent the use of its banking networks for illegal money-laundering activities, there may be instances where the Bank may be used by other parties in attempts to engage in money-laundering and other illegal or improper activities. In addition, a number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA. Pursuant to these provisions, as part of the Bank’s KYC processes it is required to collect and report certain information regarding U.S. persons having accounts with the Bank. As the Bank has expanded its digital initiatives, it has acquired an increasing number of customers through remote onboarding channels, including Video KYC-based account opening, through which it opened more than 46,000 savings accounts during the financial year 2025-26, and its tablet-based DigiLEAP account opening solution. There is a risk that individuals onboarded through remote or assisted digital channels may seek to use those channels for illegal money-laundering activities or other illegal or improper activities.

Although the Bank believes that it has adequate internal policies, processes and controls in place to prevent and detect AML activity and ensure KYC compliance, including FATCA compliance, and has taken necessary corrective measures, there can be no assurance that it will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions including imposition of fines and other penalties by the relevant government agencies to whom it reports, including the FIU-IND. Its business and reputation could suffer if any such parties use or attempt to use the Bank for money-laundering or illegal or improper purposes and such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements.

RBI may remove any employee, managerial person or may supersede the Bank’s Board which may adversely affect its business, results of operations and financial conditions.

The Banking Regulation Act confers powers on the RBI to remove from office any directors, chairman, chief executive officer or other officers or employees of a bank. RBI also has the powers to supersede the board of directors of a bank and appoint an administrator to manage the bank for a period of up to 12 months. The RBI may exercise powers of supersession where it is satisfied, in consultation with the Central Government that it is in the public interest to do so, to prevent the affairs of any bank from being conducted in a manner that is

detrimental to the interest of the depositors, or for securing the proper management of any bank. Should any of the steps as explained herein are taken by RBI, the Bank's business, cash flows, results of operations and financial conditions would be materially and adversely affected.

The RBI has the power to apply to the Central Government for an order of moratorium and amalgamation of banking companies inter alia in the interest of the banking system of the country

In terms of Section 45 of the Banking Regulation Act, the RBI has the power to apply to the Central Government for an order of moratorium for a banking company, for a fixed time period not exceeding six months. During such moratorium, the RBI has the power to, amongst other things, prepare a scheme for the reconstruction or amalgamation of the banking company with any other banking institution, in the public interest, in the interest of the depositors, in order to secure the proper management of the banking company or in the interests of the banking system of the country as a whole. The RBI may exercise such powers to apply to the Central Government to sanction an order for the amalgamation of the Bank with any bank in accordance with the Banking Regulation Act, or otherwise for the Bank to invest in another banking company or for the amalgamation of any other banking company in the Bank, as it may deem necessary. If any such order is sanctioned by the Central Government, the Bank will be required to comply with such order and its business, cash flows, results of operations and financial conditions may be materially and adversely affected.

Non-compliance with RBI inspection/observations may have a material adverse effect on the Bank's business, financial condition or results of operation.

The Bank is subject to periodic inspections by RBI under the Banking Regulation Act. The Bank is also required to furnish supervisory returns and reports to the RBI in accordance with the Reserve Bank of India (Commercial Banks – Supervisory Returns) Directions, 2026 dated 31 July 2026. In the past certain observations were made by RBI during such inspections regarding its business and operations. While the Bank attempts to be in compliance with all regulatory provisions applicable to it, in the event it is not able to comply with the observations made by the RBI, it could be subject to supervisory actions which may have a material adverse effect on its reputation, cash flows, financial condition and results of operations.

Risks Relating to India

Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm the Bank's business, its future financial performance and the prices of the equity shares.

There is a history of financial crises and boom-bust cycles in multiple markets in both the emerging and developed economies, which increase risks for all financial institutions, including for our business and results of operations. Global economic changes, such as ongoing geopolitical tensions, increases in tariffs and other trade disputes, as well as volatility in global markets may lead to increased risk aversion and foreign exchange rate movements, which could impact global liquidity and adversely affect the business. Uncertainty around these and related issues could lead to adverse effects on the economies in which we operate. Such volatility and negative economic developments could, in turn, materially adversely affect the business, prospects, financial conditions or results of operations.

Any adverse change in India's credit rating by an international rating agency could materially adversely affect the Bank's business and profitability.

The Bank's outstanding debt is mostly domestic even though the Bank is rated both domestically and internationally.

Any adverse credit rating outlook on India would impact the country's outlook and cascade into interest rate and currency depreciation.

In September 2014, S&P affirmed the “BBB minus” sovereign credit rating on India and revised the outlook on India's long-term rating from “negative” to “stable”, citing improvement in the Government's ability to implement reforms and encourage growth, which in turn would lead to improving the country's fiscal performance. At the same time, S&P revised the rating outlooks on 11 Indian banks and other financial institutions from “negative” to “stable”. In April 2015, Moody's revised India's sovereign rating outlook from “stable” to “positive” and retained the long-term rating at “Baa3” as it expected actions of policymakers to enhance India's economic strength in the medium term. In July 2016, Fitch revised its outlook for the Indian banking sector to “Negative” from “Stable” due to the increase in nonperforming loans. In November 2017, Moody's has raised India's credit rating from the lowest investment grade of Baa3 to Baa2, and changed the outlook to stable from positive. In November 2019, Moody's cut India's rating outlook to negative, while retaining the rating to Baa2, citing worsening shadow banking crunch, prolonged slowdown in the economy and rising public debt.

India's sovereign credit ratings are currently investment grade. S&P upgraded India's long-term sovereign credit rating to ‘BBB’ with a stable outlook in August 2025, while Fitch maintained India at “BBB-” with a stable outlook in August 2025 and Moody's maintained India at “Baa3” with a stable outlook in September 2025.

There can be no assurance that these ratings will not be further revised or changed by S&P, Fitch or Moody's or that any of the other global rating agencies will not downgrade India's credit rating. As the Bank's foreign currency ratings are pegged to India's sovereign ceiling, any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely affect the Bank's ratings, its ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

S/N	Name of the Rating Agency	Date of Latest Rating	Rating Assigned	Domestic/ Global
1	S&P Global Ratings	24 September 2025	BBB long-term	Global
2	Fitch Ratings	2 March 2026	BBB- Long-Term Issuer Default Rating	Global
3	Care Ratings Ltd	2 July 2026	CARE AA+; Stable (Reaffirmed)	Domestic
4	ICRA Ltd	21 July 2026	ICRA AA+ (Stable); (reaffirmed)	Domestic
5	Acuite Ratings & Research Ltd	18 December 2025	ACUITE AA+ Stable (Reaffirmed)	Domestic
6	Brickwork Ratings Ltd	22 January 2026	BWR AA+ (Stable) (Reaffirmed)	Domestic
7	Infomerics Ratings Ltd	11 March 2026	IVR AA+/Stable (Reaffirmed)	Domestic
8	Crisil Ratings Ltd	4 November 2025	Crisil A1+ (Short Term) (Reaffirmed)	Domestic

Any volatility in the exchange rate may lead to a decline in India's foreign exchange reserves and may affect liquidity and interest rates in the Indian economy, which could adversely impact the Bank.

Significant volatility in the exchange rate and foreign capital flows may affect India's foreign exchange reserves, domestic liquidity conditions and interest rates, which could adversely impact the Bank. Foreign capital flows into India, particularly portfolio flows, have been volatile in response to domestic macroeconomic developments and changes in the global risk environment. India's current account surplus narrowed to 0.7 per

cent. of GDP in the quarter ended 31 March 2026 from 1.4 per cent. of GDP in the quarter ended 31 March 2025. While net services receipts and personal transfer receipts increased during this period, the surplus was lower year-on-year due to a wider merchandise trade deficit.

Further, increased volatility in foreign flows may also affect monetary policy decision making. For instance, a period of net capital outflows might force the RBI to keep monetary policy tighter than optimal to guard against any abnormal currency depreciation.

Political instability or changes in the government in India could delay the liberalisation of the Indian economy and materially adversely affect economic conditions in India generally, which would impact the Bank's financial results and prospects.

Since 1991, successive Indian governments have pursued policies of economic liberalisation, including significantly relaxing restrictions on the private sector. Nevertheless, the roles of the Indian central and state governments in the Indian economy as producers, consumers and regulators remain significant as independent factors in the Indian economy.

In recent years, India has been following a course of economic liberalisation and the Bank's business could be significantly influenced by economic policies followed by the Government. As a public sector bank in which the Government is the controlling shareholder, the Bank may also be required to implement Government policy initiatives. Further, the Bank's business is also impacted by regulation and conditions in the various states in India where it operates. There can be no assurance that the Government will continue its policy of economic liberalisation or that any change in Government policy will not adversely affect the Bank.

The rate of economic liberalisation is subject to change and specific laws and policies affecting banking and finance companies, foreign investment, currency exchange and other matters affecting investment in the Bank's securities are continuously evolving as well. Any significant change in India's economic liberalisation, deregulation policies or other major economic reforms could materially adversely affect business and economic conditions in India generally and the Bank's business in particular.

Pandemics, terrorist attacks, civil unrest and other acts of violence or war involving India and other countries would negatively affect the Indian market where the Bank's shares trade and lead to a loss of confidence and impair travel, which could reduce its customers' appetite for its products and services.

Terrorist attacks and other acts of violence or war or pandemics may negatively affect the Indian markets on which the Bank's equity shares trade and also materially adversely affect the global financial markets. These acts may also result in a loss of business confidence, make travel and other services more difficult and have other adverse effects on the economies in which the Bank operates.

Geopolitical tensions between India and Pakistan remain elevated following the terrorist attack on tourists in Pahalgam, Jammu and Kashmir in April 2025. The suspension of the Indus Waters Treaty and increased military posturing suggest a protracted period of strained relations. Following the pause in direct military hostilities under Operation Sindoor, India has pursued a range of diplomatic and economic measures in response, including seeking Pakistan's re-inclusion on the Financial Action Task Force grey list. If tensions escalate further, these developments could contribute to regional instability with adverse implications for investor confidence and economic conditions in India.

In addition, any deterioration in relations between India and its neighbours might result in investor concern about stability in the region, which could materially adversely affect the Bank's business.

India has also witnessed civil disturbances in recent years and future civil unrest as well as other adverse social, economic and political events in India could have an adverse impact on the Bank. Such incidents also create a greater perception that investment in Indian companies involves a higher degree of risk, which could have an adverse impact on its business and the price of its equity shares.

Investors may have difficulty enforcing foreign judgments in India against the Bank or its management.

The Bank is a body corporate constituted under the Nationalisation Act. Substantially all of the Bank's directors and executive officers named herein are residents of India and a substantial portion of the assets of the Bank and such persons are located in India. As a result, it may not be possible for investors outside of India to effect

service of process on the Bank or such persons from their respective jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India predicated upon civil liabilities of the Bank or such directors and executive officers under laws other than Indian Law.

For more information on the enforcement of civil liabilities in India, please see the section entitled “*Enforcement of Civil Liabilities.*” on page v.

A slowdown in economic growth in India would cause the Bank to experience slower growth in its asset portfolio and deterioration in the quality of its assets.

The Bank’s performance and the quality and growth of its assets are necessarily dependent on the health of the overall Indian economy, which in turn is linked to global economic conditions. Below-trend global growth may adversely affect the growth prospects of the Indian economy. This could adversely affect the Bank’s business, including its ability to grow its asset portfolio, the quality of its assets and its ability to implement its strategy. The Indian economy may be adversely affected by volatile oil prices, given India’s dependence on imported oil for its energy needs, inflationary pressures and weather conditions adversely affecting the Indian agricultural market or other factors. This may have a cascading impact on its asset portfolio. In addition, the Indian economy is in a state of transition. The share of the services sector of the economy is rising, while that of the industrial, manufacturing and agricultural sectors is declining. Finally, India faces major challenges in sustaining its growth, which include the need for substantial infrastructure development and improving access to healthcare and education. If the Indian economy deteriorates, its asset base may erode, which would result in a material decrease in its net profits and total assets.

Risks Relating to an Investment in the Notes

The Notes may not be a suitable investment for all investors.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should: (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained in this Offering Circular or any applicable supplement; (ii) have access to, and knowledge of, the appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio; (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor’s currency; (iv) understand thoroughly the terms of the Notes and be familiar with the nature of any relevant indices and financial markets; (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks. The Notes are complex financial instruments and investors may purchase such instruments as a way to manage risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Notes unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor’s overall investment portfolio. The Notes are unsecured obligations, the repayment of which may be jeopardised in certain circumstances such as: (i) the Bank enters into bankruptcy, liquidation, reorganisation or other winding-up procedures; (ii) there is a default in payment under the Bank’s future secured indebtedness or other unsecured indebtedness; or (iii) there is an acceleration of any of the Bank’s indebtedness. If any of these events occur, the Bank’s assets may not be sufficient to pay amounts due on any of the Notes. Payment of principal of the Notes may be accelerated only in certain events involving the Bank’s bankruptcy, winding-up or dissolution or similar events, or if certain conditions have been satisfied.

Payments under the Notes may be subject to RBI regulations regarding remittances of funds outside India (including foreign exchange regulations).

Remittance of funds outside India by the Issuer pursuant to indemnity clauses under the Terms and Conditions of the Notes, the Trust Deed or any other agreements in relation to the Notes requires prior RBI approval under RBI regulations. If the Bank is unable to make payments with respect to the Notes from its IFSC Banking Unit

and instead makes payments from India, such payments shall be subject to RBI regulations governing the remittance of funds outside India. The Bank is under no obligation to maintain liquidity at its IFSC Banking Unit to make interest payments due on the Notes. Any approval, if and when required, for the remittance of funds outside India is at the discretion of the RBI and the Bank can give no assurance that it will be able to obtain such approvals.

The Bank's obligations under the Notes will be subordinated to certain tax and other liabilities preferred by law.

The Notes will be subordinated to certain liabilities preferred by law such as claims of the Government of India on account of taxes and certain liabilities incurred in the ordinary course of our business (including workmen's dues). In particular, in the event of bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the Notes only after all of those liabilities that rank senior to these Notes have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Notes.

The Notes will at all times rank pari passu among themselves and at least pari passu with all other present and future secured obligations of the Bank, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The terms of the Notes do not prevent the Bank from incurring additional debt. Accordingly, the Notes will at all times rank pari passu among themselves, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The interest rate on the Notes may be reset, which may affect the market value of the Notes.

The interest rate on the Notes may be reset and this reset rate could be less than the initial rate of interest and/or the interest rate that applies immediately prior to such reset, which could affect the amount of any interest payments under the Notes and so the market value of an investment in the Notes.

An active trading market for the Notes may not develop and the Notes may have limited liquidity.

No assurance can be given as to the liquidity of, or the development and continuation of an active trading market for, the Notes. If an active trading market for the Notes does not develop or is not maintained, the market price and liquidity of the Notes may be adversely affected. If such a market were to develop, the Notes could trade at prices that may be higher or lower than the price at which the Notes are issued depending on many factors, including:

- prevailing interest rates;
- the Bank's results of operations and financial condition;
- political and economic developments in and affecting India;
- the market conditions for similar securities; and
- the financial condition and stability of the Indian financial sector.

Furthermore, the dealers are not obligated to make a market in the Notes and any such market making, if commenced, may be discontinued at any time at the sole discretion of the relevant dealers. No assurance can be given as to the liquidity of, or trading market for, the Notes.

Investors who hold less than the minimum Specified Denomination may be unable to sell their Notes and may be adversely affected if definitive Notes are subsequently required to be issued.

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of such minimum Specified Denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified

Denomination. Further, a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes at or in excess of the minimum Specified Denomination such that its holding amounts to a Specified Denomination.

If such Notes in definitive form are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

Early redemption of the Notes issued by the Head Office prior to its stated average maturity may require the prior approval of the RBI or other approvals in accordance with the ECB Regulations.

Any early redemption of the Notes issued by the Head Office (whether due to certain tax events described in Condition 7.2 or due to an Event of Default as specified in Condition 11 or otherwise) will be subject to limitations on the ability of the Issuer to redeem the Notes prior to their stated maturity date, including obtaining the prior written approval of the RBI or other approval, and compliance with any conditions that the RBI or other relevant Indian authorities may impose in accordance with ECB Regulations at the time of such approval. Prior approval of the RBI may be required by the Issuer for the payment of withholding tax in any Tax Jurisdiction (as defined in Condition 9) other than India in a foreign currency. There can be no assurance that the RBI or other relevant Indian authorities will provide such approval in a timely manner, or at all.

A downgrade in ratings may affect the trading price of the Notes.

Any ratings assigned to the Notes that may be issued under the Programme do not reflect the Bank's ability to make timely payments of principal and interest on senior unsecured debts. A rating is not a recommendation to buy, sell or hold any security, does not address the likelihood or timing or repayment of the Notes and may be subject to revision, suspension or withdrawal at any time by the assigned rating organisation. There can be no assurance that the ratings assigned to it or the Notes will remain in effect for any given period or that the ratings will not be revised by the rating agencies in the future if, in their judgment, circumstances so warrant. A downgrade in ratings may affect the trading price of the Notes.

Modification, waivers and substitution to Notes, the Receipts, the Coupons or any of the provisions of the Trust Deed, Agency Agreement or (where applicable) the Security Documents may even bind Noteholders who did not vote for the modification, waivers and substitution to any such aforementioned documents or attend the Noteholders' meeting.

The Terms and Conditions of the Notes will contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. The Terms and Conditions of the Notes will also provide that the Trustee may (but shall not be obliged to) agree, without the consent of the Noteholders, (i) any modification (except as mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes, the Trust Deed, the Agency Agreement or the Security Documents; or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such, where, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders so to do; or (ii) any modification which, in the opinion of the Trustee, is of a formal, minor or technical nature or is made to correct a manifest error or to comply with any mandatory provisions of applicable law, provided that prior written approval of the RBI or the designated Authorised Dealer Bank (as the case may be) is obtained for such modification (if applicable).

The Trustee may request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction.

In certain circumstances, including, without limitation, the right to given notice to the Bank following the occurrence of an Event of Default as contemplated in Condition 11 and the right to institute proceedings or take any other steps and/or action against the Bank as it may think fit as contemplated in Condition 11, the Trustee may (at its sole discretion) request Noteholders to provide an indemnity and/or security and/or prefunding to

its satisfaction before it takes steps and/or actions and/or institute proceedings on behalf of the Noteholders. The Trustee shall not be obliged to take any such steps and/or actions and/or institute such proceedings if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or prefunding can be a lengthy process and may have an impact on when such steps and/or actions can be taken and/or when such proceedings can be instituted. The Trustee may not be able to take steps and/or actions and/or institute any proceedings, notwithstanding the provision of an indemnity or security or prefunding to it, in breach of the terms of the Trust Deed or in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such steps and/or actions and/or institute such proceedings directly.

Risks Relating to the Subordinated Notes

Notes which are Subordinated Notes are subordinated and have only limited rights of acceleration.

The relevant Pricing Supplement may specify that the Notes will be Subordinated Notes (as defined in Condition 1 of the Terms and Conditions of the Notes), which will be subordinated obligations of the Bank. The Subordinated Notes will constitute unsecured and subordinated obligations of the Bank. Each of the Additional Tier 1 Notes and the Tier 2 Notes will rank pari passu and without preference among the Additional Tier 1 Notes and the Tier 2 Notes respectively. The Subordinated Notes are not deposits and are not insured by the Bank or guaranteed or insured by any party related to the Bank and they may not be used as collateral for any loan made by the Bank. In the event of a liquidation or winding up of the Bank, the claims of the holders of Tier 2 Notes and any relative receipts pursuant thereto will be subordinated in right of payment to the claims of all other creditors (other than claims of holders of Subordinated Indebtedness (as defined in the terms and conditions of the Notes) ranking equal to or lower than the claims of the holders of Tier 2 Notes and any relative receipts, if any) of the Bank in the manner and to the extent provided in the Trust Deed. In the event of a liquidation or winding up of the Bank, claims in respect of the Additional Tier 1 Notes will rank: (a) senior to the claims of investors in equity shares and perpetual non-cumulative preference shares of the Bank; (b) subordinate to the claims of all depositors and general creditors and holders of subordinated debt of the Bank other than any subordinated debt qualifying as Additional Tier 1 Capital (as defined in the terms and conditions of the Notes) of the Bank (as defined under the RBI Guidelines); and (c) pari passu and without preference among themselves and with any other claims in respect of debt instruments classified as Additional Tier 1 Capital under the RBI Guidelines and, to the extent permitted by the RBI Guidelines, with any subordinated obligation that was eligible for inclusion in hybrid Tier I capital under the then prevailing Basel II guidelines of the RBI.

“RBI Guidelines” means the Reserve Bank of India (Commercial Banks – Prudential Norms on Capital Adequacy) Directions, 2025, as may be amended, revised, modified, supplemented or updated from time to time, including without limitation, any relevant press releases, notifications, regulations, guidelines, circulars, directions, which may be issued by the RBI regarding the RBI’s Basel III capital regulations.

As a consequence of these subordination provisions, in the event of a winding-up of the Bank’s operations, the holders of the Subordinated Notes may recover proportionately less than the holders of more senior-ranking liabilities, including the Bank’s deposit liabilities and other unsubordinated liabilities. As at 30 June 2026, all of the Bank’s outstanding liabilities (including deposits, borrowings, call money, guarantees and acceptances and other liabilities, but excluding provisions), save for ₹ 4,127.70 crore of its outstanding Tier 2 subordinated debt securities and ₹1,880.00 crore of its outstanding Additional Tier 1 perpetual debt instruments, would rank senior to the Subordinated Notes. As at that date, the Bank’s total deposits were ₹ 3,44,493.01 crore and its total borrowings were ₹ 32,740.90 crore (excluding Tier 1 & Tier 2 debt instruments) on a standalone basis. In the event of the Bank’s winding-up or liquidation, holders of Subordinated Notes may claim for the Outstanding Nominal Amount of their Notes (that is, the amount of such Notes following any Write-Down or, in the case of Additional Tier 1 Notes, Reinstatements) plus any accrued but unpaid interest. Furthermore, if the Bank’s indebtedness were to be accelerated, its assets may be insufficient to repay in full borrowings under all such debt instruments, including the Notes.

Subordinated Notes may be subject to write off on the occurrence of a PoNV Trigger Event, or, in the case of Additional Tier 1 Notes only, a CET1 Trigger Event.

The Basel Committee on Banking Supervision (“BCBS”) recommended a number of fundamental reforms to the regulatory capital framework for internationally active banks which are designed, in part, to ensure that capital instruments issued by such banks fully absorb losses before tax payers are exposed to loss (the “Basel III Reforms”). The principal elements of the Basel III Reforms are set out in the Basel Committee paper dated 16 December 2010 (as revised in June 2011) and in a press release dated 13 January 2011. The Basel III Reforms were implemented in India, through the Basel III Guidelines, with effect from 1 April 2013, and are subject to a series of transitional arrangements to be phased in over a period of time. The capital ratios specified in the Basel III Guidelines have been fully implemented in India in 2019 by banking companies. In order to ensure smooth migration to Basel III without aggravating any near term stress, appropriate grandfathering and transitional arrangements were made by the BCBS in terms of which national implementation of Basel III was set to begin on 1 January 2013. The Basel III capital regulations were fully implemented in India as on 1 October 2021. The RBI issued various master circular on the Basel III norms which consolidated the instructions on the Basel III reforms. As of 28 November 2025, these circulars were withdrawn by the Department of Regulation, RBI. The RBI, on 28 November 2025, issued the Capital Adequacy Directions, and similar instructions for each of the following entities: Small Finance Banks, Payments Banks, Local Area Banks, Regional Rural Banks, Urban Co-operative Banks, Rural Co-operative Banks, All India Financial Institutions and Non-Banking Financial Companies.

The Capital Adequacy Directions include a requirement for all Additional Tier 1 instruments and Tier 2 instruments (such as the Additional Tier 1 Notes and the Tier 2 Notes) to be, at the option of the RBI, written off or converted into ordinary shares upon the occurrence of a PoNV Trigger Event (the “PoNV rule”). The PoNV rule may be met contractually (by inclusion of appropriate provisions in the terms and conditions of the instrument) or by the existence of laws in a jurisdiction that give relevant authorities appropriate powers. In India, the PoNV rule has been implemented as a requirement for appropriate provisions to be included in the terms and conditions of the instrument. A “PoNV Trigger Event” under the Indian regulations means in respect of the Bank or the Group, the earlier of: (a) a decision that a conversion or write-off, without which the Bank or the Group (as the case may be) would become non-viable, is necessary, as determined by the RBI; and (b) the decision to make a public sector injection of capital, or equivalent support, without which the Bank or the Group (as the case may be) would have become non-viable, as determined by the relevant authority. The Subordinated Notes will be permanently written-down on the occurrence of such PoNV Trigger Event (see Condition 8.1). In the event of a Write-Down, investors may lose the entire amount of their investment in any Subordinated Notes. In the event that a PoNV Trigger Event or CET1 Trigger Event (in the case of Additional Tier 1 Notes only) occurs, all or some of the rights of holders of Subordinated Notes and the Receipts and Coupons relating to them shall be subject to Write-Down. This may not result in the same outcome for Subordinated Noteholders as would have occurred upon the occurrence of any winding-up proceedings of the Bank.

Furthermore, upon the occurrence of a Write-Down of any Subordinated Notes, the right to receive interest on any portion of nominal amount Written-Down will cease and all interest amounts that were not due and payable prior to the Write-Down shall be cancelled. Consequently, Noteholders will not be entitled to receive any interest that has accrued on such portion of nominal amount of Subordinated Notes Written Down from (and including) the last Interest Payment Date falling on or prior to the Loss Absorption Event Notice. In the case of a Write-Down in respect of a PoNV Trigger Event only, any such Write-Down will be permanent and the Noteholders will, upon the occurrence of such Write-Down, not receive any shares or other participation rights of the Bank or be entitled to any other participation in the upside potential of any equity or debt securities issued by the Bank, or be entitled to any subsequent write-up or any other compensation in the event of a recovery of the Bank.

It will be difficult to predict when, if at all, a principal Write-Down of Subordinated Notes will occur. The RBI has provided limited guidance as to how it would determine non-viability. Under RBI regulations, non-viability could result from the Bank’s financial and other difficulties likely to result in financial losses and affect its ability to continue as a going concern. Non-viability may be declared if the resultant augmentation of equity is likely to restore depositors’ and investors’ confidence or improve the rating and creditworthiness of the Bank.

However, it is possible that the RBI's position on these matters may change over time. Non-viability may be significantly impacted by a number of factors, including factors which affect the business, operation and financial condition of the Bank. For instance, systemic and non-systemic macroeconomic, environmental and operational factors, domestically or globally, may affect the viability of the Bank. Accordingly, trading behaviour in respect of any Additional Tier 1 Notes or Tier 2 Notes may not follow the trading behaviour associated with other types of securities. Potential investors in any Additional Tier 1 Notes or Tier 2 Notes should consider the risk that a holder may lose all of its investment, including the principal amount plus any accrued interest, if such regulatory loss absorption measures are acted upon.

Furthermore, there can be no assurance that the Basel Committee will not propose further amendments to the Basel Accords or that the relevant authorities (including the RBI) in India will not impose requirements on banks that are more onerous than those contained in the Basel III Reforms. Further changes in law after the date hereof may affect the rights of holders of the Subordinated Notes as well as the market value of the Subordinated Notes.

In addition, Additional Tier 1 Notes will be Written-Down upon the occurrence of a CET1 Trigger Event. If the Bank's Common Equity Tier 1 Ratio is at or below 6.125 per cent., accrued interest on the Additional Tier 1 Notes will be cancelled and the Outstanding Nominal Amount of the Additional Tier 1 Notes will be Written-Down, in each case to the extent required. Holders may lose all or some of their investment as a result of a Write-Down. During the period of any Write-Down, interest will accrue on the Outstanding Nominal Amount of the Additional Tier 1 Notes, which shall be lower than their Issued Nominal Amount. As at 30 June 2026, the Bank's Common Equity Tier 1 Ratio was 15.56 per cent. on a standalone basis. Capital adequacy ratios are computed and reported by the Bank on a standalone basis, and the Bank does not report a consolidated Common Equity Tier 1 Ratio.

Following a Write-Down pursuant to a CET1 Trigger Event, the Outstanding Nominal Amount of the relevant Additional Tier 1 Notes may be increased up to the Maximum Reinstatement Amount (each as defined in the Conditions). However, such Reinstatement is at the discretion of the Issuer and is subject to any conditions specified in (i) the applicable Pricing Supplement or (ii) the RBI Guidelines, or as are otherwise notified to the Issuer by the RBI, from time to time. There can be no assurance that the Issuer will, or will be able to, exercise its discretion to reinstate any principal amount of Additional Tier 1 Notes which has been Written-Down.

The market price of the Additional Tier 1 Notes is expected to be affected by fluctuations in the Bank's Common Equity Tier 1 Ratio. Any indication that the Bank's Common Equity Tier 1 Ratio is trending towards 6.125 per cent. may have an adverse effect on the market price of the Additional Tier 1 Notes. The Bank reports its capital adequacy ratios on a standalone basis only.

The RBI guidelines applicable to any Series of Notes, including the Capital Adequacy Directions, are those in effect on or prior to the first issue date of that Series. The RBI may, after that date, amend the definition of, or the criteria for determining, a 'point of non-viability' or the related loss-absorption requirements. Any Write-Down of the Notes will be effected on the basis of the RBI's determination made under the regulatory framework then in force, which may differ from the definition incorporated in the Conditions of a particular Series. As a result, (i) the basis on which a Write-Down is effected may not correspond to the frozen contractual definition applicable to a Series; (ii) different Series or Tranches may be subject to different definitions while being subject to a single regulatory action; and (iii) Noteholders may seek to challenge the validity, timing or quantum of a Write-Down on these grounds. Any such challenge would be subject to Indian law and the jurisdiction of the Indian courts, and its outcome and timing cannot be predicted.

The Bank may vary the terms of Subordinated Notes.

The Bank may, without the consent or approval of the Noteholders or the Trustee, but subject to the prior approval of the RBI, vary the terms of any Subordinated Notes, so that they remain or, as appropriate, become Qualifying Subordinated Notes, subject to certain conditions. The terms of such varied Subordinated Notes may contain one or more provisions that are substantially different from the terms of the original Notes, provided that the Subordinated Notes remain Qualifying Subordinated Notes in accordance with the Conditions. While the Bank cannot make changes to the terms of the Subordinated Notes that would result in the varied securities having terms and conditions materially less favourable to a Noteholder than the Subordinated Notes, the Bank

will determine whether such terms and conditions are materially less favourable and will not be required to take into account the tax treatment of the varied securities in the hands of all or any holder of Subordinated Notes. Furthermore, the Trustee has no obligation or ability to verify whether the requirements for such variations have been satisfied and will have no discretion in determining whether any such variation results in terms that are materially less favourable to the holders of Subordinated Notes. Accordingly, the tax and stamp duty consequences of holding such varied Notes could be different for some categories of Noteholder from the tax and stamp duty consequences for them of holding the Notes prior to such variation.

The terms of the Subordinated Notes contain no limitation on issuing debt or senior or pari passu securities.

The Additional Tier 1 Notes, the Tier 2 Notes, the Trust Deed and the Agency Agreement do not limit the amount of liabilities ranking senior to the relevant Subordinated Notes which may be hereafter incurred or assumed by the Bank. Pursuant to Condition 3.2 and 3.3 of the terms and conditions of the Notes respectively, the Additional Tier 1 Notes will rank pari passu with the claims of subordinated obligations of the Bank which rank, or are expressed to rank, pari passu with the claims in respect of the Additional Tier 1 Notes, and any subordinated obligations of the Bank that were eligible for inclusion in hybrid Tier 1 capital under the Basel II guidelines, only to the extent permitted by the RBI guidelines at the relevant time, and the Tier 2 Notes will rank pari passu with the claims of subordinated obligations of the Bank which rank, or are expressed to rank, pari passu with the claims in respect of the Tier 2 Notes. As at the date of this Offering Circular, the interpretation of the RBI guidelines on this point is unclear. Accordingly, investors should be aware that a particular series of the Additional Tier 1 Notes may rank junior to other Additional Tier 1 Notes and any outstanding instrument that qualified as hybrid tier I capital under the Basel II Guidelines in any winding-up proceedings of the Bank.

Upon the occurrence of a PONV Trigger Event or a CET1 Trigger Event, clearance and settlement of the Subordinated Notes will be suspended and there may be a delay in updating the records of the relevant clearing system to reflect the amount Written-Down.

Following the receipt of a Loss Absorption Event Notice, all clearance and settlement of the Subordinated Notes will be suspended. As a result, Noteholders will not be able to settle the transfer of any Subordinated Notes during the Suspension Period (as defined in the Terms and Conditions of the Notes) and any sale or other transfer of the Subordinated Notes that a Noteholder or may have initiated prior to the commencement of the Suspension Period that is scheduled to settle during the Suspension Period will be rejected by the relevant clearing system and will not be settled within the relevant clearing systems. The update process of the relevant clearing system may only be completed after the date on which the Write-Down is scheduled. Notwithstanding such delay, holders of the Subordinated Notes may lose the entire value of their investment in the Subordinated Notes on the date on which the Write-Down occurs. No assurance can be given as to the period of time required by the relevant clearing system to complete the update of their records or the availability of procedures in the relevant clearing systems to effect any Write-Down. Furthermore, the conveyance of notices and other communications by the relevant clearing system to their respective participants, by those participants to their respective indirect participants, and by the participants and indirect participants to beneficial owners of interests in the Global Note will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Interest Amounts on the Additional Tier 1 Notes are not cumulative. Interest amounts may be cancelled at the Bank's discretion and must not be paid in certain circumstances.

Interest amounts on the Additional Tier 1 Notes are discretionary and non-cumulative. The Bank may elect at its full discretion not to pay and, in the circumstances outlined below, must not pay, all or some of the interest falling due on the Additional Tier 1 Notes on any Interest Payment Date. Any interest not so paid on any such Interest Payment Date shall be cancelled and shall no longer be due and payable by the Bank. A cancellation of interest pursuant to Condition 5.7 of the terms and conditions of the Notes does not constitute a default under the Additional Tier 1 Notes for any purpose.

Further, pursuant to Condition 5.7 of the terms and conditions of the Notes, the Bank may only pay interest on the Additional Tier 1 Notes to the extent that such payment of interest is permitted to be paid under the RBI

Guidelines. Where the current year's profits are not sufficient and such payment needs to be made out of revenue reserves, such payments are subject to the Bank meeting its minimum regulatory capital requirements at all times including the requirements of capital buffer frameworks (i.e. capital conservation buffer, countercyclical capital buffer and Domestic Systemically Important buffers) as set out in the RBI Guidelines. A failure to meet these requirements will result in a mandatory cancellation of interest payments.

Condition 5.7 of the Terms and Conditions of the Notes sets out the circumstances in which the Bank is required to cancel interest payments on Additional Tier 1 Notes pursuant to the RBI Guidelines. Investors should be aware that any change to the RBI Guidelines requiring the Bank to cancel interest payments in other or additional circumstances could be complied with by the Bank through its general discretion to cancel interest payments under Condition 5.7.

In addition, if the Bank's total Common Equity Tier 1 capital does not exceed the amount required to fulfil its capital buffer requirement (including the capital conservation buffer and any countercyclical capital buffer and D-SIBs buffer), the Bank will be required to conserve a percentage of its earnings (including through cancellation of interest payments on Tier 1 capital instruments such as the Additional Tier 1 Notes).

Any actual or anticipated cancellation of interest on the Additional Tier 1 Notes will likely have an adverse effect on the market price of Additional Tier 1 Notes. In addition, as a result of the interest cancellation provisions of the Additional Tier 1 Notes, the market price of the Additional Tier 1 Notes may be more volatile than the market prices of other debt securities on which interest accrues that are not subject to such cancellation and may be more sensitive generally to adverse changes in the Bank's financial condition.

The regulation and reform of "benchmarks" may adversely affect the value of Notes linked to or referencing such "benchmarks".

The Programme allows for the issuance of Notes that reference certain interest rates or other types of rates or indices which are deemed to be "benchmarks", including EURIBOR, in particular with respect to certain Floating Rate Notes where the Reference Rate (as defined in the Terms and Conditions of the Notes) may be EURIBOR or another such benchmark. The Pricing Supplement for the Notes will specify whether EURIBOR or another such benchmark is applicable.

Interest rates and indices which are deemed to be "benchmarks" are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes linked to or referencing such a benchmark.

More broadly, any of the international reforms or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Specifically, the sustainability of LIBOR has been questioned as a result of the absence of relevant active underlying markets and possible disincentives (including possibly as a result of benchmark reforms) for market participants to continue contributing to such benchmarks.

The elimination of any benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Notes linked to such benchmark. Such factors may have the following effects on certain benchmarks:

- (i) discouraging market participants from continuing to administer or contribute to the benchmark;
- (ii) trigger changes in the rules or methodologies used in the benchmark; or
- (iii) lead to the disappearance of the benchmark.

Any of the above changes or any other consequential changes as a result of international reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to or referencing a benchmark.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a Benchmark Event (as defined in the Conditions) occurs, including if an Original Reference Rate (as defined in the Terms

and Conditions of the Notes) ceases to be published for a period of at least five business days or ceases to exist, or if it has become unlawful for any Paying Agent, the Calculation Agent, the Issuer or the Fiscal Agent, the Calculation Bank, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate. Benchmark Events include (amongst other events) permanent discontinuation of an Original Reference Rate. If a Benchmark Event occurs, the Issuer shall use its reasonable endeavours to appoint an Independent Adviser. The Independent Adviser shall endeavour to determine a Successor Rate or Alternative Rate to be used in place of the Original Reference Rate. The use of any such Successor Rate or Alternative Rate to determine the Rate of Interest is likely to result in Notes initially linked to or referencing the Original Reference Rate performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

Furthermore, if a Successor Rate or Alternative Rate for the Original Reference Rate is determined by the Independent Adviser, the Terms and Conditions of the Notes provide that the Issuer may vary the Terms and Conditions of the Notes, the Trust Deed and/or the Agency Agreement, as necessary to ensure the proper operation of such Successor Rate or Alternative Rate, without any requirement for consent or approval of the Noteholders.

If a Successor Rate or Alternative Rate is determined by the Independent Adviser, the Terms and Conditions of the Notes also provide that an Adjustment Spread will be determined by the Independent Adviser and applied to such Successor Rate or Alternative Rate.

The Adjustment Spread is (x) the spread, formula or methodology which is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body (which may include a relevant central bank, supervisory authority or group of central banks/supervisory authorities), (y) if no such recommendation has been made, or in the case of an Alternative Rate, the spread, formula or methodology which the Independent Adviser determines, is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate or (z) if the Independent Adviser determines that no such spread is customarily applied, the spread, formula or methodology which the Independent Adviser determines and which is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate, as the case may be.

Accordingly, the application of an Adjustment Spread may result in the Notes performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

The Issuer may be unable to appoint an Independent Adviser, or the Independent Adviser may not be able to determine a Successor Rate or Alternative Rate in accordance with the Terms and Conditions of the Notes.

Where the Issuer is unable to appoint an Independent Adviser in a timely manner, or the Independent Adviser is unable, to determine a Successor Rate or Alternative Rate before the next Interest Determination Date, the Rate of Interest for the next succeeding Interest Period will be the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event, or, where the Benchmark Event occurs before the first Interest Determination Date, the Rate of Interest will be the initial Rate of Interest.

Applying the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event is likely to result in Notes linked to or referencing the relevant benchmark performing differently (which may include payment of a lower Rate of Interest) than they would do if the relevant benchmark were to continue to apply, or if a Successor Rate or Alternative Rate could be determined.

If the Issuer is unable to appoint an Independent Adviser or, the Independent Adviser fails to determine a Successor Rate or Alternative Rate for the life of the relevant Notes, or if a Successor Rate or Alternative Rate is not adopted because it could reasonably be expected to prejudice the qualification of the Subordinated Notes as Tier 2 Capital and/or eligible liabilities or loss absorbing capacity instruments for the purposes of applicable loss absorption regulations, the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding

Interest Determination Date before the occurrence of the Benchmark Event, will continue to apply to maturity. This will result in the floating rate Notes, in effect, becoming Fixed Rate Notes.

Where ISDA Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined, the Terms and Conditions of the Notes provide that the Rate of Interest in respect of the Notes shall be determined by reference to the relevant Floating Rate Option in (i) if “2006 ISDA Definitions” is specified in the applicable Pricing Supplement, the 2006 ISDA Definitions and (ii) if “2021 ISDA Definitions” is specified in the applicable Pricing Supplement, the latest version of the 2021 ISDA Interest Rate Derivatives Definitions. Where the Floating Rate Option specified is an “IBOR” Floating Rate Option, the Rate of Interest may be determined by reference to the relevant screen rate or the rate determined on the basis of quotations from certain banks. If the relevant “IBOR” is permanently discontinued and the relevant screen rate or quotations from banks (as applicable) are not available, the operation of these provisions may lead to uncertainty as to the Rate of Interest that would be applicable, and may, adversely affect the value of, and return on, the Floating Rate Notes.

Investors should consult their own independent advisers and make their own assessments about the potential risks imposed by any international reforms in making any investment decision with respect to any Notes linked to or referencing a benchmark.

Noteholders’ rights to receive payments on the Notes are junior to certain tax and other liabilities preferred by law.

The Notes will be subordinated to certain liabilities preferred by law such as claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of the Bank’s trading or banking transactions.

In particular, in the event of bankruptcy, liquidation or winding up, the Bank’s assets will be available to pay obligations on the Notes only after all of those liabilities of the Bank that rank senior to such Notes have been paid. In the event of bankruptcy, liquidation or winding up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Notes.

The Notes are subject to transfer restrictions.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States and may be offered and sold only to certain persons in offshore transactions in reliance on Regulation S, or pursuant to another exemption from, or in another transaction not subject to, the registration requirements of the Securities Act and in accordance with applicable state securities laws. For a further discussion of the transfer restrictions applicable to the Notes, see “Subscription and Sale”.

The Notes do not restrict the Bank’s ability to incur additional debt, repurchase the Bank’s Notes or to take other actions which could negatively impact holders of the Notes.

The Bank is not restricted under the terms of the Notes from incurring additional debt, including secured debt, or from repurchasing the Bank’s Notes. In addition, the covenants applicable to the Notes do not require the Bank to achieve or maintain any minimum financial results relating to the Bank’s financial position or results of operations. The Bank’s ability to recapitalise, incur additional debt and take other actions are not limited by the terms of the Notes and could have the effect of diminishing the Bank’s ability to make payments on the Notes when due.

If the Bank substitutes the issuing office, branch or unit with another office, branch or unit, the interests of the Noteholders may be materially prejudiced as a result.

The Bank may elect to substitute the place of the office, unit or branch through which the Bank originally acted when the Notes were issued provided that certain conditions are met. See “Terms and Conditions of the Notes – Meetings of Noteholders, Modification, Waiver and Substitution”. However, there is no assurance that the interests of the Noteholders may not be materially prejudiced as a result of the substitution. A substitution may in certain circumstances, among other things, have undesirable taxation consequences for the Noteholders.

Decisions may be made on behalf of all Noteholders that may be adverse to the interests of individual Noteholders.

The Terms and Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

U.S. Dividend Equivalent Withholding.

Section 871(m) of the Code imposes a 30 per cent. withholding tax on amounts attributable to U.S. source dividends that are paid or “deemed paid” under certain financial instruments if certain conditions are met (such instruments, “Specified Notes”). If the Bank or any withholding agent determines that withholding is required, neither the Bank nor any withholding agent will be required to pay any additional amounts with respect to amounts so withheld. Prospective investors should refer to the section “Taxation – U.S. Dividend Equivalent Withholding”.

For purposes of withholding under FATCA, Specified Notes are subject to a different grandfathering rule than other Notes. Prospective investors should refer to the section “Taxation – Foreign Account Tax Compliance Act”.

Risks relating to an Investment in Rupee Denominated Notes

Rupee Denominated Notes are subject to selling restrictions and may be transferred only to a limited pool of investors.

Rupee Denominated Notes are subject to selling restrictions and may be subscribed to and / or transferred only to a limited pool of investors.

Rupee Denominated Notes can only be issued to and held by investors (“**Recognised ECB Lender**”) that is:

(i) a person resident outside India; or (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) or a branch of a financial institution (as defined under the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015 (as amended)) set up in IFSC is permitted to acquire, own or sell the Notes issued by the Issuer through its Head Office (“**Eligibility Requirement**”). The proceeds of the Notes will not be used for purposes which are prohibited under the ECB Regulations.

The Rupee Denominated Notes can only be sold, transferred or offered as security overseas subject to compliance with the ECB Regulations.

The investor / transferee should be a Recognised ECB Lender (as defined above). Further, foreign branches or subsidiaries of Indian banks (subject to applicable prudential guidelines issued by the RBI) can participate as arrangers, underwriters, market-makers or traders for Rupee Denominated Notes issued overseas. However, underwriting by foreign branches/subsidiaries of Indian banks for issuances by Indian banks is not allowed.

Rupee Denominated Notes are subject to exchange rate risks and exchange controls.

The Rupee denominated Notes are denominated in INR but settled in U.S. dollars. Investors in the Rupee denominated Notes are required to pay the issue price for their Rupee denominated Notes in U.S. dollars at the prevailing exchange rate between INR and the U.S. dollar as at the pricing date of the Rupee denominated Notes. This entails risks which are not associated with a similar investment in a U.S. dollar denominated security. Such risks include, without limitation, the possibility of significant changes in the exchange rate between INR and U.S. dollars if such currency risk is unhedged and the possibility of imposition or modification of exchange controls by the RBI. Such risks are usually dependent on various economic and political events over which the Bank does not have any control. Recently, exchange rates have been volatile and such volatility is expected in the near future as well, so the risk pertaining to exchange rate fluctuation persists. However, the recent fluctuations in exchange rates are not indicative in nature. The U.S. dollar return on the Rupee denominated Notes, or yield to maturity, will depend on the principal amount, the coupon and the premium converted into U.S. dollars at the prevailing exchange rate at the time of the relevant payments. Any volatility

of the exchange rate between INR and the U.S. dollar during the term of the Rupee denominated Notes will affect the return on the Rupee denominated Notes in U.S. dollars.

In particular, any devaluation of INR against the U.S. dollar during the term of the Rupee denominated Notes will decrease the U.S. dollar return on the Rupee denominated Notes and will result in the yield to maturity of the Rupee denominated Notes in U.S. dollars being less than the stated yield to maturity thereof, which is calculated in INR. In the event of a material devaluation of INR against the U.S. dollar, Noteholders may not receive the full U.S. dollar subscription money upon maturity or redemption of the Rupee denominated Notes. Rates of exchange between U.S. dollars and INR may be significantly varied over time.

However, historical trends do not necessarily indicate future fluctuations in rates and should not be relied upon as indicative of future trends. Political, economic or stock exchange developments in India or elsewhere could lead to significant and sudden changes in the exchange rate between INR and U.S. dollars. Although substantially all of the Bank's revenues are denominated in INR, it is required to settle all amounts due under the Rupee denominated Notes (including principal, premium, if any, as well as the interest and redemption payments) in U.S. dollars at the prevailing exchange rate between INR and the U.S. dollar at the time of payment. Furthermore, the Bank's revenues are denominated in INR. Depreciation of INR against the U.S. dollar could adversely affect the U.S. dollar value of the Bank's earnings and its ability to satisfy its obligations under the Rupee denominated Notes.

India maintains a managed floating exchange rate system under which market forces determine the exchange rate for INR. Under RBI's policies, the RBI may, however, intervene in the market to maintain orderly market conditions and limit sharp fluctuations in the exchange rate. Interventions by the RBI have taken the form of transparent measures and have included clearly delineated periods and amounts involved, as well as the explanations for these actions. RBI's foreign exchange policy objectives include maintaining price stability, promoting and maintaining monetary stability and the convertibility of the INR, protecting its international reserves during times of impending or ongoing exchange crises or national emergencies. Rupee Denominated Notes are denominated in INR and payable in foreign currency. This entails risks which are not associated with a similar investment in a foreign currency-denominated security. Such risks include, without limitation, the possibility of significant changes in the exchange rate between INR and the relevant foreign currency if such currency risk is unhedged by an investor, or the possibility of imposition or modification of exchange controls by the RBI. Such risks are usually dependent on various economic and political events over which the Issuer does not have any control. Recently, exchange rates have been volatile and such volatility is expected in the near future as well, so the risk pertaining to exchange rate fluctuation persists. However, the recent fluctuations in exchange rates are not indicative in nature. If INR depreciates against the relevant foreign currency the effective yield on the Rupee Denominated Notes will decrease below the interest rate on the global bonds, and the amount payable on maturity may be less than the investment made by the investors. This could result in a total or substantial loss of the investment made by the investor towards the Rupee Denominated Notes. Rates of exchange between the foreign currency and INR may be significantly varied over time. However, historical trends do not necessarily indicate future fluctuations in rates, and should not be relied upon as indicative of future trends. Political, economic or stock exchange developments in India or elsewhere could lead to significant and sudden changes in the exchange rate between INR and the relevant foreign currency. Furthermore, the overseas investors are eligible to hedge the above-mentioned exchange rate risk only by way of permitted derivative products with: (i) Authorised Dealer Category-I Banks in India; (ii) the offshore branches or subsidiaries of Indian Banks; or (iii) branches of foreign banks having a presence in India.

Rupee Denominated Notes are not freely convertible.

Rupee Denominated Notes are not freely convertible. The Rupee is not a freely convertible currency. The convertibility of a currency is dependent, inter alia, on international and domestic political and economic factors, and on measures taken by governments and central banks. Such measures include, without limitation, imposition of regulatory controls or taxes, issuance of a new currency to replace an existing currency, alteration of the exchange rate or exchange characteristics by revaluation or devaluation of a currency, or imposition of exchange controls with respect to the exchange or transfer of a specified currency that would affect exchange rates and the availability of a specified currency. The taking of any one or more of such measures could adversely affect the value of the Rupee Denominated Notes as well as any amount which may be payable upon

redemption of the Notes. Early redemption of Rupee Denominated Notes issued by the Head Office may require RBI approval. Early redemption of Rupee Denominated Notes issued by the Head Office prior to its stated maturity (whether as a result of an event of default or any early redemption event) requires prior approval of the RBI or the Bank's designated authorised dealer bank ("**AD Bank**"), as the case may be. Compliance with any conditions specified in any such RBI or AD Bank approval will be required. There can be no assurance that the RBI or the AD Bank will provide such approval in a timely manner or at all.

Early redemption of Rupee Denominated Notes prior to its stated average maturity or its stated maturity requires prior RBI or AD Bank approval, as the case may be.

Any early redemption of the Notes issued by the Head Office prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Regulations will require the prior approval of the RBI in accordance with the ECB Regulations. An early redemption of Notes (including for an exercise of the Issuer Call, an event of default, change of control or any early redemption event) prior to the Minimum Average Maturity Period stipulated under the ECB Regulations will require prior approval of the RBI or the AD Bank, as the case may be in accordance with the ECB Regulations. There can be no assurance that the RBI or the AD Bank will provide such approval in a timely manner or at all.

Financial difficulty and other problems in certain financial institutions in India could adversely affect the Bank's business and the price of the Notes.

The Bank is exposed to the risks of the Indian financial system by being a part of that system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. Such "systemic risk" may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with which the Bank interacts on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect the Bank's business. The Bank's transactions with these financial institutions expose us to various risks in the event of default by a counterparty, which can be exacerbated during periods of market illiquidity.

There may be less information available on Indian securities markets than securities markets in developed countries.

There is a difference between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants and that of markets in the developed economies. The SEBI and the stock exchanges are responsible for improving disclosure and other regulatory standards for the Indian securities markets. The SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in developed economies.

DESCRIPTION OF THE BANK

Overview

The Bank is a public sector bank constituted as a body corporate under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, with its registered and corporate office in Pune, Maharashtra. The Government of India is the Bank's promoter and held 73.60 per cent. of its paid-up equity share capital as at 30 June 2026. The Bank's equity shares are listed on BSE Limited and the National Stock Exchange of India Limited. As at 30 June 2026, the Bank had total business of ₹6,50,457 crore, comprising total deposits of ₹3,44,493 crore and gross advances of ₹3,05,964 crore, served approximately 3.06 crore customers through 2815 branches, and had 17,129 employees. The Bank's total assets were ₹4,26,303 crore as at 30 June 2026. The Bank has one subsidiary, The Maharashtra Executor and Trustee Company Private Limited, and sponsors one regional rural bank, Maharashtra Gramin Bank, which is its associate. Other than its International Financial Services Centre at Gujarat International Finance Tec-City, the Bank does not operate outside India.

In accordance with RBI guidelines and Accounting Standard 17 issued by the ICAI, the Bank classifies its business into four primary segments: treasury operations, corporate and wholesale banking operations, retail banking operations (within which digital banking is reported as a sub-segment) and other banking operations. It reports domestic and international operations as its secondary or geographic segments. The Bank's retail banking operations include deposit taking and the provision of housing loans, vehicle loans, education loans, gold loans, personal loans and loans to micro, small and medium enterprises, together with debit cards and third-party product distribution. Its corporate and wholesale banking operations serve large corporations, mid-corporates, non-banking financial companies and commercial real estate borrowers, and include working capital and term lending, trade finance and transaction banking. The Bank's treasury operations undertake balance sheet and liquidity management, statutory reserve maintenance, investment portfolio management and foreign exchange and derivative services for customers. The Bank also acts as an issuing and paying agent for commercial paper issuances and provides depository participant services. As a public sector bank the Bank additionally discharges lead bank responsibilities and implements Government-sponsored schemes and financial inclusion programmes.

The strength of the Bank's business is demonstrated by the following recent awards and accolades:

- Public Sector Bank of the Year, institutional category, at the FE Best Bank Awards;
- Public Sector Excellence Award 2025 at the Dun & Bradstreet BFSI & Government Summit 2025;
- Best Mid-Sized Bank at the Business Today Banking and Economy Summit;
- SKOCH Gold Award 2025 in the BFSI category for its "Art Ledger – An Employee Engagement Program" initiative;
- awards in all five categories at the 21st Annual Banking Technology Conference, Expo & Citations by the Indian Banks' Association for 2024-25;
- National Award for outstanding performance in Self Help Group – Bank linkage (2024-25) under DAY NRLM from the Ministry of Rural Development, Government of India;
- Dhanam Best Bank of the Year 2025 at the Dhanam BFSI Summit & Award Nite 2025.

The Bank's structure comprises the Bank, its subsidiary, The Maharashtra Executor and Trustee Company Private Limited, and its associate, Maharashtra Gramin Bank, a regional rural bank sponsored by the Bank. The subsidiary is not material to the Bank, having contributed total revenues of ₹0.83 crore and net profit after tax of ₹0.34 crore for the quarter ended 30 June 2026.

The Bank services a customer base of approximately 3.06 crore customers as at 30 June 2026, covering a wide spectrum across domestic individuals and households, small and medium business segments, corporates and Government and institutional customers. The Bank offers a range of products from basic savings and current accounts to term deposits, credit and debit cards, unsecured and secured loans, housing and vehicle loans,

agricultural and micro, small and medium enterprise finance, working capital facilities, distribution of investment products, distribution of insurance, sale of foreign exchange and non-fund based facilities.

As at 30 June 2026, the Bank had 2815 branches across India, together with a network of ATMs and cash recyclers and currency chests. The Bank also has an international banking unit in Gujarat International Finance Tec-City (“**GIFT City**”), India’s first international financial services centre, which is its only banking presence outside the domestic territory of India. The Bank also has correspondent banking arrangements and other arrangements to provide international remittance services.

The Bank has developed digital and technological capabilities and utilises internet and mobile based applications across most of its products and services. These capabilities have contributed to the growth of its business and customer base. For details, see “*Competitive Strengths – Digital and technological capabilities*” below.

Set forth below are certain key financial performance indicators as follows:

	As at/for the year ended 31 March			As at 30 June	
	2024	2025	2026	2026	
	(Audited)			(Unaudited)	
	(₹ in million)			(₹ in million)	(US\$ in millions)
Net Interest Margin	3.92%	4.00%	3.90%	3.79%	3.79%
CASA Ratio.....	52.73%	53.28%	52.51%	48.44%	48.44%
Total deposits	27,07,471.68	30,71,426.05	35,05,643.70	34,44,930.08	36,391.67
Total advances.....	20,02,398.84	23,60,837.95	28,81,043.02	30,19,343.20	31,895.84

Competitive Strengths

The Bank believes that the following strengths give it a competitive advantage in the Indian banking sector:

A strong, granular retail deposit franchise with a high CASA ratio

The Bank has a granular, largely retail deposit base. As at 30 June 2026, current account and savings account (“**CASA**”) deposits amounted to ₹1,66,875 crore, representing 48.44 per cent. of the Bank’s total deposits, declined by 9.35 per cent. from ₹1,84,087 crore as at 31 March 2026. The Bank’s CASA ratio has remained above 52 per cent. in each of the last five financial years. A high proportion of low-cost CASA deposits supports the Bank’s cost of funds and has enabled it to maintain a net interest margin of 3.90 per cent. in the financial year 2025-26 (financial year 2024-25: 4.00 per cent.) in a period in which elevated funding costs and competitive deposit pricing exerted pressure on margins across the Indian banking sector. The Bank has designated the financial year 2026-27 as its “Year of Deposits”, with a focus on further improving retail participation and liquidity resilience.

The Bank has delivered consistent growth in profitability. On a standalone basis, net profit increased 27.17 per cent. to ₹7,019 crore for the financial year 2025-26 from ₹5,520 crore for the financial year 2024-25, and operating profit increased 16.17 per cent. to ₹10,826 crore from ₹9,319 crore. The Bank’s standalone return on equity was 23.19 per cent. for the financial year 2025-26 and its standalone cost to income ratio improved to 37.08 per cent. from 38.37 per cent. over the same period. On a standalone basis, net profit was Rs. 2,020.19 crore for the quarter ended 30 June 2026 compared with Rs. 1,592.76 crore for the quarter ended 30 June 2025, an increase of 26.8 per cent. The Bank’s Standalone return on assets was 1.86 per cent. for the financial year 2025-26 and 1.90 per cent. (annualised) for the quarter ended 30 June 2026.

The Bank’s product range helps it to meet its customers’ diverse financial requirements, enhancing overall customer experience, and provides cross-selling opportunities across deposits, lending and distributed third party products.

The Bank has a pan-India branch network and a retail-weighted loan book. As at 30 June 2026, the Bank served approximately 3.06 crore customers through 2815 branches, and retail, agriculture and micro, small and medium enterprise (“**RAM**”) advances represented 62.89 per cent. of its gross domestic advances. The Bank has its origins and its densest presence in the State of Maharashtra, where it acts as convener of the State Level Bankers’ Committee and holds lead bank responsibility in seven districts. The Bank has announced a roadmap to add 1,000 branches over five years, pursuing calibrated expansion based on geographic and business viability while strengthening its physical delivery model.

The Bank’s business is supported by an experienced management team drawn from the Indian banking sector, comprising whole-time directors appointed by the Government together with Chief General Managers and General Managers with long service in commercial banking, and by the oversight of a Board which includes directors nominated by the Government and the RBI.

Healthy asset quality and prudent risk management capabilities

One of the Bank’s key strengths is its ability to assess opportunities in order to make clear decisions with a focus on rewards that are commensurate with risk. While the Bank’s policy is one of prudent risk management, the Bank is not averse to taking risk so long as the risk is priced to provide attractive risk-based returns.

The Bank has detailed and extensive risk management policies, covering aspects such as capital adequacy, portfolio concentration limits and stress testing. The Bank has defined internal limits for managing borrower concentrations and an early warning signal framework that considers various financial and non-financial parameters to identify signs of credit weakness at an early stage. For details, see “– *Risk Management*” below. The Bank has established Asset Recovery Cells at all zonal offices, 13 dedicated Asset Recovery Branches and four Stressed Asset Management branches for accounts with balances exceeding ₹5 crore. The table below sets forth the Bank’s key portfolio quality indicators for the periods indicated. Asset quality and capital adequacy indicators are reported by the Bank on a standalone basis, save where stated otherwise:

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
	(₹ in million)			(₹ in million)	(US\$ in millions)
Net NPAs.....	4,089.90	4,317.80	3,837.40	4,049.40	42.78
SMA2	17,631.60	16,386.1	15,607.0	21,498.5	227.11
Net NPAs to Net Advances %.....	0.20%	0.18%	0.13%	0.13%	0.13%
SMA2 Ratio ⁽¹⁾	0.87%	0.68%	0.53%	0.70%	0.70%
Total Capital Adequacy Ratio	17.38%	20.53%	18.36%	18.64%	18.64%
Capital Adequacy Ratio (Tier-I)	13.72%	16.86%	15.41%	16.35%	16.35%

Notes:

(1) SMA2 Ratio is defined as the ratio of SMA2 to Total Gross Advances, expressed as a percentage.

Please see the section entitled “*Description of the Bank’s Assets and Liabilities*” on page 169 for a description of RBI guidelines for classifying NPAs and restructured assets.

The Bank’s standalone net interest margin was 3.90 per cent. for the financial year 2025-26, compared with 4.00 per cent. for the financial year 2024-25, in a period in which elevated cost of funds and competitive deposit pricing exerted pressure on net interest margins across the Indian banking sector. As at the date of this Offering Circular, the Bank’s long term credit rating is AA+ Stable from CARE, ICRA, ACUITE, BRICKWORK AND INFOMERICS and its short term credit rating is A1+ from CRISIL, and the Bank offers a rate of 2.50 per cent. on domestic savings deposits up to ₹1 crore, 2.60 per cent. on domestic savings deposits up to ₹100.00 crore and 2.75 per cent. on domestic savings deposits above ₹100.00 crore.

The Bank is able to identify and capitalise on opportunities

One of the Bank's key strengths is its ability to identify and capitalise on business opportunities, both through offering new products and services and by competing effectively in established segments. To this end, the Bank is continually expanding and refining its product suite across its retail, agriculture, MSME and corporate segments.

The Bank is one of the oldest commercial banks in India, in its 91st year of operations, and is a mid-sized public sector bank. The Bank believes that a key element of its growth has been its ability to combine an expanding branch network with digital delivery, and that its technology capabilities will continue to support its growth.

Having been nationalised in 1969, the Bank has operated as a public sector bank with the Government as its promoter and has expanded from its origins in Maharashtra to a pan-India branch network. More recently, the Bank has developed a digital offering across internet and mobile platforms to increase new customer acquisition and better engage with existing customers, including through its "Zen Lyfe" mobile banking application. The Bank's digital strategy has been designed to complement its physical infrastructure to drive efficiency and enhance customer experience, an approach the Bank describes as its phygital delivery model. See "*Digital and technological capabilities*" below.

The Bank routinely reviews and monitors a number of internal and external factors across all its various businesses to identify opportunities as well as weaknesses in order to take early decisions to either capitalise on an opportunity or take corrective action to limit exposure. The Bank believes that its culture of innovation has allowed it to build profitable business models across its various businesses and has enabled it to enter into and maintain partnerships across its various businesses from time to time and also attract quality long term investors as shareholders.

The Bank has grown principally through organic expansion of its branch network, its deposit franchise and its loan book, rather than through mergers and acquisitions.

Digital and technological capabilities

The Bank's digital and technological capabilities are currently focused on the following aspects:

- acquiring customers;
- enhancing customer experience;
- making internal operations more efficient; and
- enhancing the Bank's cybersecurity and data protection framework.

The Bank believes investments in technology and digital analytics allow it to cross-sell a wider range of products on its digital platforms, thereby deepening its relationship with its customers. The Bank continually upgrades its systems as a means of improving customer experience, offering customers a range of products tailored to their financial needs and streamlined interaction with the Bank. The Bank has launched internet and mobile based applications across most of its products and services.

Some of the Bank's key digital products and services are set forth below:

- During the financial year 2025-26, the Bank launched "Zen Lyfe", a new mobile banking application which integrates banking with lifestyle services, offering payments, transfers and curated services including travel, shopping and dining through a single user experience. The Bank also launched DigiLEAP, a tablet-based account opening solution deployed at branches to improve compliance, enhance customer experience and reduce manual effort, which is being extended to field functionaries for faster onboarding, and implemented straight through processing for a number of customer journeys. During that year the Bank mobilised approximately ₹11,400 crore of total business digitally, opened more than 46,000 savings accounts through Video KYC-based onboarding, registered more than 7,25,000 nominations through digital channels and disbursed more than 15,800 PM SVANidhi loans digitally. Mobile banking transactions increased by 36 per cent. and UPI transactions by 34 per cent. over the prior year.

- The Bank has deployed more than 120 robotic process automation processes to enhance productivity and has onboarded 114 fintech partners to stimulate innovation. It has also developed an artificial intelligence based Interactive Voice Assistant solution for outbound calls to customers with stressed accounts and for its contact centre, which communicates with customers in their preferred language, and has stated its intention to increase its adoption of artificial intelligence led solutions to deliver smarter and more intuitive banking experiences.
- During the financial year 2025-26, the Bank also launched Central Bank Digital Currency, implemented the Trade Regulatory Reporting and Compliance System, enhanced its Unified Payments Interface offerings and integrated with the Reserve Bank Innovation Hub's Unified Lending Interface to enable seamless digital lending.
- The Bank has implemented end-to-end digital journeys across its retail, micro, small and medium enterprise and agriculture segments, including PM Suryaghar, economically weaker section housing loans, pre-approved personal loans, e-GST based onboarding for micro, small and medium enterprises, digital Mudra loans, self help group loans and Kisan Tatkhal loans, together with digital gold loans, vehicle loans for existing customers, auto renewal of working capital facilities and a digital one-time settlement platform.
- The Bank has introduced online account nomination, electronic fixed and recurring deposit opening through its mobile and internet banking channels, and Application Supported by Blocked Amount facilities through net banking and UPI, through which customers can apply for initial public offerings and rights issues. The Bank is also in the process of integrating an online three-in-one account opening journey into its mobile and internet banking applications.
- In the area of digital payments, the Bank's customers can transact through the unified payment interface ("UPI") using the Bank's mobile banking application, and merchants can use the UPI platform to accept payments from their customers. During the financial year 2025-26, UPI transactions increased by 34 per cent. and mobile banking transactions increased by 36 per cent. compared with the prior year.

In addition to products and services, the Bank has also continued to invest in technology in order to improve its banking operations and efficiency by reducing errors arising out of manual intervention and by carrying out regular IT audits which are reviewed by committees of the Board. In order to supplement the growth and increase the robustness of the Bank's data security framework, the Bank also continues to invest in its cybersecurity network and privacy protection systems.

For further details on the Bank's digital initiatives, see "*Distribution Channels – Digital Offerings*" below.

Strong brand and leadership in various businesses

The Bank believes that the "Bank of Maharashtra" and "Mahabank" brands are well recognised in Indian banking, particularly in the State of Maharashtra. The Bank has been recognised with a number of industry awards and accolades for various aspects of its business, which the Bank believes reflect the governance culture and talent of its senior management and employees as well as trust in the quality of its products and services. Examples of the awards and recognitions that the Bank has received include being named Public Sector Bank of the Year in the institutional category at the FE Best Bank Awards; Best Mid-Sized Bank at the Business Today Banking and Economy Summit; the Public Sector Excellence Award 2025 at the Dun & Bradstreet BFSI & Government Summit 2025; the SKOCH Gold Award 2025 in the BFSI category; awards in all five categories at the 21st Annual Banking Technology Conference, Expo & Citations by the Indian Banks' Association for 2024-25; the National Award for outstanding performance in Self Help Group – Bank linkage (2024-25) under DAY NRLM from the Ministry of Rural Development, Government of India; and the Dhanam Best Bank of the Year 2025 award.

The Bank's brand strength is supported by the positions it holds in its core markets. The Bank had total business of ₹ 6,50,457 crore as at 30 June 2026, and as convener of the State Level Bankers' Committee for Maharashtra it guides the preparation of the state annual credit plan, the priority sector plan for the financial year 2025-26 having been valued at ₹8,06,168 crore, which the Bank states ranks as one of the highest credit plans in the country. The Bank holds lead bank responsibility in seven districts of Maharashtra.

Strong governance culture and an experienced management team

The Bank's leadership team is drawn from the Indian banking sector and comprises whole-time directors appointed by the Government together with Chief General Managers and General Managers with long service in commercial banking. As a body corporate constituted under the Nationalisation Act, the Bank has no promoter other than the Government and no founder shareholder. The Bank's Board includes directors nominated by the Government and the RBI together with directors elected by shareholders other than the Government, which the Bank believes provides both public accountability and commercial oversight.

In addition, the Bank has a pool of managerial talent in its mid-to-senior ranks, and it invests in employee engagement and leadership development, including through its "Art Ledger" employee engagement programme, which was recognised with the SKOCH Gold Award 2025 in the BFSI category. Having a management team with breadth and depth of experience enables the Bank to maintain a succession pipeline for senior leadership positions and nurtures its culture of growth, innovation and high-quality governance.

Please also see the section entitled "*Management*" on page 181.

Business Strategy

Set forth below are the elements of the Bank's medium to long-term business strategy, which is guided by its stated theme of "Becoming a Bank of Greater Significance".

Enhancing Customer Experience and Trust

The Bank aims to strengthen customer trust and continues to strive towards creating an ethos of trust across its business. The Bank monitors customer satisfaction and grievance redressal through a structured framework overseen by its Customer Service Committee, supported by an Internal Ombudsman mechanism in accordance with RBI requirements.

Further, the Bank endeavours to enhance customer experience through the development and delivery of a range of financial products and services, using cost efficient, convenient-to-access and easy-to-use delivery channels, including various digital and technological initiatives, such as an improved digital experience for customers delivered through its "Zen Lyfe" mobile banking application, its internet banking platform and its DigiLEAP account opening solution. The Bank believes that this strategy will enable it to build relationships with highly engaged and satisfied customers, which will contribute to future growth. As a part of this strategy, the Bank has created simplified, technology driven processes for a number of products and services, including account opening, fixed and recurring deposits, personal loans, internet banking and UPI transactions.

The Bank also aims to strengthen its data and analytics capability, leading to improved actionable customer insights, including through its increased adoption of artificial intelligence led solutions. The Bank will continue to introduce additional features across its digital transaction channels which will make banking easier and more convenient. These improvements will further enhance the customer experience, which the Bank believes will lead to higher cross-selling of products, thereby contributing to future growth and profitability.

Expansion of market share in deposits and advances

In the financial year 2025-26, the Bank's total business grew 17.47 per cent. to ₹6,42,531 crore, with total deposits growing 14.14 per cent. to ₹3,50,564 crore and gross advances growing 21.74 per cent. to ₹2,91,967 crore, in each case ahead of the corresponding growth rates for public sector banks as a whole of 12.8 per cent. in total business and 15.7 per cent. in gross advances. The Bank aims to further expand its market share in the Indian banking sector.

The Bank aims to maintain a prudent balance in its credit portfolio, with continued emphasis on retail, agriculture and micro, small and medium enterprise lending, which together represented 62.89 per cent. of its gross domestic advances as at 30 June 2026, while deepening its engagement in the agriculture and MSME sectors and enhancing fee-based income streams.

As part of its future growth strategy, the Bank plans to pursue calibrated expansion of its branch network based on geographic and business viability, with a roadmap to add 1,000 branches over five years, in order to expand customer reach while focusing on value creation.

At the same time, the Bank's digital banking initiatives will continue to be a significant driver of its customer acquisition strategy going forward, alongside calibrated expansion of its branch network, with a roadmap to add 1,000 branches over five years based on geographic and business viability. The Bank believes that combining digital offerings with an expanding physical network, an approach it describes as its phygital delivery model, will position it well to capitalise on the expected growth in India's financial services sector resulting from the emerging middle class, a technologically literate younger population and a growing number of bankable households.

Going forward, the Bank will continue to invest in various digital initiatives and technology infrastructure to enhance customer experience and improve its cross-selling capabilities in a cost effective manner. The Bank believes a comprehensive digital strategy will provide benefits in developing long-term customer relationships by allowing customers to interact with the Bank and access their accounts wherever and whenever they desire. The Bank also intends to further enhance the coverage of its existing digital initiatives.

The Bank's commitment to a sustainable and responsible business model is supported by an ongoing environmental, social and governance agenda, strengthened technological capabilities and increased adoption of artificial intelligence led solutions. The Bank also intends to remain vigilant and proactive in ensuring robust compliance, fraud prevention and risk management frameworks.

The Bank also aims to expand its international business through its International Banking Unit at GIFT City, which is its only banking presence outside the domestic territory of India.

Continue to expand access to low cost liabilities

The Bank aims to fund its loan growth objectives largely by growing its retail deposit base. Retail depositors are an important source of low-cost and stable funding for the Bank, and the Bank has designated the financial year 2026-27 as its "Year of Deposits", with a sharper focus on strengthening its deposit franchise to further improve retail participation and liquidity resilience. The Bank's current account and savings account deposits declined by 9.35 per cent. to ₹1,66,875 crore as at 30 June 2026 from ₹1,84,087 crore as at 31 March 2026, and its CASA ratio was 48.44 per cent. as at 30 June 2026, which the Bank believes is among the highest of any Indian public sector bank.

The Bank plans to continue expanding its retail banking business by growing its distribution network, increasing its customer base, diversifying its banking product mix, providing banking convenience to customers, optimising digital channels and offering differentiated products and solutions to meet the specific needs of customers.

Further, the Bank aims to expand its current deposits by deepening relationships with its corporate and government banking customers, including through the provision of lending solutions, corporate salary account programmes such as CG 2025, GovPride and Elite Plus, and cash management services offered through its transaction banking and Government business functions.

The Bank believes that its customer-specific orientation will result in an increase in current accounts and retail deposits, which will expand its pool of low-cost and stable funding. The Bank's cost of deposits was 4.52 per cent. for the financial year 2025-26 compared with 4.66 per cent. for the financial year 2024-25.

Attract, retain and build a team of talented, engaged and motivated employees

The Bank believes that one of the keys to its success is the ability to recruit, retain, motivate and develop talented and experienced professionals, particularly as the Bank seeks to expand its distribution network and offer new products and services. The Bank's employees are important to its business and it invests in their training and development.

Disciplined risk management leading to strong asset quality

The Bank believes that it has put in place comprehensive risk assessment processes and diligent risk monitoring and remediation procedures, which have assisted it in improving the quality of its asset portfolio. As at 30 June 2026, the Bank's gross non-performing advances as a percentage of gross advances were 1.45 per cent., unchanged from 31 March 2026, and its net non-performing advances as on 30 June 2026 as a percentage of net advances were also maintained at the same level of 0.13 per cent. as at 31 March 2026.

The Bank believes that an important element in building a sustainable franchise is to embed conservatism in its internal policies and practices. The Bank's goal is to continually improve its risk management procedures, risk evaluation, rating methodology, and monitoring and control mechanisms.

Underwriting forms the core of banking. As the Bank believes in ensuring that its depositors' money is well protected, the process of managing risk and recovery is at the heart of the Bank's lending practices. The Bank therefore views risk management as the foundation for providing risk adjusted returns. Having the right framework in place has helped identify, assess and manage risks in good time and allocate capital among the Bank's businesses appropriately.

History

The Bank is one of the oldest commercial banks in India and is, as at the date of this Offering Circular, in its 91st year of operations.

The Bank was founded in 1935 and commenced banking operations in Pune, Maharashtra. In 1969 the Bank was nationalised, together with other major Indian commercial banks, pursuant to the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, under which the undertaking of the Bank was transferred to and vested in the Government of India and the Bank was constituted as a body corporate. Since nationalisation the Bank has operated as a public sector bank with the Government as its promoter, and has expanded from its base in Maharashtra to a pan-India branch network.

The Bank's equity shares are listed on BSE Limited and the National Stock Exchange of India Limited.

The Bank sponsors Maharashtra Gramin Bank, a regional rural bank with its head office at Chhatrapati Sambhajnagar. Pursuant to a Government of India gazette notification dated 7 April 2025, the Government notified the implementation of the amalgamation of regional rural banks in 11 States and Union Territories with effect from 1 May 2025. Under that notification, Maharashtra Gramin Bank, sponsored by the Bank, and Vidarbha Konkan Gramin Bank, sponsored by Bank of India, were amalgamated into a single regional rural bank named Maharashtra Gramin Bank, sponsored by the Bank. As at 31 March 2026, Maharashtra Gramin Bank had total business of ₹46,057.19 crore, comprising total deposits of ₹28,591.21 crore and total advances of ₹17,465.98 crore, and reported a gross non-performing asset ratio of 10.86 per cent. and a net non-performing asset ratio of 6.53 per cent.

The Bank has one subsidiary, The Maharashtra Executor and Trustee Company Private Limited.

On 1 December 2025, the Government, as promoter, initiated and completed an offer for sale of 46,15,68,297 equity shares of the Bank, representing 6 per cent. of its paid-up capital, following which the Bank was in compliance with the minimum public shareholding requirement of 25 per cent. under the SEBI LODR Regulations. The offer for sale involved only the sale of existing shares and no proceeds accrued to the Bank.

The Bank operates an International Banking Unit at Gujarat International Finance Tec-City, which is its only banking presence outside the domestic territory of India. The Bank first reported a separate international geographic segment during the financial year 2025-26.

Principal Business Activities

The Bank organises its principal banking business activities into the following business units, which correspond to its reported business segments: treasury operations, corporate and wholesale banking operations, retail banking operations and other banking operations. The corporate and wholesale banking and retail banking businesses correspond to the key customer segments of the Bank. The treasury offers specialised products and services to these customer segments and also undertakes asset liability management, statutory reserve maintenance and proprietary trading for the Bank.

In addition to its banking activities, the Bank distributes third party financial products and provides ancillary financial services. The Bank acts as a corporate agent for the distribution of life, general and health insurance products through partnerships with eight insurance companies, generating commission income of ₹60.09 crore on premium of ₹290.42 crore during the financial year 2025-26. The Bank is a depository participant of Central Depository Services (India) Limited and offers demat, ASBA and third party broking tie-up facilities. The Bank

also undertakes Government business, including direct and indirect tax collection, pension processing through its Central Pension Processing Cell in Pune and the distribution of small savings schemes, and acts as an issuing and paying agent for commercial paper issuances.

The table below provides a breakdown of the Bank's total advances and investments as at the dates indicated. The composition of advances and investments is disclosed by the Bank on a standalone basis.

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
	(₹ in million)			(₹ in million)	(US\$ in millions)
Retail.....	5,17,266	6,48,530	8,58,569	8,96,611	9,471.65
Agriculture.....	3,04,563	3,55,468	4,02,121	4,22,897	4,467.41
MSME.....	4,21,171	4,83,686	5,35,469	5,53,861	5,850.90
Corporate & Others.....	7,93,640	9,10,682	11,23,507	11,86,268	12,531.54
Investments.....	6,85,929	8,23,418	10,22,068	10,11,489	10,685.20
Total Advances and Investments.....	27,22,569	32,21,783	39,41,734	40,71,126	43,006.70

Retail Loans:

Retail lending continued to be an important growth driver and a stabilising component of the Bank's advance portfolio during the year under review. The Bank's retail credit strategy is anchored in balanced growth with due emphasis on risk management and asset quality, with a strong focus on extending affordable and accessible credit to a wide spectrum of customers.

Retail advances play a critical role in supporting household aspirations such as home ownership, education, mobility and other personal requirements, while contributing to portfolio granularity and long-term sustainability of earnings. The Bank offers a comprehensive suite of retail loan products catering to diverse customer needs, including housing loans, education loans, vehicle loans, gold loans and personal loans, supported by prudent underwriting standards and robust monitoring mechanisms.

The Bank pursued calibrated expansion of retail credit, with a conscious emphasis on secured lending and quality accretion, even amidst a firm interest rate environment. Housing finance remained the anchor of the retail portfolio, reflecting continued demand for residential housing and the Bank's long-standing commitment to this segment.

Sectoral deployment of retail credit:

Segment	OS as on 31.03.2026	Percentage to total OS	OS as on 31.03.2025	Percentage to total OS
Housing.....	49479.39	57.63%	38346	59.13%
Education	2992.37	3.49%	2675.7	4.13%
Vehicle	6318.22	7.36%	4062.8	6.26%
Other Retail.....	27066.94	31.52%	19768	30.48%
Total Retail.....	85856.92	100%	64853	100%

Housing loans continued to dominate the retail portfolio, accounting for about 58% of total retail advances. Growth in housing and vehicle loans supported overall expansion, while the relative moderation in the share of "Other Retail" loans reflects a conscious strategy of portfolio optimisation and risk alignment.

(A) The following is a description of the Bank's retail loan products.

SN	Scheme	Brief Description
		<i>(Rs in Crores)</i>
1	Maha Super Housing Loan Scheme	Housing Sector being the thrust area, Bank has various Housing Loan schemes in place to meet the needs of all economic segments. Bank offers housing loan for “purchase / construction of new / existing house / flat, repairs / renovation / alteration of existing house / flat, purchase of plot and construction thereon”.
2	Maha Super Car Loan Scheme and Mahabank vehicle Loan scheme	Bank offers Vehicle loan schemes for purchase of New / Second hand four wheelers i.e. Car, Jeep, Multi Utility vehicles (MUVs), SUV, electric vehicles etc. for personal use (i.e. not for hiring/ferrying passengers) for individuals (18 years and above) and Non-Individuals.
3	Education Loan Scheme	Bank is implementing IBA Model Education Loan Scheme, PM Vidyalaxmi Scheme & Maha Scholar Overseas Education Loan scheme to provide hassle free Education to all meritorious and deserving students for pursuing higher studies /education in India and abroad.(including co lending)
4	Loan Against Self-Occupied Property	Bank offers Loan Against Self-Occupied Property in which loan is given to the Individual borrower against the property. The end use of the loan is for meeting varied personal needs like Children’s Education, marriage of children, medical treatment, travel/ tour expenses, buying vehicle or hi-tech gadgets, other domestic needs etc.
5	Mahabank Top up Loan Scheme	In order to extend additional credit support to existing housing loan borrowers as well takeover of existing housing loans from other banks with additional facility of Top-up Loan, Bank offers “Mahabank Top Up loan Scheme”. Under the scheme credit is extended for variety of domestic purposes like children’s education, marriage of children, medical treatment, buying a vehicle or hi-tech gadgets and other domestic needs etc.
6	Mahabank Gold Loan Scheme(Retail)	With a view to tap the potential of gold loans as a lucrative asset and to cater to the needs of meeting General consumption as well as Agriculture use, whatsoever which include cultivation, development of agricultural land, agri allied activity & personal expenditure for varied needs like marriage, higher education, medical emergencies, business travel etc, Bank has loan product as “Mahabank Gold Loan Scheme”.
7	Mahabank Aadhar Loan Scheme	To cater to the needs of our existing pension account holders in meeting their personal emergencies or expenses, pilgrimage, medical and domestic needs etc., Bank offers “Mahabank Aadhar Loan Scheme”.
8	Personal Loan	Bank offers Personal loan to cater to the needs of salaried individual, professionals & business class of customers for meeting other personal expenses, medical or domestic expenses etc.

Agriculture Loans & Advances and Priority Sector Lending:

The Bank’s agriculture and rural banking strategy continues to focus on supporting the rural economy through financing for crop cultivation, farm credit, agricultural infrastructure, allied agricultural activities, Self-Help

Groups (SHGs), and other rural stakeholders. The core objective of this strategy is to improve farm productivity, enhance farmers' incomes, and contribute to the overall growth and development of the rural economy. To drive business growth and strengthen its agricultural lending initiatives, the Bank has established an integrated Agriculture and Rural Development Department dedicated to catering to the financing needs of the agriculture and allied sectors.

The Bank has moved beyond traditional farm credit to a diversified rural and agricultural lending strategy, offering a broad range of products tailored to the evolving needs of rural customer segments. These include financing for farm mechanisation, horticulture, warehouse receipt financing, agricultural processing, protected cultivation, Self-Help Groups (SHGs), Farmers Producer Organisations/Farmers Producer Companies (FPOs/FPCs), food processing industries, rental and custom hiring centres, and agricultural storage infrastructure. The Bank has also adopted a community-based lending (lending to a group, community, SHG, JLG, FPO, or cluster of farmers.) approach to cater to the credit requirements of small and marginal farmers, thereby promoting financial inclusion and sustainable rural development.

The Bank offers a wide variety of products and schemes to the agricultural community to assist with Rural & Agriculture development. These facilities are predominantly located in 2621 branches situated in rural, semi-urban and urban centres. The Bank's total outstanding domestic agricultural loans and advances amounted to ₹40212.06 Crore as of 31 March 2026, representing 14.07 per cent. of its total outstanding gross domestic advances. During the fiscal year ended 31 March 2026, the domestic agricultural credit registered a growth of 13.12 per cent. from a level of ₹ 35546.76 crore as of 31 March 2025 to ₹ 40212.06 crore as at 31 March 2026.

Details of the Bank's facilities and products developed for agricultural customers are set out below.

Agricultural Lending, Financing, and Investment: The Bank provides a wide range of credit facilities to support agricultural activities, including loans for the purchase of agricultural implements, farm machinery, irrigation infrastructure, and other farm-related assets. The Bank also offers crop cultivation loans to assist farmers in meeting the cost of agricultural inputs and other expenses associated with crop production. Security for such loans is generally created over the financed assets, agricultural land, or agricultural produce. In addition, the Bank extends financing for post-harvest activities, including storage of produce, development and maintenance of orchards, land development, improvement of irrigation facilities, and the construction and maintenance of farm buildings and other agricultural infrastructure.

Allied Activities: The Bank supports the development of activities associated with agriculture, including dairy, poultry, fisheries, animal husbandry, sericulture, mushrooms, and apiculture, by extending short-term and long-term finance. The Bank's dealings extend to assisting in the production, processing and marketing activities of farmers, landless labourers, tenant farmers, oral lessees, SHGs, co-operative societies, firms, corporates, and institutions. The Bank also provides loans for farmers producers companies/Farmers producer's organisations for any agriculture-based activity by FPO/FPC benefitting their farmers.

Mahabank Kisan Credit Card (DIGIKCC): The Mahabank Kisan Credit Card (DIGIKCC) scheme is designed exclusively for farmers and aims to provide them with flexible and timely access to credit to meet their agricultural and allied financing needs. The facility supports short-term credit requirements for crop cultivation, post-harvest expenses, marketing of agricultural produce, household consumption needs of farming families, working capital requirements for the maintenance of farm assets and allied activities, as well as investment credit requirements. As of 31 March 2026, the Bank had over 4.82 lakh Kisan Credit Card accounts outstanding, with an aggregate sanctioned limit of ₹7,463 crore and outstanding advances of ₹6,941.63 crore.

Loans are also provided to SHGs/JLGs and non-governmental organisations viz. MFIs for on-lending to members of SHGs, individuals or small groups. Lending to SHGs is also considered under Bank's Priority Sector lending. Priority Sector Lending. RBI guidelines mandates banks to lend at least 40.00 per cent of their adjusted net bank credit ("ANBC") to priority sectors. Priority sectors include the agricultural sector, Micro, small & medium enterprises, Housing Loans (up to certain limits), Education loans (up to certain limits), and certain other sectors loans (up to certain limits). Banks are also required to lend a minimum of 18.00 per cent of their adjusted net bank credit to the agriculture sector. The Bank is required to comply with the priority sector lending requirements. While computing priority sector target achievement, shortfall/excess lending for each quarter is monitored separately. A simple average of all quarters is arrived at and considered for computation

of overall shortfall/excess at the end of the year. The same method is followed for calculating the achievement of priority sector sub-targets. In case any shortfall in lending to priority sector, Bank is to deposit allocated amounts for contribution to the Rural Infrastructure Development Fund (“RIDF”) established with NABARD and other funds with NABARD/NHB/SIDBI/MUDRA Ltd., as decided by the Reserve Bank from time to time. These deposits have a maturity of up to seven years but are relatively low yielding. The Bank reports its priority sector loans to the RBI on a quarterly basis.

Priority Sector Lending. For the financial year ended 31 March 2026, the Bank’s total priority sector advances stood at ₹118,374.27 crore, constituting 49.50% of its Adjusted Net Bank Credit (ANBC), significantly exceeding the regulatory requirement of 40.00%. Advances to the agriculture sector amounted to ₹45,664.09 crore and constituted 19.09% of the Bank’s ANBC, surpassing the prescribed target of 18.00%. Advances to micro enterprises constituted 12.69% of the Bank’s ANBC against the regulatory target of 7.50%. The Bank achieved all Priority Sector Lending (PSL) targets and sub-targets as of 31 March 2026.

MSME:

Under RBI definitions, MSME units are classified by reference to investment: units in the manufacturing sector with investment in plant and machinery of up to Rs. 100.00 million and units in the services sector with investments in equipment of up to Rs. 50.00 million are classified as MSME.

Micro, Small, and Medium Enterprises (MSMEs) play a pivotal role in the Indian economy by fostering inclusive growth and generating substantial employment opportunities, both directly and indirectly. Recognising their vital contribution, the Bank has implemented a holistic approach aimed at supporting the MSME sector and strengthening its role in the country’s overall economic progress.

MUDRA: Empowering Aspiring Entrepreneurs The Bank actively participates in the Pradhan Mantri Mudra Yojana (PMMY) scheme, providing crucial credit to small businesses and non-farm enterprises engaged in manufacturing, trade, and services. In FY’26, the Bank sanctioned a commendable < 6,420.11 Cr under PMMY, exceeding the ambitious target of < 6,400 Cr. This 100.31% achievement rate reflects the Bank’s dedication to empowering small-scale entrepreneurs.

The Bank’s engagement with MSMEs goes beyond credit delivery and encompasses a range of initiatives aimed at strengthening their overall growth ecosystem.

- (a) **MSME Outreach Initiatives:** As part of its ongoing engagement with the MSME segment, the Bank undertook a series of outreach initiatives during the year across multiple geographies. These initiatives enabled the Bank to interact with prospective enterprises, gain insights into their banking needs, and extend appropriate financial solutions. The programmes facilitated deeper engagement with MSMEs and reinforced the Bank’s presence at the grassroots level.
- (b) **Cluster-Based Lending:** The Bank is adopting a focused cluster-led approach by designing sector- and activity-specific offerings across various regions to drive scale and volume. Dedicated financing solutions have been rolled out for the Glass & Bangles cluster in Firozabad (Uttar Pradesh) and Textile clusters in Surat, Kolhapur, Jaipur, Tirupur, Coimbatore and Malegaon.
- (c) **Segment-Specific MSME Products:** Loan products are being tailored to meet the distinct needs of different MSME segments. Eligible categories such as Doctors, CAs, CSs, Architects, Contractors, Hospitality units and Transport operators are offered competitive interest rates, longer repayment tenors, and concessions in processing fees and BG/LC charges.
- (d) **MSME Capacity Building and Networking:** The Bank actively promotes financial awareness among MSMEs through workshops, webinars and advisory initiatives. It also facilitates growth by organising networking platforms that connect MSMEs with investors, suppliers and other key stakeholders.
- (e) **Focus on Women and Young Entrepreneurs:** Special loan schemes have been introduced for Women and Young Entrepreneurs to enable easier access to credit, supporting their economic upliftment and social empowerment.

- (f) Support to MSME Start ups: Special loan products have been introduced to support MSME Start ups by addressing their early stage financing needs and facilitating sustainable business growth.
- (g) Digital and Cash Flow–Based Lending: By Leveraging technology, the Bank is expanding its digital lending portfolio. Financing to micro units is increasingly driven by cash flow assessment using digital footprints, with reduced dependence on collateral security.
- (h) Co-Lending Partnerships: The Bank is enhancing its outreach through strategic collaborations with NBFCs, fintech firms and e commerce platforms under the Co Lending framework.
- (i) Green Financing Initiatives: To encourage sustainable practices, the Bank offers incentivised financing to MSMEs undertaking renewable energy and environmentally responsible projects. A dedicated scheme supports installation of captive solar power systems to promote clean energy and lower operating costs. For proposal having exposure above 50 Crore, bank is offering concession in ROI based on ESG Score.
- (j) Credit guarantee cover and capital / interest subsidy: The Bank facilitates access to credit guarantee cover and capital/interest subsidies under various Government schemes, aiding financial inclusion and accelerating MSME onboarding.
- (k) Trade Receivables Discounting System (TReDS): A centralised platform has been developed to streamline and strengthen the Bank’s Trade Receivables Discounting System (TReDS) operations. TReDS onboarding and bidding has been centralised to build quality portfolio.

In line with the Bank’s strategic focus on digital transformation and process automation, several end-to-end digital credit journeys were implemented during the year to enhance operational efficiency, improve customer experience, and support Government of India initiatives for the MSME sector. The Bank is also in the process of launching additional digital products to ensure faster, hassle free credit access for MSMEs.

Digital PM SVANidhi: The Bank has successfully implemented a fully Straight Through Processing (STP) digital journey for loans under the Pradhan Mantri SVANidhi Scheme. This initiative facilitates faster credit delivery to street vendors with minimal manual intervention, thereby improving turnaround time and ensuring seamless access to institutional credit.

Digital MUDRA: A digital STP journey has been launched for MUDRA credit facilities (Cash Credit / Term Loan) up to < 10 lakh. The facility is available on a PAN India basis for Existing-to Bank (ETB) customers through a fully digital mode, while New-to-Bank (NTB) customers are onboarded through an assisted digital process. This initiative has significantly reduced the TAT and streamlined credit delivery under the MUDRA framework.

Auto Review / Renewal of MSME Working Capital Facilities up to < 10 Lakh: The Bank has introduced automation for review and renewal of existing MSME Working Capital facilities up to < 10 lakh through an STP-enabled system. The key objectives of this initiative include: Significant reduction in manual processing and manpower deployment at branches across the Bank. Enhanced customer convenience by substantially reducing, and in many cases eliminating, the need for physical branch visits.

Maha E GST Scheme: The Bank has launched a digital credit journey under the Maha e GST Scheme for sanction of Cash Credit facilities up to < 25 lakh to MSME customers. The credit assessment is carried out using a data-driven model based on GST and other digital footprints available within the financial ecosystem, enabling quick and informed credit decisions. Digital PM Vishwakarma: The Bank has also rolled out a fully STP digital journey for credit under the Pradhan Mantri Vishwakarma Scheme, thereby ensuring efficient implementation of the Government’s initiative aimed at supporting traditional artisans and craftsmen through timely and hassle-free access to credit.

The Bank’s steadfast commitment to the MSME sector is reflected in its focused efforts to achieve and surpass targets under key Government schemes such as MUDRA, PM Vishwakarma, Stand Up India and PMEGP. In addition, the Bank is actively extending credit support to MSMEs under CGTMSE and focusing on providing support to start ups under the Credit Guarantee Scheme for Start ups (CGSS). These initiatives are expected to significantly strengthen the Bank’s MSME credit portfolio while enabling a larger number of enterprises to grow, sustain, and contribute to economic development.

Corporate & Others:

Under the target market approach adopted by the Bank, the Bank offers a range of loan and advance products to assist its corporate customers with their financial needs. Corporate credit in the Bank is serviced at 7 CFB branches which are managing about 77.50 per cent. of the corporate credit portfolio of the Bank.

The Bank's total outstanding domestic corporate loans and advances amounted to Rs. 106209 Crore as at 31 March 2026, representing 37.16 per cent. of its total outstanding gross domestic advances.

During the fiscal year ended 31 March 2026, the domestic corporate credit registered a growth of 16.63 per cent., from a level of Rs. 9,1068 Crore as at 31 March 2025 to Rs. 10,6209 crore as at 31 March 2026. During the 2026 fiscal year, the Bank approved new and enhanced credits for 214 accounts. Working Capital Finance.

The Bank: (a) offers its corporate banking customers working capital finance in Rupees and foreign currencies to meet their operating expenses; (b) assists in the purchase of stock and inventory; and (c) provides financing for receivables. Working capital finance is provided either by: (i) funded facilities where funds are made available to assist customers to purchase assets or meet business expenses; or (ii) non-funded facilities where the Bank issues letters of credit or gives guarantees on behalf of the customer to suppliers or Government departments for the procurement of goods and services and for statutory needs.

Term Finance: Both funded and non-funded finance options are available. Within term finance, we also offer a sublimit for non-fund facilities, which are utilised for deferred payment guarantees to corporate clients. These guarantees support capital expenditures and the acquisition of fixed assets, with the objective of expanding, diversifying, and modernising industrial units, or for the takeover of existing debtors.

Corporate Loans: The Bank offers corporate loans for general corporate purposes and also to meet the general business requirements of the borrower. Loans are offered only for the following specific activities:

- building up net working capital;
- long-term working capital requirements;
- ongoing capital expenditure, such as the replacement of machinery parts, upgrades and renovation;
- research and development expenditure.

Project Finance:

The Bank provides customers with finance for new and ongoing projects in Rupees and other foreign currencies, as required. The Bank also provides medium- and long-term foreign currency loans through its overseas branches to eligible corporate entities in order for them to finance their projects in India as well as to execute project exports. Certain project finance customers execute large projects on a turnkey basis with their clients.

Infrastructure Finance. This product is used by corporate customers to fund all types of infrastructure projects, including power generation, transmission and distribution, road and bridge construction, airport and sea port-development activities, telecommunications, water supply systems, urban development projects and projects relating to the creation and development of special economic zones. Infrastructure finance is available in Rupees or other foreign currencies as required by customers.

Export Credits. The Bank offers both pre-shipment and post-shipment credit to Indian exporters through Rupee- and foreign currency-denominated loans in India. Post-shipment finance is extended by way of discounting export bills to exporters at internationally competitive interest rates.

Export Credit Guarantee Corporation of India ("ECGC"). The bank has certain products which provide insurance cover against eligible advances including, Whole Turnover– Packing Credit i.e. ECIB (WT-PC) and Whole Turnover– Post Shipment i.e. ECIB (WT-PS). The provision of such products allows the Bank to provide best-in-class solutions to the Bank's large and growing corporate client base, and to enhance its fee-based activities.

Import Finance. The Bank provides various types of credit facilities and other services to importers in their import business to India. The various facilities provided include the collection of import bills, the provision of import letters of credit, foreign currency loan financing and the issuing of guarantees on behalf of importers.

Loans against Future Rent Receivables. This financial product has been created in response to the burgeoning real estate market in metropolitan and urban centres, where numerous commercial properties and shopping malls, facility centers and industrial parks have emerged. It enables owners of these commercial properties to secure loans against anticipated future rent income from such assets.

Consumer Banking

Overview

The Bank's consumer banking business unit provides a wide range of products and services to retail individual and business customers. The products and services include deposits, branch banking services, transaction services through physical and digital platforms, distribution of financial products such as insurance and mutual funds, consumer finance products such as housing loans, loans secured against property, gold loans, working capital loans, personal loans, and unsecured business loans.

Branch Banking

The Bank uses a combination of its branch network, ATMs and cash recyclers and alternative channels, such as mobile banking, internet banking, business correspondents and customer contact centres, to deliver its banking services. The Bank's branch banking offering includes deposits, loans, all payment and transaction services and distribution of third-party products such as mutual funds and insurance products. The Bank also offers three-in-one savings accounts comprising linked demat and trading accounts through tie-up arrangements with broking partners. The Bank's deposit products include the following:

Savings accounts

The Bank offers savings accounts, which are interest bearing on-demand deposit accounts designed primarily for individuals and trusts. As at the date of this Offering Circular, for Indian residents, the Bank offers rates of 2.5 per cent. on domestic savings deposits up to ₹10 million, 2.60 per cent for above ₹10 million to ₹1000 million and 2.75 per cent on above ₹1000 million on domestic savings deposits. The Bank's average outstanding savings deposits on a daily average basis was ₹94,920 crore, ₹1,00,182 crore and ₹1,11,076 crore for FY2024, FY2025 and FY2026 respectively. The average cost of savings accounts for the three months ended 31 March 2026 was 2.62 per cent.

Current accounts

The Bank also offers current accounts which are non-interest-bearing accounts, designed primarily for businesses. Customers have a choice of regular and premium product offerings with different minimum average quarterly account balance requirements. The Bank's average outstanding demand deposits on a daily average basis was ₹23,469 crore, ₹27,423 crore and ₹32,612 crore for FY2024, FY2025 and FY2026 respectively.

Term deposits

The Bank accepts term deposits (also known as fixed deposits or time deposits) giving a fixed return, for periods ranging from seven days to 10 years. In addition to regular deposits, the Bank also offers recurring deposits, under which the customer deposits a pre-determined amount over a specified period, both at its branches and through its mobile and internet banking channels. The Bank also offers overdraft facility against the term deposits to its customers. As at 31 March 2026, sweep-linked term deposits constituted 0.64 per cent. of total deposits as compared to 0.61 per cent. of total deposits on 31 March 2025.

Other Retail Services and Products

Debit Cards

The Bank has issued approximately 10.23 million debit cards as at 30 June 2026, as compared to 13.24 million as at 30 June 2025 and 13.81 million as at 30 June 2024. These debit cards can be used at domestic and international ATMs, point-of-sale terminals and e-commerce portals.

Mutual Funds

The Bank distributes units in third party mutual funds to its retail customers as a distributor. The Bank does not manage or sponsor any mutual fund.

The Bank earns fee income from the distribution of third party products, including through a combination of upfront commission and trail income. The Bank distributes mutual funds and other investment products primarily through its branches and its digital channels. During the financial year 2025-26 the Bank earned commission of ₹60.09 crore on insurance premium of ₹290.42 crore distributed as corporate agent.

Insurance

The Bank has bancassurance arrangements for the distribution of life, general and health insurance policies, acting as a corporate agent under partnerships with eight insurance companies. The Bank does not underwrite insurance business. The Bank has also collaborated with a financial technology provider to create a digital insurance platform enabling customers to explore, compare and purchase insurance products through its digital channels. During the financial year 2025-26 the Bank distributed 4,16,040 policies generating premium of ₹290.42 crore and commission of ₹60.09 crore, comprising life insurance premium of ₹171.17 crore, general insurance premium of ₹62.75 crore and health insurance premium of ₹56.51 crore.

The Bank earns upfront commissions on new premiums collected as well as trail income on policies which are under renewal annually or as specified by the customer.

Non-Resident Services

The Bank offers a range of products and services to non-resident Indian (“NRI”) customers. Its products include current, savings and term deposits of both repatriable (“NRE”) and non-repatriable (“NRO”) variants, together with Foreign Currency Non-Resident (Bank) deposits. The Bank also offers remittance and fund transfer solutions in various foreign currencies, and NRI customers may also avail of the Bank’s lending, investment products.

Corporate Salary Accounts

The Bank’s corporate salary product offers a payroll service under which an employer can open salary accounts for its employees and credit those accounts. The Bank offers bundled products and value added services to salary account holders across major industry segments.

The Bank’s tablet-based account opening solution, DigiLEAP, paired with Aadhaar-based authentication, has enabled faster account opening with reduced turnaround time.

TASC and Government Business

The Bank’s government business division caters to central and state governments and various other autonomous bodies such as municipal corporations, state enterprises, urban local bodies and other implementing agencies. The banking services offered to government entities range from online payments and collections to various other transactions executed through the Bank’s branch network. As a public sector bank, the Bank also undertakes direct and indirect tax collection, processes pension payments through its Central Pension Processing Cell in Pune, distributes small savings schemes and implements Government-sponsored schemes and financial inclusion programmes. The Bank acts as convener of the State Level Bankers’ Committee for Maharashtra and holds lead bank responsibility in seven districts of the State. The Bank also works with government departments to digitise their existing processes in line with the central government’s Digital India programme.

The retail institutions business offers customised banking and investment solutions for non-profit institutions such as Trusts, Association, Societies, Clubs (“TASC”). These solutions help the respective institutions with easy reconciliation and efficient management of funds.

Others

The Bank has a merchant banking function which primarily acts as an issuing and paying agent for commercial paper issuances by its corporate clients. During the financial year 2025-26, the Bank handled 38 commercial paper issuances aggregating ₹34,545 crore in this capacity.

The Bank's transaction banking group focuses on acquiring customers through understanding customers' requirements and business. The Bank provides both trade and cash management services. The Bank's cash management services include electronic collections and payments through technology solutions in addition to cheque collection, dividend payment and remittance services. The Bank also offers a wide range of solutions for both domestic and international trade. For domestic trade, the Bank provides bill discounting, invoice discounting, purchase order financing, factoring, bank guarantee and letter of credit. For international trade, along with letter of credit, bills for collection and bank guarantees, the Bank also provides pre and post shipment credit, inward remittances, export packing credit for exports and outward remittances and buyer's credit for imports.

The Bank offers a range of fund based and non-fund based services to capital market intermediaries. The Bank is registered as a depository participant with Central Depository Services (India) Limited and offers demat and related services to its customers.

The Bank's focus on driving higher trade, foreign exchange and debt syndication services has resulted in growth in its fee income over the years. The Bank's offerings around cash management services, supply chain management services, escrow account services, custodial services and other transaction banking services have resulted in a deepening of current account deposits across customers.

The Bank operates an International Banking Unit located in GIFT City. Through this unit, the Bank offers products and services to customers in the international markets. For further details, see "*Description of the Bank's GIFT City Branch*".

Treasury

The Bank's treasury group performs three major functions, namely proprietary trading, customer transactions and balance sheet management.

- **Proprietary Trading:** The Bank's treasury undertakes proprietary trading activity as part of managing its own investment book across fixed income, money market and foreign exchange products. The Bank actively participates in the primary auctions of government securities, makes markets in government securities and engages in the retailing of government securities.
- **Customer Transactions:** The customer facing desks at the treasury assist and manage customer transactions across foreign exchange and derivatives.
- **Foreign exchange and Derivatives:** Facilitating customer access to foreign currency markets through cash and derivatives products for remittances, trade transactions and for managing foreign exchange and interest rate risks.
- **Balance Sheet Management:** The Balance Sheet Management Unit ("**BMU**") ensures maintenance of regulatory reserves, adequate liquidity buffers and requisite investments. The BMU also manages interest rate and liquidity risk within the overall risk appetite of the Bank.

The Bank operates an International Financial Services Centre Banking Unit at GIFT City, which is its only banking presence outside the domestic territory of India. For further details, see "*Description of the Bank's GIFT City Branch*".

The Bank's treasury group seeks to optimise profits through active management of the Bank's investment book, which comprises of government securities and non-government securities. The Bank's investments stood at ₹1,01,480 crore as at 31 March 2026, as compared to ₹82,005 crore as at 31 March 2025 and ₹68,274 crore as at 31 March 2024.

Wealth Management

The Bank's subsidiary, The Maharashtra Executor and Trustee Company Private Limited, offers executor and trusteeship services, including in relation to estate and succession planning.

Other Financial Services

Overview

In addition to its banking business, the Bank provides ancillary financial services and distributes third party financial products as part of its strategy of increasing fee income and deepening customer relationships. These activities comprise the distribution of life, general and health insurance products as a corporate agent, the distribution of third party mutual funds and other investment products, depository participant services, executor and trusteeship services through its subsidiary, and Government business including tax collection, pension processing and the distribution of small savings schemes. The Bank does not conduct insurance underwriting, asset management, stock broking or investment banking business.

Distribution Channels

Branch Network –

As at 30 June 2026, the Bank had an aggregate of 2815 branches across India. The Bank also has an International Banking Unit in the International Financial Services Centre at GIFT City, Gujarat, which is its only banking presence outside the domestic territory of India.

As at 30 June 2026, 25 per cent., 23 per cent., 30 per cent. and 23 per cent. of the Bank's branches were located in metropolitan, urban, semi-urban and rural centres respectively, as classified by the RBI.

ATM Network –

As at 30 June 2026, the Bank had a total of 2,731 ATMs (including cash recyclers) and 18 currency chests across pan-India operating locations. The Bank issues debit cards which can be used at the Bank's ATMs and at other bank ATMs in India, and certain of the Bank's debit cards may also be used at international ATMs.

Phone Banking

Customers can access their accounts over the phone through the Bank's automated voice response system and its contact centre, and can order cheque books, conduct balance enquiries and order stop payments on cheques. The Bank has also developed an artificial intelligence based Interactive Voice Assistant solution for its contact centre, which communicates with customers in their preferred language.

Digital Offerings

The Bank's digital strategy focuses on (i) acquiring customers, (ii) enhancing customer experience, (iii) making internal business operations more efficient, and (iv) enhancing its cyber security and data protection framework.

Through internet banking, customers can perform various transactions such as accessing account information, tracking transactions, ordering cheque books, requesting stop cheque payments, transferring funds between accounts, paying bills and utility charges, opening fixed and recurring deposits, submitting nominations, applying for initial public offerings and rights issues through Application Supported by Blocked Amount facilities, and submitting service requests.

The Bank has also improved its WhatsApp banking user interface and added a range of banking services, which include: account balance, statement requests, limited transaction history and cheque book requests.

Enabling digital payments in a fast, safe and secure manner forms another key component of the Bank's digital strategy. The Bank has introduced a number of features that can be accessed through its "Zen Lyfe" mobile banking application and its internet banking platform, including UPI payments, bill payments, fund transfers and card controls, and it has launched Central Bank Digital Currency.

During the financial year 2025-26, the Bank's mobile banking transactions increased by 36 per cent. and its UPI transactions increased by 34 per cent. compared with the prior year. As at 30 June 2026, the Bank had approximately 9,51,100 active users who have completed at least one transaction in 90 days and 2,94,650 active users who have completed at least one financial transaction on mobile banking.

The Bank's digital initiatives have enabled the sourcing of loans and deposits through online platforms, and during the financial year 2025-26 the Bank mobilised approximately ₹11,400 crore of total business digitally.

Further, the Bank has developed an artificial intelligence based Interactive Voice Assistant solution for its contact centre and for outbound calls to customers with stressed accounts, which communicates with customers in their preferred language, promoting better communication and understanding.

The Bank has rolled out additional features across its digital channels to further enhance customer experience. These include online customer profile updating, online submission of Form 15G and 15H, online nomination registration, through which more than 7,25,000 nominations were registered during the financial year 2025-26, electronic fixed and recurring deposit opening, digital gold loan and vehicle loan journeys and a digital one-time settlement platform.

To support continuous innovation, the Bank has onboarded 114 fintech partners to stimulate innovation and works on emerging technologies including artificial intelligence, analytics and security.

The Bank's ability to collaborate with external merchants, developers and service providers has been enhanced with the implementation of an "API Manager". The technology facilitates rapid time to market for integrating in a secure and simplified manner with all entities outside the Bank. The resulting interface to the customer with information and services from third parties and the Bank, provides a holistic, seamless end user experience. Open banking has enabled One API relationships with transactions of 100,098 no's in Q4 of FY2026.

Average daily volumes grew by 10 per cent. on mobile and 21 per cent. on online in the three months ended 30 June 2026, as compared with the three months ended 30 June 2025.

Competition

The Bank faces intense competition in all of its principal lines of business. The Bank's primary competitors are other public sector banks, private sector banks, foreign banks with operations in India, small finance banks, payments banks, cooperative banks and, for some products, non-banking financial companies and financial technology providers. Several public sector banks and a number of private sector banks are substantially larger than the Bank.

In consumer banking, the Bank's principal competitors are public sector banks, private sector banks, foreign banks and NBFCs in the case of retail loan products. In mutual fund sales, insurance distribution and other investment-related products, the Bank's principal competitors are broking houses, foreign banks, private sector banks and public sector banks. In addition, some foreign banks have a significant presence among non-resident Indians and also compete for non-branch-based products.

The Bank's principal competitors in the institutional banking space are certain public sector banks, private sector banks and foreign banks. The Bank also faces significant competition from NBFCs in areas such as tractor finance and commercial vehicle finance.

The Bank's principal competitors in wholesale banking are public sector banks, private sector banks and foreign banks and financial institutions. The large public sector banks have traditionally been the market leaders in this space. Foreign banks have focused primarily on serving the needs of multinational companies and Indian corporations with cross-border financing requirements including trade and transactional services and foreign exchange products and derivatives, while large public sector banks have large local currency funding capabilities through their extensive branch networks.

In its treasury advisory services for corporate customers, the Bank competes principally with foreign banks, private sector banks and public sector banks in the foreign exchange and money markets businesses.

Employees

As at 30 June 2026, the Bank had 17,129 full-time employees, of whom women constituted 30 per cent. All of the Bank's employees are located in India. In addition to its own employees, the Bank engages business correspondents to provide banking facilities in unbanked areas, numbering more than 9,000 and operating through 277 customer service points as at 30 June 2026, and engages contract labour through registered contractors for ancillary activities.

Certain of the Bank's employees are members of employee unions and officers' associations affiliated to the recognised all-India bank employee and officer federations, and the Bank's workmen and officer remuneration is determined principally by industry-level settlements negotiated by the Indian Banks' Association.

The Bank contributes to a recognised provident fund.

The Bank has a defined benefit pension scheme for eligible employees under the Indian Banks' Association structure.

The Bank has also set up a superannuation fund in respect of eligible employees, to which the Bank contributes defined amounts. In addition, the Bank contributes specified amounts to a gratuity fund set up pursuant to Indian statutory requirements. It is funded as per an actuarial valuation.

The Bank focuses on training its employees on a continuous basis, through its Staff Training College and IT Training Institute, where regular classroom, virtual and experiential training programmes are conducted for employees. During the financial year 2025-26, the Bank delivered 14,551 unique learning interventions to 18,432 employees. Through strategic initiatives in recruitment, learning and development, diversity, and employee welfare, the Bank has laid a strong foundation for sustained organisational growth and is well-positioned to meet future challenges with confidence.

The Bank offers courses conducted by both internal and external faculty. In addition to ongoing on-the-job training, the Bank provides employees courses in specific areas or specialised operations on an as-needed basis. The Bank also has various e-modules for self-learning by employees.

The Bank engages with its employees in relation to their attendance, leave, goal setting and performance management through its human resources information system. Employee training is a key focus area for the Bank, and the Bank focuses on the continuous development of employees, including through its "Art Ledger" employee engagement programme.

As a public sector bank, the Bank's compensation structure for its workmen and officers is determined principally by industry-level settlements negotiated by the Indian Banks' Association. In addition to basic compensation, employees are eligible to participate in provident fund, pension and other employee benefit schemes.

Properties

The Bank's head office and corporate headquarters is located at Bank of Maharashtra, Lokmangal, 1501, Shivajinagar, Pune - 411005, Maharashtra, India, and its corporate office is located at 134/1, Mont Claire, Baner Pashan Link Road, Pashan, Pune - 411021, Maharashtra, India.

In addition to its head office and corporate office in Pune, the Bank has zonal and regional offices across India, together with its network of branches, ATMs and cash recyclers and currency chests. Other than its International Banking Unit at GIFT City, the Bank does not have offices outside India.

Legal Proceedings

The Bank is involved in a number of legal proceedings in the ordinary course of business. In addition, certain government entities, including the RBI and SEBI, make enquiries and conduct examinations, inspections or investigations from time to time concerning the Bank's compliance with applicable laws and regulations.

Risk Management

(A) Risk Management

Risk management is a core organisational capability embedded in strategy execution, ensuring risks arising from business activities are systematically identified, assessed, measured and managed in alignment with the Bank's risk appetite and strategic objectives.

The overarching objective is to optimise the risk–return profile, protect financial strength and reputation, and deliver sustainable stakeholder value.

The Bank operates a comprehensive risk management framework anchored in its Enterprise-wide Risk Management Policy and supported by its Policy on Operational Risk Management and Risk Culture, Asset Liability and Market Risk Management Policy, Credit Risk Management and Collateral Management Policy, Fraud Risk Management Policy, Climate Risk Management Policy and Environment-Social-Governance (ESG) Policy, that integrates risk management with business strategy and capital planning. It covers the full risk lifecycle – identification, measurement, monitoring, control and reporting – and is supported by risk policies, delegated authorities and management information systems.

Risk governance is anchored in the three lines of defence model: business functions own risks, independent risk and control functions provide oversight, and internal audit offers assurance. The Board retains ultimate oversight, supported by committees and senior management, while the Chief Risk Officer leads an independent risk function through the Bank’s Integrated Risk Management Department, which operates under the guidance of the Risk Management Committee of the Board, and at zonal level risk management is overseen by Zonal Risk Officers. A strong risk culture emphasising accountability, ethics and risk awareness supports the framework, enabling adaptability to evolving regulatory and business environments and ensuring sustainable growth.

(B) Capital Adequacy and Internal Capital Adequacy Assessment Process (‘ICAAP’)

The Bank’s capital management strategy focuses on maintaining a strong, resilient capital base while optimising allocation to support sustainable growth and shareholder value. It balances capital adequacy, risk exposure and profitability in alignment with regulatory requirements, market expectations and internal targets.

The Bank is subject to the capital adequacy requirements prescribed by the RBI under the Basel III capital regulations. As at 30 June 2026, the Bank’s capital to risk weighted assets ratio was 18.64 per cent., comprising a Common Equity Tier 1 ratio of 15.56 per cent., a Tier 1 ratio of 16.35 per cent. and a Tier 2 ratio of 2.29 per cent., in each case measured against total risk weighted assets of ₹2,17,396.13 crore. The corresponding ratios as at 30 June 2025 were 20.06 per cent., 15.62 per cent., 16.63 per cent. and 3.43 per cent., measured against total risk weighted assets of ₹ 1,70,978.12 crore. The Bank’s leverage ratio was 7.71 per cent. as at 30 June 2026, compared with 7.43 per cent. as at 30 June 2025.

The Bank’s total regulatory capital was ₹ 40,532.06 crore as at 30 June 2026, comprising Common Equity Tier 1 capital of ₹ 33,833.85 crore (including the capital conservation buffer), Additional Tier 1 capital of ₹ 1720.00 crore and Tier 2 capital of ₹ 4978.22 crore. The Bank did not raise any equity share capital, non-equity Tier 1 capital or Tier 2 capital during the financial year 2025-26, and the increase in its Common Equity Tier 1 capital from ₹ 26,702.46 crore as at 30 June 2025 was generated from internal accruals.

In addition to the minimum capital required in respect of credit, market and operational risk, the Integrated Risk Management Department analyses 22 Pillar II risks, including Credit concentration risk, reputation risk, legal risk, IT/cyber security risk and liquidity risk, on a quarterly basis, with remedial steps initiated on the basis of the outcomes. It also conducts stress testing by simulating adverse scenarios, in order to evaluate the impact on the Bank’s capital adequacy and liquidity.

The Bank follows a disciplined capital allocation framework, linking deployment to risk-adjusted returns and strategic priorities, while monitoring both risk-based capital ratios and leverage. Overall, the integrated capital management framework ensures robust capital adequacy, resilience under stress, regulatory compliance and long-term value creation.

(C) Risk Appetite

The Bank’s risk appetite, approved by the Board, defines the nature and level of risk it is willing to accept in pursuit of strategic and financial objectives. It comprises both quantitative and qualitative parameters, establishing clear boundaries for risk-taking across all key risk categories.

The framework supports sustainable growth while safeguarding stakeholder confidence through disciplined and well-calibrated risk-taking. Risk appetite is cascaded across business units and entities to ensure alignment between enterprise-level objectives and operational execution. It incorporates thresholds, early warning indicators and triggers that enable proactive identification and management of emerging risks before limits are breached.

Risk appetite is central to the overall risk management framework, linking risk strategy with business planning and capital allocation. It is integrated into financial planning, with business plans assessed against defined metrics to ensure consistency with the Bank's risk tolerance.

Performance against risk appetite is monitored quarterly and reported to senior management, Board committees and the Board. Deviations or emerging risks trigger timely corrective actions, ensuring alignment between risk exposure, strategic objectives and long-term resilience.

(D) Credit Risk

Credit risk is the most significant risk for the Bank, arising from potential failure of borrowers or counterparties to meet their obligations across loans, investments, derivatives and off-balance sheet exposures. The objective is to optimise the risk–return balance while maintaining asset quality and long-term sustainability.

There is a comprehensive, Board-approved credit risk framework covering the entire lifecycle - origination, appraisal, approval, disbursement, monitoring and recovery. Policies define underwriting standards, exposure limits, concentration ceilings and delegation structures, ensuring disciplined and consistent decision-making aligned with risk appetite. The core philosophy emphasises repayment capacity from operating cash flows, with collateral and guarantees serving as secondary mitigants rather than substitutes for creditworthiness.

Given distinct risk profiles, wholesale and retail portfolios are managed separately. Wholesale exposures are assessed on a case-by-case basis using internal rating models combining quantitative factors (leverage, profitability, liquidity, cash flows) and qualitative factors (industry risk, management quality, governance and operating environment). Ratings map to probability of default and guide pricing, approval and monitoring. Retail credit is managed using credit scores, bureau data and borrower profiles.

A structured credit process ensures independence and robustness through segregation across pre-sanction, sanction and post-sanction stages. Independent appraisal teams, multi-level approvals and ongoing borrower and portfolio monitoring provide strong oversight. Post-sanction monitoring includes annual or more frequent reviews, covenant compliance, rating migration and assessment of sector and macroeconomic trends.

A strong monitoring framework underpins risk management. Early Warning Systems (EWS) identify stress signals, enabling timely intervention through watch-listing and focused supervision. Monitoring spans borrower performance, repayment behaviour, sector dynamics and macroeconomic indicators. For stressed assets, resolution strategies include restructuring, collateral enhancement, legal recovery and transfer to specialised units, with a focus on maximising recovery and minimising losses. Independent loan reviews further strengthen control and compliance.

Off-balance sheet exposures are subject to equivalent credit standards, while counterparty credit risk is managed through limits, collateralisation and margining. Credit risk is monitored at both individual and portfolio levels across sectors, geographies, groups and products, supported by diversification and concentration controls. Comprehensive reporting provides visibility into asset quality, risk migration and emerging risks for informed decision-making.

The framework integrates quantitative models with expert judgment, supported by strong governance and proactive risk mitigation. Overall, the approach towards credit remains comprehensive, forward looking and resilient, supporting portfolio quality, regulatory alignment and sustainable growth.

(E) Collateral and Credit Risk Mitigation

Credit risk mitigation begins with prudent customer selection based on a comprehensive assessment of financial strength, repayment capacity and overall risk profile. The Bank adopts a multi-layered approach across on- and

off-balance sheet exposures, combining structural, contractual and security-based techniques to minimise potential losses. Key mitigation tools include facility structuring, collateral, guarantees and financial and non-financial covenants. While collateral and guarantees provide an additional layer of protection, they do not substitute for sound credit appraisal or borrower creditworthiness. Collateral is accepted based on suitability, enforceability and alignment with exposure type, under a Board-approved policy that defines eligible collateral, valuation methodologies and risk appropriate haircuts reflecting market volatility, liquidity and realisation considerations.

Common collateral includes cash equivalents, immovable property, movable assets, inventory and receivables. Guarantees from stronger counterparties may be used as credit enhancement and are monitored as part of total exposure. Independent valuation at origination and periodic revaluation ensure that collateral reflects current realisable value, with additional security sought where coverage declines.

Legal enforceability is critical, supported by robust documentation, charge creation and regulatory compliance to preserve rights in default scenarios. Periodic inspections and verification confirm the existence and condition of assets, where feasible. Collateral is released only upon full repayment, subject to no residual claims.

Overall, the framework ensures that collateral and related tools effectively complement credit discipline, strengthening risk mitigation and protection against potential losses.

(F) Credit Risk Concentration

Credit risk concentration is actively managed to maintain a well-diversified portfolio and prevent excessive exposure to individual borrowers, groups, sectors or geographies, in line with the risk appetite and regulatory expectations. At the borrower level, exposures are governed by Board-approved limits for single and group borrowers, to mitigate the risk of large losses. At the portfolio level, concentration is controlled through sectoral caps, limits on lower-rated exposures, bank exposure thresholds, and controls on unsecured retail lending. Continuous monitoring ensures adherence, with any breaches or emerging risks promptly escalated and addressed through measures such as restricting incremental exposure, diversification, or portfolio rebalancing. Concentration is also monitored across geographies, products, borrower segments and collateral types, supported by analysis of delinquency trends, stress indicators and portfolio quality to detect early signs of risk build-up. Under the ICAAP framework, concentration risk is assessed to determine if additional capital is warranted. Overall, the framework ensures concentrations remain within acceptable limits, supporting resilience and alignment with strategic objectives.

(G) Market Risk in Trading Book

Market risk arises from adverse movements in market variables such as interest rates, foreign exchange rates, credit spreads, equity and commodity prices, and volatilities. It is managed under the Bank's Board-approved Asset Liability and Market Risk Management Policy, which sets out the Bank's market risk philosophy, risk appetite and governance framework. Oversight is provided by the Risk Management Committee of the Board (which was reconstituted with effect from 27 March 2026 following new director appointments), while the Asset Liability Management Committee (ALCO) and the Investment Committee of executives approve applicable risk limits and monitoring mechanisms. A market risk vertical within the independent Integrated Risk Management Department (IRMD), which is led by the Chief Risk Officer reporting to the Managing Director & CEO and the Risk Management Committee, is responsible for identification, measurement, monitoring and reporting of market risks, with prompt escalation of breaches.

Overall, the framework ensures disciplined risk-taking, strong governance and effective control of market risk within defined appetite.

(H) Country and Counterparty Credit Risk

Country and counterparty credit risk arise from the inability of sovereigns, institutions or counterparties to meet obligations due to economic, political or financial stress. Country risk stems from factors such as macroeconomic deterioration, political instability, currency volatility, exchange controls or sovereign actions affecting repayment capacity.

Country risk is managed through a Board-approved policy covering funded and non-funded exposures. Exposures are continuously monitored against limits, with timely escalation of breaches or emerging risks.

Counterparty credit risk arises mainly from interbank, derivative and treasury transactions. It is managed through a structured framework involving counterparty selection, credit limits, collateralisation and ongoing monitoring of financial strength and market conditions.

Derivative exposures are monitored on a mark-to-market basis, with collateral or margining applied beyond thresholds. Pre-settlement risk is assessed using current and potential future exposure, while settlement risk is mitigated through delivery-versus-payment mechanisms. Increasing use of central counterparties enhances netting efficiency and reduces systemic risk.

Overall, the approach is prudent, limit-driven and supported by strong governance, monitoring and stress testing frameworks.

(I) Interest Rate Risk in Banking Book (IRRBB)

Interest Rate Risk in the Banking Book (IRRBB) refers to the potential adverse impact on earnings and economic value due to movements in market interest rates, primarily arising from mismatches in the repricing and maturity profiles of rate-sensitive assets, liabilities and off-balance sheet exposures.

IRRBB is managed through a structured Asset Liability Management (ALM) framework, overseen by the Asset Liability Management Committee (ALCO), which sets policies, risk limits and monitoring mechanisms. Day-to-day management is undertaken by the Bank's treasury function, with independent measurement and monitoring by the Integrated Risk Management Department, supported by the Oracle Financial Services Analytical Applications (OFSAA) solution implemented by the Bank to strengthen and automate asset liability management.

Risk is assessed from both earnings and economic perspectives. Earnings at Risk (EaR) measures sensitivity of net interest income and margins over a one-year horizon, while Economic Value of Equity (EVE) evaluates the long-term impact of rate changes on the balance sheet. Measurements incorporate both parallel and non-parallel yield curve shifts.

Internal thresholds are defined in line with balance sheet complexity and risk appetite, ensuring exposures remain within acceptable limits. Overall, IRRBB is actively monitored within a robust governance and control framework, minimising the impact of interest rate volatility on financial performance and ensuring alignment with risk appetite.

(J) Liquidity Risk

Liquidity risk is the risk that the Bank is unable to meet its financial obligations as they fall due or fund asset growth without incurring unacceptable costs or adversely impacting financial condition. Effective liquidity management is critical to maintaining stakeholder confidence and supporting long-term sustainability. Liquidity is managed through a Board-approved framework focused on maintaining adequate high-quality liquid assets (HQLA) and a stable, diversified funding base under both normal and stressed conditions. The funding strategy emphasises diversification across sources, instruments and tenors, with a strong reliance on stable customer deposits complemented by wholesale funding, balancing cost efficiency with stability.

Governance is driven by the Asset Liability Management Committee (ALCO), which sets strategy, limits and risk tolerances, while the Bank's treasury function manages day-to-day liquidity, with independent oversight from the Integrated Risk Management Department. Liquidity risk is embedded within the risk appetite framework, and the Bank has implemented the Oracle Financial Services Analytical Applications (OFSAA) solution to strengthen and automate asset liability management and liquidity risk management.

Liquidity is assessed using stock measures, cash flow projections and behavioural modelling. Both short-term and structural positions are monitored through internal limits on liquidity gaps, reliance on short-term funding and funding concentration. Regulatory metrics, including Liquidity Coverage Ratio (LCR) and Net Stable Funding Ratio (NSFR), are maintained above minimum requirements.

Stress testing, including reverse stress scenarios, evaluates resilience under adverse conditions and is supported by a Contingency Liquidity Plan outlining triggers and corrective actions. Overall, the framework ensures resilience, funding stability and capacity to support growth.

(K) Operational Risk

Operational risk refers to potential losses arising from inadequate or failed internal processes, people, systems or external events. The objective is to manage this risk within defined appetite levels through a cost-effective and controlled framework led by the Bank's independent Integrated Risk Management Department. The Bank's operational risk management framework is based on three pillars and three lines of defence.

Governance is exercised by the Board and Risk Management Committee, supported by the IT Strategy Committee of the Board for technology-related risks. Business and support units retain primary responsibility for managing risks, guided by policies and standards established by the Integrated Risk Management Department to identify and assess inherent and potential risks and to determine suitable mitigation measures.

The framework employs structured tools such as Risk and Control Self-Assessments (RCSA) to identify and evaluate risks, alongside Key Risk Indicators (KRIs) to monitor trends and emerging vulnerabilities. Independent audits and control functions provide assurance on policy adherence and control effectiveness. A formal incident management framework captures loss events and near misses, facilitating root cause analysis and strengthening controls.

Business Continuity Plans and disaster recovery arrangements ensure resilience of critical operations and are periodically tested. New products and processes undergo risk-based approvals to embed controls at inception. Risk mitigation is further supported by insurance cover and strong outsourcing risk management across the vendor lifecycle.

Overall, the framework is proactive and comprehensive, integrating governance, risk assessment, incident management, resilience planning and third-party oversight to enhance control effectiveness, support operational stability and align with regulatory expectations.

(L) Fraud Risks

Fraud risk refers to potential financial loss, reputational damage or regulatory impact arising from intentional acts of deception or misuse of funds by internal or external parties. This risk is managed through a centralised, independent framework governed by the Bank's Board-approved Fraud Risk Management Policy and aligned with defined risk appetite. Oversight is provided by the Board, the Risk Management Committee and the Special Committee for Monitoring and Follow-Up of Cases of Frauds, while the Integrated Risk Management Department, led by the Chief Risk Officer, provides operational direction.

A robust control framework spans the entire lifecycle from onboarding to ongoing monitoring. Preventive controls include due diligence, document verification and field investigations, supplemented by continuous transaction monitoring. The Bank's Enterprise Fraud and Risk Management System (EFRMS) generates real-time alerts on suspicious activities, enabling prompt investigation. Machine learning models and the MuleHunter.ai solution have been implemented to identify mule accounts. Root cause analysis of fraud events is undertaken to identify control gaps and to frame strategies to avoid recurrence.

Early Warning Signals (EWS) are actively tracked, particularly in credit portfolios, with structured investigation and escalation mechanisms. A comprehensive reporting framework ensures timely escalation to senior management and committees, while staff accountability is assessed and disciplinary actions taken where required. A whistleblower mechanism supports confidential reporting. Third-party risks are managed through due diligence, contractual safeguards and periodic audits. Overall, the framework integrates governance, advanced analytics, proactive monitoring and continuous control enhancement to mitigate fraud risk, protect stakeholder interests and maintain institutional integrity.

(M) Technology Risks

Rapid advancements in information technology and the expanding digital ecosystem have significantly increased the scale and complexity of technology and cyber risks. Emerging threats from frontier technologies,

potential future quantum capabilities, evolving cyberattack techniques and geopolitical factors pose risks to the confidentiality, integrity and availability of systems and data, with potential operational, regulatory and reputational impacts.

These risks are managed through substantial investments in technology resilience and a layered control architecture designed to mitigate system failures and cyber threats. Robust disaster recovery and Business Continuity Plans (BCP) are established and regularly strengthened to ensure operational resilience. Risks arising from end-of-life systems are managed through structured upgrade processes, ensuring continued system support and security.

Access control is a critical safeguard, with independent provisioning based on role-based access and segregation of duties, supported by stringent controls over privileged access. Cyber resilience is reinforced through frameworks designed to detect and mitigate threats such as data breaches, malware and denial-of-service attacks. New digital products undergo rigorous cyber risk assessments prior to launch and on an ongoing basis.

Continuous monitoring of the threat landscape is complemented by cyber drills, control reviews and initiatives to enhance detection and incident response capabilities. The Bank conducts periodic assessments of key controls, including ransomware preparedness and enterprise systems, while deploying solutions to identify external vulnerabilities.

Governance is ensured through Board-level oversight and specialised committees aligned with regulatory expectations. Despite robust controls, the dynamic and evolving nature of cyber threats requires continuous monitoring and adaptive enhancements. Overall, the framework emphasises resilience, proactive risk management and ongoing strengthening of controls to address an increasingly complex technology risk environment.

(N) Reputation Risk

Reputation risk refers to the potential adverse impact on the Bank's brand, trust and stakeholder confidence arising from actual or perceived actions, events or business practices. Given the centrality of trust in banking, reputational damage can have consequences beyond direct financial loss.

This risk may arise from multiple sources, including operational failures, regulatory non-compliance, weak governance, poor financial performance or ineffective management of other risk categories, and can also be driven by external perceptions. As such, it is closely interconnected with other risks and often reflects broader weaknesses in risk management.

The Bank adopts a zero-tolerance approach to activities inconsistent with its values, Code of Conduct or regulatory expectations. Reputation risk management is embedded within the Bank's enterprise-wide risk management framework, supported by processes for identifying, assessing and escalating sensitive matters to senior management. Employees are expected to uphold high ethical standards and consider reputational implications in all decisions.

The framework includes guidance for crisis management, including timely communication and corrective actions. Reputation risk is also assessed under ICAAP using a qualitative scorecard approach. Overall, strong governance, ethical practices and proactive monitoring help preserve stakeholder trust and institutional credibility.

(O) Conduct, Risk Culture

Conduct risk refers to the risk of actions or behaviours that may harm customers, compromise market integrity or weaken fair competition. Given the breadth of banking operations and regulatory expectations, the Bank recognises key drivers such as mis-selling, benchmark manipulation, unfair customer treatment and non-compliance with laws and regulations. Effective management of conduct risk is essential to maintaining stakeholder trust, achieving long-term objectives and ensuring regulatory compliance.

Conduct risk management is embedded across business and functional units, supported by a comprehensive framework of policies, processes and controls. These include product approval and review mechanisms, suitability assessments, conflict-of-interest management and safeguards for handling confidential information.

A zero-tolerance approach to misconduct is maintained, with timely identification, escalation and remediation of issues. Conduct risk considerations are also integrated into human resource processes such as hiring, training, performance evaluation and compensation to reinforce expected behaviours.

Risk culture represents the collective values, attitudes and behaviours that shape how risks are identified, understood and managed across the Bank, and is addressed in the Bank's Board-approved Policy on Operational Risk Management and Risk Culture. It is a critical enabler of effective risk management, reinforcing disciplined decision-making aligned with strategy and risk appetite. Accountability, ownership and segregation of duties are emphasised across all organisational levels, with risk management embedded into day-to-day operations and strategic planning.

The Bank promotes a culture where managing risk is a shared responsibility, supported by clear communication, structured training programmes and access to risk policies and tools. Employees are expected to proactively identify, assess and escalate risks, while adhering to high ethical standards and prioritising customer interests. Risk considerations are integrated into business planning, product development and key decisions, ensuring alignment with long-term sustainability goals.

Performance management frameworks align incentives with prudent risk-taking and discourage excessive risk. Senior management plays a key role in setting expectations and exemplifying appropriate conduct. Continuous engagement and extensive training initiatives further strengthen awareness and consistency in risk practices.

Overall, the integration of strong conduct risk management and a well-entrenched risk culture ensures ethical behaviour, regulatory compliance, effective risk governance and sustainable value creation.

(P) Stress Testing

Stress testing is a key component of the risk management framework and an integral part of the Internal Capital Adequacy Assessment Process (ICAAP). It provides a forward-looking assessment of resilience under adverse economic and financial conditions, enabling management to better understand potential vulnerabilities and the impact of extreme but plausible scenarios on earnings, capital and liquidity.

The Bank follows a Board-approved stress testing policy aligned with regulatory guidelines, covering all material risk categories. Stress scenarios are designed with varying degrees of severity, incorporating both institution-specific and systemic risks. These scenarios are used to evaluate the impact on key financial indicators, including capital adequacy, profitability and liquidity positions. Stress testing complements other risk management tools by providing insights into tail risks and helping assess whether existing capital buffers are sufficient to absorb potential losses. Reverse stress testing is also conducted to identify extreme conditions under which capital levels may fall below acceptable thresholds, thereby highlighting critical risk drivers and informing contingency planning.

Liquidity stress testing forms an integral part of the framework, assessing the ability to withstand short-term funding pressures under stressed conditions. The results help validate the adequacy of liquidity buffers and funding strategies.

Outcomes of stress testing exercises are reviewed by senior management and the Board and are used to inform risk appetite setting, capital planning and strategic decision-making. They also support the development of appropriate mitigating actions to enhance resilience. Overall, stress testing strengthens preparedness for adverse conditions and supports a proactive, risk-informed approach to managing uncertainty.

(Q) Geopolitics, Tariffs and Climate Risk

Geopolitical risks remain elevated due to ongoing conflicts, strategic rivalries and increasing fragmentation of global trade and financial systems. These factors contribute to market volatility, inflationary pressures and cautious investment sentiment. For emerging economies such as India, key transmission channels include crude oil price movements, currency fluctuations and potential capital flow volatility. Rising tariff tensions reflect a broader shift towards protectionism, disrupting global supply chains, increasing costs and affecting global growth and financial stability. The Bank remains resilient, supported by a strong balance sheet and adequate liquidity, enabling it to navigate external uncertainties and continue supporting customers.

Climate risk has become a structurally embedded component of regulation, finance and industrial policies. In India, initiatives such as the Carbon Credit Trading Scheme and evolving RBI guidance are driving integration of climate considerations into governance, risk management and disclosures. Strengthening national climate commitments is increasing pressure on carbon-intensive sectors, while policy support is accelerating development of low-carbon ecosystems, including renewable energy expansion, green hydrogen and electrification.

To manage transition risks, the Bank has issued a Board-approved Policy on Climate Risk Management, has developed short-term, medium-term and long-term strategies for climate risk management, and has begun assessing borrowers against environmental, social and governance parameters through an ESG scorecard. A dedicated executive-level committee, the Green Cell, oversees the integration of climate-related risks into the Bank's overall risk management framework, promotes sustainable finance and monitors compliance with regulatory guidance on climate risk. These assessments have been progressively expanded despite challenges around data availability and standardisation, and sector-level research supports understanding of regulatory, technological and market developments.

Physical risks are assessed through disaster risk mapping of the Bank's branches and assessment of the Bank's business in relation to disaster risk, alongside strengthening data frameworks and resilience planning. Forward-looking assessments guide mitigation strategies, including governance, data practices and business continuity measures.

Overall, the approach is evolving and forward-looking, integrating geopolitical, trade and climate considerations into risk management to enhance resilience and support sustainable growth.

DESCRIPTION OF THE BANK'S ASSETS AND LIABILITIES

The following section sets out the Bank's assets and liabilities on a standalone basis. Certain information, including capital adequacy and regulatory ratios and the composition of deposits, advances and investments, is reported by the Bank only on a standalone basis and is presented on that basis. The following information should be read together with the Bank's financial statements included in the Offering Circular.

Overview

The total standalone assets of the Bank increased from Rs. 3,07,137.86 crore as at 31 March 2024 to Rs. 3,69,142.15 crore as at 31 March 2025 and to Rs. 4,27,362.73 crore as at 31 March 2026, an increase of 20.2 per cent. and 15.8 per cent. respectively. Total standalone assets were Rs. 4,26,303.17 crore as at 30 June 2026, compared with Rs. 3,67,292.41 crore as at 30 June 2025, an increase of 16.1 per cent. During the fiscal year ended 31 March 2026, the Bank's standalone advances increased by 22.0 per cent. from Rs. 2,36,083.80 crore as at 31 March 2025 to Rs. 2,88,104.30 crore as at 31 March 2026 and standalone investments increased by 23.8 per cent. from Rs. 82,004.79 crore as at 31 March 2025 to Rs. 1,01,480.17 crore as at 31 March 2026. As at 30 June 2026, the Bank's standalone advances amounted to Rs. 3,01,934.32 crore and standalone investments amounted to Rs. 1,00,476.32 crore. Please also refer to the section entitled "Presentation of Financial and Other Information" appearing elsewhere in this Offering Circular.

The following table sets out the assets of the Bank on a standalone basis as at the dates indicated below.

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
Assets	(Rs. in crore)			(Rs. in crore)	(US\$ in millions)
Cash and balance with the RBI	21,161.34	37,992.99	26,645.31	14,879.82	1,571.88
Balances with banks and money at call and short notice	9,150.32	4,201.87	1,100.24	496.28	52.43
Investments	68,274.12	82,004.79	1,01,480.17	1,00,476.32	10,614.15
Advances	2,00,239.88	2,36,083.80	2,88,104.30	3,01,934.32	31,895.84
Fixed assets	2,209.60	2,915.59	2,961.77	2,947.92	311.41
Other assets	6,102.59	5,943.11	7,070.95	5,568.52	588.25
Total assets	3,07,137.86	3,69,142.15	4,27,362.73	4,26,303.17	45,033.96

The following table sets out the advances of the Bank as at the dates indicated below. The composition of the Bank's advances is disclosed in its audited annual financial statements on a standalone basis and is not disclosed in its quarterly financial results prepared under Regulation 33 of the SEBI LODR Regulations; accordingly, the table below is presented on a standalone basis as at 31 March 2025 and 31 March 2026.

	As at 31 March		
	2025	2026	
	(Rs. in crore)	(Rs. in crore)	(US\$ in millions)
Bills purchased and discounted	4,110.47	4,473.42	471.71
Cash credits and overdrafts and loans repayable on demand	53,744.51	53,286.76	5,618.89
Term loan	1,78,228.81	2,30,344.12	24,288.94
Sub-total	2,36,083.80	2,88,104.30	30,379.53

As at 31 March			
	2025	2026	(US\$ in millions)
	(Rs. in crore)	(Rs. in crore)	
Secured by tangible assets	1,97,165.37	2,38,359.22	25,134.10
Covered by bank/government guarantees	642.46	547.51	57.73
Unsecured.....	38,275.96	49,197.58	5,187.70
Sub-total	2,36,083.80	2,88,104.30	30,379.53
Advances in India			
Priority sector	90,492.60	1,09,349.46	11,530.50
Public sector	21,940.35	30,401.31	3,205.71
Banks	499.98	1,938.22	204.38
Others	1,23,150.87	1,44,616.25	15,249.25
Sub-total	2,36,083.80	2,86,305.25	30,189.83
Advances outside India			
Due from banks	0.00	0.00	0.00
Due from others:.....	0.00	1,799.06	189.70
Bills purchased and discounted	0.00	0.00	0.00
Syndicated loans.....	0.00	805.40	84.93
Others	0.00	993.65	104.78
Sub-total	0.00	1,799.06	189.70
Grand total	2,36,083.80	2,88,104.30	30,379.53

Note:

- (1) The U.S. dollar amounts herein above have been translated using the exchange rate of U.S.\$1.00 = Rs. 94.8350 as based on the closing exchange rate notified by the Foreign Exchange Dealers Association of India as at 31 March 2026.

Loan Portfolio

The Bank aims to have a diversified loan portfolio and to limit its exposure to particular sectors or borrowers. Credit risk concentration is actively managed to prevent excessive exposure to individual borrowers, groups, sectors or geographies, in line with the Bank's risk appetite and regulatory expectations. At the portfolio level, concentration is controlled through sectoral caps, limits on lower-rated exposures and controls on unsecured retail lending. As at 31 March 2026, the most significant of the Bank's exposures were to micro, small and medium enterprises (approximately 18.73 per cent. of total outstandings), housing (approximately 17.31 per cent.), infrastructure (approximately 14.46 per cent.), agriculture and allied activities (approximately 14.07 per cent.), non-banking financial companies (approximately 13.42 per cent.) and commercial real estate (approximately 2.72 per cent.). Retail, agriculture and micro, small and medium enterprise domestic advances together represented 62.84 per cent. of the Bank's total advances as at that date.

The table below sets out the Bank's loan portfolio as at the dates indicated below.

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
	(Rs. in crore)			(Rs. in crore)	(US\$ in millions)
Gross advances.....	2,03,663.95	2,39,836.54	2,91,966.53	3,05,963.67	32,321.49
Provision for non-performing advances.....	3,424.06	3,752.74	3,862.23	4,029.35	425.65
Net advances	<u>2,00,239.88</u>	<u>2,36,083.80</u>	<u>2,88,104.30</u>	<u>3,01,934.32</u>	<u>31,895.84</u>

Note: Above provisions for non-performing advances includes deductions of DICGC/ECGC claims and others.

Pursuant to the guidelines of the RBI, the Bank's exposure to a single counterparty is limited to 20 per cent. of its available eligible capital base, and its exposure to a group of connected counterparties is limited to 25 per cent. of its available eligible capital base, in each case under the RBI's Large Exposures Framework, as consolidated in the Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025, as amended from time to time. Please see "*Supervision and Regulation*".

As per the framework, in exceptional cases, the board of directions of a bank may allow an additional five percent single counterparty exposure of the bank's available eligible capital base. The bank shall lay down a board approved policy in this regard.

The largest single borrower of the Bank as at 30 June 2026 accounted for 14 per cent. of the Bank's Tier I Capital. As at the same date, the 10 largest individual borrowers accounted for 109 per cent. of the Bank's Tier I Capital.

Directed Lending

The RBI has established guidelines requiring Indian banks to lend to certain sectors called "priority sectors" 40 per cent. of their Adjusted Net Bank Credit ("ANBC"), as computed in accordance with RBI guidelines, or the credit equivalent amount of off-balance sheet exposures ("CEOBSE"), whichever is higher, as at the end of each quarter of the previous fiscal year. Priority sectors are broadly comprised of agriculture, MSEs, including retail trade, micro credit, education and housing, subject to certain limits.

The assessment of whether the Bank has achieved the PSL requirements is made at the end of the financial year based on the average of priority sector target and sub-target achievement as at the end of each quarter. On the basis of that average calculation, the Bank's total PSL achievement for Fiscal Year 2026 stood at 49.50 per cent. of ANBC, against the requirement of 40 per cent. Lending to micro enterprises stood at 12.69 per cent. as against a target of 7.5 per cent. Advances to the agriculture sector were 19.09 per cent. of ANBC compared to the requirement of 18 per cent., and agricultural advances made to small and marginal farmers were 10.25 per cent. of ANBC, compared to the requirement of 10 per cent. Lending to weaker sections was 13.16 per cent. of ANBC compared to the requirement of 12 per cent. Effective Fiscal Year 2024, the RBI introduced amendments to the Priority Sector Lending ("PSL") guidelines. The list of districts in high PSL credit and low PSL credit have been amended. Accordingly, from Fiscal Year 2025 onwards, a higher weight (125 per cent.) is assigned to the incremental priority sector credit in the identified districts where the credit flow is comparatively lower (per capita PSL less than ₹9,000), and a lower weight (90 per cent.) is assigned for incremental priority sector credit in the identified districts where the credit flow is comparatively higher (per capita PSL greater than ₹42,000).

The aforementioned requirements under the PSL guidelines issued by the RBI have been consolidated in the Master Directions - Reserve Bank of India (Priority Sector Lending – Targets and Classification) Directions, 2025, with effect from March 24, 2025, as amended from time to time ("**PSL Master Direction**").

At present, under the PSL Master Direction, the RBI requires that every domestic commercial bank (excluding regional rural banks (RRBs) and small finance banks (SFBs)) and foreign banks with 20 branches and above, extend at least 40 per cent of its ANBC or the CEOBSE, whichever is higher, to "priority sectors"

such as agriculture, MSMEs export credit, education, housing, social infrastructure, renewable energy, and others as determined by the RBI. Of this, banks have sub-targets of 18 per cent, 7.5 per cent and 12 per cent for lending to agriculture, micro enterprises and advances to weaker sections, respectively.

The PSL Master Direction mentions that Scheduled Commercial Banks having any shortfall in lending to priority sector shall be allocated amounts for contribution to the RIDF established with NABARD and other funds with NABARD, NHB, SIDBI or MUDRA Ltd., as decided by the RBI from time to time. Further, the terms and conditions of the funds shall be as decided by the RBI. As at 30 June 2026 the Bank's total contributions as directed by the RBI in such deposits were Rs. 409.97 crore.

The following table sets forth, as at the dates indicated, the Bank's priority sector advances broken down by sector. The Bank discloses priority sector advances as at each financial year end rather than as a simple average of quarterly outstandings, and the table below is presented on that basis.

	For the year ended 31 March		
	2024	2025	2026
	(Rs. in crore)		
Directed lending:			
Agriculture.....	30,456.27	35,546.76	40,212.06
Industry eligible as priority sector lending	13,105.72	14,832.00	17,140.61
Services and personal loans	40,715.81	43,567.48	55,541.08
Total priority sector advances	84,277.80	93,946.24	1,12,893.75

Non-Performing Assets

Recognition of Non-Performing Assets

The principal features of the 'Reserve Bank of India (Commercial Banks – Income Recognition, Asset Classification and Provisioning) Directions, 2025' pertaining to identification and classification of Non-Performing Assets ("NPAs") are provided here below. An asset, including a leased asset, becomes non-performing once it ceases to generate income for the bank. The aforementioned RBI directions stipulates the criteria for determining and classifying an NPA. An NPA is a loan or an advance where:

- interest and/ or instalment of principal remains overdue for a period of more than 90 days in respect of a term loan;
- the account remains 'out of order' in respect of an Overdraft/Cash Credit ("OD/CC");
- the bill remains overdue for a period of more than 90 days in the case of bills purchased and discounted;
- the instalment of principal or interest thereon remains overdue for two crop seasons for short duration crops, the instalment of principal or interest thereon remains overdue for one crop season for long duration crops;
- the amount of liquidity facility remains outstanding for more than 90 days, in respect of a securitisation transaction undertaken in terms of the Reserve Bank of India (Commercial Banks – Securitisation Transactions) Directions, 2025; or
- in respect of derivative transactions, the overdue receivables representing positive mark-to-market value of a derivative contract, if these remain unpaid for a period of 90 days from the specified due date for payment.

A CC/OD account shall be treated as ‘out of order’ if: the outstanding balance in the CC/OD account remains continuously in excess of the sanctioned limit/drawing power for 90 days, or the outstanding balance in the CC/OD account is less than the sanctioned limit/drawing power but there are no credits continuously for 90 days, or the outstanding balance in the CC/OD account is less than the sanctioned limit/drawing power but credits are not enough to cover the interest debited during the previous 90 days period.

“Overdue”

Any amount due to the bank under any credit facility is “overdue” if it is not paid on the due date fixed by the bank.

“Out-of-Order” Status

An account should be treated as “out-of-order” if the outstanding balance remains continuously in excess of the sanctioned limit/drawing power. In circumstances where the outstanding balance in the principal operating account is less than the sanctioned limit/drawing power, but (i) there are no credits continuously for a period of 90 days as on the date of the balance sheet of the bank or (ii) the credits are not sufficient to cover the interest debited during the same period, these accounts should be treated as “out-of-order”.

The following table sets forth, for the periods indicated, information about the Bank’s NPAs:

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
	(Rs. in crores, except percentages)			(Rs. in crores)	(US\$ in millions)
Gross NPAs	3,833.05	4,184.52	4,245.97	4,434.28	468.43
Provisions for NPAs.....	3,424.06	3,752.74	3,862.23	4,029.35	425.65
Net NPAs.....	408.99	431.78	383.74	404.94	42.78
Gross advances	2,03,663.95	2,39,836.54	2,91,966.53	3,05,963.67	32,321.49
Net advances	2,00,239.88	2,36,083.80	2,88,104.30	3,01,934.32	31,895.84
Gross NPAs as a percentage of gross advances	1.88%	1.74%	1.45%	1.45%	1.45%
Net NPAs as a percentage of net advances	0.20%	0.18%	0.13%	0.13%	0.13%
Provisions for NPAs as a percentage of gross NPAs	98.34%	98.26%	98.59%	98.55%	98.55%

Note: Above provisions for non-performing advances includes deductions of DICGC/ECGC claims and others.

Classification of Non-Performing Assets

As per the Reserve Bank of India (Commercial Banks – Income Recognition, Asset Classification and Provisioning) Directions, 2025, as amended from time to time, banks are required to classify non-performing assets further into the following three categories based on the period for which the asset has remained non-performing and the realisability of the dues. Taking into account the time lag between an account becoming doubtful of recovery, its recognition as such, the realisation of the security and the erosion over time in the value of security charged to the bank, the banks should make provision against substandard assets, doubtful assets and loss assets as below.

Substandard assets

A substandard asset is one which has remained NPA for a period less than or equal to 12 months. In such cases, the current net worth of the borrower/guarantor or the current market value of the security charged is not enough to ensure recovery of the dues to the banks in full. In other words, such an asset will have well defined credit weaknesses that jeopardise the liquidation of the debt and are characterised by the distinct possibility that banks will sustain some loss, if deficiencies are not corrected.

Doubtful assets

A doubtful asset is one which has remained NPA for a period exceeding 12 months. A loan classified as doubtful has all the weaknesses inherent in assets that were classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

Loss assets

A loss asset is one where loss has been identified by the Bank or internal or external auditors or the RBI inspection, but the amount has not been written off wholly. In other words, such an asset is considered uncollectible and of such little value that its continuance as a bankable asset is not warranted although there may be some salvage or recovery value.

The following table sets forth, for the periods indicated, the classification of the Bank's gross NPAs in accordance with the RBI guidelines:

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
	(Rs. in billions)			(Rs. in billions)	(US\$ in millions)
Substandard	11.81	16.17	16.73	18.02	190.39
Doubtful	25.13	23.95	23.33	24.32	256.86
Loss	1.39	1.72	2.40	2.01	21.18
Gross NPAs	38.33	41.84	42.46	44.34	468.43

Restructured Assets

A fully secured standard asset can be restructured by rescheduling principal repayments and/or the interest element, subject to compliance with certain conditions but must be separately disclosed as a restructured asset. The amount of cut, if any, in the element of interest, measured in present value terms, is either written off or is required to be provided for. Similar guidelines apply to sub-standard assets and to doubtful assets, in the case of restructuring of assets under the corporate debt restructuring mechanism. The sub-standard accounts which have been subjected to restructuring, whether in respect of principal instalment or interest amount, are eligible to be upgraded to the standard category only after the specified period, i.e. a period of one year after the date when the first payment of interest or of principal falls due, subject to satisfactory performance during the period.

Provisioning Policy for Non-Performing Assets

Specific loan loss provisions in respect of non-performing advances are made based on management's assessment of the degree of impairment of wholesale and retail advances, subject to the minimum provisioning level prescribed by the RBI. The specific provision levels for retail NPAs are also based on the nature of product and delinquency levels. In relation to non-performing derivative contracts, as per the extant RBI guidelines, the Bank makes provision for the entire amount of overdue and future receivables relating to positive marked to market value of the said derivative contracts.

Provisions for substandard, doubtful and loss asset categories are required to be made as per the RBI guidelines described below. These provisioning requirements are the minimum provisions that have to be made in accordance with the RBI guidelines.

Substandard assets

A general provision of 15.0 per cent. on total outstanding loans is required without making any allowance for the Export Credit Guarantee Corporation of India guarantee cover and securities available. The unsecured exposures which are identified as sub-standard are subject to an additional provision of 10.0 per cent. (i.e. a total of 25.0 per cent. on the outstanding balance). However, unsecured loans classified as sub-standard, where certain safeguards such as escrow accounts are available, are subject to an additional provision of only 5.0 per cent. (i.e. a total of 20.0 per cent. on the outstanding balance).

Doubtful assets

A 100.0 per cent. provision is made against the unsecured portion of the doubtful asset. The value assigned to the collateral securing a loan is the realisable value determined by third party appraisers. In cases where there is a secured portion of the asset, depending upon the period for which the asset remains doubtful, a 25.0 per cent. to 100.0 per cent. provision is required to be made against the secured asset as follows:

- Up to one year: 25.0 per cent. provision.
- One to three years: 40.0 per cent. provision.
- More than three years: 100.0 per cent. provision.

Loss assets

The entire asset is either required to be written off or 100.0 per cent. of the outstanding amount is required to be provided for.

Remediation Strategy for Non-Performing Loans

The Bank focuses on early problem recognition and active remedial management efforts in relation to its non-performing loans. The Bank employs early warning systems to identify stress signals, enabling timely intervention through watch-listing and focused supervision. Monitoring spans borrower performance, repayment behaviour, sector dynamics and macroeconomic indicators. For stressed assets, resolution strategies include restructuring, collateral enhancement, legal recovery and transfer to specialised units, with a focus on maximising recovery and minimising losses. Independent loan reviews further strengthen control and compliance.

Restructured Assets

The RBI has issued prudential guidelines on the restructuring of assets by banks. These guidelines have been consolidated in the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025, as amended from time to time. The guidelines essentially the conditions which are required to maintain the category of the restructured account as a “standard asset”. Similar guidelines apply to assets categorised as substandard. Substandard accounts which have been subjected to restructuring, whether in respect of principal instalment or interest amount, are eligible to be upgraded to the standard category only after the specified period, i.e. a period of one year after the date when the first payment of interest or principal, whichever is earlier, falls due, subject to satisfactory performance during the period. If there is a failure to meet payment or other terms of a restructured loan, it may be considered a failed restructuring, in which case it is no longer classified as a restructured loan.

The Bank restructures assets on a case-by-case basis after its management has determined that restructuring is the best means of maximising realisation of the asset. Standard restructured fund based outstanding under the COVID-19 resolution frameworks was ₹ 1,045.27 crore as at 30 June 2026 and under the Micro, Small & Medium Enterprises resolution frameworks was ₹ 18.12 crore as at 30 June 2026. During the quarter ended 30 June 2026, the Bank reversed ₹250 crore of COVID-19 related contingency provisions and continued to hold provisions of ₹760 crore as at that date.

Funding

The Bank’s funding operations are designed to ensure stability, low cost of funding and effective liquidity management. The primary source of funding is deposits. Total deposits were Rs. 3,44,493.01 crore as at 30 June 2026 compared to Rs. 3,05,045.54 crore as at 30 June 2025, and Rs. 3,50,564.37 crore as at 31 March 2026 compared to Rs. 3,07,142.61 crore as at 31 March 2025 on a standalone basis. CASA deposits were Rs. 1,66,875.35 crore as at 30 June 2026 compared to Rs. 1,52,737.97 crore as at 30 June 2025, with the CASA ratio at 48.44 per cent. as at 30 June 2026 compared to 50.07 per cent. as at 30 June 2025 (52.51 per cent. as at 31 March 2026, CASA deposits having amounted to Rs. 1,84,087 crore as at that date compared to Rs. 1,63,657 crore as at 31 March 2025). The cost of deposits was 4.38 per cent. for the quarter ended 30 June 2026 compared to 4.59 per cent. for the quarter ended 30 June 2025.

Total Deposits

The following table sets forth, for the periods indicated, the Bank's outstanding deposits and the percentage composition by each category of deposits. The average cost of deposits was 4.34 per cent. in Fiscal Year 2024, 4.66 per cent. in Fiscal Year 2025, 4.52 per cent. in Fiscal Year 2026 and 4.38 per cent. for the three months ended 30 June 2026. 'Cost of Deposits' is the ratio of interest expense on deposits to total average deposits. The outstanding deposits for the periods set forth are as follows:

	At 31 March						At 30 June		
	2024		2025		2026		2026		
	Amount	% of total	Amount	% of total	Amount	% of total	Amount	Amount	% of total
	(Rs. in crore, except percentage)						(US\$ in millions)		
Demand deposits.....	34,968.03	12.92	46,312.92	15.08	57,800.57	16.49	38,403.00	4,056.83	11.15%
Savings bank deposits.....	1,07,805.56	39.82	1,17,344.14	38.21	1,26,286.70	36.02	1,28,472.35	13,571.61	37.29%
Term deposits.....	1,27,973.58	47.27	1,43,485.54	46.72	1,66,477.10	47.49	1,77,617.66	18,763.23	51.56%
Total	2,70,747.17	100.00	3,07,142.61	100.00	3,50,564.37	100.00	3,44,493.01	36,391.67	100.00

Borrowings

The following table sets forth, for the periods indicated, information related to the Bank's borrowed funding, which is comprised primarily of refinance from financial institutions and agencies, capital instruments and borrowings outside India.

	At 31 March						At 30 June		
	2024		2025		2026		2026		
	Amount	% of total	Amount	% of total	Amount	% of total	Amount	Amount	% of total
	(Rs. in crores, except percentage)						(US\$ in millions)		
I. Borrowings in India									
Reserve Bank of India.....	—	—	—	—	—	—	2,000.00	211.28	6.60
Other banks	—	—	—	—	1,185.44	4.42	473.31	50.00	1.56
Other institutions and agencies	2,111.16	100.00	15,421.82	100.00	19,946.31	74.42	22,487.50	2,375.54	74.17
II. Borrowings outside India	—	—	—	—	5,671.13	21.16	5,357.09	565.91	17.67
Total	2,111.16	100.00	15,421.82	100.00	26,802.88	100.00	30,317.90	3,202.73	100.00

The Bank also obtains funds from the issuance of unsecured non-convertible subordinated debt securities, which qualify as Additional Tier I or Tier II capital under the RBI's guidelines for assessing capital adequacy. As at 31 March 2026, the Bank had outstanding Perpetual Debt Instruments constituting Tier I bonds of Rs. 1,880.00 crore (31 March 2025: Rs. 1,880.00 crore) and subordinated debt bonds constituting Tier II bonds of Rs. 4,127.70 crore (31 March 2025: Rs. 4,127.70 crore). The Bank also had infrastructure bonds of Rs. 2,423.00 crore outstanding as at 31 March 2026 (31 March 2025: Rs. 2,423.00 crore), which do not constitute regulatory capital. The Bank had no hybrid debt capital instruments issued as bonds outstanding at either date. The Bank did not raise any Additional Tier I or Tier II capital during Fiscal Year 2026 or Fiscal Year 2025. As at 30 June 2026, Perpetual Debt Instruments outstanding were Rs. 1,880.00 crore and subordinated debt bonds outstanding were Rs.4,127.70 crore. The break-down of the same is shown in the following table:

Type of Bonds	Currency	Year of issue	Year of maturity	Average Tenure (Years)	Interest rate	Year of Call	Face value
				Years	(%)		(Rs. in crores)
Basel III AT I (Series-1) ..	INR	2022	Perpetual	Perpetual	8.75	2027	290.00
Basel III AT I (Series-2) ..	INR	2022	Perpetual	Perpetual	8.74	2027	710.00
Basel III AT I (Series-3) ..	INR	2022	Perpetual	Perpetual	8.74	2027	880.00
Basel III Tier II	INR	2016	2026	10.3	9.20	2026	500.00

Type of Bonds	Currency	Year of issue	Year of maturity	Average Tenure (Years)	Interest rate	Year of Call	Face value
				Years	(%)		(Rs. in crores)
Basel III Tier II (Series-1).....	INR	2020	2030	10	7.75	2026	200.70
Basel III Tier II (Series-2).....	INR	2021	2031	10	8.00	2027	205.00
Basel III Tier II (Series-3).....	INR	2021	2031	10	8.00	2027	100.00
Basel III Tier II (Series-4).....	INR	2021	2031	10	7.86	2026	1000.00
Basel III Tier II (Series-5).....	INR	2022	2032	10	8.00	2027	348.00
Basel III Tier II (Series-6).....	INR	2023	2033	10	7.98	2028	515.00
Basel III Tier II (Series-7).....	INR	2023	2033	10	7.99	2028	259.00
Basel III Tier II (Series-8).....	INR	2024	2034	10	7.89	2029	1000.00
LT INFRA BOND (Series 1).....	INR	2024	2034	10	7.80	2034	811.00
LT INFRA BOND (Series 2).....	INR	2025	2035	10	7.70	2035	1612.00

Note:

- (1) For more details on applicable requirements for eligible capital, please refer to the section entitled “*Supervision and Regulation – Capital Adequacy Requirements*”

Classification of Investments

Investments in India

As at 31 March 2026, the Bank had total standalone net investments of Rs. 1,01,480.17 crore (31 March 2025: Rs. 82,004.79 crore), all of which was held in India, of which Government securities, inclusive of treasury bills and zero coupon bonds, amounted to Rs. 94,728.19 crore, representing 93.35 per cent. of the Bank’s total standalone investments in India (31 March 2025: Rs. 74,851.28 crore, representing 91.28 per cent.). The composition of the investment portfolio is disclosed by the Bank on a standalone basis. The Bank’s investments are classified as Held-to-Maturity (“**HTM**”), Available-for-sale (“**AFS**”), Fair Value through Profit and Loss (“**FVTPL**”), and Subsidiaries and/or joint ventures. Held for Trading (“**HFT**”) is a separate investment sub-category within FVTPL.

As at 30 June 2026, the Bank had aggregate investments of Rs. 1,00,476.32 crores in India of which 93.24 per cent. i.e. Rs. 93,684.45 crores was held in approved Government securities. Out of these, 61.79 per cent. were classified as HTM investments and 34.43 per cent. were classified as AFS investments. The remaining 0.78 per cent. was classified as FVTPL.

As at 31 March 2026, the Bank’s equity portfolio on a standalone basis, comprising shares and investments in subsidiaries, associates and joint ventures in India, amounted to Rs. 1,068.41 crore, representing 1.05 per cent. of the Bank’s total standalone investments in India, comprising shares of Rs. 587.11 crore and investments in subsidiaries and/or joint ventures of Rs. 481.30 crore (31 March 2025: Rs. 918.64 crore in aggregate, comprising shares of Rs. 607.21 crore and investments in subsidiaries and/or joint ventures of Rs. 311.43 crore). As at 30 June 2026, the Bank’s equity portfolio amounted to Rs. 1,142.12 crore, which represented 1.14 per cent. of the total portfolio.

Capital Adequacy

The following table sets forth, for the periods indicated, the Bank's capital adequacy ratios computed as per applicable RBI guidelines on Basel III capital regulations:

	As at 31 March			As at 30 June	
	2024	2025	2026	2026	
	(Rs. in crore)			(Rs. in crore)	(US\$ in millions)
Common Equity Tier I (CET I).....	18,275.07	26,515.34	30,605.67	33833.85	3,574.15
Additional Tier I capital ⁽¹⁾	1,790.00	1,720.00	1,720.00	1,720.00	181.70
Tier I capital	20,065.07	28,235.34	32,325.67	35,553.85	3,755.85
Tier II capital	5,346.02	6,153.31	6,199.63	4,978.22	525.89
Total capital	25,411.09	34,388.65	38,525.30	40,532.07	4,281.74
Risk-weighted assets	1,46,180.67	1,67,528.19	2,09,744.62	2,17,396.13	22,965.37
CET I ratio.....	12.50%	15.83%	14.59%	15.56%	15.56%
Tier I capital ratio.....	13.72%	16.86%	15.41%	16.35%	16.35%
Tier II capital ratio	3.66%	3.67%	2.95%	2.29%	2.29%
Total capital ratio	17.38%	20.53%	18.36%	18.64%	18.64%

Note:

- (1) For more details on applicable requirements for eligible capital, please refer to the section entitled "Supervision and Regulation – Capital Adequacy Requirements"

Selected Financial Information and Reconciliation

Please also refer to the section entitled "Presentation of Financial and Other Information" appearing elsewhere in this Offering Circular.

Sr. No.	Particulars	Mar-24	Mar-25	Mar-26	June-26	
		(Rs. in crores, except percentages)			(Rs. in crores)	(US\$ in millions)
(i)	Interest Earned.....	20,494.69	24,947.45	29,281.64	8,034.63	848.77
(ii)	Less: Interest Expended.....	10,672.84	13,281.88	15,617.58	4,264.66	450.51
(iii)	Net Interest Income (i) – (ii).....	9,821.84	11,665.57	13,664.07	3,769.98	398.25
(iv)	Add: Other Income	2,997.87	3,454.17	3,540.89	1,028.66	108.67
(v)	Net Revenue (iii) + (iv)	12,819.71	15,119.74	17,204.95	4,798.64	506.92
(vi)	Average Total Assets.....	2,50,289.04	2,91,764.16	3,50,334.10	3,97,897.92	42,033.28
(vii)	Net Interest Income as % of Net Revenue (iii)/(v)	76.62%	77.15%	79.42%	78.56%	78.56%
(viii)	Net Interest margin (iii)/(vi) (annualised)	3.92%	4.00%	3.90%	3.79%	3.79%
(ix)	Demand Deposits	34,968.03	46,312.92	57,800.57	38,403.00	4,056.83
(x)	Savings Bank Deposit	1,07,805.56	1,17,344.14	1,26,286.70	1,28,472.35	13,571.61
(xi)	Total CASA (ix) + (x)	1,42,773.59	1,63,657.06	1,84,087.27	1,66,875.34	17,628.43
(xii)	Total Deposit	2,70,747.17	3,07,142.61	3,50,564.37	3,44,493.01	36,391.67
(xiii)	Average daily Deposits.....	2,31,101.59	2,63,982.88	2,98,189.00	3,30,338.46	34,896.41
(xiv)	Interest on Deposits	10,040.63	12,295.06	13,472.36	3,613.97	381.77

Sr. No.	Particulars	Mar-24	Mar-25	Mar-26	June-26	
					(Rs. in crores)	(US\$ in millions)
		(Rs. in crores, except percentages)				
(xv)	Average Cost of deposits (xiv)/(xiii) (annualised)	4.34%	4.66%	4.52%	4.38%	4.38%
(xvi)	Current and Saving Account Deposits as a % of total deposits (xi)/(xii)	52.73%	53.28%	52.51%	48.44%	48.44%
(xvii)	Investments in India	68,274.12	82,004.79	1,01,480.17	1,00,476.32	10,614.15
(xviii)	Investments in Government Securities in India.....	64,282.49	74,851.28	94,728.19	93,684.45	9,896.67
(xix)	Government securities as a per cent. of total investments in India (xviii)/(xvii).	94.15%	91.28%	93.35%	93.24%	93.24%

DESCRIPTION OF THE BANK'S GIFT CITY BRANCH

The Bank received a licence from the International Financial Services Centres Authority (the "IFSCA") on 8 May 2025 to establish a branch (an IFSC Banking Unit, the "IBU") at Gujarat International Finance Tec-City (GIFT City), Gandhinagar, Gujarat, and commenced operations at the IBU with effect from 12 September 2025. The IBU is the Bank's only banking presence outside the domestic territory of India.

The Bank operates an International Financial Services Centre Banking Unit ("IBU") at GIFT City, which is its only banking presence outside the domestic territory of India. The IBU caters to a global customer base.

The IBU serves as the Bank's platform for its offshore and international business. On a standalone basis, the Bank's international segment recorded revenue of ₹90.69 crore for the quarter ended 30 June 2026, compared with nil for the quarter ended 30 June 2025, and international segment assets of ₹8,500.79 crore as at 30 June 2026. The Bank first reported a separate international geographic segment during the financial year 2025-26, and its international operations therefore have a limited operating history.

Business Activities of the GIFT City IBU

The IBU is engaged principally in extending foreign currency loans and trade finance to corporate customers and accepting foreign currency deposits, in each case in accordance with the applicable regulatory framework prescribed by the IFSCA and the Reserve Bank of India (the "RBI").

Deposits

The IBU offers foreign currency term deposit products to non-individual customers. Term deposits are accepted in USD, with a minimum deposit of 1000 in the relevant currency, across tenors ranging from 7 days to 12 months, available with or without the option of premature withdrawal.

Trade Finance

The IBU provides trade credit facilities to corporate customers, in the form of Buyer's Credit and Supplier's Credit, in each case against a standby letter of credit.

Loans

The IBU provides a range of foreign currency loans and advances to corporate customers, comprising: (i) foreign currency syndicated loans (in both the primary and secondary markets); (ii) external commercial borrowings; and (iii) foreign currency term loans and working capital facilities.

MANAGEMENT

The Bank is a body corporate constituted under the Nationalisation Act. Its Board of Directors is constituted in accordance with the Nationalisation Act and the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (the “**Nationalised Banks Scheme**”) made thereunder, and comprises whole-time directors appointed by the Government, a director nominated by the Government, a director nominated by the RBI and directors elected by shareholders other than the Government.

Board of Directors

The following table sets out the members of the Bank’s Board of Directors.

Name	Designation	Date of appointment
Shri Nidhu Saxena	Managing Director & Chief Executive Officer	27 March 2024
Shri Prabhat Kiran	Executive Director	24 November 2025
Shri Sushanta Kumar Mohanty	Executive Director	15 April 2026
Dr. Abhijit Phukon	Government Nominee Director	25 October 2023
Shri Sanjeev Prakash	RBI Nominee Director	14 July 2023
Shri Praveen Kumar	Shareholder Director	30 June 2024
Shri Prasenjeet Fadnavis	Shareholder Director	24 March 2026
Shri Naresh Kumar Vashisht	Part-time Non-Official Director	12 August 2026

Senior Management

The Bank’s Chief Financial Officer is Shri Sunil Dhoot and its Company Secretary and Compliance Officer is Shri Vishal Sethia. The Bank’s Chief Vigilance Officer as at 31 March 2026 was Shri Amit Srivastava.

Corporate Governance

The Bank complies with the corporate governance requirements applicable to it under the SEBI LODR Regulations and the applicable RBI guidelines, to the extent those requirements apply to a body corporate constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and governed by the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970. The Bank is not a company incorporated under the Companies Act, 2013 and accordingly the provisions of that Act that apply only to companies incorporated thereunder, including those relating to the obtaining of a Director Identification Number by directors, do not apply to the Bank. Certain provisions of the Companies Act, 2013 that are expressed to apply to banking companies or that are applied to the Bank by or under the Banking Regulation Act or other applicable legislation continue to apply.

PRINCIPAL SHAREHOLDERS

The Bank is a body corporate constituted under the Nationalisation Act. The Government of India is the promoter and controlling shareholder of the Bank. Under the Nationalisation Act, the Government is required at all times to hold not less than 51.00 per cent. of the paid-up equity share capital of the Bank. Accordingly, the Government will remain the controlling shareholder of the Bank for so long as the Nationalisation Act remains in force in its current form.

The following table sets out the shareholding of the Government in the Bank as at the dates indicated.	As at
30 June 2025	79.60
31 March 2026	73.60
30 June 2026	73.60

As at 30 June 2026, the paid-up equity share capital of the Bank was Rs. 7,69,15.6 million, comprising 7,69,15,54,950 equity shares of par value Rs. 10 each.

On 1 December 2025, the Government, as promoter, initiated and completed an offer for sale of 46,15,68,297 equity shares of the Bank, representing 6 per cent. of its paid-up capital, pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the applicable provisions of the SEBI LODR Regulations. The offer for sale involved only the sale of existing shares held by the Government and no proceeds accrued to the Bank. Following completion of the offer for sale, the Bank was in compliance with the minimum public shareholding requirement of 25 per cent. under the SEBI LODR Regulations.

Under the Nationalisation Act, the Government is required to hold not less than 51 per cent. of the paid-up equity share capital of the Bank at all times. Accordingly, the Government will continue to control the Bank and to be in a position to determine the outcome of substantially all matters submitted to shareholders for approval, including the appointment and removal of directors, the declaration of dividends and any increase in share capital. Any further dilution of the Government's shareholding, whether to comply with minimum public shareholding requirements or otherwise, is constrained by this statutory minimum and may only be effected to the extent that the Government's holding does not fall below 51 per cent. See *"Risk Factors – The Government of India is the Bank's controlling shareholder and can determine the outcome of substantially all matters requiring shareholder approval, and its interests may differ from those of the Noteholders"*.

The Nationalisation Act governs the issuance of shares by the Bank. The Bank may issue shares to persons other than the Government only to the extent permitted under the Nationalisation Act and subject to the requirement that the Government's shareholding does not fall below 51 per cent. of the paid-up equity share capital. The Bank is not a company incorporated under the Companies Act, 2013 and accordingly the provisions of that Act relating to the issuance of shares, including those relating to rights issues, bonus issues and preferential allotments, do not apply to the Bank as a matter of its constitution, save to the extent they are applied to the Bank by or under the Banking Regulation Act or other applicable legislation.

Under Section 3(2B)(c) of the Nationalisation Act, the paid-up capital of the Bank may be increased; with the prior sanction of the Government, by the board of directors of the Bank after consultation with the RBI; including by public issue, rights issue, the issue of bonus shares, preferential allotment, or the private placement of equity shares or preference shares in accordance with the procedure as may be prescribed; provided however, that the holding of the Government shall at all times not be less than 51.00 per cent. of the paid-up capital consisting of equity shares of the Bank.

OVERVIEW OF THE INDIAN FINANCIAL SECTOR

The information presented in this section has been extracted from publicly available documents from various sources, including officially prepared materials from the Government and its various ministries and departments, the RBI and the Indian Banks Association, and has not been prepared or independently verified by the Bank, the Arrangers, the Dealers, the Trustee or any of their affiliates or advisers.

The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources they believe to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, investment decisions should not be based on such information. Figures used in this section are presented as in the original sources and have not been adjusted, restated or rounded off for presentation in this Offering Circular.

Introduction

The RBI, the central banking and monetary authority of India, is the central regulatory and supervisory authority and watchdog for Indian banks, financial institutions and non-banking finance companies. A variety of financial intermediaries in the public and private sectors participate in India's financial sector, including the following:

- scheduled commercial banks;
- co-operative banks;
- small banks and payment banks;
- long-term lending institutions;
- non-banking finance companies, including housing finance companies;
- other specialised financial institutions, and state-level financial institutions;
- insurance companies;
- all India financial institutions; and
- mutual funds.

Until the 1990s, the Indian financial system was strictly controlled. Interest rates were administered by the Government. Formal and informal parameters governed asset allocation and strict controls limited entry into and expansion within the financial sector. Bank profitability was low, NPAs were comparatively high, capital adequacy was diminished and operational flexibility was hindered. The Government's economic reform programme, which began in 1991, encompassed the financial sector. The first phase of the reform process began with the implementation of the recommendations of the Committee on the Financial System, namely the Narasimham Committee I. Following that, reports were submitted in 1997 and 1998 by other committees, such as the second Committee on Banking Sector Reform, namely the Narasimham Committee II, and the Tarapore Committee on Capital Account Convertibility. This, in turn, led to the second phase of reforms relating to capital adequacy requirements, asset classification and provisioning, risk management and merger policies. The deregulation of interest rates, the emergence of a liberalised domestic capital market and the entry of new private sector banks have progressively intensified the competition among banks. Banks in India may be categorised as scheduled banks and non-scheduled banks, where the former are banks which are included in the second schedule to the RBI Act as amended. These banks comprise scheduled commercial banks ("SCBs") and scheduled cooperative banks.

The Section presents an overview of the role and activities of the RBI and of each of the major participants in the Indian financial system, with a focus on commercial banks. This is followed by a brief summary of the banking reform process along with the recommendations of various committees that have played a key role in the reform process. A brief discussion on the impact of the liberalisation process on long-term lending

institutions and commercial banks is then presented. Finally, reforms in the non-banking financial sector are briefly reviewed.

Overview of the Indian banking sector

Establishment of the RBI

The Reserve Bank of India was established on 1 April 1935, in accordance with the provisions of the Reserve Bank of India Act, 1934.

The Central Office of the RBI was initially established in Kolkata but was permanently moved to Mumbai in 1937. The Central Office is where the Governor sits and where policies are formulated. Though originally privately owned, since nationalisation in 1949, the RBI is fully owned by the Government of India.

Preamble

The Preamble of the RBI describes the basic functions of the RBI as:

“to regulate the issue of Bank notes and keeping of reserves with a view to securing monetary stability in India and generally to operate the currency and credit system of the country to its advantage; to have a modern monetary policy framework to meet the challenge of an increasingly complex economy, to maintain price stability while keeping in mind the objective of growth”.

The RBI is the central bank of the country. The Reserve Bank of India Act, 1934 establishes the legal foundation for the Bank's operations. It is the central banking institution that controls the monetary policy of the Indian Rupee and regulates India's financial system. It was constituted to primarily regulate the issue of banknotes, maintain reserves in order to secure monetary stability and operate the credit and currency system of the country.

Core Roles and Functions of RBI

Monetary Authority:

- Formulates, implements and monitors the monetary policy.
- Objective: maintaining price stability while keeping in mind the objective of growth.

Regulator and supervisor of the financial system:

- Prescribes broad parameters of banking operations within which the country's banking and financial system functions.
- Objective: maintain public confidence in the system, protect depositors' interest and provide cost-effective banking services to the public.

Manager of Foreign Exchange:

- Manages the Foreign Exchange Management Act, 1999.
- Objective: to facilitate external trade and payment and promote orderly development and maintenance of foreign exchange market in India.

Issuer of currency:

- Issues, exchanges and destroys currency notes as well as puts into circulation coins minted by Government of India.
- Objective: to give the public adequate quantity of supplies of currency notes and coins and in good quality.

Developmental role:

- Performs a wide range of promotional functions to support national objectives.
- Regulator and Supervisor of Payment and Settlement Systems:

- Introduces and upgrades safe and efficient modes of payment systems in the country to meet the requirements of the public at large.
- Objective: maintain public confidence in payment and settlement system.

Related Functions:

- Banker to the Government: performs merchant banking function for the central and the state governments; also acts as their banker.
- Banker to banks: maintains banking accounts of all scheduled banks.

In order to strengthen the nation's financial infrastructure, the RBI has also played a key role in the establishment of organisations such as the Unit Trust of India, the Industrial Development Bank of India, the National Bank of Agriculture and Rural Development and others.

The Banking Regulation Act, 1949 followed soon after independence, consolidating control over banking activities under a uniform legal structure. It is one of the most significant legislative frameworks in India, regulating the banking sector to ensure stability, security, and growth.

The State Bank of India Act, 1955 marked the formal establishment of the State Bank of India (SBI), transforming the undertaking of the Imperial Bank of India, with a mandate to expand banking facilities on a large scale, more particularly in the rural and semi-urban areas, and for diverse other public purposes.

In order to better serve the needs of development of the economy in conformity with the national policy objectives, 14 significant Indian Scheduled Commercial Banks with deposits over Rs 50 crores were nationalised in 1969. Further, a fresh Ordinance was issued which was later replaced by the Banks Nationalisation Act. To promote the welfare of the people, The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 was passed to provide for the acquisition and transfer of the undertakings of certain banking companies.

In addition to these, several important amendments to the RBI Act such as the Banking Regulation (Amendment) Act, 1994, the Banking Companies (Acquisition and Transfer of Undertakings) Amendment Act, 1994 and the Banking Regulation (Amendment) Act, 2007, the Banking Laws (Amendment) Act, 2012 relating to governance, capital flexibility, Statutory Liquidity Ratio (SLR) or Cash Reserve Ratio (CRR) based liquidity management were introduced, reforming India's banking framework.

Amendments to the Banking Regulation Act

With The Banking Regulation (Amendment) Act, 2020, additional powers were provided to the Reserve Bank of India for enhanced effective regulation of Co-operative banks. Continuing this momentum, in a recent reform, The Banking Laws (Amendment) Act, 2025 amends five acts viz. the Reserve Bank of India Act, 1934, the Banking Regulation Act, 1949, the State Bank of India Act, 1955, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980. The move aims to enhance banking governance, improve audit transparency, strengthen depositor protection, and bring cooperative banks under a more robust regulatory framework.

The Banking Laws (Amendment) Act, 2025 had been introduced amid rapid digital growth and evolving financial challenges. The reform seeks to align governance and compliance frameworks with contemporary industry dynamics and evolving technology. The Banking Laws (Amendment) Act, 2025 represents a significant stride towards modernizing India's financial architecture. By aligning governance norms, depositor safeguards, and audit practices with current economic realities, the Act not only strengthens public confidence but also supports India's vision of a secure, inclusive, and technology-driven banking system. These reforms reinforce stability, transparency, and efficiency essential pillars for sustaining growth in an increasingly digital economy.

The Lok Sabha passed the "Banking Laws (Amendment) Bill, 2024" on 3 December 2024. The Banking Laws (Amendment) Act, 2025, notified on 15 April 2025, introduced 19 amendments across five statutes - the Reserve Bank of India Act, 1934; the Banking Regulation Act, 1949; the State Bank of India Act, 1955; and the Banking Companies (Acquisition and Transfer of Undertakings) Acts, 1970 and 1980. The Government,

through Gazette Notification S.O. 3494 (E) dated 29 July 2025, appointed 1 August 2025, as the effective date for specified provisions of the Banking Laws (Amendment) Act, 2025.

The key provisions of the Banking Laws (Amendment) Act, 2025 are as follows:

- **Depositor-centric:** The Act includes robust measures to safeguard public trust in banking institutions by simplified claim settlement for their families.
- **Enhanced Governance:** The revised threshold for “substantial interest” reflects inflation and growth. The maximum tenure for cooperative bank directors (excluding the Chairperson and whole-time directors) now aligns with the 97 Constitutional Amendment indicating the democratic outlook.
- **Improved Financial Transparency:** Transfer to the Investor Education and Protection Fund aims at creating a more transparent system for fund management.
- **Enhanced Audit Quality:** The Public Sector Banks will now be able to attract more qualified professionals and improve audit quality by paying better auditor remuneration.
- **Improved Operational Efficiency:** The Banking Laws (Amendment) Act, 2025 simplifies certain procedures, such as updating certain operational definitions.

The RBI manages the country’s money supply and foreign exchange and also serves as a bank for the Government and for the country’s commercial banks. In addition to these traditional central banking roles, the RBI undertakes certain developmental and promotional roles.

The RBI issues guidelines on exposure limits, income recognition, asset classification, provisioning for non-performing and restructured assets, investment valuation and capital adequacy for commercial banks, long-term lending institutions and non-banking financial companies. The RBI requires these institutions to furnish information relating to their businesses to it on a regular basis. For further discussion regarding the Reserve Bank of India’s role as the regulatory and supervisory authority of India’s financial system and its impact on us, see “*Supervision and Regulation - The RBI Act and other RBI Regulations*”.

Commercial Banks

Commercial banks in India have traditionally focused on meeting the short-term financial needs of primary, secondary & tertiary sector. In recent years they have also focused on increasing long-term financing to sectors like infrastructure. As per RBI’s statistics, there are 119 scheduled commercial banks (SCBs) as on the fortnight ended 31 July 2026. [Source: Reserve Bank of India - Scheduled Banks’ Statement of Position in India as on 31 July 2026.]

As per official figures, SCBs recorded robust credit growth of 15.9 per cent in FY 2025-26, reflecting strong economic activity and credit demand. [Source: Ministry of Finance, Press Release dated 5 May 2026.]

SCBs are banks that are listed in the Second Schedule to the RBI Act, and are further categorized as public sector banks, private sector banks and foreign banks. SCBs have a presence throughout India with majority of them located in rural or semi-urban areas of the country. A large number of these branches belong to the public sector banks.

Public Sector Banks

As on 10 June 2026, there were 12 public sector banks in India, including the State Bank of India and the Issuer, and these make up the largest category in the Indian banking system. [Source: Reserve Bank of India - List of Scheduled Commercial Banks (SCBs).]

As per official figures, public sector banks (PSBs) recorded an all-time high net profit of Rs. 1.98 lakh crore in FY 2025–26, marking the fourth straight year of profitability. Further, PSBs registered lowest ever non-performing assets (NPAs); asset quality improved significantly, with the gross NPA ratio declining to 1.93% and the net NPA ratio dropping to 0.39% as of 31 March 2026, the lowest levels record historically.

The aggregate business of PSBs increased to Rs. 283.3 lakh crore as on 31 March 2026, registering growth of 12.8% over the previous year. Aggregate deposits rose by 10.6% y-o-y to Rs. 156.3 lakh crore, reflecting

continued depositor confidence and strong resource mobilisation by PSBs. Gross advances registered growth of 15.7% y-o-y and reached Rs. 127 lakh crore, indicating sustained credit demand across sectors of the economy. [Source: Ministry of Finance, Press Release dated 12 May 2026.]

In one of the largest consolidations in the Indian banking industry, State Bank of India merged its five associate banks, i.e., State Bank of Patiala, State Bank of Bikaner and Jaipur, State Bank of Raipur, State Bank of Travancore, State Bank of Hyderabad as well as Bhartiya Mahila Bank with itself. The merger was effective from 1 April 2017. In fiscal year 2019, the ownership of a public sector bank, IDBI Bank, was acquired by Life Insurance Corporation of India, following which IDBI Bank was reclassified as a private sector bank by the RBI.

During the fiscal year ended 31 March 2020, 10 of the Public Sector Banks were merged into 4 entities. These included the merger of United Bank of India and Oriental Bank of Commerce with Punjab National Bank, Syndicate Bank merger with Canara Bank, Allahabad Bank merger with Indian Bank and merger of Andhra Bank and Corporation Bank with Union Bank of India.

Vijaya Bank and Dena Bank merged with Bank of Baroda, effective 1 April 2019, creating India's third-largest public sector lender at the time. The merger integrated 3,898 bank branches, strengthening BoB's network to over 8,200 branches and 10,000+ ATMs. All customers, accounts, and services were migrated to BoB.

Regional Rural Banks

Regional rural banks (RRBs) were established from 1976 to 1987 by the Government, state governments and sponsoring commercial banks jointly with a view to develop the rural economy. RRBs provide credit to small farmers, artisans, small entrepreneurs and agricultural labourers. The National Bank for Agriculture and Rural Development (NABARD), India's apex specialised development bank, which was established in 1982 under an Act of Parliament to promote sustainable and equitable agriculture, small-scale industries, and rural development, is responsible for supervising the functions of the regional rural banks, and facilitated the transfer of agricultural credit functions from the RBI, aimed at fostering rural prosperity. Post amalgamation, there will be 28 RRBs in 26 states and 2 UTs with more than 22000 branches covering 700 districts. Their predominant area of operation is in rural areas with approx. 92 per cent. of branches in rural/semi urban areas. As of 1 May 2025, the number of RRBs has been reduced from 43 to 28 guided by the principle of 'One State-One RRB'. (Source: Press Release on 8 April 2025 by Ministry of Finance: Department of Financial Services notifies amalgamation of 26 RRBs in fourth phase of amalgamation)

As at 10 June 2026, there were 28 regional rural banks. [Source: Reserve Bank of India - List of Scheduled Commercial Banks (SCBs).] As per official figures, net profit of RRBs rose to a record Rs. 10,176 Crore, and the total business crossed Rs. 13.5 Lakh Crore in FY 2025-26. [Source: Ministry of Finance, Press Release dated 25 August 2026.]

Private Sector Banks

Most large banks in India were nationalised in 1969, resulting in public sector banks making up the largest portion of Indian banking. The Government's focus on public sector banks was maintained throughout the 1970s and 1980s. In addition, existing private sector banks that showed signs of an eventual default were merged with state-owned banks. In July 1993, as part of the banking reform process and as a measure to induce competition in the banking sector, the RBI permitted entry of the private sector into the banking system. This resulted in the introduction of private sector banks. These banks are collectively known as the "new" private sector banks. On 2 April 2014, the RBI granted "in-principle" approval to two applicants (IDFC Limited and Bandhan Financial Services Private Limited) to set up banks under the Guidelines for Licensing of New Banks in the Private Sector dated 22 February 2013 ("New Banks Licensing Guidelines"). The RBI intends to issue licences on an on-going basis, subject to the RBI's qualification criteria.

Foreign Banks

As at June, 10 2026, there are 44 foreign banks operating in India. [Source: Reserve Bank of India - List of Scheduled Commercial Banks (SCBs).] The primary activity of most foreign banks in India has been in the corporate segment. However, some of the larger foreign banks have made retail banking a significant part of their portfolios. Most foreign banks operate in India through branches of the parent bank. Certain foreign banks

also have wholly owned non-banking financial company subsidiaries or joint ventures for both corporate and retail lending.

The RBI has granted in-principle approval to Japan-based Sumitomo Mitsui Banking Corporation to set up a wholly owned subsidiary (WOS) in India. The approval was announced on 14 January 2026, and has been issued under the Reserve Bank of India (Setting Up of Wholly Owned Subsidiaries by Foreign Banks) Guidelines, 2025.

The central bank stated that it would consider granting a licence for the commencement of banking operations once the bank fulfils the conditions attached to the in-principle approval, as required under Section 22(1) of the Banking Regulation Act, 1949.

Under current RBI regulations, foreign banks are permitted to operate in India either through branch mode or as wholly owned subsidiaries. At present, DBS Bank India and SBM Bank India operate as WOS entities. With this approval, SMBC will become the fourth foreign lender to move to the subsidiary model. The approval comes after SMBC acquired a 24.22 per cent. stake in Yes Bank for Rs. 13,482 crore, making it the largest shareholder in the private sector lender. Following the transaction, State Bank of India's holding in Yes Bank was diluted to 10.78 per cent.

Yes Bank had undergone a reconstruction process in March 2020, led by SBI and other lenders, which together acquired a 79 per cent. stake to stabilise the bank. The in-principle approval allows SMBC to transition from a branch-based presence to a locally incorporated banking subsidiary in India, subject to regulatory conditions being met.

Emirates NBD Bank (P.J.S.C.) ("Emirates NBD") and RBL Bank Limited ("RBL Bank") on 18 June 2026, completed Emirates NBD's acquisition of a majority stake in RBL Bank through a primary infusion of approximately USD 2.75 billion (~INR 260 billion). The transaction, originally announced on 18 October 2025, concluded following receipt of all requisite approvals and satisfaction of closing conditions. It constitutes the largest foreign direct investment in the Indian banking sector, the largest equity fund raise in the Indian banking sector, one of the largest fund raise through preferential issuance by a listed company in India, and marks the first acquisition of a majority interest in a profitable Indian bank by a foreign bank.

Co-operative Banks

Cooperative banks cater to the financing needs of agriculture, small industry and self-employed businessmen in urban and semi-urban areas of India. The state land development banks and the primary land development banks provide long-term credit for agriculture. In response to liquidity and insolvency problems experienced by some cooperative banks in fiscal 2001, the RBI undertook several interim measures, pending formal legislative changes, including measures relating to lending against shares, borrowing in the call market and term deposits placed with other urban cooperative banks.

The RBI regulates and supervises Urban Cooperative Banks (UCBs) under the Banking Regulation Act, 1949, focusing on banking operations like capital adequacy and lending, with oversight from the Urban Banks Department. Conversely, Rural Cooperative Banks – comprising State Cooperative Banks (StCBs) and District Central Cooperative Banks (DCCBs) – are supervised by NABARD.

The Banking Regulation Act, 1949 has been amended to provide additional powers to RBI for more effective regulation of Co-operative banks vide Banking Regulation (Amendment) Act, 2020 ("**2020 Act**"). The major amendments pertain to areas such as management, audit, capital, liquidation, reconstruction/amalgamation, etc. The provisions of the 2020 Act have been brought into force for Urban Co-operative Banks (UCBs) with effect from 26 June 2020. Post these amendments, *inter alia*, the governance/management related provisions of the BR Act, (such as Section 10,10A,10B,35B,36AB, etc.), have become applicable to co-operative banks.

Urban cooperative banks that fulfil certain eligibility criteria are allowed direct access to the negotiated dealing system order matching, subject to obtaining prior approval from the RBI. This helps deepen the bond market by increasing the number of participants.

Long-Term Lending Institutions

The long-term lending institutions were established to provide medium-term and long-term financial assistance to various industries for setting up new projects and for the expansion and modernization of existing facilities. These institutions provided fund-based and non-fund-based assistance to industry in the form of loans, underwriting, direct subscription to shares, debentures and guarantees. The primary long-term lending institutions included Industrial Development Bank of India (now IDBI Bank), IFCI Limited, the Industrial Investment Bank of India and ICICI prior to its amalgamation with ICICI Bank Limited.

The National Bank for Financing Infrastructure and Development Act, 2021 was introduced by the Hon'ble Finance Minister on 22 March 2021, marking a significant shift in the approach to infrastructure financing in India, as it denotes the return of Development Financial Institutions (DFIs) in the country after a few decades. The Act subsequently received the assent of the President on 28 March 2021 and has come into force effective 19 April 2021. RBI vide its letter dated 8 March 2022 has advised that the National Bank for Financing Infrastructure and Development (NaBFID) shall be regulated and supervised by RBI as an All- India Financial Institution (AIFI) under sections 45L and 45N of the RBI Act, 1934, respectively.

The long-term lending institutions were expected to play a critical role in Indian industrial growth and, accordingly, had access to concessional Government funding. However, in recent years, the operating environment of the long-term lending institutions has changed substantially. Although the initial role of these institutions was largely limited to providing a channel for Government funding to industry, the reform process required such institutions to expand the scope of their business activities.

Pursuant to the recommendations of the Narasimham Committee II and the Khan Working Group, which was constituted in 1999 to harmonize the role and operations of long-term lending institutions and banks, in fiscal 2000, the RBI announced that long-term lending institutions would have the option of transforming themselves into banks subject to compliance with the prudential norms as applicable to banks. In April 2001, the RBI issued guidelines on several operational and regulatory issues, which needed to be addressed, and laid down a path for how long-term lending institutions can transition into universal banks.

The long-term funding needs of Indian companies are now primarily met by banks, Life Insurance Corporation of India and specialised non-banking financial companies such as Infrastructure Development Finance Corporation. Indian banking companies also make bond issuances to institutional and retail investors.

Non-banking Finance Companies

There were 8,561 non-banking financial companies in India as at 30 June 2026, mostly in the private sector. All non-banking financial companies are required to register with the RBI. The non-banking financial companies may be categorised into entities which take public deposits and those which do not. As on 31 March 2026, there were 23 deposit accepting (NBFCs-D). The companies which take public deposits are subject to strict supervision and the capital adequacy requirements of the RBI. (*Source: RBI List of NBFCs and ARCs registered with the RBI dated 28 July 2026*)

The RBI, in an effort to provide a more streamlined regulatory framework, issued the Master Direction – RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 effective immediately, intended to consolidate the various regulations for NBFCs of different scales and functions in one place. On 28 November 2025, the aforesaid directions were consolidated by way of the RBI (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025. The regulatory structure envisages scale base as well as activity based regulation, the following prescriptions apply for the NBFCs.

(a) Base Layer

shall comprise of non-deposit taking NBFCs below the asset size of INR 1,000 crore and NBFCs undertaking the following activities – NBFC-Peer to Peer Lending Platform (NBFC-P2P), NBFC-Account Aggregator (NBFC-AA), Non-Operative Financial Holding Company (NOFHC) and NBFC not availing public funds and not having any customer interface.

(b) Middle Layer

The Middle Layer shall consist of – all deposit taking NBFCs (NBFCs-D), irrespective of asset size, non-deposit taking NBFCs with asset size of INR 1,000 crore and above and NBFCs undertaking the following activities Standalone Primary Dealer (SPD), Infrastructure Debt Fund-Non-Banking Financial Company (IDF- NBFC), Core Investment Company (CIC), Housing Finance Company (HFC) and Non-Banking Financial Company-Infrastructure Finance (NBFC-IFC).

(c) Upper Layer

The Upper Layer shall comprise of those NBFCs which are specifically identified by the RBI as warranting enhanced regulatory requirement based on a set of parameters and scoring methodology. The top ten eligible NBFCs in terms of their asset size shall always reside in the upper layer, irrespective of any other factor.

(d) Top Layer

The Top Layer will ideally remain empty. This layer can get populated if the RBI is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFCs in the Upper Layer. Such NBFCs shall move to the Top Layer from the Upper Layer.

From 1 October 2022, all references to NBFC-ND (i.e., non-systemically important non-deposit taking NBFC) mean NBFC-BL and all references to NBFC-D (i.e., deposit taking NBFC) and NBFC-ND-SI (systemically important non-deposit taking NBFC) mean NBFC-ML or NBFC-UL, as the case may be. However, existing NBFC-ND-SI having asset size of 500 crore and above but below 1000 crore (except that necessarily featuring in Middle Layer) are known as NBFC-BL.

The primary activities of the non-banking financial companies are providing consumer credit, including automobile finance, home finance and consumer durable products finance, wholesale finance products such as bill discounting for small and medium companies and infrastructure finance, and fee-based services such as investment banking and underwriting.

(e) Unregistered Type I NBFCs

The RBI has recently issued the RBI (Non-Banking Financial Companies Registration, Exemptions and Framework for Scale Based Regulation) Amendment Directions, 2026 (“**NBFC Amendment Directions**”), introducing a new category of NBFCs, Non-Banking Financial Companies unregistered type I NBFCs, which are exempt from mandatory registration under Section 45-IA of the RBI Act, 1934, as they do not access public funds and do not have a customer interface. The RBI vide notification dated 29 April 2026, issued the NBFC Amendment Directions, amending the RBI (Non-Banking Financial Companies, Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025.

The NBFC Amendment Directions are in effect from 1 July 2026. The NBFC Amendment Directions seek to relax the regulatory compliances required from NBFCs that do not access public funds and do not have a customer interface. These entities, by their very nature, pose limited systemic and consumer risk. Thus, this new category of NBFCs, Unregistered Type I NBFCs, are exempt from mandatory registration under Section 45-IA of the RBI Act, 1934, subject to compliance with prescribed conditions. The primary activities of the non-banking financial companies are providing consumer credit, including automobile finance, home finance and consumer durable products finance, wholesale finance products such as 264 bill discounting for small and medium companies and infrastructure finance, and fee-based services such as investment banking and underwriting.

Housing Finance Companies

Housing finance companies form a distinct sub-group of non-banking financial companies. As a result of the various incentives given by the Government for investing in the housing sector in recent years, the scope of this business has grown substantially. In recent years, several other players, including banks, have entered the housing finance industry. The National Housing Bank (“**NHB**”) and Housing and Urban Development Corporation Limited are the two major financial institutions instituted through acts of Parliament to improve the availability of housing finance in India. The National Housing Bank Act, 1987 (“**NHB Act**”) was enacted to establish the NHB to operate as a principal agency to promote housing finance institutions both at local and regional levels and to provide financial and other support to such institutions. The NHB Act provides for

securitisation of housing loans, foreclosure of mortgages and setting-up of mortgage credit guarantee schemes. Thus, NHB has played a lead role in starting up mortgage-backed securitisation and development of a secondary mortgage market in the country. Considering the need to promote the development of secondary market for Residential Mortgage Backed Securities (RMBS) in India, the RMBS Policy of NHB envisages to introduce specialised institutional measures for providing credit enhancements for promoting the development of secondary market for residential mortgages. The Credit Risk Guarantee Fund Trust for Low Income Housing (CRGFTLIH), managed by National Housing Bank (NHB), provides collateral-free housing loans to Economically Weaker Section (EWS) and Low-Income Group (LIG) families. The scheme guarantees up to 70 per cent. of default amounts for loans up to ₹20 lakh for homes up to 60 sqm (645 sq ft).

Since the transfer of the regulation of housing finance companies from the National Housing Bank to the RBI with effect from 9 August 2019, various regulations have been issued treating housing finance companies, as a category of NBFCs. On 28 November 2025, RBI released the RBI (Housing Finance Companies) Directions, 2025, consolidated the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and covers all the specific provisions governing the operations and governance of housing finance companies.

Microfinance Institutions

Microfinance institutions (MFIs) also form a distinct sub-group of non-banking financial companies. They focus on providing access to small-scale financial services, especially to the poor. Microfinance institutions differ from other financial services providers as they do not depend on grants or subsidies to provide unsecured loans to borrowers with low incomes and no access to the mainstream banking system.

As per the Reserve Bank of India (Non-Banking Financial Companies – Microfinance Institution) Directions, 2025, an NBFC-MFI is a non-deposit taking NBFC which has a minimum of 60 per cent. of its total assets (netted off by intangible assets) deployed towards “microfinance loans” on an ongoing basis. Microfinance loans are collateral-free loans (irrespective of end use and mode of application/processing/dispersal (either through physical or digital channels) given to households having an annual household (an individual family unit, i.e., husband, wife and their unmarried children) income up to Rs. 300,000.

Microfinance Industry Network (MFIN) was established in 2009 as an Association for NBFC-MFIs. MFIN Members are RBI regulated entities comprising the Non-Banking Financial Companies - Microfinance Institutions (NBFC-MFI), Banks, Small Finance Banks, NBFCs, Banking Correspondents, Credit Bureau, Fintech companies, among several others. In 2014, the Reserve Bank of India (RBI) recognised MFIN as a Self-Regulatory Organisation (SRO) for the NBFC-MFI, making MFIN the first industry association to be accorded recognition as an SRO by the RBI. Under the SRO function, MFIN’s primary objective is to support member NBFC-MFIs in adhering to regulatory and industry standards, with focus on customer welfare and protection.

Master Directions of the RBI for the NBFC-MFIs encourage them to become a member of at least one SRO recognised by the RBI and to comply with the Code of Conduct prescribed by the SRO. The Direction while entrusting the responsibility for compliance to all regulations with the NBFC-MFIs themselves, also see industry associations/SROs playing a key role in ensuring compliance with the regulatory framework. As an SRO, MFIN reports to the RBI on a quarterly basis on the industry including operational and financial trends, customer complaints, non-compliances, actions taken and emerging issues, among other things.

Other Financial Institutions

Specialized Financial Institutions

In addition to the long-term lending institutions, there are various specialised financial institutions which cater to the specific needs of different sectors. These include NABARD, Export Import Bank of India, Small Industries Development Bank of India, Risk Capital and Technology Finance Corporation Limited, Tourism Finance Corporation of India Limited, National Housing Bank, Power Finance Corporation Limited, Infrastructure Development Finance Corporation Limited, Industrial Investment Bank of India, North Eastern Development Finance Corporation and India Infrastructure Finance Company.

State-level Financial Institutions

State financial corporations operate at the state level and form an integral part of the institutional financing system. State financial corporations were set up to finance and promote SMEs. The state financial institutions are expected to achieve balanced regional socio-economic growth by generating employment opportunities and widening the ownership base of industry. At the state level, there are also state industrial development corporations, which provide finance primarily to medium-sized and large enterprises.

Small Finance Banks and Payments Banks

Payments banks and small finance banks are regulated entities falling under the regulatory purview of the RBI. The primary objective of setting up the payments banks and small finance banks was to further financial inclusion by providing (i) small savings accounts and (ii) payments/remittance services to a migrant labour workforce, low income households, small businesses, other unorganised sector entities and other users, by enabling high-volume low-value transactions in deposits and payments/remittance services in a secured technology driven environment. As at the date of this Offering Circular, there are 4 payments banks and 11 small finance banks operating in India, focusing on financial inclusion, digital payments, and serving small businesses/unserved sectors.

The RBI had, vide order dated 24 April 2026, cancelled the banking licence issued to Paytm Payments Bank Limited under Section 22(4) of the Banking Regulation Act, 1949 effective from close of business on 24 April 2026. The Hon'ble High Court of Delhi, vide order dated 8 July 2026, has allowed the winding up of Paytm Payments Bank Limited in Company Petition No. 3 of 2026.

The RBI issued guidelines for on-tap licensing of small finance banks on 5 December 2019, which were modified with effect from 28 March 2020. Subsequently, the RBI (Small Finance Banks – Licensing) Guidelines, 2025, dated 28 November 2025, as amended from time to time, consolidated and revised the guidelines for registration, eligibility criteria, corporate structure, scope of activities, and capital requirements for a small finance bank.

Insurance Companies

As on 23 April 2026, there are 74 insurers operating in India; of which 26 are life insurers, 35 non-life insurers, 7 standalone health insurers and 1 re-insurance company. The only reinsurance company is the General Insurance Corporation of India, which operates in the public sector. Life Insurance Corporation of India, General Insurance Corporation of India and public sector general insurance companies also provide long-term financial assistance to the industrial sector. (*Source: Press Information Bureau Press Release- Insurance for All: Expanding Coverage, Strengthening Social Security*)

The insurance sector in India is regulated by the Insurance Regulatory and Development Authority. In December 1999, the Indian Parliament passed the Insurance Regulatory and Development Authority Act, 1999, which amended the Insurance Act, 1938 and opened up the Indian insurance sector for foreign and private investors.

In its monetary and credit policy for fiscal 2001, the RBI issued guidelines governing the entry of banks and financial institutions into the insurance business. The guidelines permit banks and financial institutions to enter the business of insurance underwriting through joint ventures provided they meet stipulated criteria relating to their net worth, capital adequacy ratios, profitability track record, level of non-performing loans and the performance of their existing subsidiary companies.

As per the Reserve Bank of India (Commercial Banks – Undertaking of Financial Services) Directions, 2025, banks can undertake insurance business with risk participation only through a subsidiary/joint venture set up for the purpose, and subject to fulfilment of the eligibility criteria set out in the aforesaid directions.

Mutual Funds

The mutual fund industry in India started in 1963 with the formation of Unit Trust of India at the initiative of the Government and the RBI. From 1963 to 1987, Unit Trust of India was the only mutual fund operating in India. From 1987 onwards, several other public sector mutual funds entered this sector. These mutual funds were established by public sector banks, LIC and General Insurance Corporation of India. The mutual funds industry was opened up to the private sector in 1993. The industry is regulated by the Securities and Exchange Board of India (Mutual Funds) Regulations, 2026., which consolidated the provisions of the Securities and Exchange Board of India (Mutual Fund) Regulations, 1996, and came into effect on 1 April 2026. The Securities and Exchange Board of India (Mutual Funds) Regulations, 2026 establish the primary legal framework for mutual funds in India, mandating registration with SEBI, structure as trusts, and the appointment of an Asset Management Company (AMC) and Custodian. It ensures investor protection through strict, regularly updated norms for fund management, valuation, and disclosures.

There were 55 mutual funds in India with assets under management (“AUM”) as at 30 June 2026 of Rs. 84,18,486 crore. The mutual fund industry has grown at a compounded annual growth rate of approximately 17% in the last ten years. The AUM of the Indian mutual fund industry has grown from Rs. 13.81 trillion as on 30 June 2016 to Rs. 82.22 trillion as on 30 June 2026, about a six-fold increase in a span of 10 years. The mutual fund industry AUM has grown from Rs. 33.67 trillion as on 30 June 2021 to Rs. 82.22 trillion as on 30 June 2026, about a three-fold increase in a span of 5 years. The mutual fund industry AUM stood at Rs. 82.22 trillion (Rs. 82.22 lakh crore) as on 30 June 2026.

Committee on Banking Sector Reform

The second Committee on Banking Sector Reform (“**Narasimham Committee II**”) submitted its report in April 1998. The major recommendations of the committee were in respect of capital adequacy requirements, asset classification and provisioning, risk management and merger policies. The RBI accepted and began implementing many of these recommendations in October 1998.

Banks implemented new prudential accounting norms for the classification of assets, income recognition and loan loss provisioning. Following the Bank for International Settlements guidelines, capital adequacy norms were also prescribed. To meet additional capital requirements, public sector banks were allowed to access the market for funds. Interest rates were deregulated, while the rate of directed lending was progressively reduced.

Pension Sector

Currently, the pension schemes operating in India can be broadly classified in the following categories: pension schemes for the Government’s employees, the employees’ provident fund and employees’ pension schemes for employees in the organised sector, voluntary pension schemes and the new pension system. In case of pension schemes for the Government’s employees, the Government pays its employees a defined periodic benefit upon their retirement. Further, the contribution towards the pension scheme is funded solely by the Government of India and not matched by a contribution from the employees. The Employees Provident Fund, established in 1952, is a mandatory programme for employees of certain establishments. It is a contributory programme that provides for periodic contributions of 10% to 12% of the basic salary by both the employer and the employees. The contribution is invested in prescribed securities and the accumulated balance in the fund (including the accretion thereto) is paid to the employee as a lump sum on retirement. Besides these, there are voluntary pension schemes administered by the Government of India (the Public Provident Fund to which contribution may be made up to a maximum of Rs. 150,000 per year) or offered by insurance companies, where the contribution may be made on a voluntary basis. Such voluntary contributions are often driven by tax benefits offered under the scheme. The new pension system (NPS) was launched in January 2004 and offers a defined contribution based pension scheme with the individual having the option to decide where to invest the funds. The subscribers to the new pension system also have the option to partially withdraw funds from their accounts for higher education, marriage of children, medical treatment/hospitalisation, purchasing/constructing a residential property, and settling an authorised financial obligation.

The Government of India initially made it mandatory for its new employees (excluding defence personnel) to join the new pension system where both the Government of India and the employee would make

monthly contributions of 10% of the employee's basic salary. In 2009, the Government of India extended the New Pension System to all citizens of India on a voluntary basis, effective from 1 May 2009. With a view to encourage people to invest towards old age security, the Government of India launched a pension scheme in fiscal 2016, called the Atal Pension Yojana. The scheme focuses on individuals in the unorganised sector to join the National Pension System. In 2024, the Government of India introduced NPS Vatsalya to foster early financial planning, build a disciplined habit of saving for children, and secure a strong long-term retirement corpus through the power of compounding. Furthermore, in 2025, Unified Pension Scheme (UPS) was introduced as an option for eligible Central Government employees.

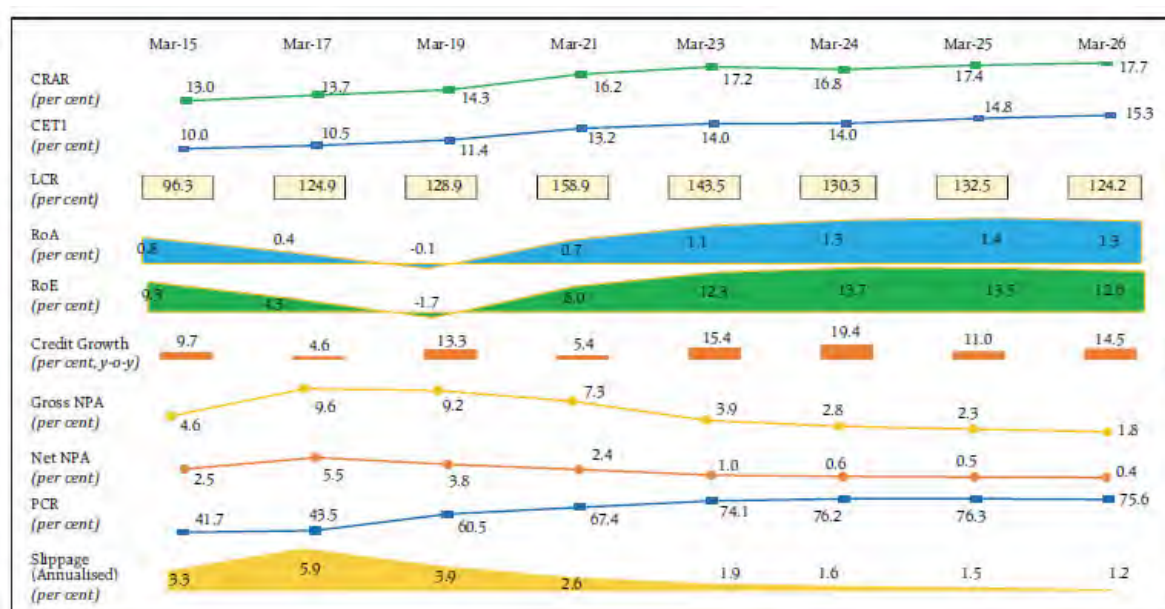
The Government set up the Pension Fund Development and Regulatory Authority to regulate the pension industry in August 2003. In October 2013, the Pension Fund Regulatory and Development Authority Act, 2011 was enacted giving powers to the Pension Fund Development and Regulatory Authority to regulate pension schemes and funds and frame investment guidelines for pension funds. Foreign direct investments in the pension sector are allowed up to 49%. Private sector participation in managing pension assets was permitted for the first time in fiscal 2009, and six private sector companies have been issued licences. The minimum net worth requirement for asset management companies is Rs. 500 million at all times.

Commercial Banking Trends

Banking System

The resilience of the banking system is paramount in preserving financial stability. The Indian banking system, led by scheduled commercial banks (SCBs), remains healthy with strong capital, liquidity and profitability positions. Alongside, declining non-performing loan ratios and steady slippage are improving overall asset quality. Robust common equity tier 1 (CET1) capital, lower loan losses and credit costs, and healthy return-on-equity reinforce banking system's strong performance.

Chart 1.37: Sound Financials Strengthen the Banking System



Notes:

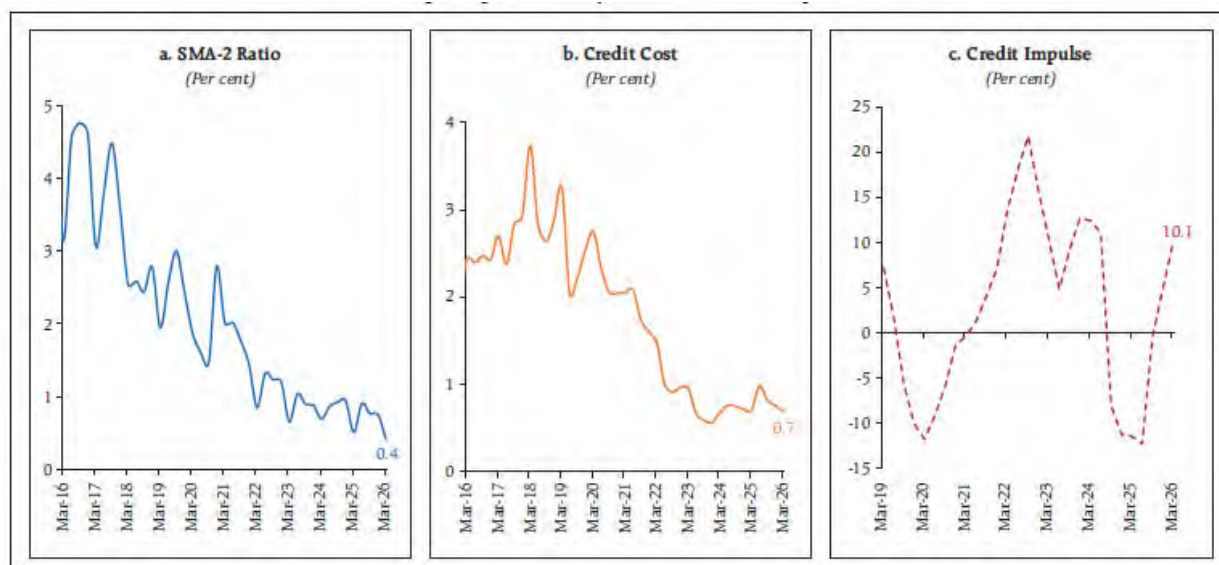
- (1) Data based on Domestic operations of SCBs, including SFBs (except for CRAR).
- (2) Data as of 11 June 2026.

Source: RBI supervisory returns

India's financial system remains bank-centric, and therefore, the resilience of the banking sector is key to ensuring overall financial stability. The banking sector's health has been constantly improving over the past several years, thereby

strengthening financial stability. This is reflected across key metrics, viz., capital and liquidity buffers, profitability, asset quality, and loan-loss provisions.

1.38: Improving Asset Quality and Credit Cost Driving Credit Growth



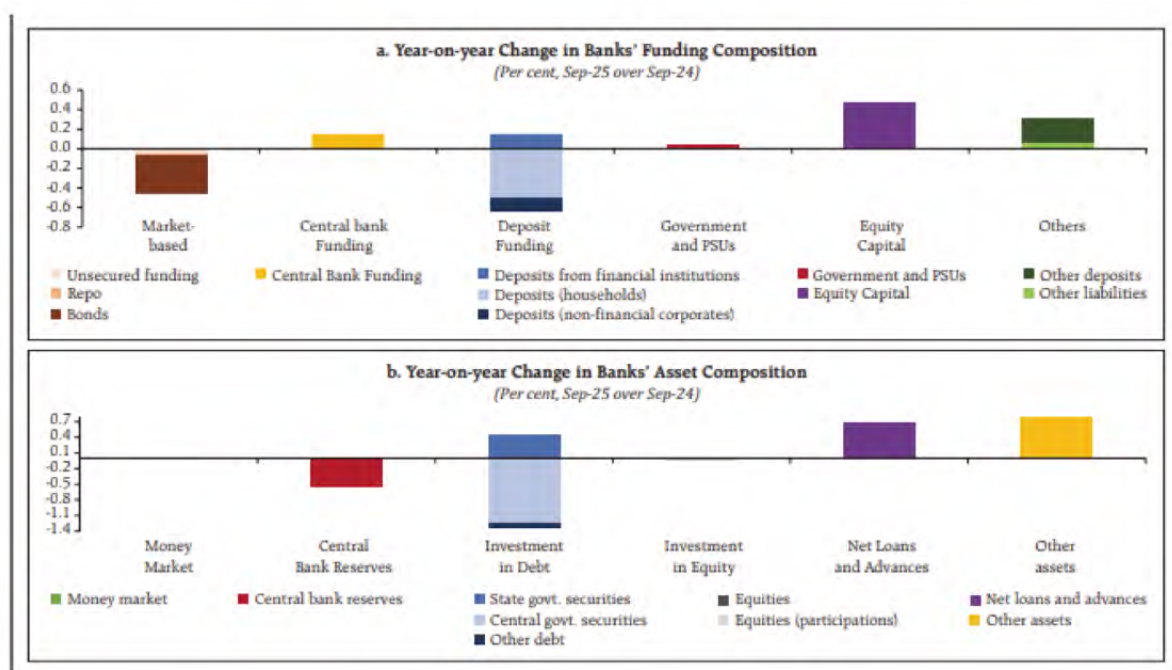
Note:

In chart (b), Credit Cost = Annualised (Risk provisions + write-offs)/Average gross loans and advances.

Sources: RBI supervisory returns; and staff estimates.

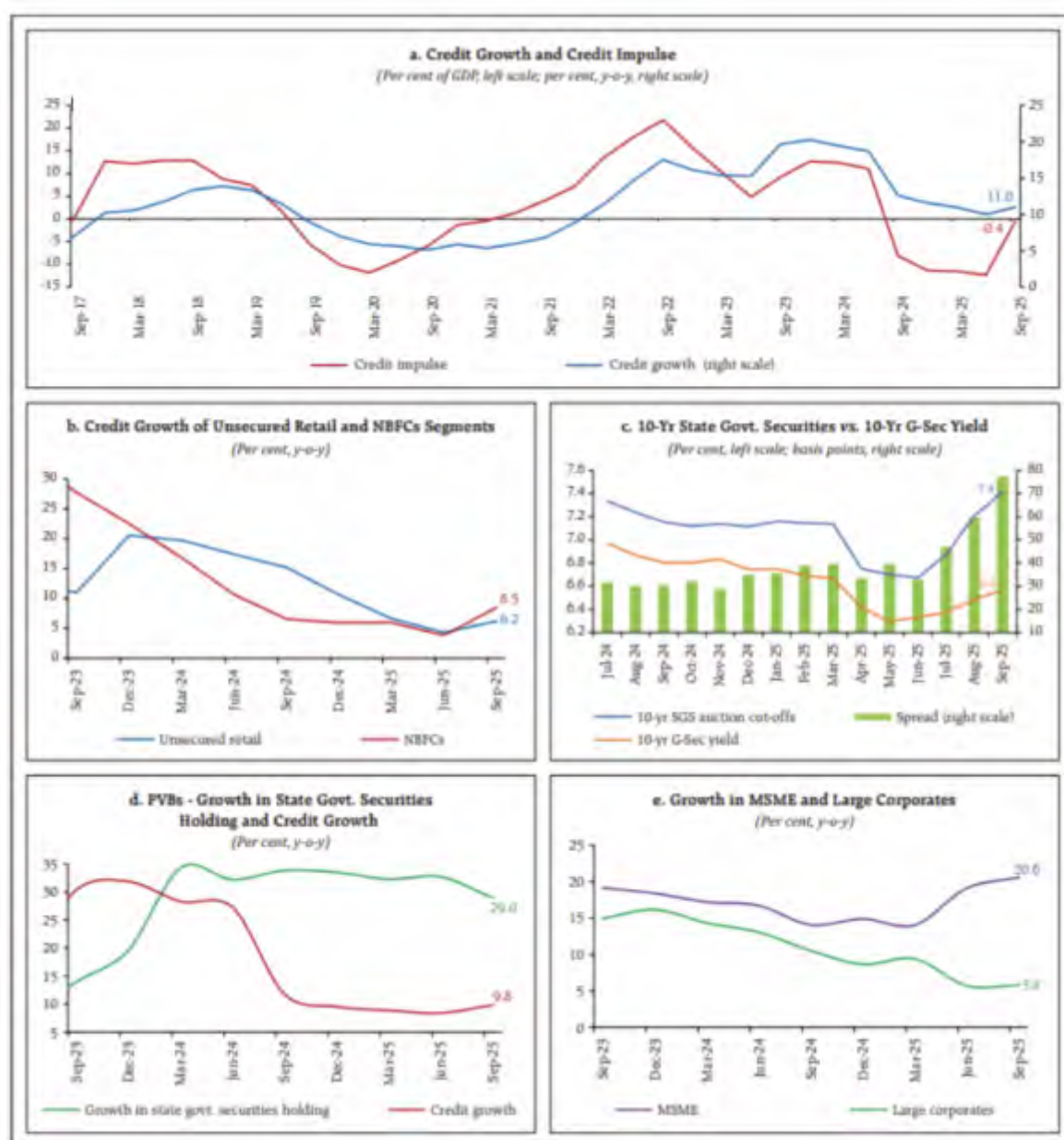
Notably, there are no signs of incipient stress as the ratio of SMA-2 accounts and credit costs are declining. The overall strength of banks' balance sheets is driving credit growth, especially new credit as measured by credit impulse.

Chart 1.45: Banks' Funding and Asset Structures Show No Major Vulnerabilities



Sources: RBI supervisory returns; and staff estimates.

Chart 1.55: Credit Growth Reviving



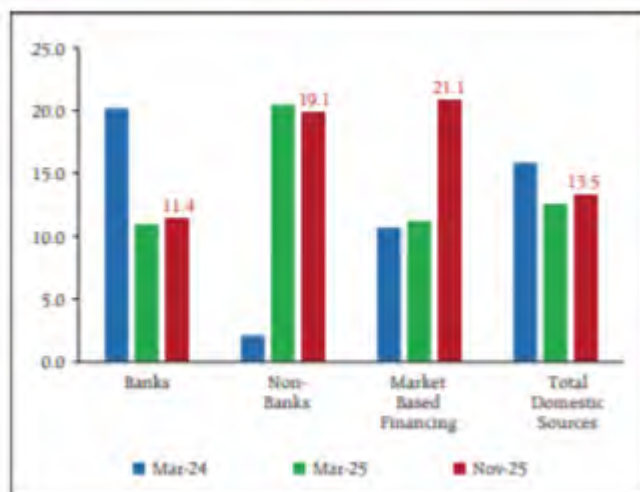
Sources: Bloomberg; CCIL; RBI supervisory returns; and staff estimates.

However, there is significant diversification among sources of credit to the commercial sector with lending from non-banks and market-based financing growing steadily. Thus, credit from these sources has not only substituted bank credit, but also ensured steady flow of funds to the commercial sector.

The share of other operating income (OOI) has increased over the years in the bank's overall earnings, with income generated out of treasury operations emerging as a key source of other operating income, especially in the last two quarters. The current steepening of the yield curve and relatively higher exchange rate volatility, if sustained, could impact treasury income. Thus, even as earnings-at-risk associated with net interest income (NII) have not changed significantly since the last FSR (see section on Interest Rate Risk in Chapter 2), the overall impact on banks' earnings could be higher in the future.

Chart 1.56: Outstanding Credit to Commercial Sector from Domestic Sources

(Growth in per cent, y-o-y)



Note:

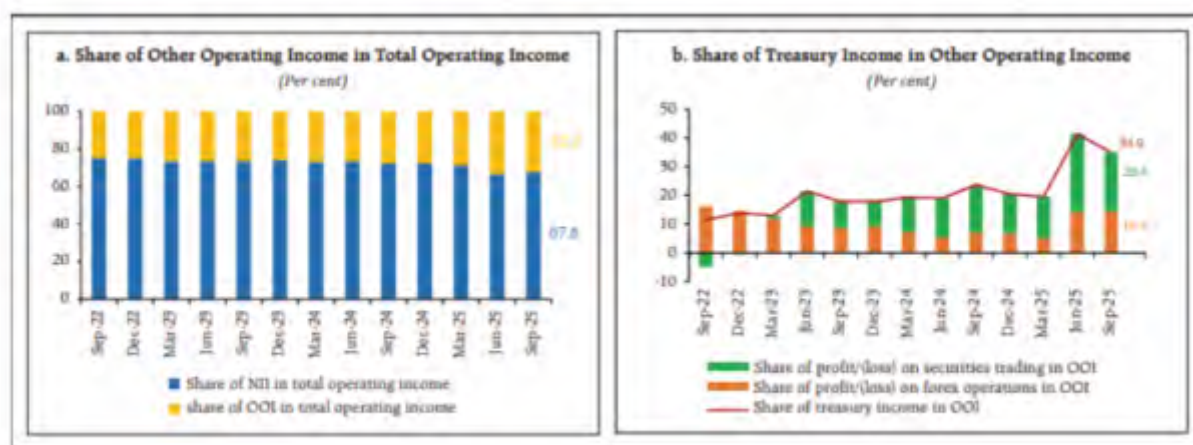
Non-banks include NBFCs, HCFs and AIFIs. Market-based financing refers to corporate bond and commercial paper issuances by non-financial entities.

Sources: RBI; and staff estimates.

Unsecured retail lending, a key driver of bank loan growth during the post-pandemic period, declined sharply after the RBI increased risk weights on certain consumer segment loans in November 2023. Even as asset quality in aggregate remains stable – GNPA ratio at 1.8 per cent vis-à-vis 1.1 per cent for retail advances – slippages in unsecured retail loans constituted 53.1 per cent of the total retail loan slippages of SCBs. Among bank groups, the share of PVBs in fresh slippages of unsecured loans was higher, and their write-offs continue to remain elevated.

Bank credit to the Micro, Small and Medium Enterprises (MSME) rose sharply, aided partly by a change in classification criteria, registering growth of 20.6 per cent (y-o-y) in September 2025 and taking the share of MSME credit to 19 per cent in total non-food bank credit.

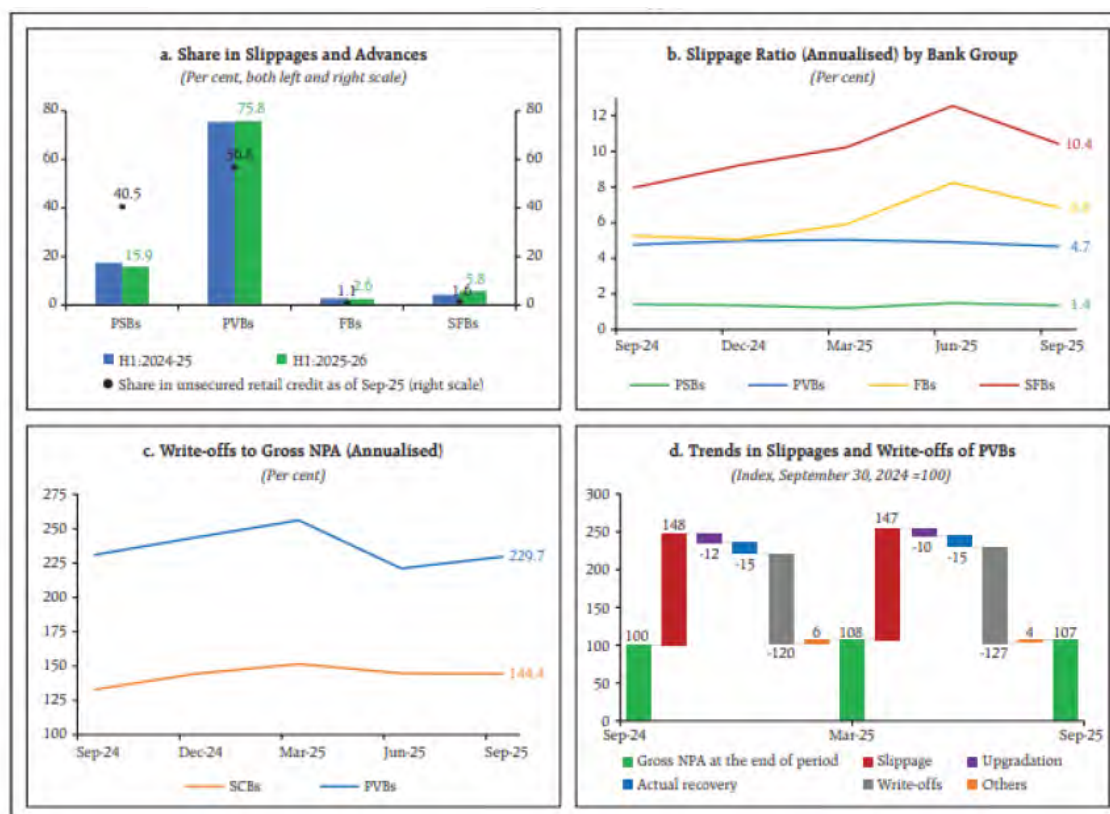
Chart 1.57: Banks' Increasing Reliance on Other Operating Income



Sources: RBI supervisory returns; and staff estimates.

Importantly, advances to the super prime borrower category remained dominant, contributing almost 49 per cent of total MSME advances. Moreover, their asset quality remained sound with the aggregate gross NPA ratio showing further improvement – it fell from 5.2 per cent in September 2023 to 3.3 per cent in September 2025. The improvement is seen across sectors, even though the default rate for micro enterprises remained a tad elevated.

Chart 1.58: Unsecured Retail Lending – Elevated Slippages and Write-offs in PVBs



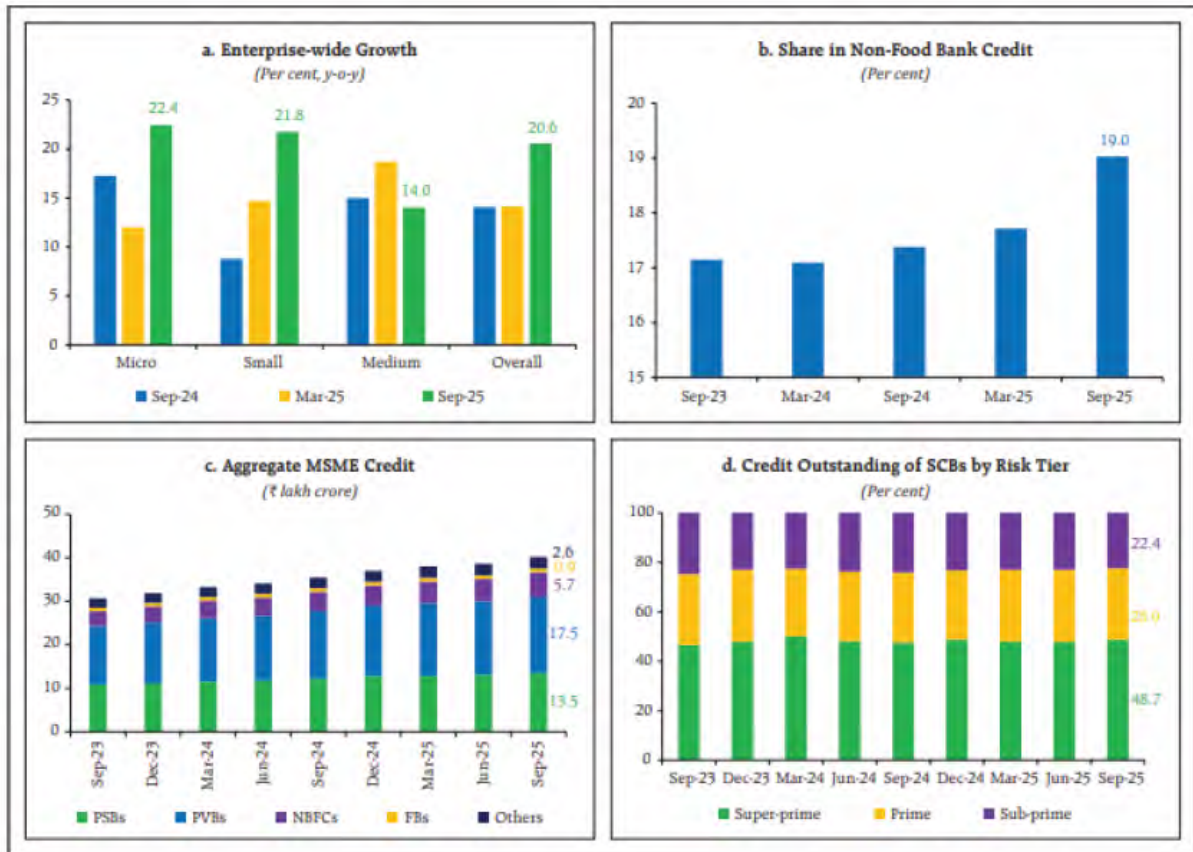
Sources: RBI supervisory returns; and staff estimates.

Analysis of sectors that were potentially exposed to higher US tariffs showed that the share of banks' lending to these sectors remained steady at 12.6 per cent as at end-September 2025 – with advances to the textiles sector forming the largest share. In terms of asset quality, while the SMA ratio in these sectors remained broadly stable, the GNPA ratio remained higher. Overall, these sectors are showing resilience despite the unfavourable external environment.

Small Finance Banks' (SFBs) footprint has been growing in the Indian banking system with their share in total banking sector credit and deposits gradually increasing from 1.3 per cent and 0.9 per cent in September 2022 to 1.6 per cent and 1.4 per cent in September 2025, respectively. Their credit and deposit growth were higher than the banking sector average at 17.2 per cent and 19.3 per cent (y-o-y) in September 2025, respectively. However, profitability remained under pressure even as loan losses, funding costs and slippages remain elevated.

Credit to the microfinance sector declined for the sixth consecutive quarter with a 9.3 per cent fall in H1:2025-26 with the total active borrowers in the sector decreasing by 78 lakh. Bank credit to the sector, which forms 47.7 per cent of total credit outstanding to the sector, contracted by 10.6 per cent during the same period. Asset quality is showing signs of improvement with the ratio of stressed assets declining in three successive quarters. Borrower indebtedness, measured by the share of borrowers availing loans from three or more lenders, rose marginally in September 2025 after declining consistently over the last two years. Though there has been consolidation in the microfinance sector, some stress persists and requires close monitoring.

Chart 1.59: Credit to the MSME Sector Growing

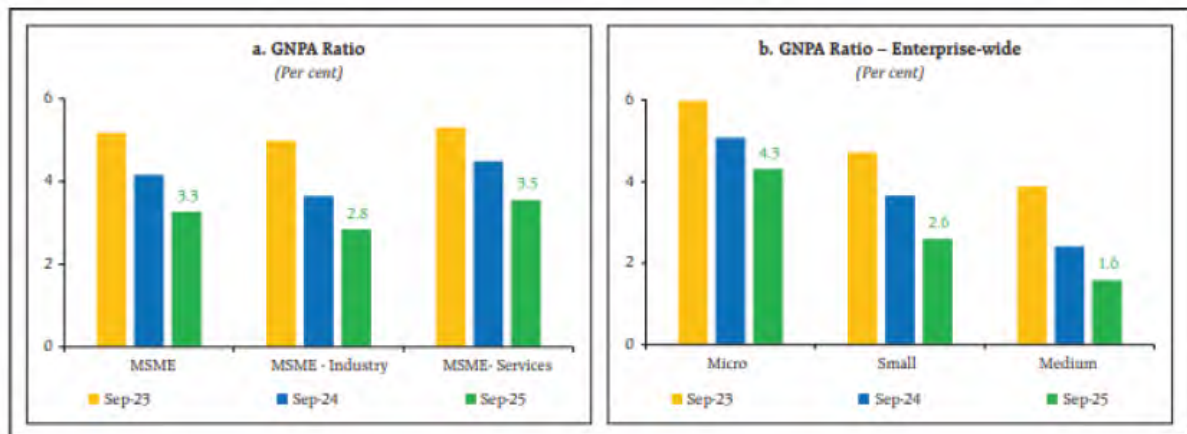


Note:

CIBIL MSME Ranks by Risk Tier are: Super-Prime: CMR 1-3, Prime: CMR 4-6, Sub-Prime: CMR 7-10.

Sources: RBI supervisory returns; TransUnion CIBIL; and staff estimates.

Chart 1.60: Asset Quality of MSMEs Improving



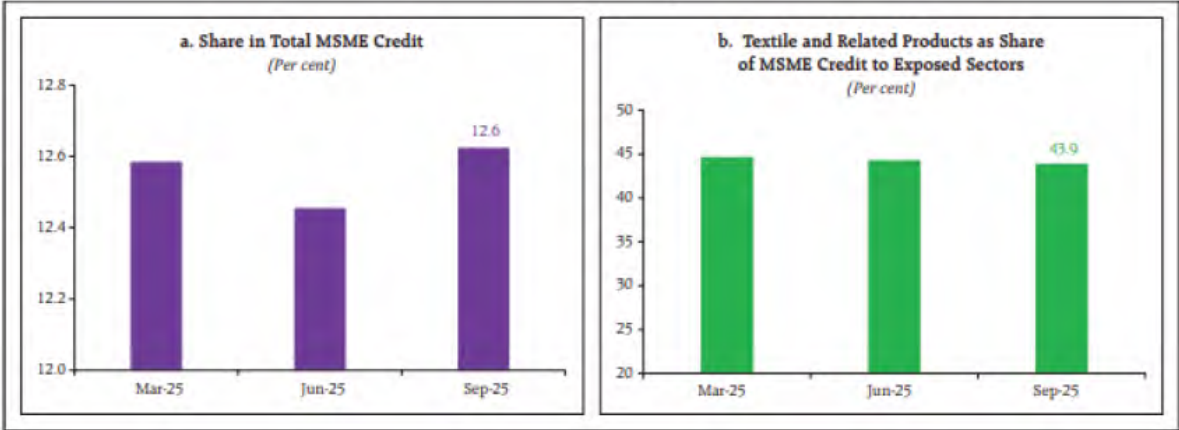
Sources: RBI supervisory returns; and staff estimates.

Consumer segment loans remain a key driver of loan demand for both banks and non-bank finance companies (NBFCs). After registering sharp growth post-pandemic, loans to consumer segment declined following countercyclical regulatory measures by the RBI to arrest the rapid growth in this segment. There are signs of stabilisation in the segment. Enquiry volumes have picked up in the month of September 2025, reflecting a

rebound in demand post-GST rate cuts, even as the slowdown in the growth of credit active consumers appears to have bottomed out.

31 Based on survey of seven banks (PSBs and PVBs) with a total share of 61 per cent of gross MSME credit.

Chart 1.61: MSME Credit in Sectors Exposed to US Tariffs

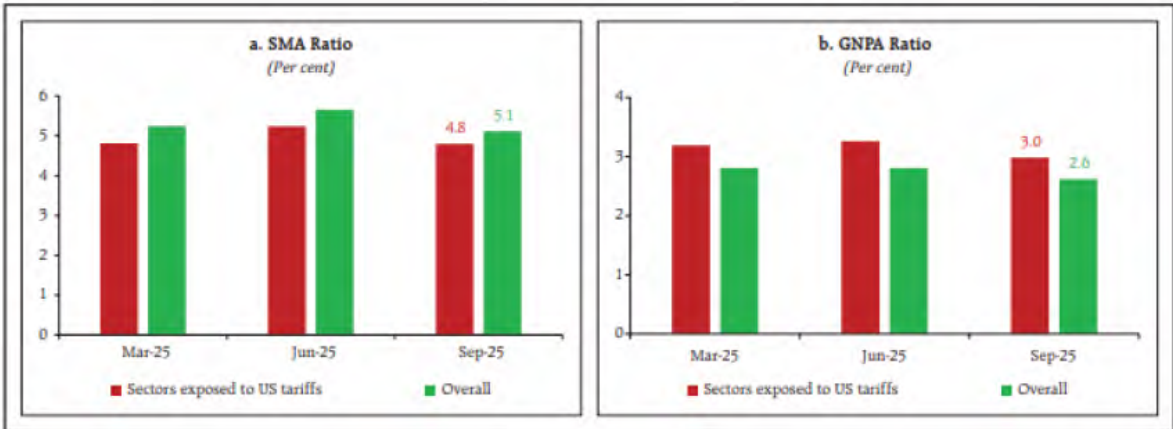


Note:

In chart (b), textiles and related products include cotton yarn/fabs/madeups, handloom products, etc.

Sources: Survey of select banks; and RBI staff estimates.

Chart 1.62: Asset Quality of MSME Credit in Sectors Exposed to US Tariffs

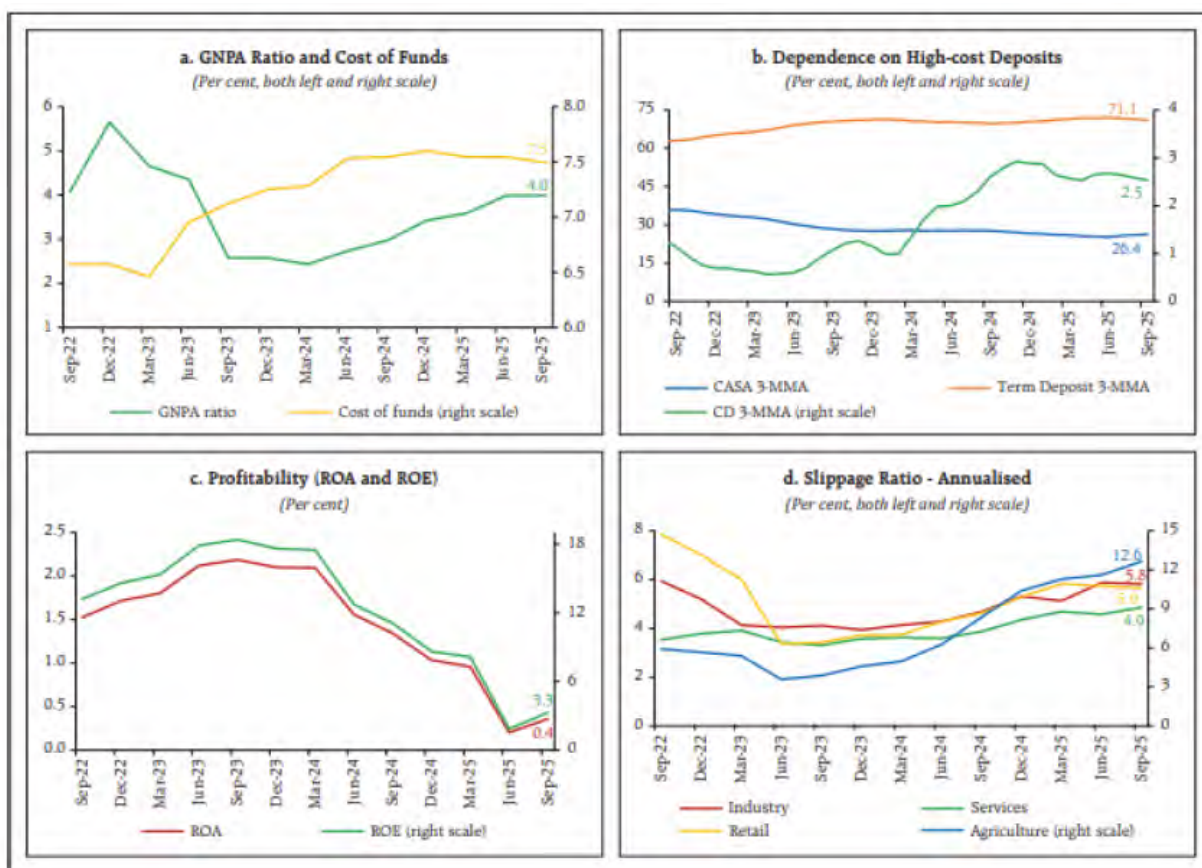


Sources: Survey of select banks; and RBI staff estimates.

Among different product types, gold loans saw sharp growth across SCBs and NBFCs. Similarly, unsecured business loans also grew quickly led by SCBs. The share of outstanding loans held by below prime borrowers in the NBFCs' gold loan portfolio reduced but remained sizeable. In both banks and NBFCs, the outstanding loans held by higher quality borrowers dominated the unsecured business loans category.

The asset quality of the consumer segment loans remained sound across lender and product types with declining levels of non-performing loans. Slippages from SMA-2 accounts also decreased. However, upgradations which saw a jump in Q4:2024-25, are trending lower. Overall, the high share of better-quality borrowers – prime and above categories – augur well for consumer loan performance.

Chart 1.63: SFBs – Asset Quality, Deposit Profile and Profitability

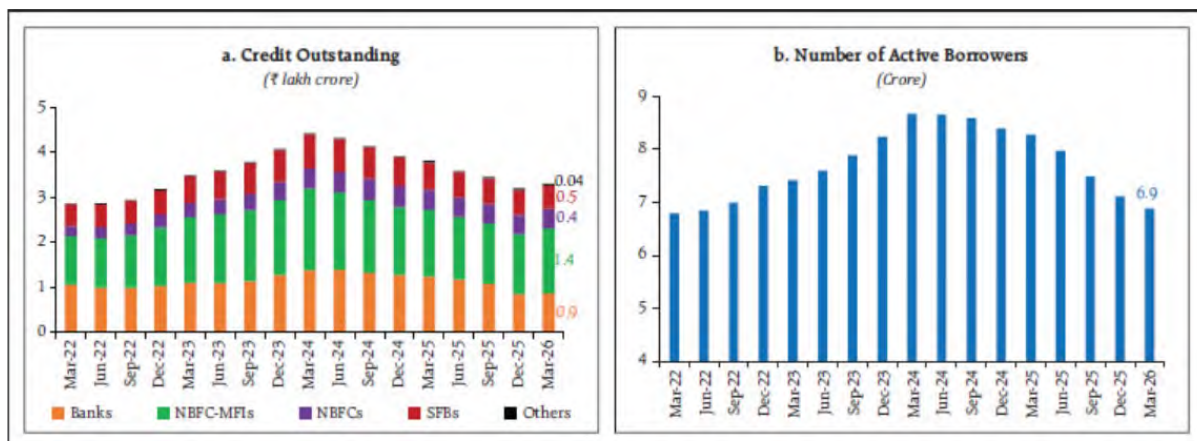


Note:

In chart (b), 3-MMA = 3-month moving average.

Sources: RBI supervisory returns; and staff estimates.

Chart 1.43: Recovery in Credit Amid Falling active Borrowers
(₹ lakh core)



Sources: Survey of select banks; and RBI staff estimates.

Credit to the microfinance sector increased for the first time after seven quarters of decline, but the borrower base continued to shrink, down by 22.7 lakh in the latest quarter. Asset quality showed continued improvement,

Chart 1.43: Recovery in Credit Amid Falling active Borrowers



Chart 1.61: Asset Quality of Consumer Segment Loans Improving

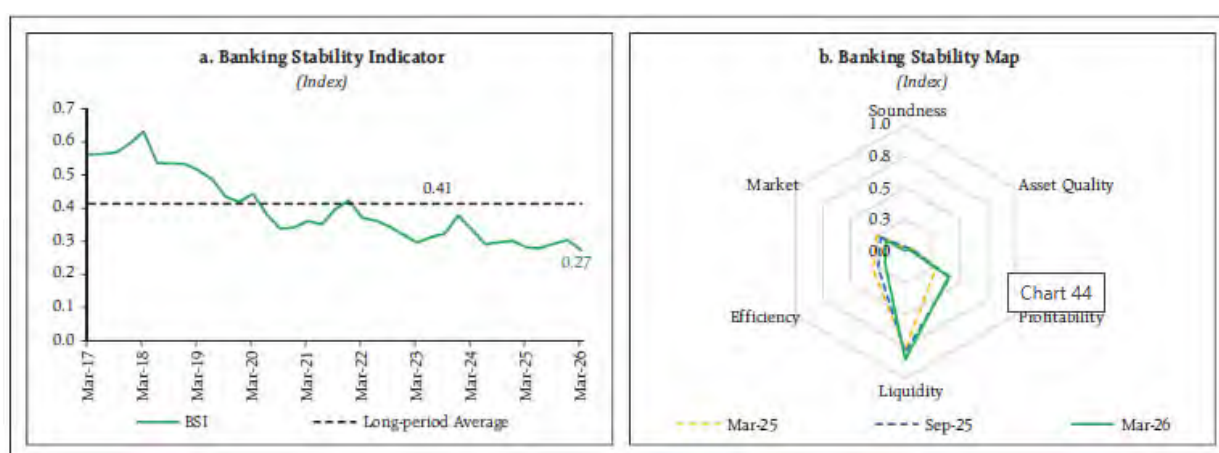


- (1) In chart (a), NBFC+ represents NBFCs including HFCs.
- (2) In chart (b), LAP stands for loans against property and BL stands for business loans.
- (3) In chart (c), the roll forward rate is the percentage change (by amount) from the SMA-2 category (61-90 dpd) in the current month, which moved to the NPA category (90+dpd) in the next month (aggregated quarterly). Rollback + cure rate is the percentage change (in amount) in the SMA-2 category in the current month, which rolled back to SMA-1/SMA-0/0 dpd in the next month (aggregated quarterly).

Source: TransUnion CIBIL.

Asset quality in the consumer lending segment continued to improve across lender categories and loan products, as reflected in the moderation of non-performing loans. Slippages from SMA-2 accounts declined at a faster pace, while loan upgradations continued to increase gradually. Moreover, the high proportion of prime and above-rated borrowers further strengthens the credit outlook for the segment.

Chart 1.44: Banking System Remains Resilient



Notes:

- (1) In chart (a), average of the last 40 quarters considered.
- (2) In chart (b), away from the centre indicates an increase in risk.

Sources: RBI supervisory returns; and staff estimates.

Overall risk in the banking sector, as indicated by the Banking Stability Indicator (BSI), has reduced, supported by improvements in all dimensions except liquidity.

Legislative Framework for Recovery of Debts due to Banks

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002

In fiscal 2003, the Indian Parliament passed the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI Act"). The SARFAESI Act provides that a secured creditor may, in respect of loans classified as non-performing in accordance with the Reserve Bank of India guidelines, give notice in writing to the borrower requiring it to discharge its liabilities within 60 days, failing which the secured creditor may take possession of the assets constituting the security for the loan, and exercise management rights in relation thereto, including the right to sell or otherwise dispose of the assets. The SARFAESI Act also provides for the setting up of asset reconstruction companies regulated by the Reserve Bank of India to acquire assets from banks and financial institutions. The RBI has issued guidelines for asset reconstruction companies in respect of their establishment, registration and licensing by the RBI, and operations.

This Act, as amended, provided that a borrower may make an objection or representation to a secured creditor after a notice is issued by the secured creditor to the borrower under such Act demanding payment of dues. The

secured creditor has to give reasons to the borrower for not accepting the objection or representation. The SARFAESI Act also introduces a deposit requirement for borrowers if they wish to appeal the decision of the debt recovery tribunal. Further, this Act permits a lender to take over the business of a borrower under the SARFAESI Act under certain circumstances (unlike the earlier provisions under which only assets could be taken over).

In fiscal 2017, amendments were made to the SARFAESI Act and the debt recovery acts to further strengthen the recovery process. The Enforcement of Security Interest and Recovery of Debts Law Amendment Act, 2016, (“ESIRDA Act”) was enacted in this regard. As per the ESIRDA Act, it requires the process of possession of collateral by banks, in the event of a default, to be completed by the district magistrate within 30 days. It also empowers the district magistrate to assist banks in taking over the management of the company, where the bank has converted the debt into equity and holds 51.0 per cent. or more in the company. A central registry has been created to maintain records of transactions related to secured assets, known as the Central Registry of Securitisation Asset Reconstruction and Security Interest.

Prudential Framework for Resolution of Stressed Assets

In 2019, RBI issued reforms in the form of a framework for resolution of Stressed Assets. The directions came into force with immediate effect. The provisions of these directions applied to the following entities:

- (a) SCBs (excluding Regional Rural Banks);
- (b) All India Term Financial Institutions (NABARD, NHB, EXIM Bank, and SIDBI);
- (c) Small Finance Banks; and
- (d) Systemically Important Non-Deposit taking Non-Banking Financial Companies (NBFC-ND-SI) and Deposit taking Non-Banking Financial Companies (NBFC-D).

Purpose:

- (a) These directions were issued with a view to providing a framework for early recognition, reporting and time bound resolution of stressed assets.
- (b) These directions were issued without prejudice to issuance of specific directions, from time to time, by the RBI to banks, in terms of the provisions of Section 35AA of the Banking Regulation Act, 1949, for initiation of insolvency proceedings against specific borrowers under the Insolvency and Bankruptcy Code, 2016 (IBC).

Pursuant to the RBI’s regulatory overhaul on 28 November 2025, the aforementioned directions have been withdrawn, and the provisions have been consolidated in the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025, as amended from time to time. Similar directions have been issued for various regulated entities. (See “*Supervision and Regulation - Resolution of Stressed Assets Directions*” for more information.)

Early identification and reporting of stress

Lenders shall recognise incipient stress in loan accounts, immediately on default, by classifying such assets as special mention accounts (“SMA”) as per the following categories:

SMA Sub-categories	Basis for classification – Principal or interest payment or any other amount wholly or partly overdue between
SMA-01	1-30 days
SMA-02	31-60 days
SMA-03	61-90 days
In the case of revolving credit facilities like cash credit, the SMA sub-categories will be as follows:	
	Basis for classification — Outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for a period of:
SMA Sub-categories	
SMA-01	31-60 days
SMA-02	61-90 days
Timeline for implementation of viable resolution plan	Additional provisions to be made as a percentage of total outstanding, if resolution plan not implemented within the timeline
180 days from the end of review period	20%
365 days from the commencement of review period	15% (i.e. total additional provisioning of 35%)

As per the (Commercial Banks — Resolution of Stressed Assets) Directions, 2025 read with RBI (Commercial Banks - Transfer and Distribution of Credit Risk) Directions, 2025, in the event of a default by a borrower, all lenders to the borrower would put in place a resolution plan within 30 days of such default (“**Review Period**”). During this Review Period, the lenders would decide on a resolution strategy, which includes sale of loan, legal action for debt recovery, immediate referral to the National Company Law Tribunal (“NCLT”), restructuring or change in ownership.

The resolution plan should be implemented within 180 days from the end of the review period. In the event a resolution plan is implemented, the lenders would enter into an inter creditor agreement (“ICA”) during the Review Period. The ICA shall provide that any decision agreed by lenders representing 75 per cent. by value of total outstanding credit facilities (fund based as well non-fund based) and 60 per cent. of the lenders by number shall be binding upon all the lenders. In addition, the ICA would provide for rights and duties of majority lenders, duties and protection of rights of dissenting lenders and treatment of lenders with priority in cash flows and differential security interest.

Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code was introduced in 2016, with the aim to provide for the efficient and timely resolution of insolvency of all persons, including companies, partnership firms, limited liability partnerships and individuals. The recent amendments to the Insolvency and Bankruptcy Code introduce significant changes, including a creditor-initiated insolvency resolution process, personal insolvency, enabling frameworks for group and cross-border insolvency etc.

The recent amendments to the IBC pursuant to the Insolvency and Bankruptcy Code (Amendment) Act, 2026, which received Presidential assent on 6 April 2026, will come into force upon notification, which introduces significant changes to the IBC, including a creditor initiated insolvency resolution process, enabling frameworks for group and cross-border insolvency.

A structured mechanism for coordinated enforcement of shared security and minimum recovery safeguards for dissenting financial creditors has been introduced. Additionally, a one-time “second chance” mechanism permits restoration of the corporate insolvency resolution process prior to liquidation, subject to strict timelines. Enhanced compliance requirements and penalties for operational creditors aim to deter frivolous or misleading claims. The provisions will come into force on dates to be notified by the Government, with phased implementation possible. The Ministry of Corporate Affairs notified several provisions of the Insolvency and Bankruptcy Code (Amendment) Act, 2026 into force from 26 May 2026. (See “*Supervision and Regulation - Insolvency and Bankruptcy Code*” for more information.)

Recent Structural Reforms

Base Rate System

The RBI issued a circular on 4 September 2019 making it mandatory for banks to link all floating rate personal or retail loans and floating rate loans to micro and small enterprise borrowers to an external benchmark with effect from 1 October 2019. The banks are free to choose one of the several benchmarks indicated in the circular. The banks are also free to choose their spread over the benchmark rate, subject to the condition that the credit risk premium may undergo change only when borrower’s credit assessment undergoes a substantial change, as agreed upon in the loan contract.

Following the introduction of an external benchmark system, the monetary policy transmission has improved in respect of the sectors where new floating rate loans have been linked to external benchmarks. With a view to further strengthening monetary policy transmission, it has been decided that all new floating rate loans to medium-sized enterprises extended by banks from 1 April 2020, shall be linked to the external benchmarks.

As per the Reserve Bank of India (Commercial Banks – Interest Rates on Advances) Directions, 2025, all floating rate loans are to be priced with reference to a benchmark. A bank can offer all categories of advances on fixed or floating interest rates. When the floating rate advances are linked to a reference benchmark rate, banks can determine actual lending rates by adding the components of spread to the reference benchmark rate. Banks cannot lend below the benchmark rate for a particular maturity for all loans linked to that benchmark.

The Banking Regulation (Amendment) Act, 2025

The 2025 Amendment provides for a modernised nomination framework, allowing depositors to nominate up to 4 (four) persons for their bank accounts either through simultaneous or successive nominations. Certain operational definitions have been updated, and certain procedures have been simplified to improve operational efficiency. Further, financial transparency has been prioritised. Additionally, the definition of “substantial interest” has been increased to Rs. 20 million (previously, Rs. 0.5 million). The 2025 Amendment was enacted as a step towards strengthening governance standards in the Indian banking sector by ensuring uniformity in reporting by banks to the RBI along with improved audit quality in public sector banks (PSBs).

The 2025 Amendment enhances depositor and investor protection by promoting customer convenience through improved nomination facilities. The 2025 Amendment amends five legislations, i.e., the Reserve Bank of India Act, 1934, the Banking Regulation Act, 1949, the State Bank of India Act, 1955, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980.

The various amendments reinforce the ongoing efforts to enhance banking oversight and governance and aim to improve audit transparency, strengthen depositor protection and bring cooperative banks under a more robust regulatory framework. In view of the rapid digital growth and evolving financial challenges, the reforms proposed hereunder seek to align governance and compliance frameworks with contemporary industry dynamics and evolving technology.

Reserve Bank of India (Government Securities Lending) Directions

In order to add depth and liquidity to the Government securities market and aid efficient price discovery, the Reserve Bank permitted lending and borrowing of Government securities, which will augment the existing market for ‘special repos’. These Directions are applicable to all Government securities lending transactions undertaken in over-the-counter markets. Government securities (excluding Treasury Bills) issued by the Central

Government are eligible for lending/borrowing under a Government Securities Lending transaction. Government securities issued by the Central Government (including Treasury Bills) and the State Governments are eligible as collateral under a Government Securities Lending transaction.

Acquisition Finance Framework by the Reserve Bank of India

Previously, banks in India were largely restricted from lending to finance the acquisition of shares, with limited exceptions, notably in the context of acquisitions in the infrastructure sector, and overseas acquisitions.

With the aim of facilitating bank finance for strategic acquisitions by Indian listed entities, the RBI released the draft of the Reserve Bank of India (Commercial Banks—Capital Market Exposure) Directions, 2025 on 24 October 2025, seeking feedback from stakeholders. Subsequently, based on the feedback received in relation to the draft directions, the RBI issued the Reserve Bank of India (Commercial Banks—Credit Facilities) Amendment Directions, 2026, Reserve Bank of India (Commercial Banks—Concentration Risk Management) Amendment Directions, 2026, the Reserve Bank of India (Commercial Banks – Prudential Norms on Capital Adequacy) Second Amendment Directions, 2026, dated along with other related amendment directions, and further updated them pursuant to revised amendments dated 30 March 2026 (collectively, the “**CME Amendment Directions**”), which together propose to implement a revised framework governing capital market exposures and connected lending activities of commercial banks. The CME Amendment Directions came into effect on 1 July 2026

The CME Amendment Directions permit banks to finance acquisitions across sectors, subject to certain key requirements such as requirements that the acquisition must result in the acquisition of control of the target. Where financing is raised from a bank, such financing must be secured, and in the case of bridge financing, must not result in dilution of the security coverage prescribed under the CME Amendment Directions. Under the amended framework, banks are permitted to finance up to 75% of the acquisition value of equity shares or compulsorily convertible debentures of a target entity, where the objective is to secure long-term strategic control.

The Bank’s exposure under acquisition financing (excluding refinancing of target debt, which is permitted) will be part of the Bank’s capital markets exposure, which is subject to an overall cap of 40.0 percent of the eligible Tier 1 Capital of the bank under the RBI directions on concentration risk management. Further, the RBI also issued certain clarifications to instructions on acquisition finance, on loans against financial assets and on credit facilities to capital market intermediaries and announced that certain updates were carried out to the CME Amendment Directions. The bank’s aggregate exposure to acquisition finance must not exceed 20 per cent of its eligible capital base, within the overall 40 per cent ceiling.

Credit Policy Measures

RBI Monetary Policy Report and Monetary Policy Committee (“MPC”) discussion

The RBI issues an annual policy statement setting out its monetary policy stance and announcing various regulatory measures in April of every financial year. The Committee is responsible for inflation targets and monetary policy decisions. The first meeting of the Monetary Policy Committee was held in October 2016. The RBI issues half yearly Monetary Policy Statement setting out its monetary policy stance and announcing various regulatory measures. The MPC of the RBI is responsible for taking the important monetary policy decisions including, that of setting key policy rates. The MPC meets monthly.

Key highlights of the Monetary Policy Report released in April 2026 and excerpts from the meeting conducted in August 2026 of the committee are provided below.

RBI’s Monetary Policy Report dated 8 April 2026

As per this report, global growth remained resilient but below its historical average, with AI-driven investment and accommodative financial conditions somewhat offsetting tariff and geopolitical headwinds. Renewed inflation risks, driven by energy prices and volatile financial markets impart greater uncertainty to the global macroeconomic and financial outlook.

Amidst heightened uncertainty and volatile capital flows, domestic financial markets fluctuated intermittently in the second half of 2025-26. System liquidity remained in surplus during H2. Money market rates evolved largely in sync with system liquidity and monetary policy actions. A combination of domestic and global cues hardened long-term government bond yields and rendered equity markets volatile. The depreciation pressures in INR accentuated at the tail end of H2, breaching its previous record lows amidst concerns over West Asia conflict. While bank credit growth continued to improve and remained supportive of real economic activity, financing from non-bank sources also increased. Transmission of the policy rate to both lending and deposit rates continued in H2 and remained robust during the current easing cycle, albeit with some frictions. In recent months, the combination of sustained credit demand and persistent gap between credit and deposit growth prompted banks to increase their term deposit rates, in addition to resource mobilisation through certificate of deposits, to bridge the funding gap.

Domestic economic activity also remained resilient in the second half of 2025–26, primarily driven by private consumption, supported by both rural and urban demand, GST rate rationalisation and monetary easing. Structural reforms, favourable financial conditions and government’s thrust on infrastructure spending aided investment activity. On the supply side, services remained buoyant, and manufacturing strengthened, although agricultural activity moderated due to weather disruptions. The underlying momentum in economic activity, buoyed by further progress on trade deals with major economies, bodes well for India’s overall growth outlook. Global headwinds from geopolitical tensions, volatile commodity prices and supply-chain disruptions pose downside risks to the outlook. Specifically, intensification of the West Asia conflict could strain input supplies to various downstream sectors that may be growth inhibiting.

Headline inflation in India increased from historical low levels seen in October 2025 but remained below the target thereafter. The realised cost conditions: input costs, wage costs, and margins showed no major pressures up to February 2026. Contribution of imported inflation, however, has been rising and imported input cost pressures have accentuated in March. The impact of conflict-driven spikes in global energy prices is also likely through multiple channels.

Going forward, India’s macroeconomic outlook remains resilient despite elevated geopolitical tensions and lingering global trade frictions. Strong fundamentals, including sustained growth, low inflation, and fiscal consolidation, provides India the wherewithal to withstand the adverse impact of heightened global uncertainties. The surge in global crude oil prices since the West Asia conflict, exacerbated by significant supply disruptions, have tilted risks to inflation on the upside and growth on the downside, which have been communicated through asymmetric fan charts, scenario, and sensitivity analysis. In navigating through these turbulent times, monetary policy in India will continue to focus on reinforcing price stability while remaining growth supportive.

Minutes of the RBI’s Monetary Policy Committee Meeting, held between 3 to 5 August 2026

The 62nd meeting of the MPC, constituted under Section 45ZB of the Reserve Bank of India Act, 1934, was held during 3 to 5 August 2026.

The meeting was chaired by Shri Sanjay Malhotra, Governor and was attended by all the members – Dr. Nagesh Kumar, Director and Chief Executive, Institute for Studies in Industrial Development, New Delhi; Shri Saugata Bhattacharya, Economist, Mumbai; Professor Ram Singh, Director, Delhi School of Economics, Delhi; Dr. Poonam Gupta, Deputy Governor in charge of monetary policy and Shri Indranil Bhattacharyya, Executive Director (the officer of the RBI nominated by the Central Board under Section 45ZB(2)(c) of the Reserve Bank of India Act, 1934).

According to Section 45ZL of the RBI Act, the RBI shall publish, on the fourteenth day after every meeting of the Monetary Policy Committee, the minutes of the proceedings of the meeting which shall include the following, namely: the resolution adopted at the meeting of the Monetary Policy Committee; the vote of each member of the Monetary Policy Committee, ascribed to such member, on the resolution adopted in the said meeting; and the statement of each member of the Monetary Policy Committee under sub-section (11) of section 45ZI on the resolution adopted in the said meeting.

In the light of evolving developments on the global and domestic front, the MPC reviewed in detail the staff's macroeconomic projections that included inputs from survey results and stakeholder consultations. The MPC also reviewed alternative scenarios around various risks to the outlook. Drawing on the above and after extensive discussions on the stance of monetary policy, the MPC adopted the resolution that is set out below.

Resolution

The Monetary Policy Committee (MPC) held its 62nd meeting from 3 to 5 August 2026, under the chairmanship of Shri Sanjay Malhotra, Governor, Reserve Bank of India. The MPC members Dr Nagesh Kumar, Shri Saugata Bhattacharya, Prof. Ram Singh, Dr Poonam Gupta and Shri Indranil Bhattacharyya attended the meeting.

After a detailed assessment of the evolving macroeconomic and financial developments and the outlook, the MPC voted unanimously to keep the policy repo rate under the liquidity adjustment facility (LAF) unchanged at 5.25 per cent. Consequently, the standing deposit facility (SDF) rate remains at 5.00 per cent and the marginal standing facility (MSF) rate and the RBI bank rate remains at 5.50 per cent. The MPC also decided to continue with the neutral stance.

Growth and Inflation Outlook

The global economy in 2026, has so far been marked by sharp and frequent market swings, persistent inflation concerns and shifting policy expectations. Relief from the temporary ceasefire in West Asia dissipated quickly with the resumption of conflict in July, prompting several central banks to raise rates while others stayed vigilant. The US dollar appreciated on elevated yields, a hawkish Federal Reserve tone and a buoyant US economy riding AI-driven productivity gains, even as global equities stayed volatile as investors repriced their AI-related exposure. Conflict in West Asia, volatile oil prices, sticky inflation expectations and fragile public finances in systemically important economies pose significant downside risks to the outlook.

On the domestic front, real gross domestic product (GDP), as per the First Advance Estimates (FAE), is estimated to grow at 7.4 per cent (y-o-y) in 2025-26. Private consumption and fixed investment contributed significantly to overall growth. Net external demand, however, continued to be a drag, with imports outpacing exports. On the supply side, real GVA growth of 7.3 per cent is driven by buoyant services sector, resilient agricultural sector and revival in manufacturing activity.

Looking ahead, the turbulent global environment is likely to have some bearing on domestic activity; energy prices and supply-chain pressures remain elevated and uncertain. A deficient and uneven south-west monsoon amid El Niño conditions poses some risk to the agriculture sector's outlook and rural demand, though government initiatives on crop diversification are expected to mitigate the impact. Sustained momentum in services, the continuing impact of GST rationalisation, and broadly stable employment conditions should continue to support urban demand, while strong capacity utilisation, robust credit flow and the Government's continued thrust on infrastructure are expected to sustain investment activity. Services exports are expected to sustain, while merchandise exports will be supported by recent trade agreements and the thrust on diversification.

Taking all these factors into consideration, real GDP growth for 2026-27 is projected at 6.7 per cent, with Q1 at 7.0 per cent, Q2 at 6.4 per cent, Q3 at 6.5 per cent and Q4 at 6.8 per cent. Real GDP growth for Q1:2027-28 is projected at 7.3 per cent. The risks are evenly balanced. Headline CPI inflation remained low at 0.7 per cent in November and 1.3 per cent in December, 2025. While food group continued to be in deflation, inflation within the fuel group remained moderate in November and December. Core inflation (CPI excluding food and fuel) too remained benign, despite the pick-up in prices of precious metals. Excluding gold, core inflation remained stable at 2.6 per cent in December.

Near-term outlook suggests that El Niño's impact on temporal and spatial rainfall distribution continues to remain a risk, although proactive supply management and adequate stocks of foodgrains could provide buffers. Core inflation, barring potential volatility induced by prices of precious metals, is expected to be range-bound. Geopolitical uncertainty coupled with volatility in energy, food and other input prices are other possible upside risks to inflation. In terms of headline inflation trajectory, considering all these factors, CPI inflation for 2026-27 is projected to be 5.0 per cent with Q2 at 4.7 per cent; Q3 at 5.9 per cent; and Q4 at 5.5 per cent. Inflation

for Q1:2027-28 is projected at 5.3 per cent with risks being evenly balanced. Core inflation is projected at 4.3 per cent for 2026-27. Core inflation, excluding precious metals, is expected to be lower in the near term, suggesting that demand pressures remain contained. The risks are evenly balanced.

Rationale for Monetary Policy Decisions

The MPC members noted that since the last policy meeting, external headwinds have changed very little — disruptions from the West Asia conflict that flared in late February 2026, along with other layered sources of uncertainty, continue to weigh on the outlook, alongside fresh concerns flagged by members around Strait of Hormuz tensions, trade-policy uncertainty, and a potential El Niño. .

Headline CPI inflation rose above target for the first time in 16 months, printing at 4.4 per cent in June 2026, though this still came in roughly 30 basis points below what had been projected for Q1:2026-27, reflecting limited pass-through of cost pressures so far. Looking ahead, CPI inflation for 2026-27 is projected at 5.0 per cent (Q2 at 4.7 per cent, Q3 at 5.9 per cent, Q4 at 5.5 per cent), with Q1:2027-28 projected at 5.3 per cent and risks seen as evenly balanced; core inflation is projected at 4.3 per cent for the year.

On the growth front, economic activity has remained resilient, with the economy outperforming expectations in Q1 despite supply-chain disruption, an erratic monsoon, and heightened global uncertainty. Real GDP growth for 2026-27 is projected at 6.7 per cent (Q1 at 7.0 per cent, Q2 at 6.4 per cent, Q3 at 6.5 per cent, Q4 at 6.8 per cent), with Q1:2027-28 projected at 7.3 per cent. On the growth front, economic activity remains resilient. The High frequency indicators available so far point towards steady domestic demand in Q1:2026-27. The growth outlook remains favourable.

Based on a comprehensive review of the domestic macroeconomic conditions and the outlook, the MPC is of the view that there is a need for greater clarity to emerge, especially regarding inflation, its path and composition before taking any policy action. Accordingly, the MPC voted to continue with the existing policy rate. The MPC also agreed to retain the neutral stance. All six members backed keeping the policy repo rate unchanged at 5.25 per cent. Going forward, the MPC will continue to be guided by evolving macroeconomic conditions and incoming data. Voting on the Resolution to keep policy repo rate unchanged at 5.25 per cent has been positive and unanimous.

The next meeting of the MPC is scheduled for 5 to 7 October 2026.

RBI's Financial Stability Report (FSR)

On 30 June 2026, the RBI released the 33rd issue of the FSR.

Key Highlights of the FSR are as follows:

1. Despite repeated shocks, the global financial system has thus far since the last report, demonstrated notable resilience, with markets remaining orderly after an initial bout of volatility following the outbreak of the West Asia conflict.
2. Nevertheless, global financial stability risks remain elevated. Persistent supply chain uncertainties could tighten financial conditions and revive inflationary pressures. Meanwhile, elevated public debt, bond market fragilities, stretched asset valuations, and leveraged NBFIs remain key vulnerabilities that could amplify future shocks.
3. India's sound macroeconomic fundamentals in 2026 place it in a stronger position than many of its peers and provide greater resilience to external shocks than in past crisis episodes.
4. The balance of risks has turned favourable since the last report was published, supported by the interim peace deal and recent policy measures by the Government and the RBI aimed at strengthening capital inflows.
5. Domestic financial system remains resilient underpinned by strong bank and non-bank balance sheets. SCBs remain safe and sound, supported by strong capital and liquidity buffers, continued improvement in asset quality, and stable profitability.

6. Macro stress test results indicate that the banking system remains well-positioned to absorb potential shocks, with aggregate capital ratios projected to remain comfortably above regulatory thresholds even under hypothetical adverse scenarios.
7. NBFCs continue to remain financially sound, supported by strong capitalisation, healthy profitability, and improving asset quality.
8. The insurance sector continues to display balance sheet resilience with the solvency ratio of life insurers remaining above the minimum threshold.

Union Budget 2026-27

The Union Minister for Finance and Corporate Affairs, Smt. Nirmala Sitharaman tabled the Union Budget 2026-27 in the parliament on 1 February 2026.

The first Budget prepared in Kartavya Bhawan, is inspired by 3 kartavyas:

1. First kartavya is to accelerate and sustain economic growth, by enhancing productivity and competitiveness, and building resilience to volatile global dynamics.
2. Second kartavya is to fulfil aspirations of people and build their capacity, making them strong partners in India's path to prosperity.
3. Third kartavya, aligned with vision of Sabka Sath, Sabka Vikas, is to ensure that every family, community, region and sector has access to resources, amenities and opportunities for meaningful participation.

Budget Estimates

1. The non-debt receipts and the total expenditure are estimated as ₹36.5 lakh crore and ₹53.5 lakh crore respectively. The Government's net tax receipts are estimated at ₹28.7 lakh crore.
2. The gross market borrowings are estimated at ₹17.2 lakh crore and the net market borrowings from dated securities are estimated at ₹11.7 lakh crore.
3. The Revised Estimates of the non-debt receipts are ₹34 lakh crore of which the Centre's net tax receipts are ₹26.7 lakh crore.
4. The Revised Estimate of the total expenditure is ₹49.6 lakh crore, of which the capital expenditure is about ₹11 lakh crore.
5. The fiscal deficit in Budget Estimates of 2026-27 is estimated to be 4.3 percent of GDP.
6. In Revised Estimates for 2025-26, the fiscal deficit has been estimated at par with Budget Estimates of 2025-26 at 4.4 percent of GDP.
7. The debt-to-GDP ratio is estimated to be 55.6 percent of GDP in Budget Estimates 2026-27, compared to 56.1 percent of GDP in RE 2025-26.

Economic Survey- 2025- 2026

Key Highlights of the Economic Survey by the Government, are as follows: -

1. The global environment remains fragile, with growth holding up better than expected but risks elevated amid intensifying geopolitical tensions, trade fragmentation and financial vulnerabilities. The impact of these shocks may still surface with a lag. Against this backdrop, India's performance stands out. □ India's monetary and financial sectors have exhibited robust performance in FY26 (April-December 2025), underpinned by strategic policy actions and structural resilience across financial intermediation channels.
2. As of 31 December 2025, the year-on-year growth in outstanding credit by SCBs increased to 14.5 per cent compared to 11.2 per cent in December 2024.

3. India's first international financial services centre at GIFT City is creating an enabling ecosystem to attract and channel global capital.
4. India's monetary and financial sectors have exhibited robust performance in FY26 (April-December 2025), underpinned by strategic policy actions and structural resilience across financial intermediation channels.
5. Banking sector performance-A significant improvement has been observed in the asset quality of scheduled commercial banks (SCBs), as evidenced by their GNPA ratio standing at 2.2% in September 2025 and net NPA ratio at 0.5% in September 2025, having reached a multi-decadal low level and record low level, respectively.
6. Outlook for the banking sector: The systemic rise in regulatory quality has received international validation through the Financial Sector Assessment Program (FSAP) conducted jointly by the IMF and World Bank in 2025.

Both reports noted an increasingly resilient, diversified, and inclusive financial system, with total financial sector assets at nearly 187 per cent of GDP in CY 2024 and capital markets expanding from 144 per cent of GDP in CY 2017 to 175 per cent in CY 2024. The assessments found that banks and NBFCs possess adequate capital buffers even under severe stress scenarios.

Consolidation of Master Directions by the Department of Regulation, RBI

1. The RBI has issued numerous directions over the years, under the statutory powers conferred upon it by various Acts. While increase in regulatory guidelines is a natural process as the financial system evolves, this was further driven by an expanding regulatory perimeter, distributed supervisory/regulatory jurisdiction over certain regulated entities, and non-repeal of some of the earlier instructions when new ones were issued. Being mindful of compliance burden to the Regulated Entities (REs), the RBI has continuously endeavoured to optimise its regulatory framework. RBI issues directions and notifications on credit facilities, prudential norms, governance, asset classification, and compliance for banks and financial institutions.
1. Against this backdrop, the RBI has recently undertaken a fundamental reorganisation of the regulatory instructions administered by its Department of Regulation – marking a paradigm shift in its regulatory communication. On 28 November 2025, the RBI (RBI) issued a landmark circular consolidating and streamlining regulatory directions across various banking and financial sectors. This pivotal move aims to enhance compliance, promote transparency, and ensure uniformity in regulatory guidelines. On 28 November 2025, the RBI ('RBI') issued Directions and Notifications. The Directions are guidelines covering a wide spectrum of regulatory and operational aspects for the financial sector. These span credit card facilities, credit resource management, prudential norms, governance standards, Cash Reserve Ratio ('CRR'), Statutory Liquidity Ratio ('SLR'), interest rate regulations, asset liability management, income recognition, asset classification, and treatment of wilful defaulters.

The comprehensive framework applies to commercial banks, NBFCs, small finance banks, payment banks, local area banks, regional rural banks, urban cooperative banks, all-India financial institutions, and rural cooperative banks, reflecting RBI's intent to strengthen prudential oversight and ensure stability across India's diverse financial ecosystem. In addition, notifications on KYC compliance and consolidation of regulations were also issued, superseding and replacing earlier circulars.

The comprehensive exercise involved consolidation of more than 9,000 existing circular/guidelines administered by Department of Regulation into 238 function-wise Master Directions (MDs), specific to each category of regulated entity. Instructions issued by NABARD to Regional Rural Banks, State Co-operative Banks and Central Co-operative Banks were also consolidated in consultation with NABARD. This exercise is expected to enhance clarity, ease of access, and reduce compliance burden for REs, thereby supporting the broader objective of improving ease of doing business.

2. Under this consolidation effort, instructions contained in approximately 3,500 directions, circulars, and guidelines, were consolidated into 238 Master Directions, across 11 types of regulated entities. For this purpose, the 11 types of regulated entities identified are: (a) Commercial Banks; (b) Small Finance

Banks; (c) Payments Banks; (d) Local Area Banks; (e) Regional Rural Banks; (f) Urban Co-operative Banks; (g) Rural Co-operative Banks; (h) All India Financial Institutions; (i) Non-Banking Financial Companies; (j) Asset Reconstruction Companies; and (k) Credit Information Companies. Instructions contained in remaining directions/circulars were identified as obsolete and marked for repeal once the consolidated MDs are issued.

3. Accordingly, the drafts of these 238 MDs were placed on website of the Reserve Bank for public comments regarding completeness and accuracy vide press release dated 10 October 2025. The list of circulars that were proposed to be repealed following the issue of consolidated MDs as well as a list of notifications that were to be retained as standalone were also provided.
4. The Reserve Bank had received over 770 comments from various stakeholders on the draft MDs. Several suggestions were for regulatory changes, which were outside the scope of this consolidation exercise, and hence have not been considered for the purpose of consolidation. The remaining comments, relevant to the finalisation of the MDs have been duly considered while finalising the consolidated MDs.
2. Consequently, the following set of final documents were issued by the RBI on 28 November 2025:
 - (i) 244 Master Directions consolidating the instructions currently administered by the Department of Regulation on an 'as-is' basis. These instructions have been issued separately for 11 types of regulated entities and are cohesively organised across various regulatory areas. These documents can be accessed through Notifications -* Master Directions -* Department of Regulation. These Master Directions will serve as the sole library of regulations administered by the Department of Regulation.
 - (v) List of 9445 circulars that are being repealed/withdrawn following the issue of these consolidated Master Directions.

Consolidation of Master Directions by the Department of Supervision, RBI

1. The RBI has continued its effort to refine and rationalise its regulatory and supervisory framework, periodically reviewing existing instructions to reduce compliance costs and eliminate redundancy for Regulated Entities (REs). Building on the Department of Regulation's (DoR) consolidation exercise of November 2025, the RBI's Department of Supervision (DoS) undertook a parallel exercise to bring its own body of supervisory instructions into a single, structured framework.
2. On 31 July 2026, the RBI issued a circular consolidating supervisory directions across the banking and financial sector. This followed a press release of 8 April 2026 announcing that the Department of Supervision had undertaken a comprehensive exercise to consolidate its existing body of supervisory instructions into structured, function-wise, entity-specific Master Directions. The exercise consolidated 628 circulars — including earlier Master Circulars and Master Directions — into 64 new Master Directions, organised across up to nine functional areas, covering matters such as compliance function, concurrent audit, cybersecurity and technology risk, digital payment security controls, fraud risk management, internal audit, statutory audit, supervisory returns, and other miscellaneous supervisory matters.
3. The framework applies to the same 11 categories of regulated entities used in the DoR exercise: Commercial Banks; Small Finance Banks; Payments Banks; Local Area Banks; Regional Rural Banks; Urban Co-operative Banks; Rural Co-operative Banks; All India Financial Institutions; Non-Banking Financial Companies; Asset Reconstruction Companies; and Credit Information Companies.
4. Drafts of the 64 Master Directions, along with the list of circulars proposed for repeal, were placed on the RBI website for public comment on completeness and accuracy, via the press release dated 8 April 2026.
5. The Reserve Bank received 767 comments from stakeholders on the draft Master Directions. Suggestions seeking substantive regulatory changes were treated as outside the scope of this consolidation exercise and were not incorporated, though they will be examined separately; comments aimed at improving clarity and accuracy were incorporated into the final Directions.

6. Consequently, the following final documents were issued by the RBI on 31 July 2026:

- (i) 64 Master Directions consolidating the instructions administered by the Department of Supervision on an ‘as-is’ basis, issued separately for the 11 types of regulated entities and organised across up to nine functional areas. These can be accessed via Notifications - Master Directions - Department of Supervision, and now serve as the sole library of DoS-administered instructions.
- (ii) A list of 628 circulars being repealed/withdrawn as a consequence of the new Master Directions, accessible on the RBI’s website.

RBI’s Expected Credit Loss (ECL) Framework

The current incurred loss approach to provisioning results in delayed stress recognition, with potential amplification of procyclicality. In order to address these concerns, the RBI proposed migration of SCBs (excluding small finance banks, payments banks and regional rural banks) and all-India financial institutions (AIFIs) to ECL based framework from 1 April 2027, with a five-year transitional arrangement to smoothen the capital impact. This will help strengthen risk management practices, improve pricing of credit, enhance transparency and comparability of banks’ financial statements, and foster discipline in credit origination.

The final Reserve Bank of India (Commercial Banks - Asset Classification, Provisioning and Income Recognition) Directions, 2026, incorporating the ECL framework for provisioning were issued on 27 April 2026. These Directions, effective from 1 April 2027, inter alia, provide for introduction of a staging framework for asset classification, adoption of a forward-looking provisioning approach and adoption of effective interest rate (EIR) method. These are intended to further strengthen credit risk management practices, improve comparability across regulated entities, and align the regulatory framework more closely with internationally accepted financial reporting principles. (See “Supervision and Regulation - Expected Credit Loss (ECL) Framework”, for transitional provisions.)

SUPERVISION AND REGULATION

The following is a summary of certain key regulations and policies prescribed by central, state and regulatory bodies in India that apply to the Bank and its Subsidiaries. This description is not exhaustive and is intended only to provide investors with general information on some of the principal regulations and policies applicable to us.

The information detailed in this section has been obtained from publications and press releases available in the public domain as of the date of the Offering Circular. The Indian laws, regulations and guidelines set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice or a detailed review of the relevant laws, regulations and guidelines. For purposes of this section, references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification are to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended from time to time. The statements below are based on the current provisions of the Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Investors should carefully consider the information described below, together with the information set out in other sections of this Offering Circular including the financial statements before making an investment decision relating to the Notes.

Regulations governing banks in India

The principal legislation governing banking companies in India is the Banking Regulation Act, 1949, as amended (the “**Banking Regulation Act**”). The provisions of the Banking Regulation Act are supplementary to, and not, except as expressly provided therein, in derogation of, the Companies Act and any other law for the time being in force. Other legislation applicable to banking companies includes the Reserve Bank of India Act, 1934, the Negotiable Instruments Act, 1881, the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (the “**SARFAESI Act**”), the Bankers’ Books Evidence Act, 1891 and the Insolvency and Bankruptcy Code, 2016, each as amended from time to time. The RBI also issues guidelines, circulars, directions and policies from time to time relating to our businesses. Compliance with regulatory requirements is assessed by reference to financial statements prepared under Indian GAAP. In April 2026, the Reserve Bank of India issued two key regulatory instruments — the Reserve Bank of India (Commercial Banks — Income Recognition, Asset Classification and Provisioning) Amendment Directions, 2026 and the Reserve Bank of India (Commercial Banks — Capital Charge for Credit Risk — Standardised Approach) Direction, 2026 — each effective from 1 April 2027. The Bank is also subject to regulation by various other regulators, including SEBI and the RBI.

Statutory framework governing the Bank

The Bank is a body corporate (nationalised bank) constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, as amended from time to time (“**Banks Nationalisation Act**”). The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970, as amended from time to time (the “**Scheme**”), prescribes the framework for the management, board constitution, and operational governance of the nationalised banks constituted under the Banks Nationalisation Act.

While the primary legislation governing commercial banks in India is the Banking Regulation Act and some of these provisions are applicable to the Bank, the Bank is mainly governed by the provisions of the Banks Nationalisation Act and the Nationalised Banks Scheme. The provisions of the Banking Regulation Act apply in addition to the Banks Nationalisation Act and the Nationalised Banks Scheme and any other law in force. As the Bank was constituted under the Banks Nationalisation Act and the Nationalised Banks Scheme, the provisions of the Companies Act are inapplicable. In particular, Section 18 of the Banks Nationalisation Act provides that no provision of law relating to the winding up of the companies shall apply to the Bank and the Bank shall not be placed in liquidation except by order of the Government and in such manner as it may direct.

The Banks Nationalisation Act was enacted following the Supreme Court of India’s declaration on 10 February 1970, that the earlier Banking Companies (Acquisition and Transfer of Undertakings) Act, 1969 was void. This earlier act had initially nationalised major Indian scheduled banks, but the Court’s judgment reverted

their undertakings back to the banks. To resume control, the President promulgated the Banking Companies (Acquisition and Transfer of Undertakings) Ordinance, 1970, which was later replaced by the Banks Nationalisation Act. The Act retroactively applied from 19 July 1969, the date of the original acquisition, except section 21.

With the enactment of the Banks Nationalisation Act, existing banking companies were acquired, and fourteen new banks were established as nationalised banks under Schedule I. Initially, the entire capital of the nationalised banks was held by the Government, but through an amendment in 1994 to the Banks Nationalisation Act, the Government reduced its stake in the nationalised banks by issuing shares to the public. However, under Section 3(2-B)(c) of the Banks Nationalisation Act, the Government shall continue to hold not less than 51.00 per cent. of the paid-up capital of the banks.

Provisions of the Banks Nationalisation Act and the Scheme

Under the Banks Nationalisation Act, the entire paid-up capital of a corresponding new bank set up under the Banks Nationalisation Act, except the paid-up capital raised from the public by a public issue or rights issue or by issue of bonus shares or preferential allotment or private placement, will stand vested in and allotted to the Government. The Government will, at all times, hold not less than 51 per cent. of the paid-up capital consisting of equity shares of each corresponding new bank. No shareholder of a corresponding new bank, other than the Government, is entitled to exercise voting rights in respect of any shares held by him in excess of 10.00 per cent. of the total voting rights of all the shareholders of the corresponding new bank.

However, a shareholder holding any preference share capital in the corresponding new bank will have, in respect of such capital, a right to vote only on resolutions placed before such corresponding new bank, which directly affects the rights attached to his preference shares and no preference shareholder, other than the Government, is entitled to exercise voting rights in respect of preference shares held by him in excess of 10.00 per cent. of the total voting rights of all the shareholders holding preference share capital only. Furthermore, not more than 20.00 per cent. of the shareholding of all corresponding new banks, including the Bank, can be held by foreign entities. Raising of further capital is permitted under the Banks Nationalisation Act subject to consultation with the RBI and obtaining the prior approval of the Government.

The nationalisation of banks, including the Bank, was to enable banks to progressively meet and better serve the needs of the development of the economy in conformity with the national policy and objectives. Therefore, under the Banks Nationalisation Act, the Bank is guided by such directions in matters of policy involving the public interest as the Government may, in consultation with the Governor of the RBI, give to the Bank. The Bank is managed by the board of directors, which includes the MD & CEO who are appointed by the Government under the Banks Nationalisation Act as well as other elected Directors from the shareholders and other directors who may be appointed by the Government. The directors are required to (a) have a special knowledge in one or more of: agricultural and rural economy, banking, co-operation, economics, finance, law and small-scale industry; (b) represent the interest of depositors or of farmers, workers and artisans.

An annual general meeting has to be held at the place of the head office of the Bank in each year at such time to be specified by the board of directors of the Bank. However, such annual general meeting has to be held before the expiry of six weeks from the date on which the balance sheet, the profit and loss account and the auditor's report are forwarded to the Government or to the RBI, whichever date is earlier.

The Nationalised Banks Scheme was enacted by the Government in consultation with the RBI pursuant to powers granted to it under Section 9 (Power of Central Government to make scheme) of the Banks Nationalisation Act. The terms of the Scheme prescribe the procedure for the constitution and operation of the board of directors, the appointment of the MD & CEO, their terms of office and the remuneration payable to a whole-time managing director, the terms of office of the other directors of the board, the mode and procedure for the removal and disqualification of directors, including the manner of retirement of the nominee directors. The Scheme also prescribes the procedure for: (a) conducting meetings of the board of directors; (b) the constitution of various advisory committees, including the Management Committee; and (c) the manner and procedure for the increase in the paid-up capital of the company. Meetings of the board of directors should ordinarily be held at least six times in a year and at least once in each quarter.

The Nationalised Banks (Management and Miscellaneous Provisions) Amendment Scheme, 2022 amended the Nationalised Banks Scheme by, among other matters, omitting the provisions relating to the Banks' Board Bureau and amending the tenure of whole-time Directors, including the Managing Director. The amended Scheme provides for an initial term of up to five years, extendable to an aggregate period of up to 10 years, as specified by the Central Government after consultation with the RBI, with eligibility for re-appointment.

The RBI Act and other RBI Regulations

The Issuer is a scheduled bank included in the Second Schedule to the Reserve Bank of India Act, 1934 ("**RBI Act**"), and the provisions of the RBI Act applicable to scheduled banks apply to the Bank. The Issuer holds a licence issued by the Reserve Bank of India and is accordingly regulated under the RBI Act. Under the RBI Act, the Issuer is required to furnish statements, information and other particulars relating to its business. The Reserve Bank of India has issued guidelines for commercial banks covering recognition of income, classification of assets, valuation of investments, maintenance of capital adequacy and provisioning for non-performing and restructured assets.

Banking Regulation Act and recent amendments

One of the RBI's most significant regulatory initiatives in financial year 2026 was a comprehensive consolidation of its regulatory framework. The central bank rationalised its extensive and often fragmented body of regulations, consolidating over 9,000 circulars, notifications and clarifications into approximately 244 Master Directions. In July 2026, the RBI further consolidated its supervisory framework for Commercial Banks through the issuance of consolidated supervisory directions, bringing together and rationalising supervisory requirements applicable to regulated entities. The Bank is accordingly subject to the RBI's applicable Directions, regulations, notifications and circulars, as amended or updated from time to time.

Under the Banking Regulation Act, commercial banks in India are required to obtain a licence from the Reserve Bank of India to carry on banking business in India. Such licence is subject to conditions that the Reserve Bank of India may impose. Prior to granting a licence, the Reserve Bank of India must be satisfied that specified conditions are complied with, including, but not limited to (i) that the bank is in a position to pay its present and future depositors in full as their claims accrue; (ii) that the affairs of the bank will not be, or are unlikely to be, conducted in a manner detrimental to the interests of present or future depositors; (iii) that the bank possesses adequate capital and earnings prospects; (iv) that it will be in the public interest to grant such licence to the bank; (v) that the general character of the proposed management of the bank will not be prejudicial to the public interest or the interest of its depositors; (vi) that having regard to the banking facilities available in the proposed principal area of operations of the bank, the potential scope for expansion of banks already operating in the area and other relevant factors, the grant of the licence would not be prejudicial to the operation and consolidation of the banking system consistent with monetary stability and economic growth; and (vii) any other condition, the fulfilment of which would, in the Reserve Bank of India's opinion, be necessary to ensure that the carrying on of banking business in India by the bank will not be prejudicial to the public interest or the interests of the depositors. The Reserve Bank of India may cancel the licence if the bank, at any time, fails to meet the foregoing conditions or if the bank ceases to carry on banking operations in India.

The RBI is empowered to frame a scheme for the reconstruction or amalgamation of a banking company without first being required to make an order of moratorium.

The Banking Regulation (Amendment) Act, 2025

The Banking Laws (Amendment) Act, 2025 ("**2025 Amendment**") was enacted as a step towards strengthening governance standards in the Indian banking sector by ensuring uniformity in reporting by banks to the RBI along with improved audit quality in public sector banks (PSBs). The 2025 Amendment enhances depositor and investor protection by promoting customer convenience through improved nomination facilities. The 2025 Amendment amends five legislations, i.e., the Reserve Bank of India Act, 1934, the Banking Regulation Act, 1949, the State Bank of India Act, 1955, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980. The various amendments reinforce the ongoing efforts to enhance banking oversight and governance and aim to improve audit transparency, strengthen depositor protection and bring cooperative banks under a more robust

regulatory framework. In view of the rapid digital growth and evolving financial challenges, the reforms proposed hereunder seek to align governance and compliance frameworks with contemporary industry dynamics and evolving technology.

The 2025 Amendment provides for a modernised nomination framework, allowing depositors to nominate up to 4 (four) persons for their bank accounts either through simultaneous or successive nominations. Certain operational definitions have been updated, and certain procedures have been simplified to improve operational efficiency. Further, financial transparency has been prioritised. Additionally, the definition of “substantial interest” has been increased to INR 2 crore (previously, INR 5 lakhs).

Capital Adequacy Requirements

The Issuer is required to comply with the Reserve Bank of India’s capital adequacy guidelines. The Reserve Bank of India implemented the Basel III framework in India with effect from 1 April 2013. The Basel III and capital adequacy framework currently applicable to the Bank is set out in the Capital Adequacy Directions.

A bank’s total regulatory capital is categorised into Tier 1 capital, comprising common equity Tier 1 and Additional Tier 1, and Tier 2 capital. Pursuant to the Capital Adequacy Directions, common equity Tier 1 capital comprises paid-up equity capital (common shares), stock surplus (share premium), statutory reserves, capital reserves representing surplus arising out of sale proceeds of assets, the AFS-Reserve, the discounted value of revaluation reserves and of foreign currency translation reserves, other disclosed free reserves and the eligible balance in the profit and loss account. Additional Tier 1 capital includes perpetual debt instruments, perpetual non-cumulative preference shares and any other type of instrument generally notified by the Reserve Bank of India from time to time for inclusion in Additional Tier 1 capital. Tier 2 capital, inter alia, includes general provisions and loss reserves, debt capital instruments classified into Tier 2, and any other type of instrument generally notified by the Reserve Bank of India from time to time for inclusion in Tier 2 capital.

Pursuant to the Capital Adequacy Directions, the capital adequacy requirements are as follows:

Minimum capital ratios (as % of risk weighted assets)	Requirement (in %)
Minimum Common Equity Tier I Ratio (CET1)	5.50
Capital Conservation Buffer (CCB)	2.50
Maximum Additional Tier I Capital (with minimum Tier I capital ratio of 7%)	1.50
Minimum CET1+CCB	8.00
Minimum Tier I Capital Ratio	7.00
Maximum Tier 2 Capital (with minimum total capital ratio of 9%)	2.00
Minimum Total Capital Ratio(1)	9.00
Minimum Total Capital Ratio + CCB	11.50

Note:

(1) The difference between the minimum total capital requirement of 9.00% and the Tier I requirement can be met with Tier II and higher forms of capital.

Under the Capital Adequacy Directions, Additional Tier 1 instruments are required to have principal loss absorption at an objective pre-specified trigger, through either conversion into common shares or a write-down mechanism, and all non-common equity regulatory capital instruments (Additional Tier 1 and Tier 2) must be written off or converted into common equity upon the occurrence of the point of non-viability trigger. Additional Tier 1 instruments may be issued with either a conversion or a write-down (temporary or permanent) mechanism. The guidelines permit call options on perpetual debt instruments and perpetual non-cumulative preference shares only after the instrument has been outstanding for at least five years. Banks may issue Tier 2 debt capital instruments with a minimum maturity of five years. Banks are also permitted to issue Additional

Tier 1 and Tier 2 capital instruments to retail investors, subject to approval by their boards and adherence to prescribed investor protection requirements.

Coupons on Additional Tier 1 capital instruments must be paid out of “distributable items” and, in particular, out of current year profits. If the current year’s profits are insufficient, coupon may be paid subject to the availability of (i) profits brought forward from previous years; and/or (ii) reserves representing appropriation of net profits, including statutory reserves, but excluding share premium, revaluation reserves, foreign currency translation reserves, investment reserves, unrealised gains transferred to the AFS-Reserve and reserves created on amalgamation. Appropriation from the statutory reserve shall be the last resort, available only where the aggregate of current year profits, profits brought forward and the other permissible reserves (net of accumulated losses and deferred revenue expenditure) is less than the coupon amount.

Pursuant to the Capital Adequacy Directions, a bank shall maintain a countercyclical capital buffer (CCCB) in the form of common equity Tier 1 capital, which may range from 0% to 2.5% of the risk-weighted assets of the bank, depending on the Reserve Bank of India’s assessment. The credit-to-GDP gap serves as the primary indicator in the CCCB framework, used alongside other supplementary indicators. A decision on the CCCB would ordinarily be pre-announced by the Reserve Bank of India with a lead time of four quarters, although, depending on the CCCB indicators, a bank may be directed to build up the requisite buffer within a shorter period.

For the purpose of computing risk-weighted assets for capital adequacy, the Bank applies the standardised approach to measure credit and market risks and the basic indicator approach to measure operational risk. In determining risk-weighted assets on account of credit risk, degrees of credit risk expressed as percentage weightings are applied to various balance sheet asset items and off-balance sheet items. The credit equivalent value of off-balance sheet items is derived by applying credit conversion factors to their notional amount. The resulting credit equivalent amount is then multiplied by the risk weight applicable to the counterparty, purpose or type of asset to produce the risk-adjusted values of assets and off-balance sheet items.

Further, pursuant to the Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025 dated 28 November 2025 (“**CRM Directions**”), the Large Exposures Framework shall be applied by a bank at the same level as the risk-based capital requirements, i.e., at two levels: (i) the consolidated (group) level, after consolidating the assets and liabilities of its subsidiaries/joint ventures/associates (including overseas operations through the bank’s branches), excluding those engaged in insurance and any non-financial activities. The exposures of all entities within the banking group that are under the regulatory scope of consolidation shall be considered and the aggregate of such exposures shall be compared with the banking group’s eligible consolidated capital base; and (ii) the solo level, at the standalone level also (including overseas operations through branches), which should measure exposures to a counterparty based on the bank’s standalone capital strength and risk profile.

Amendments to the Capital Adequacy Directions

The Capital Adequacy Directions were amended with effect from 1 January 2026 to remove the additional risk weight for incremental exposure beyond the Normally Permitted Lending Limit and, with effect from 9 January 2026, to revise risk-weighting requirements for claims on non-resident corporates and introduce specialised offshore rating mappings. Amendments in March 2026 addressed the inclusion of Counterparty Credit Risk (“**CCR**”) exposures of consolidated entities in group-wide capital calculations and capital requirements relating to irrevocable payment commitments.

An amendment dated 27 April 2026, with relevant provisions effective from 1 April 2027, aligned the capital adequacy framework with the ECL-based asset classification and provisioning framework and revised the treatment of provisions for regulatory capital purposes. Further amendments effective 8 May and 18 May 2026 addressed the recognition of profits for CRAR purposes and excluded the discontinued Investment Fluctuation Reserve from Tier 2 capital.

In June 2026, the Capital Adequacy Directions were amended to prescribe risk weights for exposures to REITs (effective 1 October 2026) and exposures guaranteed under the ECLGS. An amendment dated 24 June 2026, with effect from 1 April 2027, also revised the methodology for calculating net open position (“**NOP**”)

and the corresponding capital charge for foreign exchange risk at standalone and consolidated levels, including the treatment of overseas operations, derivatives, gold and structural foreign currency positions.

Amendments to Pillar 3 Disclosures

The Reserve Bank of India (Commercial Banks – Prudential Norms on Capital Adequacy) Seventh Amendment Directions, 2026, was issued on 30 July 2026 to amend Annex III: Pillar 3 disclosure requirements of the Capital Adequacy Directions for greater consistency with the Basel Pillar 3 disclosure requirements. Effective 1 April 2027, the amendments substitute specified references to disclosure tables and templates, revise provisions relating to the objectives, applicability, assurance, confidentiality, guiding principles, frequency, timing, regulatory disclosure section, presentation of disclosure requirements, and qualitative narrative for Pillar 3 disclosures, delete paragraph 242, substitute Annex III with a revised version, and replace the reference in paragraph 259(2) from “Table DF 11” to “Template CC1”.

The amendments also prescribe that quarterly, semi-annual and annual Pillar 3 disclosures shall commence from the reporting periods ending 30 June 2027, 30 September 2027, and 31 March 2028, respectively. Banks are required to maintain a Regulatory Disclosure Section on their websites and comply with the revised disclosure framework.

Legal Reserve Requirements

Cash Reserve Ratio

Banks are required to maintain CRR on a daily basis, being a specified percentage of total Net Demand and Time Liabilities adjusted for exemptions, by way of a balance in a current account with the Reserve Bank of India in terms of the Reserve Bank of India (Commercial Banks — Cash Reserve Ratio and Statutory Liquidity Ratio) Directions, 2025 dated 28 November 2025 (“**Reserves Directions**”). The CRR percentage is specified by the Reserve Bank of India from time to time. The Reserve Bank of India does not pay interest on CRR balances. The CRR must be maintained on an average basis for a fortnightly period and the minimum daily maintenance of the CRR should be 90% in such a manner that the average of CRR maintained daily shall not be less than the CRR prescribed by the Reserve Bank of India. The Reserve Bank of India may impose penal interest at the rate of 3% p.a. above the bank rate on the amount by which the reserve falls short of the required CRR on a particular day and if the shortfall continues further the penal interest charged shall be increased to 5% p.a. above the bank rate in respect of each subsequent day during which the default continues. In case of default in the maintenance of CRR on average basis during the fortnight, penal interest will be recovered as provided under Section 42(3) of the RBI Act.

The CRR & SLR Directions were amended by notification dated 11 December 2025, to streamline them with the provisions of the 2025 Amendment. Banks are now required to submit a single Form A return, along with the Form VIII returns for SLR on the CIMS portal with new return codes. Banks are required to submit online, fortnightly, Form A return from 15 December 2025, and monthly Form VIII return from December 2025 on the CIMS portal. The CRR & SLR Directions also clarify that scheduled banks are not required to report SDF balances held by them with RBI, in Form A return.

Statutory Liquidity Ratio

Banks are required to maintain SLR, being a specified percentage of total Net Demand and Time Liabilities by way of liquid assets such as cash, gold or approved unencumbered securities in terms of Section 24 of the Banking Regulation Act and the Reserve Bank of India (Commercial Banks — Cash Reserve Ratio and Statutory Liquidity Ratio) Directions, 2025. The SLR percentage is specified by the Reserve Bank of India from time to time. Approved unencumbered securities for SLR purposes comprise: (i) Dated securities of the Government of India issued from time to time under the market borrowing programme and the Market Stabilization Scheme; (ii) Treasury Bills of the Government of India; (iii) State Development Loans of the State Governments issued from time to time under the market borrowing programme; and (iv) Any other instrument as may be notified by the Reserve Bank of India. Under the Marginal Standing Facility, banks have the option to borrow overnight by dipping into their SLR holdings up to a specified percentage of their respective NDTL outstanding at the end of the second preceding fortnight, at a rate of interest above the LAF repo rate, as decided by the RBI from time to time.

Securities lodged in the Gilt Account of the bank maintained with Clearing Corporation of India Ltd. under Constituent Subsidiary General Ledger account facilities remaining unencumbered at the end of any day may be reckoned for SLR purposes by the bank concerned. Funds borrowed under repo including tri-party repo in government securities are exempted from CRR/SLR computation and the security acquired under repo is eligible for SLR provided it is primarily eligible for SLR as per the provisions of the Act under which it is required to be maintained. Borrowings by a bank through repo in corporate bonds and debentures shall be reckoned as liabilities for Cash Reserve Ratio/Statutory Liquidity Ratio requirement and, to the extent such liabilities are to the banking system, they shall be netted as per Section 42(1)(d) of the RBI Act, 1934.

Liquidity Coverage Ratio

Pursuant to the Reserve Bank of India (Commercial Banks — Asset Liability Management) Directions, 2025 dated 28 November 2025 (“**ALM Directions**”), commercial banks in India are required to maintain Liquidity Coverage Ratio (LCR). The LCR measures a bank’s ability to manage and survive a significant stress scenario for 30 days that combines idiosyncratic and market-wide shock situations that would result in: (i) the run-off of a proportion of retail deposits; (ii) a partial loss of unsecured wholesale funding capacity; (iii) a partial loss of secured, short-term financing with certain collateral and counterparties; (iv) additional contractual outflows due to downgrade in a bank’s public credit rating by up to three notches, including collateral posting requirements; (v) increases in market volatilities that impact the quality of collateral or potential future exposure of derivative positions; (vi) unscheduled draws on committed but unused credit and liquidity facilities; and (vii) the potential need for a bank to buy back debt or honour non-contractual obligations in the interest of mitigating reputational risk. Banks must maintain an LCR of 100% on an ongoing basis. A bank shall have the option to use its stock of high quality liquid assets during a period of financial stress, thereby allowing the LCR to fall below 100%, and shall immediately report the shortfall to DoS, RBI. The ALM Directions also include provisions on net stable funding ratio (NSFR). The objective of NSFR is to ensure that a bank maintains a stable funding profile in relation to its asset composition. The NSFR is required to be at least 100% on an ongoing basis.

Loan Loss Provisions and Non-Performing Assets

Pursuant to the Reserve Bank of India (Commercial Banks — Income Recognition, Asset Classification and Provisioning) Directions, 2025 dated 28 November 2025 (as amended), a non-performing asset is defined as an asset, including a leased asset, that has ceased to generate income for a bank. Banks must follow prudential guidelines on income recognition, asset classification and provisioning of advances for restructured accounts as set out in the Stressed Assets Directions, in addition to the IRACP Directions. A bank is required to classify a loan or an advance as non-performing upon the satisfaction of prescribed conditions, as described below.

Guidelines on Sale and Purchase of Non-Performing Assets

Master Direction — Reserve Bank of India (Asset Reconstruction Companies) Directions, 2024 dated 24 April 2024 as consolidated by: (i) the Reserve Bank of India (Asset Reconstruction Companies) Directions, 2025; the Reserve Bank of India (Asset Reconstruction Companies — Credit Information Reporting) Directions, 2025; the Reserve Bank of India (Asset Reconstruction Companies — Know Your Customer) Directions, 2025; and the Reserve Bank of India (Asset Reconstruction Companies — Treatment of Wilful Defaulters and Large Defaulters) Directions, 2025) (collectively, the “**ARC Directions**”).

Pursuant to the Transfer and Distribution of Credit Risk Directions (*defined below*), the board of directors must establish policies governing the transfer and acquisition of loan exposures, including stressed loans. A bank must ensure that, following a transfer of loan exposures, it retains no continuing involvement with the assets transferred and assumes no operational, legal or other risk in relation to them, and any transfer must effect a transfer of economic interest without recourse to the transferor. A loan transfer should result in immediate separation of the transferor from the risks and rewards associated with the loans to the extent that the economic interest has been transferred. The transferee(s) should have the unrestricted right to transfer or otherwise dispose of the loans free of any restraining condition to the extent of economic interest transferred to them.

Pursuant to the Transfer and Distribution of Credit Risk Directions (*defined below*), in no circumstances can a sale to other banks be made at a contingent price whereby, in the event of shortfall in the realisation by

the purchasing banks, the selling banks would have to bear a part of the shortfall. Banks may only sell non-performing financial assets to other banks on a cash basis. The entire sale consideration should be received upfront and the asset can be taken out of the books of the selling bank only on receipt of the full sale consideration. The selling bank shall pursue staff accountability aspects as per existing instructions in respect of non-performing assets sold to other lenders. Purchases and sales of NPAs must be without recourse to the seller and on a cash basis, with full consideration being paid upfront. The bank acquiring stressed loans shall hold the acquired stressed loans in its books for a minimum period of six months before transferring to other lenders. Additionally, banks are generally prohibited from acquiring loans that had been transferred by other lenders as stressed loans in the previous six months. The asset cannot be sold back to the original seller.

Asset Classification

A non-performing asset is an asset in respect of which any amount of interest or principal is overdue for more than 90 days. In particular, an advance is classified as a non-performing asset where:

- (a) interest and/or instalment of principal remains overdue for a period of more than 90 days in respect of a term loan;
- (b) the account remains “out-of-order” (as defined below) in respect of an overdraft or cash credit facility;
- (c) the bill remains overdue for a period of more than 90 days in case of bills purchased and discounted;
- (d) a loan granted for short duration crops is treated as an NPA if the instalments of principal or interest thereon remain overdue for two crop seasons;
- (e) instalment of principal or interest remains overdue for two crop seasons for short duration crops or for one crop season for long duration crops;
- (f) a loan granted for long duration crops will be treated as an NPA if the instalments of principal or interest thereon remain overdue for one crop season;
- (g) the amount of liquidity facility remains outstanding for more than 90 days in respect of a securitisation transaction undertaken in terms of the Reserve Bank of India (Commercial Banks - Securitisation Transactions) Directions, 2025 dated 28 November 2025 (“**Securitisation Transactions Directions**”) and as updated from time to time;
- (h) an amount received remains overdue for a period of 90 days in respect of other accounts; or
- (i) in respect of derivative transactions, the overdue receivables related to positive mark-to-market value of a derivative contract, if these remain unpaid for a period of 90 days from the specified due date for payment.

Banks should classify an account as an NPA only if the interest imposed during any quarter is not fully repaid within 90 days from the close of the relevant quarter.

An account is treated as “out-of-order” if the outstanding balance remains continuously in excess of the approved drawing limit for 90 days. In circumstances where the outstanding balance in the principal operating account is less than the approved drawing limit, but (i) there are no credits continuously for a period of 90 days as at the date of the balance sheet of the bank or (ii) the credits are not sufficient to cover the interest debited during the same period, such accounts are treated as “out-of-order”.

Non-performing assets are classified as set out below.

Sub-Standard Assets. Assets that have been non-performing assets for a period not exceeding 12 months. Such assets have well-defined credit weaknesses that jeopardise the liquidation of the debt and are characterised by a distinct possibility that the bank will sustain some loss if deficiencies are not corrected.

Doubtful Assets. Assets that have been non-performing assets for more than 12 months. A loan classified as doubtful has all the weaknesses inherent in assets classified as substandard, with the added characteristic that

the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions and values, highly questionable and improbable.

Loss Assets. Assets on which losses have been identified by the bank or internal or external auditors during the course of their audit procedures or during Reserve Bank of India inspection but the amount has not been fully written off.

Separate guidelines exist for classification of loans for projects under implementation based on financial closure and the date of approval of project financing in terms of the Credit Facilities Directions. The Reserve Bank of India also has separate guidelines for restructured assets under the Stressed Assets Directions.

As part of its supervisory processes, the Reserve Bank of India assesses banks' compliance with extant prudential norms on income recognition, asset classification and provisioning ("**IRACP**"). To enhance transparency and reinforce discipline in complying with IRACP norms, banks must make suitable disclosures wherever either (a) the additional provisioning requirements assessed by the Reserve Bank of India exceed 15% of the published net profits after tax for the reference period or (b) the additional Gross NPAs identified by the Reserve Bank of India exceed 15% of the published incremental Gross NPAs for the reference period, or both.

Banks must recognise incipient stress in loan accounts, immediately on default, by classifying such assets as special mention accounts (SMA) and reporting to the Central Repository of Information on Large Credits (CRILC) on all borrowers having aggregate exposure of INR 50 million and above in accordance with the Stressed Assets Directions.

In addition, lenders shall report to CRILC all borrower entities in default (with aggregate exposure of INR 50 million and above) on a weekly basis, at the close of business every Friday, or the preceding working day if Friday is a holiday. The Reserve Bank of India has specified that during the pendency of an application for restructuring of an advance, the usual asset classification norms continue to apply. Banks are required to have appropriate information technology systems for identification of NPAs and generation of related data, both for regulatory reporting and the bank's own record requirements. Asset classification rules shall be configured in the System, in compliance with regulatory stipulations, and calculation of provisioning requirements shall also be System based as per pre-set rules for various categories of assets.

On 24 September 2021, the Reserve Bank of India issued the Master Direction on Transfer of Loan Exposures, 2021, prescribing guidelines for the sale of banks' non-performing assets to securitisation companies, reconstruction companies, banks, non-banking financial companies and financial institutions. Those guidelines have since been consolidated into the Reserve Bank of India (Commercial Banks — Transfer and Distribution of Credit Risk) Directions, 2025 dated 28 November 2025 ("**Transfer and Distribution of Credit Risk Directions**").

Restructured loans

The Reserve Bank of India maintains a separate framework for restructured assets under the Reserve Bank of India (Commercial Banks — Resolution of Stressed Assets) Directions, 2025 ("**Stressed Assets Directions**"). The Stressed Assets Directions provide for early identification and reporting of stress in borrower accounts, including their classification as special mention accounts and reporting to the Central Repository of Information on Large Credits. Once a borrower is reported to be in default by any lender, lenders must carry out a prima facie review of the account within 30 days of the default (the "review period"), during which a resolution strategy may be decided. Where a resolution plan is to be implemented, all lenders must enter into an inter-creditor agreement establishing the ground rules for finalising and implementing the plan, with decisions taken by lenders representing 75% by value of total outstanding facilities and 60% by number binding on all lenders. A resolution plan may involve any action/plan/reorganisation including, but not limited to, regularisation of the account by payment of all overdue by the debtor entity, sale of exposures to other entities/investors, change in ownership, extension of DCCO and restructuring. In respect of accounts with aggregate exposure above specified thresholds with the specified lenders, resolution plans must be implemented within 180 days from the end of the Review Period, failing which additional provisioning requirements apply.

Restructuring of a borrower's debt is treated as an indicator of financial difficulty based on the Basel Committee Guidelines on 'Prudential treatment of problem assets – definitions of non-performing exposures and forbearance'. Signs of financial difficulty include: (i) a default, irrespective of reasons; (ii) probability that

the borrower will default in the foreseeable future without concession; (iii) outstanding securities have been delisted or are under threat of delisting; (iv) cash flows assessed to be insufficient to service all loans or debt securities; (v) credit facilities are in non-performing status or would be so categorised without the concessions; and (vi) existing exposures are categorised as having already evidenced difficulty. In the absence of a change in ownership, restructuring results in immediate downgrade of the account to non-performing status, with accounts already classified as non-performing continuing to be so classified. A restructured account may be upgraded to standard classification only after satisfactory performance during the prescribed monitoring period. Provisioning, asset classification and income recognition for restructured accounts are governed by the Stressed Assets Directions read with the IRACP Directions.

In addition, following amendments to the Banking Regulation Act in 2017, the Reserve Bank of India is empowered to direct banks to commence insolvency resolution proceedings under the IBC in respect of particular stressed accounts, and to issue directions to banks for the resolution of stressed assets, powers it has exercised in the past.

Provisioning and write-offs

Pursuant to the IRACP Directions, provisions are based on guidelines specific to the classification of assets. The following guidelines apply to the various asset classifications.

Standard Assets: With regard to standard assets, banks should make general provision for standard assets at the following rates for funds outstanding on a global loan portfolio basis:

- (a) farm credit to agricultural activities, individual housing loans and Small and Micro Enterprises (SMEs) sectors at 0.25%;
- (b) advances to Commercial Real Estate (“CRE”) Sector at 1%;
- (c) advances to Commercial Real Estate — Residential Housing Sector (“CRE — RH”) at 0.75%;
- (d) housing loans extended at teaser rates at 2%;
- (e) restructured advances — as stipulated in the Stressed Assets Directions; and
- (f) all other loans and advances not included in (a), (b), (c), (d) and (e) above at 0.40%.

Unsecured exposure: Is defined as an exposure where the realisable value of security, as assessed by the Bank, approved *valuers* and the Reserve Bank of India’s inspecting officers, does not exceed 10%, ab initio, of the outstanding exposure. “Exposure” includes all funded and non-funded exposures (including underwriting and similar commitments). “Security” means tangible security properly charged to the bank and excludes intangible securities such as guarantees and comfort letters.

Sub-Standard Assets: This means an asset which has remained a non-performing asset (NPA) for a period of twelve months or less. A general provision of 15% on total outstanding should be made without any allowance for Export Credit Guarantee Corporation (ECGC) guarantee cover and securities available. Unsecured exposures identified as sub-standard would attract additional provision of 10%, i.e. a total of 25% on the outstanding balance. However, unsecured exposures in respect of infrastructure loans classified as substandard, where certain safeguards such as escrow accounts are available, attract an additional provision of 5% (i.e., a total of 20% on the outstanding balance).

Doubtful Assets: 100% of the extent to which the advance is not covered by the realisable value of the security to which the bank has valid recourse and the realisable value is estimated on a realistic basis. With regard to the secured portion, provision may be made on the following basis, at rates ranging from 25% to 100% of the secured portion depending on the period for which the asset has remained doubtful: (i) up to one year: 25% provision; (ii) one to three years: 40% provision; and (iii) more than three years: 100% provision.

In cases of NPAs with a balance of INR 50 million and above, stock audit at annual intervals by external agencies appointed as per guidelines approved by the board of directors shall be mandatory to enhance the reliability of stock valuation and bring down divergence arising out of difference in assessment of the value of security. In cases of NPAs with a balance of INR 50 million and above, collateral such as immovable properties

charged in favour of the bank shall be valued once in three years by valuers appointed as per guidelines approved by the Board of Directors.

Loss Assets: The entire asset should be written off. If, for any reason, an asset is permitted to remain on the books, 100% of the sum of the net investment should be provided for.

Floating Provisions: The Reserve Bank of India has issued prudential guidelines on the creation and utilisation of floating provisions. Floating provisions must not be used for making specific provisions as per extant prudential guidelines in respect of NPAs or for making regulatory provisions for standard assets. The guidelines state that floating provisions can be used only for contingencies under extraordinary circumstances for making specific provisions in impaired accounts after obtaining approval from the bank's board of directors and with prior permission from the Reserve Bank of India. Floating provisions for advances and investments must be held separately and cannot be reversed by credit to the profit and loss account. Until utilisation, such provisions can be netted off from gross NPAs to arrive at disclosure of net NPAs, or, alternatively, can be treated as part of Tier 2 capital within the overall ceiling of 1.25% of total RWAs. Floating provisions do not include specific voluntary provisions made by banks for advances that are higher than the minimum provision stipulated by Reserve Bank of India guidelines. Banks have a choice between deducting their existing floating provisions from gross NPAs to arrive at net NPAs or reckoning them as part of Tier 2 capital subject to the overall ceiling of 1.25% of total RWAs.

The Stressed Assets Directions were amended by a notification dated 27 April 2026, to align with the newly issued Reserve Bank of India (Commercial Banks - Asset Classification, Provisioning and Income Recognition) Directions, 2026, pursuant to the shift to the ECL framework, which shall come into force from 1 April 2027. Further, they expand the criteria for identifying a borrower's financial difficulty by adding four new indicators: significant downgrades in internal or external credit ratings, significant changes in collateral value, delays in fee or charge payments as per the bank's policy and expected breaches or changes in loan documentation. Further, it was decided that the provisions on 'Trade Relief Measures' would be deleted.

They were amended with effect from 1 July 2026, rationalising the extant prudential norms for implementation of resolution plans in respect of exposures affected by natural calamities, inter alia harmonising the regulatory instructions, as applicable to the Issuer.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended ("SARFAESI Act")

The SARFAESI Act permits enforcement of a security interest without recourse to the courts. Under it, a secured creditor may recover its dues from borrowers by taking any of the measures provided for in the statute. The rights of enforcement of a security interest under the SARFAESI Act may not be exercised, however, unless the borrower's account has been classified as an NPA in the secured creditor's books in accordance with directions or guidelines issued by the Reserve Bank of India or any other applicable regulatory authority.

Secured creditors must serve a 60-day notice on the borrower demanding repayment of the amount due and specifying the borrower's assets over which the bank proposes to exercise remedies. If the borrower still fails to pay, secured creditors, on expiry of the 60-day notice period, can: (i) take possession of the secured assets; (ii) take over management of the secured assets along with the right to transfer by way of lease, assignment or sale of the secured assets; (iii) appoint any person to manage the secured assets; and (iv) require any person who has acquired any of the secured assets from the borrower to pay amounts necessary to satisfy the debt. Security interests covered by the SARFAESI Act are security interests over immovable and movable property, existing or future receivables, certain intangible assets (such as know-how, patents, copyrights, licences, franchises) and any debt or any right to receive payment of money, or any receivable, present or future, in which security interest has been created. If the secured creditor is unable to recover the entire amount due through the exercise of remedies under the SARFAESI Act, it may approach the relevant court or tribunal for recovery of the balance, and may pursue its remedies under the SARFAESI Act and before the debt recovery tribunal simultaneously.

Regulations Relating to Sale of Assets to Asset Reconstruction Companies

The SARFAESI Act provides for the establishment of asset reconstruction companies ("ARCs") and for the sale of financial assets by banks and financial institutions to ARCs. Such sales, and the process to be

followed for them, are governed by the Transfer and Distribution of Credit Risk Directions (*defined below*) read with the Stressed Assets Directions.

Under these guidelines, a bank may sell financial assets to an ARC provided the asset is a stressed loan. Such assets may be sold on a ‘recourse’ basis, with the entire credit risk associated with the financial assets passing to the securitisation company/reconstruction company, or on a ‘without recourse’ basis, i.e., subject to the unrealised part of the asset reverting to the selling bank/financial institution. In either case, banks/financial institutions must ensure that the sale takes the asset off their books and that no known liability devolves on them following the sale, and that they assume no operational, legal or other risk relating to the financial assets sold.

Pursuant to the Transfer and Distribution of Credit Risk Directions (*defined below*), banks may transfer loan exposures that are not in default only to specified categories of permitted transferees, through assignment, novation or loan participation, and may transfer stressed loans (being loans classified as non-performing or as special mention accounts) to permitted transferees and ARCs, subject to prescribed conditions including board-approved policies, price discovery requirements (including auction through the Swiss Challenge method for larger exposures) and, in the case of transfers undertaken as part of a resolution plan, approval by prescribed majorities of lenders under the inter-creditor agreement. A transfer must result in the transfer of economic interest in the loan exposure without any credit enhancement or recourse to the transferor, such that no known liability devolves on the transferor following the transfer.

Banks may not transfer stressed loans at a contingent price whereby, in the event of a shortfall in realisation of the agreed price, the transferor bears a part of the shortfall. Banks may, however, in respect of specific stressed loans, enter into an agreement with the ARC to share, in an agreed proportion, any surplus realised by the ARC from such loans. Where a transfer of stressed loans is undertaken as a resolution plan under the Stressed Assets Directions with approval of signatories to the inter-creditor agreement representing 75.0% by value of total outstanding credit facilities and 60.0% of signatories by number, all signatories to the inter-creditor agreement exit the stressed loan exposure. Transfers of stressed loans to transferees other than ARCs must be on a cash basis, with full consideration received not later than at the time of transfer; consideration for transfers to ARCs may include security receipts, pass-through certificates or other securities issued by the ARC or trusts set up by it, subject to prescribed valuation and provisioning norms.

Guidelines Relating to Use of Recovery Agents by Banks

Guidelines for banks engaging recovery agents are set out in the Reserve Bank of India (Commercial Banks — Responsible Business Conduct) Directions, 2025 dated 28 November 2025 (“**Responsible Business Conduct Directions**”).

A Fair Practices Code based on the Responsible Business Conduct Directions shall be put in place by banks with approval of their Board. Banks are expected to inform borrowers of the particulars of recovery agents engaged and to maintain a grievance redressal mechanism in relation to the recovery process.

Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the “**IBC**”) amends certain provisions of existing legislation, including the Companies Act, 2013, and seeks to consolidate insolvency laws applicable to companies, corporate entities and individuals. It establishes the Insolvency and Bankruptcy Board of India (IBBI), which regulates insolvency professionals, agencies and information utilities and discharges a range of legislative, administrative and quasi-judicial functions. The IBC distinguishes between financial creditors, to whom debts are owed for financial consideration, and operational creditors, to whom debts are owed for goods, services or employment-related payments.

The IBC prescribes a 330-day timeline for resolution of insolvency applications, inclusive of time spent on related litigation. As part of the process, an insolvency resolution plan prepared by the insolvency professionals must be approved by financial creditors holding at least 66% of voting share, such voting share being determined by reference to their financial debts, including interest. Where a plan is rejected, the adjudicating authority passes a liquidation order. On the insolvency commencement date, the adjudicating authority declares a moratorium barring the institution or continuation of suits or proceedings against the corporate debtor, enforcement of judgments or security interests, transfer or disposal of its assets, and recovery

of property in its possession. The moratorium continues until the corporate insolvency resolution process is completed and ceases on approval of the resolution plan or the passing of a liquidation order.

The prudential framework governing resolution of stressed assets by lenders, including provisioning-based incentives for initiation of proceedings under the IBC, is set out in the Stressed Assets Directions.

The Insolvency and Bankruptcy Code (Amendment) Act, 2026 dated 6 April 2026, introduces a comprehensive overhaul of India's insolvency regime, aimed at expediting resolution timelines, preserving asset value and enhancing certainty for creditors. Key reforms include introduction of a creditor-initiated insolvency resolution process, enabling specified financial creditors to commence a time-bound, largely out-of-court resolution while the debtor remains in possession, a statutory framework for group insolvency to facilitate coordinated proceedings across related entities, and an enabling regime for cross-border insolvency, including recognition of foreign proceedings and cooperation with overseas courts. The amendments also codify the "clean slate" principle, whereby upon approval of a resolution plan, all pre-existing claims (including statutory dues) against the corporate debtor stand extinguished and regulatory approvals forming part of the plan are preserved, subject to compliance. Further, the amendments effected by the Insolvency and Bankruptcy Code (Amendment) Act, 2026 will come into force on such date or dates as the Government of India may notify, and different dates may be appointed for different provisions of the amendment act.

The following are the salient amendments that came into force on 26 May 2026:

- The NCLT is to admit the insolvency petition if default has occurred and the application is complete; the reasons for delay in admission/rejection are to be recorded.
- Withdrawal of insolvency petition is not allowed before the constitution of the CoC or after invitation for resolution plan. Withdrawal is only permitted with the approval of ninety per cent. voting share of the CoC.
- The CoC shall also supervise the conduct of the liquidation process by the liquidator.
- The interim resolution professional, while collating the claims of creditors, shall verify them, and, if required, determine the value of such verified claims, upon receiving them.
- Provisions regarding avoidance transactions have been extended to fraudulent or wrongful trading.
- Sale of core assets of the corporate debtor under CIRP includes sale of one or more assets of the corporate debtor through one or more resolution processes, enabling greater asset value maximization.
- The payout to dissenting financial creditors shall not be less than the lower of: (a) liquidation value, or (b) amount payable under the resolution plan as if it were distributed as per waterfall.
- NCLT before the passing of the liquidation order may consider an application made by the CoC members (with a minimum of 66% voting share) to restore the CIRP only once (if resolution plan is not received or not approved) and order it to be completed within 120 days.

A structured mechanism for coordinated enforcement of shared security and minimum recovery safeguards for dissenting financial creditors has been introduced. Additionally, a one-time "second chance" mechanism permits restoration of the corporate insolvency resolution process prior to liquidation, subject to strict timelines. Enhanced compliance requirements and penalties for operational creditors aim to deter frivolous or misleading claims. The provisions will come into force on dates to be notified by the Central Government, with phased implementation possible.

Resolution Regime for Financial Institutions

Although the Government of India has from time to time indicated that it is considering revised legislation for resolution of financial firms, no comprehensive statutory resolution regime for financial institutions has been enacted to date, and resolution of banks continues to be undertaken under the framework of the Banking Regulation Act, including through schemes of reconstruction or amalgamation. In the interim, the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 provide a generic framework for insolvency resolution and

liquidation of systemically important financial service providers other than banks, and have been notified in respect of non-banking financial companies (including housing finance companies) with an asset size of INR 5.00 billion or more. Further, deposit insurance cover provided by the Deposit Insurance and Credit Guarantee Corporation was increased to INR 0.5 million per depositor per bank with effect from 4 February 2020, and pursuant to the Deposit Insurance and Credit Guarantee Corporation (Amendment) Act, 2021, insured depositors are entitled to interim payment of the insured amount within 90 days where a bank is placed under restrictions or moratorium.

Securitisation of Standard Assets

The RBI has issued Securitisation Transactions Directions, pursuant to which they require pooling and true sale of assets to a bankruptcy-remote special purpose vehicle held at arm's length from the originator, together with issuance to investors of securities representing claims on the cash flows from the asset pool, and they prescribe standards for capital adequacy, valuation, profit and loss on sale of assets, income recognition, provisioning and disclosure.

Regulations Relating to the Opening of Branches

Opening of new branches and shifting of existing branches are governed under Section 23 read with Section 35A and 51 of the Banking Regulation Act, read with the Reserve Bank of India (Commercial Banks - Branch Authorisation) Directions, 2025 dated 28 November 2025 ("**Branch Authorisation Directions**"). A bank from which general permission has been withdrawn must obtain the Reserve Bank of India's prior authorisation before opening branches, and any authorisation granted lapses automatically if the branch is not opened within its one year validity period, or any extension of that period granted by the Reserve Bank of India.

Pursuant to the Branch Authorisation Directions, scheduled commercial banks may, unless specifically restricted by the Reserve Bank of India, open 'banking outlets' in tier 1 to tier 6 centres without its prior permission, subject to the conditions it prescribes. The Branch Authorisation Directions define a banking outlet as a fixed point service delivery unit, manned by either a bank's staff or its business correspondent, and where services of acceptance of deposits, encashment of cheques/cash withdrawal or lending of money are provided for a minimum of four hours per day for at least five days a week. A bank is expected to carry out regular off-site and on-site monitoring of each banking outlet to ensure proper supervision, uninterrupted service delivery and timely redressal of customer grievances.

Under the branch authorisation policy, centres are classified into six tiers by population size according to the 2011 census. Banks may open banking outlets in all centres without prior approval of the Reserve Bank of India, subject to certain requirements. At least 25.0% of the total number of new banking outlets opened by a bank in a financial year must be allocated to unbanked rural centres. An unbanked rural centre is defined as an area classified as a Tier 5 or Tier 6 centre that does not have a core banking system enabled banking outlet. If a bank fails to open the requisite 25% of banking outlets in unbanked rural centres in a given financial year, the Reserve Bank of India may impose appropriate penal measures, including restrictions on opening of Tier 1 banking outlets.

Banks holding general permission may, at their discretion and without Reserve Bank of India approval, shift, merge or close banking outlets, other than rural outlets and sole semi-urban outlets. A banking outlet may be relocated to a centre within the same or a lower population category. A bank from which the Reserve Bank of India has withdrawn general permission relating to branch opening must obtain its prior authorisation for opening banking outlets going forward. Banks may install onsite and offsite Automated Teller Machines (ATMs) at centres or places of their choosing, including in SEZs, subject to conditions the Reserve Bank of India stipulates, and must report opening, closure, merger, shifting and conversion of banking outlets, branches, offices and ATMs to the Reserve Bank of India online through the Central Information System for Banking Infrastructure (CISBI) portal, ordinarily within one week.

Regulations Relating to Lending

The Reserve Bank of India issues directions regulating banks' lending activities. The principal directions currently in force include the following:

- (i) Banks are free to determine their own lending rates but each bank must disclose its minimum interest rate which takes into consideration all elements of lending rates that are common across borrowers.
- (ii) Reserve Bank of India has provided a framework of rules/regulations/instructions on statutory and other restrictions on loans and advances, which has been further updated by way of the Reserve Bank of India (Commercial Banks — Credit Facilities) Directions, 2025 dated 28 November 2025 (“**Credit Facilities Directions**”).
- (iii) Reserve Bank of India has notified to banks the changes and modifications in the Micro, Small and Medium Enterprises Development Act, 2006 as notified by way of various Gazette Notifications.
- (iv) Reserve Bank of India issued the Reserve Bank of India (Housing Finance Companies) Directions, 2025 dated 28 November 2025 to provide a framework for banks deploying their funds under housing finance allocation and ensure that bank credit is used for production, construction activities and not for activities connected with speculation in real estate.
- (v) Section 21A of the Banking Regulation Act provides that the rate of interest charged by a bank shall not be reopened by any court on the ground that the rate of interest charged is excessive. The Banking Regulation Act provides protection to banks for interest rates charged by them.
- (vi) Pursuant to Section 19(2) of the Banking Regulation Act, banks must not hold shares in any company except as provided in Section 19(1) of the Banking Regulation Act whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. Further, in terms of Section 19(3) of the Banking Regulation Act, banks must not hold shares whether as pledgee, mortgagee or absolute owner, in any company in the management of which any managing director or manager of the Bank is in any manner concerned or interested.
- (vii) Pursuant to Section 20(1) of the Banking Regulation Act, a bank cannot grant any loans and advances against the security of its own shares. A banking company is prohibited from entering into any commitment for granting loans or advances to or on behalf of any of its directors, or any firm in which any of its directors is interested as partner, manager, employee or guarantor, or any company (not being a subsidiary of the banking company or a company registered under Section 8 of the Companies Act or a government company) of which, or the subsidiary or the holding company of which, any of the directors of the bank is a director, managing agent, manager, employee or guarantor or in which he holds substantial interest, or any individual in respect of whom any of its directors is a partner or guarantor.
- (viii) Further, the Credit Facilities Directions also deal with loans sourced over digital lending platforms. They stipulate that banks shall maintain their own website in the public domain which shall be kept up to date, inter-alia, with details including (i) Details of all digital lending products and Digital Lending Apps/Platforms (“**DLAs**”) (ii) Details of lending service providers (“**LSPs**”) and the DLAs of the LSPs along with details of the activities for which they have been engaged (iii) Particulars of the bank’s customer care and internal grievance redressal mechanism (iv) Link to the Reserve Bank’s Complaint Management System (CMS) and Sachet Portal (v) Privacy policies and other details as required under extant Reserve Bank of India guidelines. The Credit Facilities Directions mandate that banks shall conduct enhanced due diligence before entering into an agreement with an LSP for digital lending, taking into account the LSP’s technical capabilities, robustness of data privacy policies and storage systems, fairness in conduct with borrowers, past conduct records and ability to comply with all applicable regulations and statutes, and that the bank remains fully responsible for all acts and omissions of the LSP.
- (ix) The Reserve Bank of India has issued the Reserve Bank of India (Commercial Banks — Interest Rate on Deposits) Directions, 2025 dated 28 November 2025 (“**Interest Rate Directions**”). Pursuant to the Interest Rate Directions, banks are required to formulate a policy approved by

their board or committee, as applicable, in respect of, among others, interest rate on deposits. Further, the interest rate on deposits is required to be uniform across all branches for all customers of the bank. Additionally, pursuant to the Interest Rate Directions, the interest rate for domestic savings deposits of up to INR 0.10 million shall be uniform, while for domestic savings deposits exceeding INR 0.10 million, differential rates of interest may be provided. The Interest Rate Directions also stipulate that floating rate domestic term deposits must be linked to a directly observable and transparent market determined external benchmark.

- (x) Pursuant to the Responsible Business Conduct Directions, 2025, the Bank shall provide a Key Facts Statement (“KFS”) to all prospective borrowers to help them take an informed view before executing the loan contract, as per standardised format. The KFS shall be written in a language understood by such borrowers. Contents of KFS shall be explained to the borrower and an acknowledgement shall be obtained that he/she has understood the same. The KFS shall also include a computation sheet of annual percentage rate (“APR”), and the amortisation schedule of the loan over the loan tenor. APR will include all charges levied by the regulated entity.

The Credit Facilities Directions were amended with effect from 1 April 2026, revising the provisions relating to gold metal loans. Further, they were amended with effect from 1 July 2026, revising and superseding a previous amendment dated 13 February 2026, and provided an enabling framework for banks to finance acquisitions by Indian corporates, and to refinance existing acquisition debt of an acquiring company, subject to limits on debt-to-equity ratio and total funding, requirements on control acquisitions, eligibility and financial criteria.

The Credit Facilities Directions were amended with effect from 1 April 2027, to bring the asset classification, risk weight and provisioning requirements in line with the Reserve Bank of India (Commercial Banks - Asset Classification, Provisioning and Income Recognition) Directions, 2026, based on the proposed transition to the ECL framework by the RBI.

Subsequent amendments were notified on 10 June 2026, providing a framework for bank lending to Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs), with effect from 1 October 2026.

Banks will expressly be permitted to lend to SEBI-regulated and listed REITs and InvITs, subject to stringent conditions relating to governance, underwriting standards, end-use monitoring, leverage limits, and security coverage. The Directions require banks to adopt Board-approved lending policies, ensure adequate debt servicing capacity, prohibit financing of stressed underlying entities, and restrict refinancing to completed and revenue-generating projects. Importantly, overall bank exposure to a borrowing REIT or InvIT, together with its SPVs and holding companies, cannot exceed 49% of the value of the trust’s assets. They were also amended by notification dated 23 June 2026.

The Reserve Bank of India issued the Reserve Bank of India (Commercial Banks – Credit Facilities) Fifth Amendment Directions, 2026, dated 15 July 2026, amending the Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025. The RBI added two explanations to the Directions. An explanation has been inserted in paragraph 78 stating that where a project can be operationalised as multiple independent viable units, a bank may, at its discretion, finance such independent units as separate projects with their own financial closure, provided each unit is appraised ex-ante for standalone viability. Another explanation has been inserted in paragraph 80 providing that, for electricity generation projects involving both generation and transmission (evacuation infrastructure), the right of way requirement for transmission may be determined as per sub-paragraph (3).

Restrictions on Loans and Advances to Related Parties

The RBI had, on 23 July 2021, issued a circular on ‘Loans and Advances – Regulatory Restrictions’, which imposed restrictions on loans and advances to directors as well as those related to the Chairman/Managing Director or interested parties, was laid down after review of the erstwhile provisions contained in the Master Circular on Loans and Advances - Statutory and Other Restrictions dated 1 July 2015.

The remaining provisions from the 2015 circular continued to be effective under the aforesaid circulars were withdrawn and the provisions were consolidated as part of the Reserve Bank of India (Commercial Banks – Credit Risk Management) Directions, 2025 (“**Credit Risk Directions**”), with effect from 28 November 2025.

Under the Credit Risk Directions, banks are prohibited from entering into any commitment for granting any loans or advances to or on behalf of any of its directors, or any firm in which any of its directors is interested as partner, manager, employee or guarantor, or any company not being a subsidiary of the banking company or a company registered under Section 8 of the Companies Act, 2013, or a government company of which, or the subsidiary or the holding company of which any of the directors of the bank is a director, managing agent, manager, employee or guarantor or in which he holds substantial interest, or any individual in respect of whom any of its directors is a partner or guarantor.

The Credit Risk Directions were subsequently amended with effect from 1 April 2026. The prohibition on lending was extended to grant of loans and advances to spouse and minor / dependent children of the directors of banks. Banks are also prohibited from having credit exposure to their promoters and relatives and further extends to shareholders holding 10.00 per cent or more of the paid-up equity capital of the bank, as well as any entity over which promoters, their relatives, or major shareholders exercise significant influence or control, except where a financial institution, an SCB, FPI, or a mutual fund holds ten per cent or more of the equity share capital of the bank as non-strategic investment and without any control of the bank.

The Credit Risk Directions were further amended with effect from 1 July 2026, introducing credit assessments as a factor for calculating possible impact of calamities on borrowers.

Concentration Risk Management Amendment Directions

The Concentration Risk Management Amendment Directions introduce structural changes to the CME framework, including insertion of aligned definitions, such as Acquisition Finance, Bridge Finance, Capital Market Intermediaries (“**CMIs**”), Collateral, Primary Security and Non-debt Mutual Funds.

Concentration Risk Management Amendment Directions introduce a comprehensive substitution of CME scope, covering investment exposures, credit exposures, acquisition finance, bridge finance, underwriting commitments, intra-day position commitments, trade exposures and financing to non-debt mutual funds.

Revised CME ceilings have been introduced, under which aggregate CME is capped at 40% of the eligible capital base, direct capital market exposure is capped at 20% of the eligible capital base, and exposure specifically towards acquisition finance is capped at 20% within the aggregate limit, with mandatory intra-day sub-limits also prescribed. A bank’s total capital market exposure on both standalone and consolidated basis is subject to this 40% cap. Detailed methodology for CME computation has been specified, including treatment of direct investments on a cost basis, sanctioned limits versus outstanding derivatives, intra-day position commitments with specified percentages for intraday and overnight exposure, and netting conditions. Provision has also been made for offsetting exposures against cash and Government securities.

Rationalised exclusions from CME have been provided, including exposures to subsidiaries, critical financial infrastructure, certain refinancing components of acquisition finance and specified underwriting commitments. In particular, refinancing of a target company’s existing debt, as part of an acquisition, while treated as acquisition finance and required to comply with prescribed conditions, will not be counted as part of the bank’s capital market exposure, thereby providing additional headroom within overall exposure limits.

The revised framework also addresses loans against securities, imposing loan-to-value ceilings such as 60% for listed shares and listed convertible debt securities, 75% for listed AA to BBB rated debt, mutual fund units (excluding debt mutual funds), ETF units and REIT or InvIT units, and 85% for listed AAA rated debt and debt mutual funds, with per-borrower limits and ongoing monitoring requirements continuing to apply. A new chapter also mandates 100% collateral for CMIs, minimum 40% equity haircuts, prohibition on financing proprietary trading and strengthened margin and risk management safeguards.

Directed Lending

Priority Sector Lending

On 24 March 2025, the Reserve Bank of India notified the Reserve Bank of India (Priority Sector Lending — Targets and Classification) Directions, 2025 (“**PSL Master Direction**”), superseding and consolidating earlier directions and setting out broad policy on priority sector lending. Under these directions, priority sectors for all scheduled banks comprise (i) agriculture; (ii) MSMEs; (iii) education; (iv) housing; (v) social infrastructure; (vi) renewable energy; (vii) export credit and (viii) others (being loans up to limits prescribed in the PSL Master Direction). PSL targets are linked to adjusted net bank credit (ANBC) or credit equivalent amount of off-balance sheet exposure (“**CEOBSE**”), whichever is higher, as on the corresponding date of the preceding year. At present, the total PSL target for domestic banks is 40% of ANBC or credit equivalent amount of off-balance sheet exposure, whichever is higher, and sub-targets are prescribed for small and marginal farmers, microenterprises and weaker sections. According to the PSL Master Direction, export credit (other than that under agriculture and MSME) extended by domestic banks qualifies as PSL where incremental export credit over the corresponding date of the preceding year is up to 2% of ANBC or CEOBSE (whichever is higher), subject to a sanctioned limit of INR 500 million per borrower.

Credit Exposure Limits

Pursuant to CRM Directions, banks are required to set limits on their exposure to particular industries or sectors and the Reserve Bank of India has prescribed regulatory limits on banks’ exposure to individual and group borrowers in India. Banks must also observe certain statutory and regulatory exposure limits in relation to advances against, or investments in, shares, convertible debentures or bonds, units of equity-oriented mutual funds and all exposures to alternative investment funds.

Pursuant to the CRM Directions, the Reserve Bank of India has mandated that a bank’s exposure to a single NBFC (excluding gold loan companies) will be restricted to 20% of such bank’s eligible capital base. However, based on risk perception, more stringent exposure limits in respect of certain categories of NBFCs may be considered. Further, a bank’s exposure to a single NBFC predominantly engaged in lending against collateral of gold jewellery, i.e. where such loans comprise 50% or more of its financial assets, shall not exceed 7.5% of the bank’s capital funds (Tier I plus Tier II Capital). However, this exposure ceiling may go up by 5%, i.e., up to 12.5% of a bank’s capital funds if additional exposure is on account of funds on-lent by such NBFCs to the infrastructure sector.

Aggregate exposure of a bank to capital markets in all forms (both fund based and non-fund based) should not exceed 40% of its net worth. Within this overall ceiling, the bank’s direct investment in shares, convertible bonds/debentures, units of equity oriented mutual funds and all exposures to alternative investment funds should not exceed 20% of its net worth.

In accordance with the CRM Directions, the sum of all exposure values of a bank to a single counterparty shall not exceed 20% of the bank’s available eligible capital base at all times. In exceptional cases, the Board of the bank may allow an additional 5% exposure of the bank’s available eligible capital base. The sum of all exposure values of a bank to a group of connected counterparties shall not exceed 25% of the bank’s available eligible capital base at all times.

Limits on Exposure to Non-banking Finance Companies

The Reserve Bank of India has progressively deregulated banks’ credit-related matters and, in the context of mandatory registration of NBFCs with it, most aspects of banks’ financing of NBFCs have been deregulated, though restrictions on bank financing of certain NBFC activities remain in force. Reserve Bank of India guidance on bank finance to NBFCs has been consolidated into Credit Facilities Directions, while prudential limits on banks’ exposures, including to NBFCs, are set out in the CRM Directions.

Under the Large Exposures Framework contained in the CRM Directions, the sum of all exposure values of a bank to a single counterparty shall not exceed 20% of the bank’s available eligible capital base at all times, which may be increased by a further 5% in exceptional circumstances with approval of the bank’s Board, and a bank’s exposure to a group of connected counterparties shall not exceed 25% of its available eligible capital base at all times. A bank’s exposure to a single NBFC (excluding gold loan companies) will be restricted to

20% of its eligible capital base. A bank's exposure to a single NBFC predominantly engaged in lending against collateral of gold jewellery (such loans comprising 50% or more of its financial assets), shall not exceed 7.5% of the bank's capital funds (Tier I plus Tier II Capital), which may go up by 5% (i.e., up to 12.5%) if additional exposure is on account of funds on-lent by such NBFCs to the infrastructure sector. A bank's exposure to a group of connected NBFCs or group of connected counterparties having NBFCs in the group will be restricted to 25% of its Tier I Capital.

Limits on intra-group transaction and exposures

Prudential limits on intra-group transactions and exposures of banks are set out in the CRM Directions, which prescribe quantitative limits for intra-group financial transactions and prudential measures for non-financial transactions. A bank's exposure to a single group entity shall not exceed 5% of its paid-up capital and reserves in case of non-financial companies and unregulated financial services companies, and 10% in case of regulated financial services companies. Aggregate exposure to all non-financial companies and unregulated financial services companies taken together shall not exceed 10%, and aggregate exposure to all group entities taken together shall not exceed 20%, of the bank's paid-up capital and reserves. Certain exposures are exempt from these limits, including a bank's equity and other capital instruments in group entities and inter-bank exposures among banks in the group operating in India. Any exposure in excess of permissible limits shall be deducted from the bank's Common Equity Tier 1 capital.

Co-Lending

On 28 November 2025, the RBI issued the Reserve Bank of India (Commercial Banks — Transfer and Distribution of Credit Risk) Directions, 2025. Under these directions, each regulated entity must retain a minimum 10% share of individual loans on its books. The interest rate ultimately charged to a borrower is to be a blended rate, computed as the average of rates charged by each of the co-lenders in accordance with their internal policies and the risk profile of a comparable borrower, subject to applicable law. The co-lending agreement must also lay down policies on customer interface, customer protection matters and the grievance redressal mechanism.

Project Finance Directions

The Credit Facilities Directions have introduced a framework for banks for financing projects in infrastructure and non-infrastructure (including commercial real estate and commercial real estate — residential housing) sectors. Pursuant to the Credit Facilities Directions, for under-construction projects where aggregate exposure of lenders is up to INR 15,000 million, no individual lender can have an exposure of less than 10% of the aggregate exposure. For projects where aggregate exposure of all lenders is more than INR 15,000 million, the exposure floor for an individual lender is required to be 5% or INR 1,500 million, whichever is higher.

Acquisition Finance Framework

The Reserve Bank of India (Commercial Banks — Credit Facilities) Amendment Directions, 2026, notified on 13 February 2026, gave effect to the proposal to permit banks to finance acquisitions and were to take effect from 1 April 2026 (or earlier, should banks elect to adopt them) (the “**Acquisition Financing Amendments**”); that date was subsequently extended to 1 July 2026 by an update to the Acquisition Financing Amendments on 30 March 2026 (“**Updated Amendments**”). Historically, banks in India were largely precluded from lending to finance acquisition of shares, subject to limited exceptions, most notably for acquisitions in the infrastructure sector and for overseas acquisitions.

Pursuant to the Updated Amendments, banks have been permitted to extend finance for acquisition of shares or compulsorily convertible debentures of a target entity or the holding company of the target where the objective is to secure long-term strategic ‘control’. Banks can therefore finance up to 75% of acquisition value. Valuation must be independently determined in line with Reserve Bank of India prescribed parameters. The acquiring company, or where the acquisition is routed through a subsidiary or SPV, the controlling acquiring company, must have a minimum net worth of Rs. 500 crore and must have been in net profit after taxes in each of the three immediately preceding consecutive financial years. Unlisted acquirers are additionally required to hold an investment-grade credit rating of BBB- or above from a recognised credit rating agency prior to disbursement.

In conjunction with the Updated Amendments, which substantially revise the existing Credit Facilities Directions, the Reserve Bank of India also issued the Reserve Bank of India (Commercial Banks — Concentration Risk Management) Amendment Directions, 2026, the Reserve Bank of India (Commercial Banks — Prudential Norms on Capital Adequacy) Second Amendment Directions, 2026, and the Reserve Bank of India (Commercial Banks — Financial Statements: Presentation and Disclosures) Third Amendment Directions, 2026, to rationalise and align norms on Capital Market Exposure (“CME”), capital adequacy, and presentation and disclosure of financial statements with the revised credit facilities framework. Taken together, these instruments (the “**2026 Amendment Directions**”) establish a new framework for acquisition finance in India. They adopt a principle-based approach to capital market exposure, remove specific quantitative ceilings in favour of greater flexibility, raise lending limits in certain categories and put in place an enabling framework for financing of acquisitions.

Transition to Expected Credit Loss Framework

The RBI has on 27 April 2026, published the Reserve Bank of India (Commercial Banks-Asset Classification, Provisioning and Income Recognition) Directions, 2026, which introduces the ECL framework for provisioning and income recognition, aligning with international best practices and is proposed to be applicable from 1 April 2027. The final guidelines have since been issued on 27 April 2026.

This marks a shift from the incurred-loss model to an ECL framework, and mandate a 3-stage asset classification, transition to Effective Interest Rate (EIR) methodology, strict IT automation rules, and robust model risk management. The management must initiate a comprehensive gap analysis, IT overhaul, and capitalisation strategy to ensure full compliance. On the date of transition to the ECL framework, i.e., 1 April 2027, banks are required to fairly value their entire loan portfolio, including all outstanding advances.

For loans originated on or after 1 April 2027, a bank shall measure a financial asset, including a loan, at fair value plus or minus transaction costs that are directly attributable to the acquisition or origination of the financial asset. After initial recognition, a bank shall measure financial assets at amortised cost using the effective interest rate (EIR) method. A bank shall recognise loss allowance under the ECL framework using a “three stage” approach, based on changes in credit risk since initial recognition, and on whether the asset is credit-impaired at the reporting date. The ECL framework requires that all loans outstanding as on 31 March 2027, shall be brought under the EIR regime no later than 31 March 2030.

Banks shall ensure that the necessary adjustments arising out of transition to the EIR framework are duly recognised in their financial statements. With a view to mitigating the impact of transition to the ECL Framework on regulatory capital and to providing banks with the time to rebuild their capital resources, the following transitional arrangement shall apply where the adoption of ECL results in increase in provisioning requirements:

The transitional adjustment amount shall be the excess, if any, of the ECL required as on 1 April 2027, computed on the basis of the balance sheet position as on 31 March 2027, over the provisions held as per the extant norms as on 31 March 2027.

This transition impact, if any, shall be adjusted against opening earnings as on 1 April 2027, and shall not be routed through profit and loss account.

For the purpose of regulatory capital, a bank may, at its option, add back to CET-1 capital a fraction of the transitional adjustment amount, net of applicable taxes, during the transition period ending 31 March 2031. A bank may choose to complete such transition over a shorter period.

The transitional adjustment amount included in CET1 capital during each year of the transition period shall also flow through, as appropriate, to Tier 1 capital and total capital, and consequently to measures derived therefrom, including the leverage ratio and large exposures limits. However, the transitional adjustment amount added back shall not be: (1) included in Tier 2 capital; (2) used to reduce exposure amounts under the standardised approach; and (3) used to reduce the total exposure measure for the purpose of the leverage ratio.

Where the ECL required as on 1 April 2027, is lower than the provisions held under the extant IRACP norms as on 31 March 2027, banks may record the adjustment directly in retained earnings as on 1 April 2027, instead of routing the same through the profit and loss account.

A bank should continue to calculate and maintain provisions as per the ECL framework from FY 2027-28 onwards, irrespective of whether it avails of the transitional arrangement under these directions.

A bank shall make appropriate disclosures in their financial statements regarding: (1) whether the regulatory transitional arrangement has been applied; and (2) the impact of such arrangement on the bank's regulatory capital and leverage ratios, as compared with the bank's fully loaded capital and leverage ratios had such transitional arrangement not been applied.

Regulations Relating to Investments

Regulatory Limit

Pursuant to Section 19(2) of the Banking Regulation Act, banks should not hold shares in any company except as provided in subsection (1) of that Act, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30.0% of the paid-up share capital of that company or 30.0% of its own paid-up share capital and reserves, whichever is less. Further, in terms of Section 19(3) of the Banking Regulation Act, banks should not hold shares, whether as pledgee, mortgagee or absolute owner, in any company in the management of which any managing director or manager of the bank is in any manner concerned or interested.

Investments in subsidiaries

A bank may hold shares in a subsidiary company in accordance with the provisions of the Banking Regulation Act. Further, the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, dated 26 May 2016, and the Master Circular on "Para Banking Activities" dated 1 July 2015 provided the framework for banks' investments in companies which are not subsidiaries.

The aforementioned notifications stand withdrawn as of 28 November 2025, and the provisions related to this framework on investment in banks' subsidiaries were incorporated and subsumed in the Reserve Bank of India (Commercial Banks – Undertaking of Financial Services) Directions, 2025, as amended from time to time ("**Financial Services Directions**"). Banks are required to maintain an arm's length relationship in respect of the subsidiaries sponsored by them. The subsidiary cannot set up another subsidiary or promote a new company which is not a subsidiary thereof or undertake any new business without prior approval of the RBI. Further, banks cannot make unsecured advances to the subsidiary without prior approval of the RBI.

The Financial Services Directions were amended with effect from 5 December 2025, stipulating certain provisions regulating banks' investment in any group entity or in other entities, including overseas investments. Equity investment by a bank in any entity, including its group entity, individually, shall not exceed 10.00 per cent of the bank's paid-up share capital and reserves as per the last audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower. The aggregate equity investments made in all entities, including group entities and overseas investments, shall not exceed 20.00 per cent of the bank's paid-up share capital and reserves as per the last audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower.

Investments in non-subsidiaries

Investments by banks in companies which are not subsidiaries are governed by the Banking Regulation Act and the Financial Services Directions. As per the Banking Regulation Act, no banking company can hold shares in any company, whether as pledgee, mortgagee or absolute owner of an amount exceeding 30.0 per cent of the paid-up share capital of that company, or 30.0 per cent of its own paid-up share capital and reserves, whichever is less, except as statutorily provided.

The Financial Services Directions also permit a bank group to make an aggregate investment of less than 20 per cent (with or without investment by the bank) in the equity share capital of an entity, without prior approval of the RBI, subject to certain requirements regarding CRAR and reported net profits. Further, a bank group, with prior approval of the RBI, may make an aggregate investment of 20 per cent or more (with or without any investment by the bank) in the equity share capital of an entity.

Banks' Investment Classification and Valuation Norms

Based on comments to the Report of the Informal Group on Banks' Investment Portfolio, effective 3 September 2000, the Master Circular on 'Prudential Norms for Classification, Valuation and Operating of Investment Portfolios by banks' dated 1 July 2015, as amended from time to time, most recently consolidated by way of the Reserve Bank of India (Commercial Banks — Classification, Valuation and Operation of Investment Portfolio) Directions, 2025 ("**Investment Portfolio Directions**") sets out guidelines on classification and valuation of banks' investment portfolio.

Valuation, classification and other norms applicable to investments in non-SLR instruments prescribed by the Reserve Bank of India from time to time apply to lenders' investments in debentures, bonds, security receipts and pass-through certificates issued by ARCs or trusts set up by ARCs, which investments are also required to comply with the Reserve Bank of India (Commercial Banks — Transfer and Distribution of Credit Risk) Directions, 2025. However, where any such instrument issued by an ARC is limited to actual realisation of the financial assets assigned to it, the lender is required to reckon the net asset value, obtained from the ARC from time to time, for valuation of such investments.

Investment in Alternative Investment Funds (AIFs) shall be on the basis of quoted equity shares, bonds, units of AIFs in the bank's portfolio and shall be valued mutatis mutandis as per instructions given in the Investment Portfolio Directions for quoted securities.

Prohibition on Short-Selling

The Reserve Bank of India permits short sales of central government dated securities under the Short Sale (Reserve Bank) Directions, 2018, effective from 26 July 2018 (the "**Short Sale Directions**"). The Short Sale Directions define a short sale as a sale of a security that the seller does not own. A sale by a bank of a security held in its investment portfolio is treated as a 'notional' short sale, and references to short sales include notional short sales. A sale of a Government security already contracted for purchase is not treated as a short sale, provided the purchase contract is confirmed prior to the sale and the contract is guaranteed by the Clearing Corporation of India Limited or the security is contracted for purchase from the Reserve Bank of India.

The maximum amount (face value) of a security that may be short sold is, in case of liquid securities, 2% of the total outstanding stock of the security or INR 5.00 billion, whichever is higher, and in case of other securities, 1% of the total outstanding stock of the security or Rs. 2.5 billion, whichever is higher.

The Reserve Bank of India permits scheduled commercial banks and standalone primary dealers to undertake short sales of Indian central government dated securities, subject to the short position being covered within a maximum period of three months. The short-selling entity ordinarily has to borrow securities from the repo market or under the Reserve Bank of India's government securities lending framework, although in exceptional situations of market stress (such as a short squeeze), it can deliver securities from its own investment portfolio. All 'notional' short sales must be closed by an outright purchase in the market and the securities have to be brought back to the same portfolio, without any change in book value. In June 2026, the Reserve Bank of India released draft directions proposing to consolidate regulation of secondary market transactions in Government securities, including short sales, which, once finalised, would supersede the Short Sale Directions.

Limit on Transactions through Individual Brokers

Guidelines issued by the Reserve Bank of India require banks to appoint brokers for transactions in securities. These guidelines also require that a disproportionate part of the bank's business should not be transacted through only one broker or a few brokers. If for any reason this limit is breached, the Reserve Bank of India has stipulated that the board of directors of the bank should be informed on a half yearly basis of such occurrence and ratify such action.

Subsidiaries and Other Financial and Non-financial Sector Investments

Section 19(1) of the Banking Regulation Act provides that no banking company shall form any subsidiary company except a subsidiary company formed for one or more of the following purposes, namely: (a) undertaking of any business which a banking company is for the time being permitted by section 6, or by any other provision of the Banking Regulation Act or of any other law for the time being in force, to carry on; (b) with prior permission in writing of the Reserve Bank, carrying on of the business of banking exclusively

outside India; or (c) undertaking of such other business, which the Reserve Bank may, with prior approval of the Central Government, consider to be conducive to the spread of banking in India or to be otherwise useful or necessary in the public interest. Section 19(2) provides that no banking company shall hold shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding thirty per cent of the paid-up share capital of that company or thirty per cent of its own paid-up share capital and reserves, whichever is less, except as provided in sub-section (1) of Section 19.

Pursuant to the Reserve Bank of India (Commercial Banks — Undertaking of Financial Services) Directions, 2025 dated 28 November 2025, the Bank is required to maintain an arm's length relationship in respect of subsidiaries sponsored by it. The subsidiary cannot set up another subsidiary or promote a new company which is not a subsidiary thereof or undertake any new business without prior approval of the Reserve Bank of India. The bank cannot grant any unsecured advances to the subsidiary without prior approval of the Reserve Bank of India. Transactions between a bank and its subsidiary shall be at arm's length. No preferential treatment shall be given to the subsidiary vis-à-vis a counterparty with similar risk characteristics.

Introduction of Credit Default Swaps for Corporate Bonds

On 25 June 2026, the Reserve Bank of India issued the Master Direction — Reserve Bank of India (Credit Derivatives) Directions, 2026 (the “**Credit Derivatives Directions**”), with immediate effect, superseding the 2022 framework which was limited to single-name credit default swaps (“CDS”) on corporate bonds. The Credit Derivatives Directions expand the permitted product suite to include CDS and total return swaps on corporate bonds in the over-the-counter market, and standardised single-name CDS, CDS on credit indices and futures on credit indices on recognised stock exchanges with guaranteed settlement, subject to prior Reserve Bank of India approval of product design and eligible participants. At least one party to a credit derivative transaction must be a market-maker or a central counterparty authorised by the Reserve Bank of India, with eligible market-makers including scheduled commercial banks (excluding small finance banks, payments banks, local area banks and regional rural banks), standalone primary dealers, specified NBFCs and development finance institutions.

Users are classified as retail or non-retail, with non-retail status available to regulated institutional investors (including NBFCs, insurance companies, pension funds, mutual funds and alternative investment funds), resident companies meeting prescribed net worth or turnover thresholds and foreign portfolio investors. Resident non-retail users may transact without restriction as to purpose, while retail users (other than individuals) and non-resident users may participate for hedging purposes only, and market-makers may not offer over-the-counter credit derivative contracts to individuals. Eligible reference obligations comprise money market instruments and rupee-denominated corporate bonds and debentures (including unrated bonds issued by infrastructure special purpose vehicles) in dematerialised form, with asset-backed securities, mortgage-backed securities and structured obligations expressly excluded; indices of eligible debt instruments may also serve as the underlying. The Credit Derivatives Directions also provide for a Credit Derivatives Determinations Committee, constituted by FIMMDA, whose determinations on credit events and settlement procedures are binding on market participants, and prescribe trade reporting, valuation and enforcement requirements.

Regulations Relating to Deposits

The Reserve Bank of India has issued Interest Rate Directions. The Interest Rate Directions apply to all banks authorised to operate in India and require them to pay interest on deposits (other than current account deposits) accepted or renewed in their domestic, Non-Resident Ordinary (NRO), Non-Resident (External) (NRE) and Foreign Currency (Non-resident) Accounts (Banks) Scheme (FCNR(B)) deposit accounts. Banks are required to put in place a comprehensive policy on (i) interest rates on deposits; (ii) penalties for premature withdrawal of term deposits, including partial premature withdrawal; (iii) penalties for premature withdrawal of NRE term deposits; (iv) penalties for premature withdrawal of FCNR(B) term deposits, duly approved by the board of directors or any committee to which powers have been delegated. Further, certain additional restrictions have been prescribed to determine interest rates for savings deposits and term deposits. For instance, banks may provide differential rates of interest for any end-of-day savings bank account balance exceeding Rs. 1 lakh. Additionally, interest rates offered by banks on NRO and NRE deposits cannot be higher than those offered by them on comparable domestic rupee term deposits.

Regulations Relating to Customer Service and Customer Protection

The Reserve Bank of India has introduced the Reserve Bank — Integrated Ombudsman Scheme, 2026 (the “**Ombudsman Scheme**”), which comes into force with effect from 1 July 2026. The Ombudsman Scheme aims to provide a cost-effective, expeditious and non-adversarial alternate grievance redress mechanism for resolution of complaints against regulated entities covered under the Ombudsman Scheme, under Section 35A of the Banking Regulation Act, Section 45L of the RBI Act, Section 18 of the Payment and Settlement Systems Act, 2007 and Section 11 of the Credit Information Companies (Regulation) Act, 2005. The Ombudsman Scheme applies to services provided by all non-banking financial companies (subject to specified exclusions) that are either authorised to accept deposits or have a customer interface with an asset size of INR 100 Crore and above. The Ombudsman Scheme was introduced by the Reserve Bank of India with the object of enabling resolution of complaints in respect of certain services rendered by regulated entities, to facilitate satisfaction or settlement of such complaints, and matters connected therewith. The Ombudsman Scheme, among other things, establishes the office of the Reserve Bank of India Ombudsman, specifies the procedure for redressal of grievances and the mechanism for appeals against awards passed by the Reserve Bank of India Ombudsman before the appellate authority, being the executive director in-charge of the Consumer Education and Protection Department of the Reserve Bank of India.

Deposit Insurance

Pursuant to the announcement in the Statement on Developmental and Regulatory Policies dated 1 October 2025, the Deposit Insurance and Credit Guarantee Corporation (“**DICGC**”), with approval of the Reserve Bank of India, has advised insured banks on implementation of a Risk Based Premium (RBP) framework. The framework is intended to incentivise sound risk management by banks and to lower premium payable by better-rated banks.

DICGC has been operating deposit insurance since 1962 on a flat rate premium system, presently 12 paise per INR 100 of assessable deposits (AD). The flat rate premium system is simple to understand and administer but does not differentiate banks which manage risks better. DICGC Act, 1961 Section 15(1) provides for differential premium rates for different categories of insured banks. The proposal to introduce RBP for deposit insurance has been approved by the Central Board of Reserve Bank of India on 19 December 2025.

Pursuant to the RBP framework issued on 6 February 2026 and effective from 1 April 2026, there shall be two risk assessment models — Tier 1 Model and Tier 2 Model. Tier 1 Model is applicable to Scheduled Commercial Banks other than Regional Rural Banks (RRBs), and is based on supervisory ratings, quantitative assessment and potential loss to Deposit Insurance Fund (DIF) in case of failure of insured bank. Further, the RBP framework envisages a rating override policy in case of adverse material information/development, subsequent to initial risk rating. Banks will be required to maintain confidentiality of ratings and not to disclose ratings to DICGC. These shall be reviewed at least once in three years.

Regulations Relating to Know Your Customer and Anti-Money Laundering

The Reserve Bank of India has issued a number of guidelines on Know Your Customer (KYC) and Anti-Money Laundering (AML) that lay down rules on (i) customer identification and acceptance; (ii) monitoring of transactions; and (iii) vigilance when opening accounts for new customers, so as to prevent misuse of the banking system. Banks have been directed to maintain systems and procedures to control financial fraud and to detect money laundering and suspicious activity, and to monitor high-value cash transactions, including cross-border transactions. Banks have further been directed to formulate and adopt adequate KYC and AML policies.

The Reserve Bank of India has issued the Reserve Bank of India (Commercial Banks — Know Your Customer) Directions, 2025 (“**Know Your Customer Directions**”), requiring banks and financial institutions regulated by the Reserve Bank of India to periodically carry out money laundering and terrorist financing risk assessments to identify, assess and take effective measures to mitigate their money laundering and terrorist financing risk for clients, countries or geographic areas, products, services, transactions or delivery channels. Banks and financial institutions shall apply a risk based approach for mitigation and management of identified risk and should have Board approved policies, controls and procedures which take into consideration sector-specific vulnerabilities shared by regulators. Further, regulated entities are required to inform customers in

advance to update their KYC, giving at least three advance intimations including at least one intimation by letter, at appropriate intervals through available communication options.

Statutes Governing Foreign Exchange and Cross-Border Business Transactions

Foreign exchange and cross-border transactions carried out by banks are subject to FEMA. Banks must monitor customer transactions on a risk-based approach using predefined rules. The transaction monitoring system is designed to identify unusual transactions, conduct due diligence on them and, where they are confirmed to be suspicious, report them to the Financial Intelligence Unit of the relevant jurisdiction. The Bank's transaction monitoring system is reviewed periodically and is being augmented with suitable anti-money laundering software solutions.

External Commercial Borrowings

Indian companies are allowed to raise funds through external commercial borrowings ("ECB"), including loans and bonds (whether floating or fixed rate), in foreign currency or Indian Rupees and such ECB can be secured or unsecured, under the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 issued by the Reserve Bank of India, in each case as amended, updated, modified, replaced or substituted from time to time ("ECB Guidelines"). The ECB Guidelines were substantially amended by the Foreign Exchange Management (Borrowing and Lending) (First Amendment) Regulations, 2026, effective from 16 February 2026, which revised the ECB framework, including by expanding the eligible borrower and recognised lender base, rationalising borrowing limits and minimum average maturity requirements, removing all-in-cost ceilings for ECBs with an average maturity of three years or more, revising end-use restrictions and simplifying reporting requirements.

(i) Eligible Borrowers

Any person resident in India (other than an individual) that is incorporated, established or registered under a Central or State Act is an eligible borrower under the ECB Guidelines, subject to the condition that such person is permitted to raise ECB in terms of applicable laws including FEMA.

(ii) Recognised Lenders

An eligible borrower may raise ECB from the following recognised lenders:

3. a person resident outside India;
4. a branch outside India of an entity whose lending business is regulated by the Reserve Bank of India; and
5. a financial institution or a branch of a financial institution set up in IFSC.

(iii) Currency of Borrowing and Forms of ECB

ECBs may be raised in (a) foreign currency; or (b) Indian Rupees.

The currency of an ECB may be changed from one foreign currency to another foreign currency, from a foreign currency to Indian Rupees, or from Indian Rupees to a foreign currency. Any such change in currency shall be at the exchange rate prevailing on the date of the agreement for such change or at an exchange rate that does not result in liability higher than that arrived at by using the exchange rate prevailing on the date of the underlying agreement.

Further, an eligible borrower may raise ECB in any form of commercial borrowing arrangement that involves payment of agreed interest, if any, and repayment of principal.

(iv) Borrowing Limit

An eligible borrower may raise ECB up to the higher of: (i) outstanding ECB up to USD1 billion; or (ii) total outstanding borrowing (external and domestic) up to 300% of net worth as per the last audited standalone balance sheet of the borrower.

Minimum Average Maturity Period (“MAMP”)

The MAMP for ECB raised by an eligible borrower is 3 years. Call and put options, if any, shall not be exercisable prior to completion of MAMP.

An eligible borrower engaged in the manufacturing sector may also raise ECB with an average maturity period of between one year and three years, subject to the condition that outstanding amount of such ECBs does not exceed USD150 million.

The borrowing limit specified above shall not apply to eligible borrowers that are regulated by financial sector regulators.

(v) Cost of Borrowing

The cost of borrowing under the ECB Guidelines shall be in line with prevailing market conditions. In case of eligible ECBs with an average maturity period of less than three years, cost of borrowing shall be in compliance with the cost ceiling specified for trade credit under the ECB Guidelines. In case of fixed rate loans, the floating rate plus spread of the corresponding swap shall not exceed such ceiling.

The ‘cost of borrowing’ means the rate of interest, other fees, expenses, charges, guarantee fees and export credit agency charges, whether paid in foreign currency or Indian Rupees, but does not include commitment fees and prepayment charges or penal interest, if any, for default or breach of covenants shall be in line with prevailing market conditions.

(vi) End-use of ECB proceeds

Funds borrowed under the ECB Guidelines cannot be utilised in India for the following purposes:

1. chit funds;
2. Nidhi companies;
3. real estate business and construction of farmhouses, subject to limited carve-outs for construction-development projects and industrial parks as prescribed under the ECB Guidelines; agricultural and animal husbandry activities, except floriculture, horticulture, cultivation of vegetables and mushrooms under controlled conditions, development and production of seeds and planting material, animal husbandry (including breeding of dogs), pisciculture, aquaculture and apiculture, and services related to agricultural and allied sectors;
4. plantation, except tea, coffee, rubber, cardamom, palm oil tree and olive oil tree plantations;
5. trading in transferable development rights;
6. transacting in listed or unlisted securities, except for transactions undertaken by an Indian entity for corporate actions such as merger, demerger, amalgamation, arrangement or acquisition of control in accordance with applicable laws — and only for strategic purposes driven by the core objective of creating long-term value through potential synergies, rather than for short-term gains;
7. repayment of a domestic INR loan (a) that was availed for an end-use restricted under the ECB Guidelines; or (b) that is classified as a non-performing asset as per applicable prudential norms; and
8. on-lending for any of the purposes for which funds cannot be borrowed and utilised as set out in the ECB Guidelines.

(vii) Receipt of ECB Proceeds

An eligible borrower shall draw down ECB only after obtaining the Loan Registration Number (“LRN”) from the Reserve Bank of India through the AD Bank. ECB proceeds intended to be utilised for a permitted Indian Rupee expenditure in India shall be credited to an Indian Rupee account held in India with the AD Bank by the end of the succeeding month from the date of receipt. Pending utilisation, funds may be invested in an unencumbered fixed deposit of up to one year’s tenor with the AD Bank.

ECB proceeds intended to be utilised for a permitted foreign currency expenditure may be credited to a foreign currency account held in India with the AD Bank or to a foreign currency account held outside India. Pending utilisation, funds may be invested outside India in an unencumbered fixed deposit of up to one year's tenor or an unencumbered debt instrument with original maturity of up to one year.

(viii) Filing and reporting requirements

An LRN is required to be obtained from Reserve Bank of India before availing any drawdown under the Notes. To obtain the LRN, eligible borrowers are required to submit a completed Form ECB 1 providing details of the ECB, through the AD Bank. The AD Bank is then required to forward the completed Form ECB 1 to Reserve Bank of India. The following forms/returns are required to be submitted through the AD Bank in the format provided by the Reserve Bank of India:

1. Form ECB 1: for providing details of the ECB and obtaining the LRN;
2. Revised Form ECB 1: for reporting any change in previously reported ECB parameters, within seven calendar days from the end of the month in which such change was given effect. A Revised Form ECB 1 may also be submitted to intimate any change in other information previously reported in Form ECB 1; and
3. Form ECB 2: for reporting receipt of ECB proceeds and debt servicing, within seven calendar days from the end of the month in which the proceeds were received or debt servicing was undertaken. Any event or transaction that alters the outstanding borrowing under an LRN shall also be reported in Form ECB 2.

Foreign ownership restriction

As a public sector bank in which the Government holds a majority stake, aggregate foreign investment in Bank from all sources — including Foreign Direct Investment (FDI) and Foreign Portfolio Investors (“FPIs”) under the Portfolio Investment Scheme — cannot exceed 20.0 per cent. of the Bank's paid-up equity share capital. This is the limit applicable to public sector banks, including State Bank of India, as distinct from the 74% cap applicable to private sector banks.

Within this 20% ceiling, individual FPI holdings are separately restricted to below 10.0 per cent of paid-up capital, and the aggregate FII/FPI sub-ceiling is ordinarily 24.0 per cent — though for public sector banks the overall 20% statutory cap governs regardless. In accordance with RBI policy, any allotment or transfer of shares that would take the aggregate shareholding of an individual or a group to 5.0 per cent. or more of the Bank's paid-up capital requires the prior acknowledgement of the RBI before the Bank can effect the allotment or transfer, under the RBI (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025, which repealed the prior acquisition-and-holding framework and now require this approval to be sought through the RBI's PRAVAAH platform, with stricter fit-and-proper evaluation for holdings above 10%.

Moratorium, Reconstruction and Amalgamation of Banks

Pursuant to Section 45 of the Banking Regulation Act, where it appears to the Reserve Bank that there is good reason to do so, the Reserve Bank may apply to the Central Government for an order of moratorium in respect of a banking company. The Central Government, after considering the application, may make an order of moratorium staying commencement or continuance of all actions and proceedings against the company for a fixed period of time on such terms and conditions as it thinks fit and proper, and may from time to time extend the period so however that total period of moratorium shall not exceed six months. During the period of moratorium or at any other time, if the Reserve Bank is satisfied that: (a) in the public interest; or (b) in the interests of depositors; or (c) in order to secure proper management of the banking company; or (d) in the interests of the banking system of the country as a whole, it is necessary so to do, the Reserve Bank may prepare a scheme for reconstruction of the banking company, or for amalgamation of the banking company with any other banking institution. The scheme shall thereafter be placed before the Central Government for its sanction and the Central Government may sanction the scheme without any modifications or with such modifications as it may consider necessary. On and from the date of coming into operation of the scheme, the scheme shall be binding on the banking company, the transferee bank and any other banking company concerned in the

amalgamation and also on all members, depositors and other creditors and employees of each of those companies.

Regulations on Amalgamation between Private Sector Banks and between Banks and Non-banking Finance Companies

The Reserve Bank of India has issued the Reserve Bank of India (Commercial Banks — Voluntary Amalgamation) Directions, 2025 dated 28 November 2025 relating to: (i) amalgamation of two banking companies; (ii) a bank with Small Finance Bank (SFB), Local Area Bank (LAB) and Payments Bank (PB); and (iii) amalgamation of an NBFC with a banking company. For voluntary amalgamation of an NBFC with a bank or vice versa, the scheme of amalgamation shall require approval by the Tribunal in terms of Sections 230 to 234 of the Companies Act, 2013. However, a ‘No-Objection Certificate’ from Reserve Bank of India shall be obtained before approaching any Court or Tribunal for approval of amalgamation of a bank and an NBFC. The Reserve Bank has discretionary powers to approve voluntary amalgamation of two banking companies under provisions of Section 44A of the Banking Regulation Act.

Credit Information Bureaus

The Reserve Bank of India (Commercial Banks — Credit Information Reporting) Directions, 2025, as amended (“**Credit Information Reporting Directions**”) aim to establish a standardised framework for reporting and dissemination of credit information; safeguard confidentiality and security of sensitive credit data; and provide mechanisms for consumers to access their credit information and grievance redressal on matters related to credit information reporting. The Credit Information Reporting Directions require regulated credit institutions to submit credit data (including historical credit information) to all credit information companies (“**CICs**”) in a standardised uniform credit reporting format (“**UCRF**”) on four fixed reference dates each month, i.e., the 9th, 16th, 23rd and last day of the month. Any incremental updates must be furnished within four calendar days of each such reference date, and a complete file containing all active and closed accounts as at month-end must be submitted by the 5th day of the succeeding month. CICs and credit institutions must keep such credit information updated regularly and provide a list of entities not complying with reporting timelines to Reserve Bank of India’s Department of Supervision at half-yearly intervals. The Credit Information Reporting Directions mandate that credit institutions inform customers of specific reasons for rejection of data correction requests and provide that complainants are entitled to compensation of INR 100 per calendar day if their complaint on credit information updation/rectification is not resolved within thirty calendar days of filing. Additionally, the Credit Information Reporting Directions require credit institutions to send alerts through SMS/email to customers while submitting information to CICs regarding default in existing credit facilities.

Fair Practice Code

In accordance with the Reserve Bank of India (Commercial Banks — Responsible Business Conduct) Directions, 2025 dated 28 November 2025 (“**Business Conduct Directions**”), all banks shall put in place approved policies and periodic review mechanisms to ensure sound business conduct and enhanced customer service. The policies should address (i) general customer service aspects; (ii) liability related matters; (iii) asset related matters; (iv) charges related matters; (v) training related matters. A bank shall orient its systems and procedures towards providing better customer service and shall periodically assess these systems and their impact on customer service. A bank shall have a Board approved policy for general management of branches. The bank shall adhere to instructions and procedures for opening and operating deposit accounts to safeguard against unscrupulous persons opening accounts mainly to use them as conduit for fraudulently encashing payment instruments. However, in view of receipt of continuous complaints of fraudulent encashment by unscrupulous persons opening deposit accounts in names similar to already established entities resulting in erroneous and unauthorised debit of drawers’ accounts, the bank shall remain vigilant to prevent such lapses and issue necessary instructions to branches/staff. Further, the Reserve Bank of India (Commercial Banks - Responsible Business Conduct) Amendment Directions, 2025 dated 4 December 2025 introduces the Basic Savings Bank Deposit (“**BSBD**”) Account as a savings bank account which offers certain minimum facilities, free of charge, to holders of such accounts with the objective of deepening financial inclusion.

A bank shall adopt broad instructions and frame a fair practices code duly approved by its Board of Directors. The bank, as principal, is responsible for actions of its agents. Hence, it shall ensure that agents engaged for recovery of its dues strictly adhere to instructions, while engaged in the process of recovery of

dues. The bank engaging recovery agents shall undertake periodical review of the mechanism to learn from experience, effect improvements and bring to the notice of the Reserve Bank suggestions for improvement in these directions.

The Reserve Bank of India (Commercial Banks – Responsible Business Conduct) Fourth Amendment Directions, 2026, dated 6 August 2026, introduce comprehensive requirements governing the recovery of loan dues and engagement of recovery agencies by commercial banks (other than Small Finance Banks, Payments Banks, Regional Rural Banks and Local Area Banks), effective from 1 January 2027. The amendment defines “recovery agency” and “recovery agent” and requires banks to maintain a detailed recovery policy covering escalation procedures, codes of conduct, handling of financial distress and due diligence of recovery agencies. Banks must verify the antecedents of recovery agents, ensure that agents are IIBF-certified, disclose updated details of engaged recovery agencies on their websites and notify borrowers/guarantors before or upon changes in the recovery agency. The amendment further strengthens borrower protection by requiring recording and preservation of recovery calls, restricting disclosure and misuse of borrower information, prohibiting harsh recovery practices, prescribing requirements for taking possession of securities, and regulating technology-based mechanisms used to restrict financed devices. Recovery agents and bank employees must maintain appropriate conduct and may generally contact or visit borrowers only between 8:00 a.m. and 7:00 p.m., while banks are required to establish grievance redressal mechanisms and provide compensation in specified circumstances.

Prompt Corrective Action by the Reserve Bank of India

The RBI has consolidated the prompt corrective action framework for banks into the Reserve Bank of India (Commercial Banks – Miscellaneous) Supervisory Directions, 2026 dated 31 July 2026 (“**Miscellaneous Supervisory Directions**”). The objective of the PCA framework is to enable supervisory intervention at appropriate time and require the bank to initiate and implement remedial measures in a timely manner, so as to restore its financial health. The PCA framework is also intended to act as a tool for effective market discipline. The capital, asset quality and leverage are the key areas for monitoring in the framework, and a bank will generally be placed under PCA Framework based on the audited annual financial results and the ongoing supervisory assessment made by RBI. RBI may impose PCA on any bank during the course of a year (including migration from one threshold to another) in case the circumstances so warrant.

Key criteria for invocation of prompt corrective action include breach of any of the following risk thresholds: (i) capital to risk-weighted assets ratio (CRAR) plus applicable capital conservation buffer (currently 11.5%) or common equity tier 1 (CET 1) ratio plus applicable capital conservation buffer falling below minimum regulatory prescription (currently 8%), (ii) net non-performing advances (NNPA) ratio of 6.0% or more, or (iii) Tier 1 leverage ratio falling below the regulatory minimum by specified margins. Depending upon extent of breach, the bank may be classified into three risk thresholds and will be accordingly subject to mandatory actions, including: (a) (i) restriction on dividend distribution/remittance of profits; (ii) promoters/owners/parent (in the case of foreign banks) to bring in capital (Risk Threshold 1); (b) restriction on branch expansion, domestic and/or overseas (Risk Threshold 2 in addition to Risk Threshold 1); and (c) appropriate restrictions on capital expenditure, other than for technological upgradation within board approved limits (Risk Threshold 3 in addition to Risk Threshold 1 and 2). Discretionary actions may be selected from a common menu including special supervisory actions, strategy related actions, governance related actions, capital related actions, credit risk related actions, market risk related actions, HR related actions, profitability related actions, and operations/business related actions. Taking the bank out of PCA Framework and/or withdrawal of restrictions imposed under the PCA Framework will be considered: (1) if no breaches in risk thresholds in any of the parameters are observed as per four continuous quarterly financial statements, one of which should be audited annual financial statement (subject to assessment by RBI); and (2) based on supervisory comfort of the RBI, including an assessment on sustainability of profitability of the bank.

Information Technology and Cyber Security

The Reserve Bank of India has issued the Reserve Bank of India (Commercial Banks – Cybersecurity, Technology: Risk, Resilience and Assurance Framework) Directions, 2026 dated 31 July 2026 (“**Cybersecurity Framework Directions**”), which came into effect from 31 July 2026.

The Cybersecurity Framework Directions require banks to put in place a robust IT governance framework based on key focus areas including strategic alignment, risk management, resource management, performance management and business continuity/disaster recovery management. Key requirements include:

(a) establishment of a board-level IT strategy committee, the chairperson of which shall be an independent director having substantial IT expertise in managing/guiding information technology initiatives; (b) constitution of an IT steering committee with representation at senior management level from IT and business functions; (c) appointment of a senior level, technically competent and experienced official in IT related aspects as head of IT function; (d) designation of a senior level executive, preferably in the rank of a general manager or equivalent position, as the chief information security officer, who shall not have any direct reporting relationship with the head of IT function and shall directly report to the executive director or equivalent executive overseeing the risk management function; (e) establishment of a cyber security operations centre for continuous surveillance and to keep regularly updated on the latest nature of emerging cyber threats; (f) a robust IT and information security risk management framework with periodic risk assessments; (g) baseline cybersecurity and resilience requirements covering inventory management of information assets, data leak prevention strategy, network management and security, application security life cycle, patch, vulnerability and change management, user access control/management, cryptographic controls and third-party arrangements; (h) comprehensive business continuity and disaster recovery management, with periodicity of disaster recovery drills for critical information systems at least on a half-yearly basis; (i) a cyber incident response and recovery management framework, with reporting of cyber incidents within six hours of detection on the DAKSH platform; (j) a separate information systems audit function required professional skills and competence, under the oversight of the audit committee of the board; and (k) vulnerability assessment and penetration testing exercises conducted periodically, with vulnerability assessment for critical information systems and/or those in the de-militarized zone having customer interface conducted at least once in every six months and penetration testing at least once in 12 months.

Supervisory Returns

The RBI has issued the Reserve Bank of India (Commercial Banks – Supervisory Returns) Directions, 2026 dated 31 July 2026 (“**Supervisory Returns Directions**”), which came into effect from 31 July 2026.

The Supervisory Returns Directions establish a comprehensive framework for the submission of supervisory returns by banks to the RBI. The board and senior management are required to include the identification, assessment, and management of data quality risks as part of the bank’s overall risk management framework, including standards for both in-house and outsourced risks for data-related processes, and policies on data confidentiality, integrity, availability, and risk management. Banks are required to ensure that risk data aggregation capabilities and risk reporting practices are fully documented and subjected to high standards of validation that are aligned with the bank’s other independent risk management reviews.

Key requirements under the Supervisory Returns Directions include: (a) banks shall design, build, and maintain data architecture and supporting IT infrastructure for complete, accurate, and timely data aggregation as well as reporting not only in normal times but also during times of stress or crisis; (b) data aggregation and reporting practices shall be considered an essential part of the bank’s business continuity planning process and subject to a business impact analysis; (c) all returns/risk reports shall be reconciled with the bank’s own sources, including accounting data where appropriate, to ensure accuracy, consistency, and completeness; (d) banks shall maintain proper records of sources and aggregation rules for generating returns’ data; and (e) banks shall strive to achieve a higher degree of automation in the generation of data for filing of returns.

Banks are required to submit all applicable returns through online mode in the formats and manner prescribed by the RBI. Returns submitted in hard copy format through hand delivery/post/courier, or in soft copy format through emails, shall not be accepted unless prescribed to be submitted in such format. The Supervisory Returns Directions prescribe a comprehensive list of supervisory returns with varying periodicities (weekly, fortnightly, monthly, quarterly, half-yearly, and yearly) covering areas including asset-liability management, asset quality, capital adequacy, liquidity, large credits, ownership and control, fraud monitoring, and vigilance monitoring. The timelines for submission depend on the frequency of the return, with penalties including imposition of fine under the Banking Regulation Act, 1949 for furnishing incorrect information or non-compliance with stipulated timelines.

Fraud Risk Management

The Reserve Bank of India has issued the Reserve Bank of India (Commercial Banks – Fraud Risk Management) Directions, 2026 dated 31 July 2026 (“**Fraud Risk Management Directions**”), which came into effect from 31 July 2026. The Fraud Risk Management Directions provide a framework for prevention, early detection, and timely reporting of incidents of fraud by banks to law enforcement agencies and the RBI, and dissemination of information by the RBI.

The Banks are required to put in place a board approved policy on fraud risk management delineating roles and responsibilities of board/board committees and senior management. The policy shall contain measures towards prevention, early detection, investigation, staff accountability, monitoring, recovery, and reporting of frauds as well as a framework for early warning signals and red flagging of accounts. The banks shall constitute a Special committee of the board for monitoring and follow-up of cases of frauds (SCBMF) with a minimum of three members, consisting of a whole-time director and a minimum of two independent directors/non-executive directors, headed by one of the independent directors/non-executive directors. The senior management shall be responsible for implementation of the fraud risk management policy approved by the Board.

The Fraud Risk Management Directions require banks to have a framework for early warning signals and red flagging of accounts under the overall fraud risk management policy. The risk management committee of the board shall oversee the effectiveness of the framework and approve the early warning signal indicators identified for monitoring credit facilities/loan accounts and other banking transactions. The banks shall set up a dedicated data analytics and market intelligence unit for collection and processing of relevant information to enable early detection and prevention of potentially fraudulent activities. An account with an aggregate exposure of Rs. 3 crore and above, once red flagged, shall be reported in the red flagged account return on the RBI’s CRILC platform within seven days. Once an account has been red-flagged, the entire process of classification of the account as fraud or removal of red-flagged status shall ordinarily be completed within 180 days from the date of first reporting of the account as red-flagged on CRILC platform.

Reporting to the RBI shall be through fraud monitoring returns using the online portal, immediately but not later than 14 days from the date of classification of an incident/account as fraud. The central fraud registry is a web-based searchable database maintained by the RBI, to which fraud related data directly flows from online reporting by banks through fraud monitoring returns. Persons/entities classified and reported as fraud by a bank shall be debarred from raising funds and/or seeking additional credit facilities from financial entities regulated by the RBI for a period of five years from the date of full repayment of the defrauded amount/settlement amount.

Restrictions on Payment of Dividends

The Reserve Bank of India has issued the Reserve Bank of India (Commercial Banks — Prudential Norms on Declaration of Dividends and Remittance of Profits) Directions, 2026 (“**Declaration of Dividends Directions**”), which came into effect for the financial year 2026-27. Payment of dividends by banks is subject to consideration by the board of directors of the current and projected capital position of the bank vis-à-vis applicable capital requirements, applicable capital buffers and adequacy of provisions, divergence in asset classification and provisioning for NPAs; Auditors’ Report including modified opinion or emphasis of matter. Banks have to fulfil minimum prudential requirements to declare dividend. If a bank does not meet the above eligibility criteria, no special dispensation shall be given to the bank for declaration of dividend. If profit for the relevant period includes any extra-ordinary profits/income, dividend payout ratio shall be computed after excluding such extra-ordinary items for reckoning compliance with the prudential payout ratio. Payment of dividends by banks is also subject to restrictions under the Banking Regulation Act. Section 15(1) of the Banking Regulation Act states that no banking company shall pay any dividend on its shares until all its capitalised expenses (including preliminary expenses, organisation expenses, share-selling commissions, brokerage, amounts of losses incurred and any other item of expenditure not represented by tangible assets) have been completely written off. In addition, Section 17(1) of the Banking Regulation Act requires every banking company to create a reserve fund and, out of balance of profit of each year as disclosed in the profit and loss account, transfer a sum equivalent to not less than 20% of such profit to the reserve fund before declaring any dividend.

Requirements of the Banking Regulation Act

Appointment and Remuneration of the Chairman, Managing Director and Other Directors

The Scheme prescribes the procedure for the constitution and operation of the board of directors, the appointment of the MD & CEO, their terms of office and the remuneration payable to a whole-time managing director, the terms of office of the other directors of the board, the mode and procedure for the removal and disqualification of directors, including the manner of retirement of the nominee directors. The Scheme also prescribes the procedure for: (a) conducting meetings of the board of directors; (b) the constitution of various advisory committees, including the Management Committee; and (c) the manner and procedure for the increase in the paid-up capital of the company.

The Reserve Bank of India has issued the RBI (Commercial Banks - Governance) Directions, 2025 dated 28 November 2025, containing instructions on Chair and meetings of the board, composition of certain board committees, age, tenure and remuneration of directors, and appointment of whole-time directors.

These directions strengthen board responsibilities across four core functions: oversight of risk, ensuring robust controls, expert management, and safeguarding stakeholder interests. The board of the public sector bank must define director's responsibilities, institutionalise internal control discussions, and maintain a strong culture of accountability. Structural norms require independent chairs, strict quorum conditions, and dedicated agenda themes covering business strategy, risk, compliance, human resources, customer protection, and financial inclusion. The directions also mandate continuous monitoring of related exposures, governance compliance, and follow-up on past actions. Further, public sector banks must set up specialised committees, particularly a strengthened audit committee comprising only non-executive directors with financial expertise.

The RBI issued the Reserve Bank of India (Commercial Banks – Governance) Amendment Directions, 2026 to amend the Reserve Bank of India (Commercial Banks – Governance) Directions, 2025. The amendments are intended to enable bank boards to utilise their time more effectively and facilitate more focused engagement on strategy and risk governance by rationalising existing RBI directions and circulars on matters required to be placed before the board. Paragraph 15 of Chapter II, dealing with the Board's oversight of the risk management system, exposures to related entities and conformity with corporate governance standards, has been deleted and reinserted as new paragraph 11A under 'Role of the Board', with the Board now required to 'exercise' such oversight.

Paragraphs 14, 16, 17, 18 and 19 of Chapter II, which prescribed detailed Board agenda items and the seven broad themes, have been removed. This has now been moved into a new sub-section 'Matters to be placed before the Board', comprising paragraph 19A (the framework of matters to be placed before the Board, cross-referring to the appendices) and paragraph 19B (the key principles guiding what is reserved for the Board). Procedural aspects are now left to the Board's discretion and the Company's risk appetite, in line with the principles in paragraph 19B and applicable secretarial standards. After the amendments, the following will be annexed to these directions –

- Appendix I lists the policies to be placed before the Board for approval;
- Appendix II A lists non-policy matters to be placed before the Board for approval, review or information; and
- Appendix II B lists matters that may be delegated at the discretion of the Board, each with the specific paragraph reference in the extant directions and an indication of whether delegation is permitted.

Restriction on Creation of Floating Charge

Prior approval of the Reserve Bank of India is required for creating floating charge on the bank's undertaking or property. Currently, all borrowings, including bonds, are unsecured.

Prohibited Business

The Banking Regulation Act sets out business activities that a bank may carry on, and banks are prohibited from engaging in any activities other than those so specified.

Reserve Fund

Any bank incorporated in India is required to create a reserve fund to which it must transfer not less than 20.0% of profits of each year before dividends. If there is an appropriation from this account, the bank is required to report the same to the Reserve Bank of India within 21 days, explaining circumstances leading to such appropriation. The Government of India may, on recommendation of the Reserve Bank of India, exempt a bank from requirements relating to its reserve fund.

Restriction on Share Capital and Voting Rights

Banks can issue only ordinary shares. The Banking Regulation Act currently specifies that no shareholder in a banking company can exercise voting rights on poll in excess of 15.0% of total voting rights of all shareholders of the banking company.

Regulatory Reporting and Examination Procedures

The Reserve Bank of India is responsible for supervising the Indian banking system under various provisions of the Banking Regulation Act and the RBI Act, a responsibility discharged through its Department of Banking Supervision in respect of all scheduled commercial banks other than regional rural banks. The RBI also conducts periodic on-site inspections of branches, regional offices and zones on regulatory matters concerning a bank's portfolio, risk management systems, internal controls, credit allocation and regulatory compliance, at intervals of between one and three years. As the country's central bank and banking regulator, the RBI carries out an annual regulatory on-site inspection of the Bank as a whole. The inspection report, together with the Bank's report on actions taken, must be placed before the board of directors, and, once approved by the board, the Bank must submit its report on actions taken to the RBI.

The RBI also discusses the report with the Bank's management team, including the MD & CEO and executive directors, and conducts on-site supervision of selected branches of the Bank in relation to their general operations and foreign exchange transactions.

Maintenance of Records

Banks are required to maintain books, records and registers. The Banking Regulation Act specifically requires banks to maintain books and records in a particular manner and file them with the Registrar of Companies on a periodic basis. Provisions for production of documents and availability of records for inspection by shareholders as stipulated under the Companies Act and rules thereunder would apply as in the case of any company. Know Your Customer Guidelines framed by the Reserve Bank of India also provide for certain records to be updated at regular intervals. The Reserve Bank of India (Commercial Banks - Know Your Customer) Directions, 2025 also provide for certain records to be maintained as per the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005. The Banking Companies (Period of Preservation of Records) Rules, 1985 requires such records to be preserved for eight years. The Banking Companies (Period of Preservation of Records) Rules, 1985 requires a bank's records of books, accounts and other documents relating to stock and share registers to be maintained for a period of eight years.

Penalties

The Reserve Bank of India may impose penalties on banks and their employees in case of infringement of regulations under the Banking Regulation Act. The penalty may be a fixed amount or may be related to the amount involved in any contravention of regulations. The penalty may also include imprisonment.

Assets to be Maintained in India

Every bank is required to ensure that its assets in India (including import-export bills drawn in India and Reserve Bank of India approved securities, even if bills and securities are held outside India) are not less than 75.0% of its demand and time liabilities in India.

Secrecy Obligations

Secrecy obligations arise from common law principles governing the bank's relationship with its customers. As a general rule, the bank may not disclose information to third parties, save in clearly defined circumstances. Exceptions to that general rule are as follows:

1. where disclosure is required to be made under any law;
2. where there is an obligation to disclose to the public;
3. where we need to disclose information in its interest; and
4. where disclosure is made with the express or implied consent of the customer.

The bank is also required to disclose information if ordered to do so by a court or other competent authority, and is subject to statutory disclosure and reporting obligations under various laws, including furnishing of credit information to credit information companies under the Credit Information Companies (Regulation) Act, 2005 and reporting obligations under the Prevention of Money Laundering Act, 2002. The Reserve Bank of India may, in the public interest, publish information obtained from the bank. Under provisions of the Bankers' Books Evidence Act, 1891, a copy of any entry in a banker's book, such as ledgers, day books, cash books and account books, certified by an officer of the bank may be treated as prima facie evidence of the transaction in any legal proceeding.

In addition, the Digital Personal Data Protection Act, 2023, India's first comprehensive statutory framework for protection of personal data, has been enacted, and the Digital Personal Data Protection Rules, 2025 ("DPDP Rules") were notified in November 2025, with substantive obligations under the framework taking effect in a phased manner. Once fully in force, the framework will impose obligations on the Bank as a data fiduciary in respect of personal data of its customers, including in relation to grounds for processing personal data, notice and consent requirements, data security safeguards, personal data breach notification and rights of individuals, with contraventions attracting monetary penalties imposed by the Data Protection Board of India.

The rules specify a phased implementation in the following manner:

- Phase 1 (Sections 1(2), 2, 18-26, 35, 38-43, and 44(1) & (3) of the DPDP Act along with rules 1, 2 and 17 to 21 of the DPDP Rules came into force on 13 November 2025): These provisions are mainly in relation to setting up the new data protection authority, i.e., the Data Protection Board of India, were made effective.
- Phase 2 (Sections 6(9) and 27(1)(d) of the DPDP Act along with rule 4 of the DPDP Rules shall come into force on 13 November 2026): Provisions pertaining to consent managers will become effective from the said date. This includes mandatory registration for consent managers who facilitate consent management for data principals, requirement to maintain consent records, imposition of penalty in case of breach of any condition of registration of a consent manager, etc.
- Phase 3 (Sections 3 – 5, 6(1) – (8) & (10), 7-17, 27 (except 27(1)(d)), 28-34, 36-37, and 44(2) of the DPDP Act along with rules 3, 5 to 16, 22 and 23 of the DPDP Rules shall come into force on 13 May 2027): All other substantive provisions of the DPDP Act, including specific compliance obligations will become effective from the said date.

This marks the full operationalisation of the Data Protection Act. Together, the act and the rules form a clear and citizen-centred framework for the responsible use of digital personal data. They place equal weight on individual rights and lawful data processing. With the notification of these rules, India now has a practical and innovation-friendly system for data protection. It supports ease of understanding, encourages compliance and strengthens trust in the country's growing digital ecosystem. The rules introduce an eighteen-month period for phased compliance. This gives the organisations enough time to adjust their systems and adopt responsible data practices.

Regulations governing Offshore Banking Units ("OBU")

The Government and the Reserve Bank of India have permitted banks to establish OBUs in special economic zones, which are specially demarcated duty-free enclaves treated as foreign territory for purposes of trade operations, duties and tariffs. OBUs are exempt from CRR requirements, and all prudential norms applicable to overseas branches of Indian banks apply to them. An OBU may operate and maintain its balance sheet only in foreign currency and may not deal in Indian rupees, except through a special rupee account funded out of convertible funds to meet its day-to-day expenses.

Regulations governing Banking Units in IFSC

International Financial Services Centre Authority (Banking) Regulations, 2020

The salient aspects of these regulations include:

- Laying down the requirements for setting up IFSC Banking Units (IBUs).
- Permitting persons resident outside India to open foreign currency accounts in any freely convertible currency at IFSC Banking Units (IBUs).
- Permitting persons resident in India (having net worth not less than USD 1 Million) to open foreign currency accounts in any freely convertible currency at IFSC Banking Units (IBUs) to undertake any permissible current account or capital account transaction or any combination thereof under the Liberalised Remittance Scheme (LRS) of the Reserve Bank of India.
- Laying down the permissible activities of IBUs including credit enhancement, credit insurance, and sale and purchase of portfolios, engaging in factoring and forfaiting of export receivables and undertaking equipment leasing, including aircraft leasing.
- Permitting the IFSCA to determine business that a Banking Unit may be permitted to conduct in INR with persons resident in India and persons resident outside India, subject to settlement of the financial transaction in relation to such business in freely convertible foreign currency.

International Financial Services Centre Authority (Listing) Regulations, 2024

The International Financial Services Centre Authority (IFSCA) is a statutory body constituted under the International Financial Services Centre Authority Act, 2019 (“**IFSCA Act**”) to promote and regulate financial products, services and institutions located within International Financial Services Centres (IFSCs) established under Section 18 of the Special Economic Zones Act, 2005. IFSCA has recently introduced a unified regulatory framework, the International Financial Services Centre Authority (Listing) Regulations, 2024 (“**IFSCA Listing Regulations**”), designed to facilitate listing of securities on stock exchanges in GIFT City, which offers significant opportunities for Indian companies, and startups in particular, to access substantial foreign capital.

The IFSCA Listing Regulations apply to various types of issuances within an IFSC, including: (a) initial public offerings of specified securities by unlisted entities; (b) follow-on public offerings of specified securities by listed entities; (c) initial public offerings of specified securities by Special Purpose Acquisition Companies; (d) rights issues, preferential issues or qualified institutional placements of specified securities by listed entities; (e) issuance and listing of depository receipts by entities; (f) issuance and listing of debt securities by entities; (g) secondary listings of securities by entities; and (h) listing of commercial paper, certificates of deposit or other financial products as authorised by IFSCA.

Downstream investment by banks

In accordance with rule 23 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, downstream investments made by a banking company, as defined in section 5(c) of the Banking Regulation Act, incorporated in India, which is owned or controlled by non-residents/non-resident entity, under corporate debt restructuring, or other loan restructuring mechanism, or in trading books, or for acquisition of shares due to defaults in loans, shall not count towards indirect foreign investment. However, their ‘strategic downstream investment’ shall count towards indirect foreign investment. For this purpose, ‘strategic downstream investments’ would mean investment by such banking companies in their subsidiaries, joint ventures and associates.

International operations of the Bank’s IFSC Banking Unit are governed by the regulations of the International Financial Services Centres Authority and, to the extent applicable, the regulations of the Reserve Bank of India. The IFSC Banking Unit may offer only those products and undertake only those activities that are permitted under the applicable IFSCA regulations and RBI guidelines from time to time.

Regulations and Guidelines of the Securities and Exchange Board of India

SEBI was established to safeguard interests of public investors in securities and to promote development of, and regulate, the Indian securities market. SEBI regulates listed companies under powers conferred by the Securities and Exchange Board of India Act, 1992, as amended, and in exercise of those powers frames regulations for listed entities aimed at maintaining high standards of investor protection and corporate governance.

The Issuer and its subsidiaries are subject to Securities and Exchange Board of India regulations governing public capital issuances and private placements, as well as underwriting, custodian, depositary participant, investment advisory, private equity, broking, asset management, banker to the issue and debenture trusteeship activities. Those regulations require the Bank to register with Securities and Exchange Board of India for each such activity, function and responsibility, and the Bank and its subsidiaries must comply with codes of conduct applicable to these activities.

Income Tax Benefits

As a banking company, the Bank is entitled to certain tax benefits under the Indian Income Tax Act. Banks are allowed a deduction of up to 20% of profits derived from the eligible business of providing long-term finance (defined as loans and advances extended for a period of not less than five years) computed in the manner specified under the Indian Income Tax Act and carried to a special reserve account.

The IFSC Banking Unit is also entitled to claim 100% tax holiday under Section 147 of the Income-tax Act, 2025 in respect of eligible income arising from business carried on in GIFT city, subject to applicable conditions. This benefit provides for a tax deduction in respect of qualifying income for a period of 20 years from the year of receiving relevant approval and reduces overall tax liability attributable to the IFSC Banking Unit, provided relevant statutory and regulatory requirements continue to be satisfied.

The Reserve Bank of India (Commercial Banks - Undertaking of Financial Services) Directions, 2025 dated 28 November 2025 (“**Financial Services Directions**”), require banks to comply with certain restrictions while undertaking financial services including in relation to risk mitigation measures, limits on investment that can be made by banks in companies undertaking financial services. The directions also provide for specific regulations for certain financial services such as, among others, setting up of an infrastructure debt fund, underwriting activities, mutual fund business and insurance business. Under the Financial Services Directions, equity investment by a bank in any entity, including its group entity, individually, shall not exceed 10% of the bank’s paid-up share capital and reserves as per last audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower.

Companies Act

Companies in India, including banks, in addition to sector-specific statutes and regulations and guidelines prescribed by sectoral regulators, were required to comply with relevant provisions of the Companies Act 1956. In 2013, the Indian Parliament enacted the new Companies Act, including, among other things, provisions to make independent directors more accountable, improve corporate governance practices and make corporate social responsibility mandatory for companies above a certain size and require them to spend a minimum of 2.0% of average net profits of the preceding three years for corporate social responsibility initiatives.

Competition Act

The Competition Act 2002 established the Competition Commission of India with the objective of promoting competition, preventing unfair trade practices and protecting interest of consumers. The Competition Act, 2002 prohibits anti-competitive agreements and abuse of market dominance, and requires approval of the Competition Commission for mergers and acquisitions involving companies above a certain size.

TAXATION

The information provided below does not purport to be a comprehensive description of all Indian and other non-Indian tax considerations which may be relevant to a decision to purchase the Notes. In particular, the information does not consider any specific facts or circumstances that may apply to a particular purchaser. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements in this Offering Circular do not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special and different rules.

Prospective purchasers of the Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposition of the Notes, including the effect of any state or local taxes, under the tax laws applicable in India and each country of which they are residents. Additionally, in view of the number of different jurisdictions where local laws may apply, this Offering Circular does not discuss the local tax consequences applicable to a potential investor arising from the acquisition, holding or disposal of the Notes. Prospective investors must, therefore, inform themselves as to any tax, exchange control legislation or other laws, and regulations in force relating to the subscription, holding or disposal of the Notes at their place of residence, and in the countries of which they are citizens, or the countries of purchase, holding or disposition of the Notes.

Indian Taxation

The Income-tax Act, 1961 has been replaced by the Income-tax Act, 2025 (“**IT Act**”), which has come into effect from 1 April 2026. The tax implications set out below are based on the provisions of the IT Act. The following is a summary of the existing principal Indian tax consequences for investors who are not resident (“**Non-resident Investors**”) in India and are subscribing to the Notes issued by the Issuer from its Head Office or its GIFT City International Banking Unit in India. The summary is based on Indian taxation law and practice in force as at the date of this Offering Circular and is subject to change, possibly with retrospective effect. The summary does not constitute legal or tax advice and is not intended to represent a complete analysis of the tax consequences under Indian law of the acquisition, ownership or disposal of the Notes. Prospective investors should, therefore, consult their own tax advisers regarding the Indian tax consequences, as well as the tax consequences under any applicable taxing jurisdiction, of acquiring, owning and disposing of the Notes.

Taxation of Interest

Interest on foreign currency denominated Notes will not be subject to taxes in India if the proceeds of the issuance of such Notes are used for the purposes of (i) business carried on by the Issuer outside India; or (ii) for the purposes of making or earning income from any other source outside India. If the proceeds are utilised for the purposes of the business of the Issuer in India Non-resident Investors are liable to pay income tax on the interest paid at the rate of 20% (plus applicable surcharge and cess) under Section 207 of the IT Act, provided the debt is raised in foreign currency. Further as per the provisions of section 207 read with section 393 of the IT Act, the rate of tax for interest paid or payable on Notes, being long term bonds or rupee denominated bonds which are issued after 1 July 2023 and listed exclusively on a recognised stock exchange located in the IFSC is 9% (plus applicable surcharge and cess), subject to satisfaction of prescribed conditions. Further, as per Schedule VI (Table Sl. No. 12) of the IT Act, any interest income received by a Non-resident Investor from a unit set up in IFSC shall be exempt from tax in India. The rate of tax will stand reduced under the beneficial provisions of any applicable tax treaty read with Multilateral Instrument (“**MLI**”), subject to the Non-resident Investor being eligible to claim the tax treaty benefits, which includes holding a valid Tax Residency Certificate (“**TRC**”) and providing other documents and details as may be prescribed.

A Non-resident Investor is obliged to pay such income tax on an amount equal to, or would be entitled to a refund of, as the case may be, any difference between amounts withheld in respect of interest paid on the foreign currency denominated Notes and its ultimate Indian tax liability for such interest, subject to the

conditions of the IT Act. The Non-resident Investors shall be obliged to provide all necessary information and documents as may be required by the Issuer and/or the tax authorities in India.

Withholding of Taxes

There is no requirement to withhold tax under Indian law on interest payments that are made on the Notes issued by any offshore branch, if the proceeds of Notes are utilised outside India. Similarly, there is no requirement to withhold tax under the IT Act on interest income received by a Non-resident Investor from a unit set up in IFSC. Where the proceeds raised are utilised in India, including if the Notes are issued from the Bank's Head Office itself for utilisation in India, there may be a requirement to withhold tax up to 20% (plus applicable surcharge and cess) on interest payments made on the foreign currency denominated Notes. However, as per Section 393 of the IT Act, interest payable on the Notes issued by the Issuer will be subject to withholding tax at the rate of 9% (plus applicable surcharge and cess) subject to fulfilment of the relevant conditions prescribed as discussed in the section titled "Taxation of Interest" – above. These rates are subject to any lower rate of tax provided by an applicable tax treaty read with MLI.

In respect of all the Notes (other than the Notes, if any, issued in accordance with Section 393(2) (Table Sr.no 4) of the IT Act) issued to non-residents, non-resident investors are required to provide their permanent account number to the payer, failing which, tax will be deducted at a higher rate. However, where such non-resident investors do not have a permanent account number, provisions of Section 397 of the IT Act should not apply, provided such non-resident investors furnish documentation including a TRC, a tax identification number and other details including their name, address, email details and contact number in respect of the instruments set out in Section 397 of the IT Act and Rule 217 of the Income-tax Rules, 2026, as amended.

The non-resident Noteholders may be required to provide necessary details and documents such as the TRC, Form 41, No PE Certificate etc. for claiming the tax treaty benefits.

Pursuant to the terms and conditions of the Notes, all payments of, or in respect of, principal and interest on the Notes, will be made free and clear of and without withholding or deduction on account of any present or future taxes within India unless it is required by law, in which case pursuant to Condition 7, the Issuer will pay an additional amount as may be necessary in order that the net amount received by the Noteholders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of the withholding or the deduction, subject to certain exceptions.

Taxation of gains arising on disposal of Notes

Given below is a summary of taxation of capital gains arising upon disposal of Notes.

Any gains arising to a Non-resident Investor from disposal of the Notes held (or deemed to be held) as a capital asset will generally be chargeable to income tax in India if the Notes are regarded as property situated in India. A Non-resident Investor generally will not be chargeable to income tax in India from disposal of the Notes held as a capital asset provided that the Notes are regarded as being situated outside India. The issue as to where the Notes should properly be regarded as being situated is not free from doubt. The ultimate decision, however, will depend on the view taken by Indian tax authorities on the position with respect to the situs of the rights being offered in respect of the Notes. There is a possibility that the Indian tax authorities may treat the Notes as being situated in India as the Issuer is incorporated in and a resident in India.

If the Notes are regarded as situated in India by the Indian tax authorities, upon disposition of a Note:

- there is no tax on capital gains arising on a transfer of a Note, if the Note is transferred by a non-resident investor on a recognised stock exchange located in the IFSC and where the consideration for such transaction is paid or payable in foreign currency;
- when the conditions stated in clause (a) above are not met, a non-resident investor who has held the Notes as a capital asset for more than 24 months prior to the date of their disposal (or, in the case of Notes listed on a recognised stock exchange located in an IFSC, more than 12 months) would be liable to pay capital gains tax at the rate of 12.5% (plus applicable surcharge and cess) of the capital gains subject to and in accordance with the provisions of the IT Act. These rates are subject to any benefit provided for by an applicable tax treaty read with MLI, if and to the extent applicable;

- when the conditions stated in clause (a) above are not met, a non-resident investor who has held the Notes as a capital asset for 24 months or less (or, in the case of Notes listed on a recognised stock exchange located in an IFSC, 12 months or less) would be liable to pay capital gains tax at a rate of 35% (plus applicable surcharge and cess) in the case of foreign companies and at rates up to 30% (plus applicable surcharge and cess) for other types of investors on capital gains earned by them from the sale of such capital assets. Further, if the investor is a FII, the rate of tax is 30% (plus applicable surcharge and cess). These rates are subject to any benefit provided for by an applicable tax treaty read with MLI, if and to the extent applicable;
- if unlisted USD denominated Notes are regarded as unlisted bonds or unlisted debentures, and are transferred, redeemed or mature on or after 23 July 2024, they would be considered as short term capital assets irrespective of the period for which they were held and would be subject to capital gains tax at rates ranging up to 35% (plus applicable surcharge and cess). These rates are subject to any beneficial provisions provided for in the relevant tax treaty read with MLI, if and to the extent applicable;
- capital gains arising on transfer of the Notes which is chargeable to tax under the IT Act is subject to withholding tax obligation at the prevailing tax rate under the provisions of the IT Act, subject to any tax treaty benefit, read with MLI, if and to the extent applicable. In case of FIIs, the IT Act explicitly provides for non-deduction of tax on such capital gains tax.

Further, taxation of capital gains would also depend upon the provisions/benefits available under the relevant tax treaty, subject to fulfilment of the conditions prescribed under the relevant tax treaty as well as the IT Act; and

- any surplus realised by a Non-resident Investor from a disposition of the Notes held as stock-in-trade would be subject to income tax in India to the extent, if any, that the surplus is attributable to a “business connection in India” or, where a tax treaty applies, to a “permanent establishment” of the Non-resident Investor in India. A Non-resident Investor would be liable to pay Indian tax on the profits which are so attributable to such “business connection” or “permanent establishment” at a rate of tax ranging up to 35% (plus applicable surcharge, health and education cess), depending on the legal status of the Non-resident Investor and their taxable income in India, subject to any benefit provided for by a tax treaty read with MLI, if and to the extent applicable.

If applicable, under the tax law, tax shall be withheld by the person making any payment to a Non-resident Investor at rates specified above. Tax payable shall be computed as set out in the IT Act.

For the purpose of tax withholding, the Non-resident Investor shall be obliged to provide the prescribed information or documents and fulfil any conditions set out in the applicable tax treaty, including a tax residency certificate (issued by the tax authorities of the country in which the investor is resident), Form 41, No PE Certificate etc, to claim tax treaty benefits.

In absence of a Permanent Account Number (“PAN”), the Non-resident Investors may alternatively provide documentation including a TRC, a tax identification number and other details including their name, address, email and contact number, pursuant to Rule 217 of Income-tax Rules, 2026. Potential investors should, in any event, consult their own tax advisers on the tax consequences of transfer of the Notes.

Compliance to be undertaken by the Non-resident Investors

As per the provisions of the IT Act, any person who is earning income in India is required to furnish an annual tax return declaring the total income earned and taxes paid in India, for the purpose of which such person shall be required to obtain a PAN in India.

However, as per the provisions of section 207 of the IT Act, in case of a Non-resident Investor earning income only in the nature of interest income referred to above and where applicable taxes i.e., 20% or 9% (plus applicable surcharge and cess) have been withheld on such income (i.e., as per the IT Act and without considering any beneficial rate under the applicable tax treaty read with MLI), an exemption has been provided from the requirement of furnishing of such annual return.

Taxation of deemed Income

As a measure to prevent laundering of unaccounted income, the IT Act provides that any person receiving certain specified assets (including the Notes) at a price less than their fair market value, may be subject to income tax in India on the benefit accruing to him as per Section 92(2)(m) of the IT Act. Tax shall be payable at the rates applicable for the regular income. However, it may be noted that this provision would not be applicable if the asset is received from a relative or under a will or by way of inheritance or any other specific instances provided under the Section 92(3) of the IT Act.

In case a non-resident receives Notes as per the above mechanism, the taxability of the same shall also be subject to the provisions of the applicable tax treaty, assuming the non-resident is entitled to claim benefits of the tax treaty.

Anti-avoidance provisions

Under the IT Act there are both specific as well as generic anti-avoidance provisions relating to tax like transfer pricing provisions and General Anti-Avoidance Rules (“GAAR”).

Under the transfer pricing provisions, any income arising from an international transaction between two related parties have to be computed having regard to the arm’s length price (“ALP”). If the Notes are transferred by a non-resident investor to another investor and such investors are related parties in accordance with the provisions of the IT Act, then the transactions would have to be at ALP and necessary compliances are required to be undertaken by the investors.

GAAR provisions have been effective from fiscal year 2017-2018. Under the GAAR, an arrangement whose main purpose is to obtain tax benefits, may be declared as an “impermissible avoidance arrangement”. According to Section 179 of the IT Act “impermissible avoidance arrangement” means an arrangement of which the main purpose is to obtain a tax benefit, and which, inter alia, creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length. Further, an arrangement is presumed, unless proved to the contrary by the taxpayer, to have been entered into, for the main purpose of obtaining a tax benefit, if the main purpose of a step in, or a part of, the arrangement is to obtain a tax benefit, irrespective of the fact that the main purpose of the whole arrangement is not to obtain a tax benefit.

If GAAR provisions are invoked, it could result in significant implications for the parties to the transaction including inter alia, disregarding, combining or re-characterisation of any step in or part or whole of the impermissible avoidance arrangement, denial of any tax benefit claimed by the taxpayer, or denial of benefit claimed by the non-resident under a tax treaty.

Taxation of persons ordinarily resident in India

Any income received in respect of the Notes by a person ordinarily resident in India under the provisions of the IT Act, may generally be subject to tax in India according to the personal or corporate rate of tax, as applicable.

Estate Duty

No estate duty is payable at present in relation to the Notes in India. There are no inheritance taxes or succession duties currently imposed in respect of the Notes held outside India.

Gift Tax

No gift tax is payable at present in relation to the Notes held outside India.

Stamp Duty

A transfer of the Notes or execution of Programme Agreement, Trust Deed or Agency Agreement or any other document in relation to the Notes, as the case may be, outside India will not give rise to any Indian stamp duty liability unless the Notes or such agreement(s) or document(s), as the case may be, are brought into India. In the event that the Notes or such agreement(s) or document(s), as the case may be, are brought into India for enforcement or for any other purpose, the same will attract stamp duty as payable in the relevant state. This stamp duty will have to be paid within a period of three months from the date the Notes or such agreement(s) or document(s), as the case may be, are first received in India.

Foreign Account Tax Compliance Act (“FATCA”)

Pursuant to certain provisions of the Code, commonly known as FATCA, withholding may be required on, among other things, (i) certain payments made by “foreign financial institutions” (“**foreign passthru payments**”) and, (ii) dividend equivalent payments (as described below in “*U.S. Dividend Equivalent Withholding*”), in each case, to persons that fail to meet certain certification, reporting, or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions.

Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to foreign passthru payments, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to foreign passthru payments, proposed regulations have been issued that provide that such withholding would not apply prior to the date that is two years after the date on which final regulations defining “foreign passthru payments” are published in the U.S. Federal Register. In the preamble to the proposed regulations, the U.S. Treasury Department indicated that taxpayers may rely on these proposed regulations until the issuance of final regulations. Additionally, Notes that are characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are filed in the U.S. Federal Register generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. For Notes that are subject to FATCA solely because they are treated as giving rise to dividend equivalent payments, withholding is not required until six months after the date on which instruments such as the Notes are first treated as giving rise to dividend equivalent payments, unless the Notes are materially modified after such date, or the Notes are treated as equity for U.S. federal income tax purposes. If additional notes (as described under “*Terms and Conditions of the Notes – Further Issues*”) that are not distinguishable from such previously issued grandfathered Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Holders should consult their own tax advisers regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

U.S. Dividend Equivalent Withholding

Section 871(m) of the Code treats a “dividend equivalent” payment as a dividend from sources within the United States. Under Section 871(m), such payments generally would be subject to a 30 per cent. U.S. withholding tax that may be reduced by an applicable tax treaty, eligible for credit against other U.S. tax liabilities or refunded, provided that the beneficial owner timely claims a credit or refund from the U.S. Internal Revenue Service (the “**IRS**”). A “**dividend equivalent**” payment is (i) a substitute dividend payment made pursuant to a securities lending or a sale-repurchase transaction that (directly or indirectly) is contingent upon, or determined by reference to, the payment of a dividend from sources within the United States, (ii) a payment made pursuant to a “specified notional principal contract” that (directly or indirectly) is contingent upon, or determined by reference to, the payment of a dividend from sources within the United States, and (iii) any other payment determined by the IRS to be substantially similar to a payment described in (i) and (ii). U.S. Treasury regulations issued under Section 871(m) and applicable guidance (the “**Section 871(m) Regulations**”) require withholding on certain non-U.S. holders of the Notes with respect to amounts treated as dividend equivalent payments. Under the Section 871(m) Regulations, only a Note that has an expected economic return sufficiently similar to that of the underlying U.S. security, as determined on the Note’s issue date based on tests set forth in the Section 871(m) Regulations, will be subject to the Section 871(m) withholding regime (making such Note a Specified Note). The Section 871(m) Regulations provide certain exceptions to this withholding requirement, in particular for instruments linked to certain broad-based indices.

Withholding in respect of dividend equivalents will generally be required when cash payments are made on a Specified Note to a holder, upon the date of maturity, lapse or other disposition by the holder of the

Specified Note. If the underlying U.S. security or securities are expected to pay dividends during the term of the Specified Note, withholding generally will still be required even if the Specified Note does not provide for payments explicitly linked to such dividends. Additionally, the Issuer may withhold the full 30 per cent. tax on any payment on the Notes in respect of any dividend equivalent arising with respect to such Notes regardless of any exemption from, or reduction in, such withholding otherwise available under applicable law (including, for the avoidance of doubt, where a non-U.S. holder is eligible for a reduced tax rate under an applicable tax treaty with the United States). A holder may be able to claim a refund of any excess withholding provided the required information is timely furnished to the IRS. Refund claims are subject to U.S. tax law requirements and there can be no assurance that a particular refund claim will be timely paid or paid at all. While a payment with respect to a Note could be subject to U.S. withholding tax under both FATCA (as discussed above) and as a result of being treated as a dividend equivalent payment, the maximum rate of U.S. withholding tax on such payment would not exceed 30 per cent. If the Issuer or any withholding agent determines that withholding under Section 871(m) is required, neither the Issuer nor any withholding agent will be required to pay any additional amounts with respect to amounts so withheld.

The Section 871(m) Regulations will generally apply to Specified Notes issued on or after 1 January 2017. If the terms of a Note are subject to a “significant modification” (as defined for U.S. tax purposes), the Note generally would be treated as retired and reissued on the date of such modification for purposes of determining, based on economic conditions in effect at that time, whether such Note is a Specified Note. Similarly, if additional Notes of the same series are issued (or deemed issued for U.S. tax purposes, such as certain sales of Notes out of inventory) after the original issue date, the IRS could treat the issue date for determining whether the existing Notes are Specified Notes as the date of such subsequent sale or issuance. Consequently, a previously grandfathered Note, or otherwise out-of-scope Note, might become a Specified Note following such modification or further issuance.

In addition, payments on the Specified Notes may be calculated by reference to dividends on underlying U.S. securities that are reinvested at a rate of 70 per cent. In such case, in calculating the relevant payment amount, the holder will be deemed to receive, and the Issuer will be deemed to withhold, 30 per cent. of any dividend equivalent payments (as defined in Section 871(m) of the Code) in respect of the relevant U.S. securities. The Issuer will not pay any additional amounts to the holder on account of the Section 871(m) amount deemed withheld.

The applicable Pricing Supplement will indicate whether the Issuer has determined that Notes are Specified Notes and will specify contact details for obtaining additional information regarding the application of Section 871(m) to Notes. If Notes are Specified Notes, a holder of such Notes should expect to be subject to withholding in respect of any dividend-paying U.S. securities underlying those Notes. The Issuer’s determination is binding on holders of Notes, but it is not binding on the IRS. The Section 871(m) Regulations require complex calculations to be made with respect to Notes linked to U.S. securities and their application to a specific issue of Notes may be uncertain. Prospective investors should consult their tax advisers regarding the potential application of Section 871(m) to the Notes.

SUBSCRIPTION AND SALE

The Dealer has, in a programme agreement dated 4 September 2026 (such programme agreement as amended and/or supplemented and/or restated from time to time, the “**Programme Agreement**”) agreed with the Issuer a basis upon which it may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under “*Form of the Notes*” and “*Terms and Conditions of the Notes*”. In the Programme Agreement, the Issuer has agreed to reimburse the Dealer for certain of its expenses in connection with the establishment and update of the Programme and the issue of Notes under the Programme and to indemnify the Dealer against certain liabilities incurred by it in connection therewith. The Programme Agreement entitles the Dealer to terminate any agreement that it makes to subscribe for Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for the relevant CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the Dealers accordingly.

CMIs are informed that, unless otherwise notified, the marketing and investor targeting strategy for the relevant CMI Offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language or any UK MiFIR product governance language set out elsewhere in this Offering Circular and/or the applicable Pricing Supplement.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Notes. CMIs are informed that a private bank rebate may be payable as in this Offering Circular and in the applicable Pricing Supplement, or otherwise notified to prospective investors.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Dealers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the Notes, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on

such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require relevant affiliated Dealer(s) (if any) to categorise it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information, in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- the name of each underlying investor;
- a unique identification number for each investor;
- whether an underlying investor has any “Associations” (as used in the SFC Code);
- whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- whether any underlying investor order is a duplicate order;
- Underlying investor information in relation to omnibus order should be sent to the Dealers named in the relevant Pricing Supplement.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in the relevant CMI Offering. The Dealers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Dealer with such evidence within the timeline requested.

United States of America

- (a) In respect of Notes offered or sold in reliance on Category 1 as specified in the applicable Pricing Supplement, the Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States except in certain transactions exempt from or not subject to the registration requirements of the Securities Act. In connection with any Notes which are offered or sold outside the United States in reliance on an exemption from the registration requirements of the Securities Act provided under Regulation S, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered or sold, and will not offer or sell, any Notes constituting part of its allotment except in accordance with Rule 903 of Regulation S under the Securities Act or pursuant to another exemption from the registration requirements of the Securities Act. In respect of Notes offered or sold in reliance on Category 2 as specified in the applicable Pricing Supplement, the Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from or not subject to the

registration requirements of the Securities Act. Subject to paragraphs (g) to (i) below, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered, sold and delivered any Notes, and will not offer, sell and deliver any Notes (i) as part of its distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of all Notes of the Tranche of which such Notes are a part, as determined and certified as provided below, within the United States or to, or for the account or benefit of, U.S. persons, except in accordance with Regulation S of the Securities Act. Each Dealer who has purchased Notes of a Tranche hereunder (or in the case of a sale of a Tranche of Notes issued to or through more than one Dealer, each of such Dealers as to the Notes of such Tranche purchased by or through it or, in the case of a syndicated issue, the relevant Lead Manager) shall determine and certify to the Principal Paying Agent the completion of the distribution of the Notes of such Tranche. On the basis of such notification or notifications, the Principal Paying Agent has agreed to notify such Dealer/Lead Manager of the end of the distribution compliance period with respect to such Tranche. Each Dealer has agreed, and each further Dealer appointed under the Programme will be required to agree that, at or prior to confirmation of sale of Notes, it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it during the distribution compliance period a confirmation or notice to substantially the following effect:

“The Securities covered hereby have not been registered under the U.S. Securities Act of 1933, as amended (the Securities Act) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of the Securities as determined and certified by the relevant Dealer, in the case of a non-syndicated issue, or the relevant Lead Manager, in the case of a syndicated issue, and except in either case in accordance with Regulation S under the Securities Act. Terms used above have the meanings given to them by Regulation S.”

Terms used in this subclause (a) have the meanings given to them by Regulation S.

- (b) Each Dealer has further represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it, its affiliates or any persons acting on its or their behalf have not engaged and will not engage in any directed selling efforts with respect to any Note, and it and they have complied and will comply with the offering restrictions requirement of Regulation S.
- (c) The Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and Treasury regulations promulgated thereunder.
- (d) In respect of Bearer Notes where TEFRA D is specified in the applicable Pricing Supplement, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that:
 - (e) except to the extent permitted under U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010) (the D Rules), (i) it has not offered or sold, and during the restricted period it will not offer or sell, Bearer Notes to a person who is within the United States

- or its possessions or to a United States person, and (ii) it has not delivered and it will not deliver within the United States or its possessions definitive Bearer Notes that are sold during the restricted period;
- (f) it has and agrees that throughout the restricted period it will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling definitive Bearer Notes are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by the D Rules;
 - (g) if it is a United States person, it is acquiring definitive Bearer Notes for purposes of resale in connection with their original issuance and if it retains Notes definitive Bearer Notes for its own account, it will only do so in accordance with the requirements of U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D)(6) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010);
 - (h) with respect to each affiliate that acquires definitive Bearer Notes from a Dealer for the purpose of offering or selling such Notes during the restricted period, such Dealer repeats and confirms the representations and agreements contained in subparagraphs (d)(i), (d)(ii), (d)(iii) on such affiliate's behalf;
 - (i) it will obtain from any distributor (within the meaning of U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D)(4)(ii) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010)) that purchases any definitive Bearer Notes from it pursuant to a written contract with such Dealer (except a distributor that is one of its affiliates or is another Dealer), for the benefit of the Issuer and each other Dealer, the representations contained in, and such distributor's agreement to comply with, the provisions of subparagraphs (d)(i), (d)(ii), (d)(iii) and (d)(iv) insofar as they relate to the D rules, as if such distributor were a Dealer hereunder.
- (e) In respect of Bearer Notes where TEFRA C is specified in the applicable Pricing Supplement, such Bearer Notes must be issued and delivered outside the United States and its possessions in connection with their original issuance. Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered, sold or delivered, and will not offer, sell or deliver, directly or indirectly, such Bearer Notes within the United States or its possessions in connection with their original issuance. Further, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree in connection with the original issuance of such Bearer Notes that it has not communicated, and will not communicate, directly or indirectly, with a prospective purchaser if such purchaser is within the United States or its possessions and will not otherwise involve its U.S. office in the offer or sale of such Bearer Notes.
- (f) Terms used in subparagraphs (d) and (e) have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder, including U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(C) (or any substantially identical successor United States Treasury regulation section, including without limitation, substantially identical successor regulations issued in accordance with Internal Revenue Service Notice 2012-20 or otherwise in connection with the United States Hiring Incentives to Restore Employment Act of 2010).

- (g) the Registered Notes will be offered in the United States only by approaching prospective purchasers on an individual basis. No general solicitation or general advertising within the meaning of Rule 502(c) under the Securities Act will be used in connection with the offering of the Registered Notes in the United States; and
- (h) Each issue of Index Linked Notes or Dual Currency Notes shall be subject to such additional U.S. selling restrictions as the Issuer and the relevant Dealer may agree as a term of the issue and purchase of such Notes, which additional selling restrictions shall be set out in the applicable Pricing Supplement. The relevant Dealer will be required to represent and agree that it shall offer, sell and deliver such Notes only in compliance with such additional U.S. selling restrictions.

Prohibition of Sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”);
 - (i) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (ii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”); and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, in relation to each Member State of the European Economic Area, each Dealer has represented and agreed that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Notes to the public in that Member State:

- (A) if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (B) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

- (C) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (D) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (B) to (D) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.

United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is either one (or both) of the following:
 - (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
 - (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and
- (b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (i) at any time to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs;
- (ii) at any time to fewer than 150 persons (other than qualified investors as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (iii) at any time in any other circumstances falling within Part 1 of Schedule 1 to the POATRs,

For the purposes of this provision, the expression “**an offer of Notes to the public**” in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes and the expression “**POATRs**” means the Public Offers and Admissions to Trading Regulations 2024.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

The Netherlands

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that any Notes will be offered in the Netherlands only to Qualified Investors (gekwalficeerde beleggers, as defined in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*)).

Zero Coupon Notes in definitive form may only be transferred and accepted, directly or indirectly, within, from or into the Netherlands through the mediation of the Issuer or a member firm of Euronext Amsterdam N.V., admitted in a function on one or more markets or systems held or operated by Euronext Amsterdam N.V., in accordance with the Dutch Savings Certificates Act (*Wet inzake spaarbewijzen*) of 21 May 1985 (as amended) and its implementing regulations. No such mediation is required: (a) in respect of the transfer and acceptance of rights representing an interest in a Global Note; (b) in respect of the transfer and acceptance of Zero Coupon Notes in definitive form between individuals who do not act in the conduct of a business or profession; (c) in respect of the initial issue of Zero Coupon Notes in definitive form to the first holders thereof; or (d) in respect of the transfer and acceptance of such Zero Coupon Notes within, from or into the Netherlands if all Zero Coupon Notes (either in definitive form or as rights representing an interest in a Zero Coupon Note in global form) of any particular Series or Tranche are issued outside the Netherlands and are not distributed into the Netherlands in the course of initial distribution or immediately thereafter. In the event that the Savings Certificates Act applies, certain identification requirements in relation to the issue and transfer of, and payments on, Zero Coupon Notes have to be complied with. As used herein, “**Zero Coupon Notes**” are Notes that are in bearer form and that constitute a claim for a fixed sum against the Issuer and on which interest does not become due during their tenor or on which no interest is due whatsoever.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “Financial Instruments and Exchange Act”). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

India

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

- (a) the Offering Circular has not been and will not be registered, produced, published or made available as an offer document (whether as a prospectus or statement in lieu of a prospectus in respect of a public offer or an information memorandum or placement memorandum or private placement offer letter or other offering material in respect of a private placement or general information document or key information document in respect of any public offer or private placement under the Companies Act, 2013, as amended from time to time, and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, or any regulations issued by SEBI, or any other applicable Indian laws) with any Registrar of Companies, SEBI, the RBI, the IFSCA, or any Indian stock exchanges or any other statutory, regulatory or adjudicatory body of like nature in India, except:
 - (i) any information from any part of the Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian laws including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended from time to time, and under the listing agreements with any Indian stock exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, or the International Financial Services Centres Authority (Listing) Regulations, 2024, as amended from time to time;
 - (ii) regulations and guidelines issued by the RBI, IFSCA or SEBI as may be applicable from time to time;
 - (iii) the Offering Circular will be made available to the India INX and NSE IX for the purpose of listing the Programme and any Notes; or
 - (iv) pursuant to the directives of any statutory, regulatory or adjudicatory body in India;
- (b) the Notes have not been and will not be offered or sold in India by means of the Offering Circular or any document other than to persons permitted to acquire the Notes under Indian law, whether as principal or agent, and
- (c) neither the Offering Circular nor any other offering document or material relating to the Notes has been and nor will it be circulated or distributed, directly or indirectly, to any person or the public in India or otherwise generally distributed or circulated in India which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities in violation of applicable Indian laws for the time being in force. The Notes have not been offered or sold and will not be offered or sold in India in circumstances which would constitute an offer of securities (whether to the public or by way of private placement) within the meaning of the Companies Act or any other applicable Indian laws for the time being in force.

Each Dealer has represented and agreed that:

- (a) the Offering Circular or any other material relating to any Notes has only been circulated or distributed to prospective or actual investors meeting the criteria laid down under the ECB Regulations (including that of a 'Recognised ECB Lender', i.e., (i) being a person resident outside India; (ii) being a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) being a financial institution (as defined in the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015, as amended from time to time), or a branch of a financial institution set up in an IFSC) ("**ECB Investor Requirements**"); and
- (b) that the Notes issued by the Bank from its Head Office will not be offered, sold or transferred and have not been offered, sold or transferred as part of the primary issuance to any person who does not meet the ECB Investor Requirements. Other requirements as specified by the RBI from time to time may apply.

Eligibility of holders of the Notes

The Offering Circular has not been and will not be reviewed or approved by any registrar of companies, SEBI, the RBI, the IFSCA or any other statutory, regulatory or adjudicatory authority in India or by any Indian stock exchanges. Holders and beneficial owners of the Notes shall be responsible for compliance with restrictions on the ownership of the Notes imposed from time to time by applicable laws or by any statutory, regulatory or adjudicatory authority or otherwise. In this context, holders and beneficial owners of Notes shall be deemed to have acknowledged, represented and agreed that such holders and beneficial owners are eligible to purchase the Notes under applicable laws and regulations and are not prohibited under any applicable law or regulation from acquiring, owning or selling the Notes. Potential investors should seek independent advice and verify compliance prior to any purchase of the Notes. The ECB Investor Requirements apply in respect of the transfer of any Notes issued by the Bank from its Head Office, including the transfer of any of such Notes.

Disclosure of information relating to holders of Notes

The holders and beneficial owners of Notes shall be deemed to confirm that for so long as they hold any Notes issued by the Bank from its Head Office, they will meet the ECB Investor Requirements and comply with the ECB Regulations. Further, all Noteholders represent and agree that the Notes, issued by the Bank from its Head Office, will not be offered or sold on the secondary market to any person who does not meet the ECB Investor Requirements or who do not comply with ECB Regulations. In relation to any issuance of Notes, the holder and beneficial owners represent and agree that they will provide all information and details about themselves to the Issuer, to enable the Issuer to provide such information to the RBI or any other statutory, regulatory or adjudicatory authority in India as and when such information is required.

The holders and beneficial owners of Notes will provide all information and details that they have or can procure about any subsequent transferee Noteholders (and shall provide all assistance in relation thereto) to the Issuer so as to enable the Issuer to obtain the details of the transferee Noteholder or any other information pertaining to such transferee Noteholders to enable the Issuer to provide such information to the RBI or any other statutory, regulatory or adjudicatory authority in India as and when such information is required.

To comply with applicable laws and regulations, the Issuer or its duly appointed agent may from time to time request Euroclear or Clearstream to provide them with details of the accountholders within Euroclear or Clearstream, as may be appropriate, that hold the Notes and the number of Notes held by each such accountholder. Euroclear or Clearstream participants which are holders of the Notes or intermediaries acting on behalf of such Noteholder would be deemed to have hereby authorised Euroclear or Clearstream, as may be appropriate, to disclose such information to the Issuer or its duly appointed agent.

In accordance with applicable provisions of ECB Regulations, only (i) a person resident outside India; (ii) a branch outside India of an entity whose lending business is regulated by the RBI; or (iii) a financial institution (as defined in the Foreign Exchange Management (International Financial Services Centre) Regulations, 2015, as amended from time to time), or a branch of a financial institution set up in an IFSC, are eligible to subscribe for the Notes issued by the Bank from its Head Office, and should be in compliance with other requirements as may be specified by the RBI from time to time in relation to external commercial borrowings by Indian entities who are not otherwise prohibited under any applicable laws or regulations from acquiring, owning or selling the Notes issued by the Bank from its Head Office.

Additional Selling Restrictions as per Reserve Bank of India (Commercial Banks - Prudential Norms on Capital Adequacy) Directions, 2025, as amended from time to time

Neither the Bank nor a related party over which the Bank exercises control or significant influence (as defined under relevant Indian Accounting Standards) shall be permitted to purchase the Notes. Additionally, the Bank should not directly or indirectly fund the purchase of the Notes. Further, the Bank shall also not grant advances against the security of the Notes issued by the Bank itself.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the Monetary Authority

of Singapore (the “**MAS**”). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “**SFA**”)) pursuant to Section 274 of the SFA, or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has not offered or sold, and will not offer or sell, in Hong Kong, by means of any document, any Notes other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “**SFO**”) and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**C(WUMPO)**”) or which do not constitute an offer to the public within the meaning of the C(WUMPO); and
- (b) it has not issued, or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

Australia

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that no prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (the “**Australian Corporations Act**”)) in relation to the Programme or any Notes has been or will be lodged with the Australian Securities and Investments Commission (“**ASIC**”) or the securities exchange operated by ASX Limited (ABN 98 008 624 691) (“**ASX Limited**”). Each Dealer has represented and agreed that it:

- (a) has not offered, and will not offer for issue or sale and has not invited, and will not invite applications, for issue, or offers to purchase, the Notes in Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, any draft, preliminary or definitive information memorandum, advertisement or other offering material relating to the Notes in Australia,

unless:

- (i) the aggregate consideration payable by each offeree or invitee is at least AUD500,000 (or its equivalent in other currencies, but disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to the investors in accordance with Part 6D.2 or Chapter 7 of the Australian Corporations Act;

- (ii) the offer does not constitute an offer to a “retail client” for the purposes of Section 761G of the Australian Corporations Act;
- (iii) such action complies with all applicable laws, regulations and directives; and
- (iv) such action does not require any document to be lodged with ASIC or ASX Limited.

United Arab Emirates (excluding the Dubai International Financial Centre)

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes to be issued under the Programme have not been and will not be offered, sold or publicly promoted or advertised by it in the UAE other than in compliance with any laws applicable in the UAE governing the issue, offering and sale of securities.

Dubai International Financial Centre

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered and will not offer the Notes to be issued under the Programme to any person in the DIFC unless such offer is:

- (a) an “Exempt Offer” in accordance with the Markets Rules (MKT) module of the Dubai Financial Services Authority (the “**DFSA**”) rulebook; and
- (b) made only to persons who meet the “Professional Client” criteria set out in Rule 2.3.3 of the Conduct of Business Module of the DFSA rulebook.

Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Offering Circular (including any amendment or supplement thereto) contains a misrepresentation, *provided that* the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for particulars of these rights or consult with a legal adviser.

General

Each Dealer has represented, warranted and undertaken and each further Dealer appointed under the Programme will be required to represent, warrant and undertake that it will (to the best of its knowledge and belief) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes this Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuer, the Trustee nor any of the other Dealers shall have any responsibility therefor.

None of the Issuer, the Trustee, the Arranger and the Dealer represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

With regard to each Tranche, the relevant Dealer will be required to comply with such other restrictions as the Issuer and the relevant Dealer shall agree and as shall be set out in the applicable Pricing Supplement.

Other Relationships

The Dealers and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Dealers may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer or its subsidiaries, jointly controlled entities or associated companies from time to time. In the ordinary course of their various business activities, the Dealers and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity of investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of the Issuer or its subsidiaries, jointly controlled entities or associated companies, including Notes issued under the Programme, may be entered into at the same time or proximate to offers and sales of Notes or at other times in the secondary market and be carried out with counterparties that are also purchasers, holders or sellers of Notes. Notes issued under the Programme may, subject to the selling restrictions described above, be purchased by or be allocated to any Dealer or an affiliate for asset management and/or proprietary purposes but not with a view to distribution.

Broker-dealer Affiliates

If a jurisdiction requires that such offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, such offering shall be deemed to be made by the underwriters or such affiliate on behalf of the Issuer (as defined in this Offering Circular) in such jurisdiction.

GENERAL INFORMATION

Authorisation

1. The establishment of the Programme and the issue of Notes under the Programme have been duly authorised by a resolution of the Board of Directors of the Issuer dated 20 April 2026.
2. Issuance of Notes by the Issuer acting through its Head Office is permitted under the ECB Regulations, provided that such Notes are issued in accordance with the ECB Regulations. Further, for the issuance of Notes by the Issuer from its Head Office, a loan registration number will be required to be obtained pursuant to the ECB Regulations. No other approval from the RBI and/or the Ministry of Finance will be required, provided that such Notes are issued in accordance with the ECB Regulations.

Currently, the issuance of Notes by the Issuer acting through its IFSC Banking Unit for borrowings in foreign currency for the purpose of funding its offices in the normal course of banking business outside India, does not require any approval from the RBI and/or the Ministry of Finance, provided that such Notes are within the limits prescribed by the RBI, and subject to directions, regulations and guidelines issued by the RBI and the Government, including the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended from time to time. The Issuer is, however, required to: (i) make the relevant filings and reportings, including in the designated returns pursuant to any direction, regulation, notification, circular or guideline of any regulatory authority including but not limited to the IFSCA, the SEBI, the RBI and the Government of India, including the Reserve Bank of India (Commercial Banks - Financial Statements: Presentation and Disclosures) Directions, 2025, as amended from time to time; (ii) comply with the requirements specified under the guidelines issued by the RBI in relation to the Notes; and (iii) report as part of the overseas liabilities and Department of Banking Supervision - Overseas (DSBO) returns with respect to the operation of the IFSC Banking Unit, as amended, modified or supplemented from time to time. Approval, if any required, for the issuance of the Notes by the Issuer acting through its Head Office will be obtained from the RBI prior to issuance of the Notes. With regard to the Bank's IFSC Banking Unit, the relevant provisions of the IFSCA (Banking) Regulations, 2024, as amended from time to time, along with other relevant statutory and regulatory guidelines and regulations issued by the IFSCA, will also be applicable to the Issuer.

Listing

3. Application will be made to the GSM of the India INX and the DSM of the NSE IX for the Notes to be admitted to trading on the India INX and NSE IX. The India INX and NSE IX have not approved or verified the contents of the listing particulars. The listing of the Notes will be in compliance with the IFSCA Listing Regulations, as amended from time to time.

Delisting of Notes

4. The Trust Deed provides that if the applicable Pricing Supplement indicates that the Notes are listed on a stock exchange (the **"relevant Stock Exchange"**), the Bank will use its best endeavours to maintain the listing on the relevant Stock Exchange of those of the Notes which are listed on the relevant Stock Exchange or, if it is unable to do so having used its best endeavours or if the Trustee considers that the maintenance of such listings is unduly onerous whether as a result of the implementation of the EU Transparency Directive (directive 2004/109/EC of the European Parliament and of the Council on the Harmonisation of Transparency Requirements in relation to information about issuers whose securities are admitted to trading on a regulated market) or otherwise, it may cease to maintain such listing provided that it shall use its best endeavours promptly to obtain and maintain a quotation or listing of such Notes on such other stock exchange or exchanges or securities market or markets on which it is then accepted in the sphere of international issues of debt securities to list securities such as the Notes as it may (with the approval of the Trustee (which approval of the Trustee may only be given if the Trustee has received confirmation from the relevant Dealer(s) in respect of such Notes that such other stock exchange or exchanges or securities market or markets is so accepted)) decide and shall also upon

obtaining a quotation or listing of such Notes issued by it on such other stock exchange or exchanges or securities market or markets enter into a trust deed supplemental to the Trust Deed to effect such consequential amendments to the Trust Deed as the Trustee may require or as shall be requisite to comply with the requirements of any such stock exchange or securities market.

Clearing Systems

5. The Notes to be issued under the Programme have been accepted for clearance through Euroclear and Clearstream. The appropriate common code and ISIN for each Tranche of Notes allocated by Euroclear and Clearstream will be specified in the applicable Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system, the appropriate information will be specified in the applicable Pricing Supplement.
6. The Issuer's legal entity identifier is **3358006F5LXCNN65HW12**.

No Significant Change

7. Save as disclosed in this Offering Circular, there has been no significant or material adverse change in the financial or trading position of the Bank since 30 June 2026.

Litigation

8. The Bank is not involved in any legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Bank is aware) which may have or have had in the 12 months preceding the date of this document a significant effect on the financial position of the Bank.

Accounts

9. M/s. G D Apte & Co., Chartered Accountants, M/s. Manubhai & Shah LLP, Chartered Accountants, M/s. Sagar & Associates, Chartered Accountants, and M/s. S. Singhal & Co., Chartered Accountants, the joint statutory central auditors of the Issuer in respect of the Fiscal 2026 Financial Statements, audited the Issuer's Fiscal 2026 Financial Statements in accordance with the standards on auditing issued by the Institute of Chartered Accountants of India and issued a joint audit opinion which was not qualified or otherwise modified. The joint statutory central auditors of the Issuer in respect of the Fiscal 2025 Financial Statements were M/s. Kirtane & Pandit LLP, Chartered Accountants, M/s. Sundaram & Srinivasan, Chartered Accountants, M/s. G D Apte & Co., Chartered Accountants, and M/s. Manubhai & Shah LLP, Chartered Accountants, each of whom audited those financial statements in accordance with the standards on auditing issued by the Institute of Chartered Accountants of India and issued a joint audit opinion which was not qualified or otherwise modified.

The Issuer's Q1 2027 Financial Results were subjected to limited review by the joint statutory central auditors of the Issuer in accordance with the Standard on Review Engagements (SRE) 2410 issued by the Institute of Chartered Accountants of India. The limited review report on the Q1 2027 Financial Results was unmodified. The financial results have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25 – Interim Financial Reporting issued by the Institute of Chartered Accountants of India, the relevant provisions of the Banking Regulation Act, 1949, the circulars, guidelines and directions issued by the RBI from time to time and other accounting principles generally accepted in India, and are in compliance with the presentation and disclosure requirements of Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI LODR Regulations including relevant circulars issued by the SEBI from time to time.

10. The Trust Deed provides that the Trustee may rely on certificates or reports from the Auditors (as defined in the Trust Deed) or any other person in accordance with the provisions of the Trust Deed as sufficient evidence of the facts stated therein whether or not called for by or addressed to the Trustee and whether or not any such certificate or report or engagement letter or other document entered into by the Trustee and the Auditors or such other person in connection therewith contains a monetary or other limit on the

liability of the Auditors or such other person. However, the Trustee will have no recourse to the Auditors or such other person in respect of such certificates or reports unless the Auditors or such other person have agreed to address such certificates or reports to the Trustee.

Documents Available

11. So long as Notes are capable of being issued under the Programme, copies of the following documents will, when published, be available from the corporate office of the Issuer of the Principal Paying Agent:
- (a) the audited standalone financial statements of the Bank in respect of the fiscal years ended 31 March 2025 and 2026;
 - (b) the most recently published audited standalone annual financial statements of the Bank and the most recently published or unaudited standalone interim financial results of the Bank (the Bank currently prepares unaudited standalone interim results on a quarterly basis under Indian regulatory requirements);
 - (c) the Trust Deed, the Agency Agreement and the forms of the Temporary Global Notes, the Permanent Global Notes, the Definitive Bearer Notes, the Receipts, the Coupons, the Talons, the Registered Global Notes and the Definitive Registered Notes;
 - (d) a copy of this Offering Circular; and
 - (e) any future offering circulars, prospectuses, information memoranda and supplements including Pricing Supplements (save that a Pricing Supplement relating to an unlisted Note will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the Issuer and the Paying Agent as to its holding of Notes and identity) to this Offering Circular and any other documents incorporated herein or therein by reference.

Copies of the Trust Deed and the Agency Agreement (i) are available for inspection at all reasonable times during normal business hours (being between 9:00 a.m. (local time) and 3:00 p.m. (local time) from Monday to Friday (other than public holidays) at the specified office for the time being of the Trustee and the Principal Paying Agent or (ii) may be provided by email to any Noteholder, in each case following prior written request and proof of holding and identity to the satisfaction of the Trustee or the Principal Paying Agent. Copies of the applicable Pricing Supplement are obtainable during normal business hours at the specified office of the Trustee and the Principal Paying Agent or by email, in each case following prior written request and proof of holding and identity to the satisfaction of the Trustee or the Principal Paying Agent save that, if this Note is an unlisted Note of any Series, the applicable Pricing Supplement will only be obtainable by a Noteholder.

Conditions for determining price

12. The price and amount of Notes to be issued under the Programme will be determined by the Issuer and each relevant Dealer at the time of issue in accordance with prevailing market conditions.

Dealer transacting with the Issuer

13. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN IFRS AND INDIAN GAAP

The financial statements of the Issuer included in this Offering Circular have been prepared in accordance with the accounting policies followed by the Issuer, which conform to Indian GAAP, as applicable, to the Issuer. The following is a general summary of certain principal differences between Indian GAAP as applicable to the Issuer and IFRS. The differences identified below are limited to those significant differences that are appropriate to the Issuer's financial statements and consider the provisions of International Financial Reporting Standard (IFRS). However, they should not be construed as being exhaustive, and no attempt has been made to identify possible future differences between Indian GAAP and IFRS as a result of prescribed changes in accounting standards nor to identify future differences that may affect the Issuer's financial statements as a result of transactions or events that may occur in the future. Summary of significant differences between IFRS and Indian GAAP included in this document are based on applicable standards.

	IFRS	INDIAN GAAP
1 Contents of financial statements – general	A complete set of financial statements comprises a statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity for the period, statement of cash flows, notes comprising significant accounting policies and other explanatory information. Comparative (corresponding) figures are presented for one year.	As per the Companies Act, “financial statement” in relation to a company, includes (a) a balance sheet as at the end of the financial year; (b) a profit and loss account; (c) a cash flow statement for the financial year; (d) a statement of changes in equity, if applicable; and (e) any explanatory note annexed to, or forming part of, any document referred to above. Comparative (corresponding) figures are presented for one year. The presentation of these financial statements differs in certain respects compared to IFRS. Separate financial statements are required to be presented by all companies. The Companies Act, subject to certain relaxations, requires a company having one or more subsidiaries or associate companies to prepare a consolidated financial statement of the company and of all its subsidiaries and associate companies in the same form and manner as that of its own.
2 Contents of financial statements – disclosures	No particular format is prescribed for the statement of profit and loss and other comprehensive income. However, an analysis of expenses must be presented in one of two formats (function or nature). Certain items must be presented on the face of the income statement. Reclassification Adjustments relating to components of other	The Companies Act prescribes the balance sheet format and the prescribed format for the profit and loss account. In the case of banks, the format of the balance sheet and the profit and loss account is prescribed in Schedule 3 to the Banking Regulations Act. Further, the RBI prescribes various disclosures from time to time.

comprehensive income are required to be disclosed separately in the statement of profit and loss and other comprehensive income or in the notes. Similarly, no particular format is prescribed for the balance sheet; an entity may use a liquidity presentation of assets and liabilities, instead of a current/non-current presentation, only when a liquidity presentation provides more relevant and reliable information. Certain items must be presented on the face of the balance sheet. For some entities, such as financial institutions, a presentation of assets and liabilities in increasing or decreasing order of liquidity provides information that is reliable and more relevant than a current/non-current presentation because the entity does not supply goods or services within a clearly identifiable operating cycle. However, banks should present a statement of profit and loss which groups income and expenses by nature and discloses the amounts of principal types of income and expenses. Further, banks should present a balance sheet that groups assets and liabilities by nature and lists them in the order that reflects their relative liquidity.

- 3 Correction of errors – comparative amounts for the prior year period(s) presented in which errors have occurred

Material prior period errors are required to be corrected retrospectively (except to the extent it is impracticable to determine either the period specific effects or the cumulative effects of the error) in the first set of financial statement approved for issue after their discovery by:

- restating the comparative amounts for the prior period(s) presented in which the error occurred; or

Restatement is not required. The nature and amount of prior period items should be separately disclosed in the current year's profit and loss and the effect of the error must also be disclosed. The SEBI may, in the case of publicly listed companies, take such necessary action as it deems fit, including mandating restatement of books of accounts on the scrutiny of audit reports that qualify the accounts of a company.

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	if the error occurred before the earliest period presented, restating the opening balance of assets, liabilities and equity for the earliest prior period presented.	
4 Changes in accounting policies	Any change in accounting policy is required to be applied retrospectively requiring entities to adjust the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts disclosed for each prior period presented as if the new accounting policy had always been applied, except where impracticable to do so. Policy changes made because of the adoption of a new standard is made in accordance with that standard's transitional provisions.	The impact of and adjustments resulting from the change in accounting policies are required to be shown in the income statement for the period in which the change is made, except as specified in the transitional provisions of certain standards where the changes resulting from the adoption of such standards have to be shown by an adjustment in the opening retained earnings.
5 Statement of profit or loss and other comprehensive income	The statement of profit or loss and other comprehensive income includes all items of income and expense-including (a) components of profit or loss and (b) other comprehensive income (OCI). The statement of profit and loss and other comprehensive income shall present in addition to the profit or loss and other comprehensive income (OCI) sections (wherein the components of profit or loss and OCI are disclosed) separate sub-totals for profit or loss; total OCI and total comprehensive income for the periods presented. If a separate statement of profit or loss is presented, then the profit or loss section is not required to be presented in the statement Presenting comprehensive income. Components of other comprehensive income include the following items presented either net of income tax or before tax with one amount shown for aggregate amount of income tax relating to those items:	There is no concept of comprehensive income. Accounting standards, statute and industry practices allow for the recognition of certain adjustments directly in reserves. The RBI specifically requires gains on the sale of held-to-maturity securities and gain/ profit arising on the reclassification/ sale of an investment in a subsidiary or associate to be appropriated from the profit/loss account to the capital reserves. Also, any gain or loss on sale of equity instruments designated under AFS shall be transferred from AFS Reserve to Capital Reserve. Revaluation gains on fixed assets are directly shown as part of reserves whereas revaluation losses, if any, are charged to revenue.

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(a)	changes in revaluation surplus
(b)	remeasurements of defined benefit plans
(a)	gains and losses arising From translating the financial statements of a foreign operation
(b)	gains and losses from investments in equity instruments designated at fair value through other comprehensive income
(c)	gains and losses on financial assets classified as subsequently measured at fair value through other comprehensive income
(d)	the effective portion of gains and losses on hedging instruments in a cash flow hedge and the gains and Losses on hedging instruments that hedge investments in equity instruments measured at fair Value through other comprehensive income
(e)	for particular financial liabilities designated as at fair value through profit or loss, the amount of the change in fair value that is attributable to changes in own credit risk
(f)	Share of other comprehensive income in Associates and subsidiaries.

Further the items of Other comprehensive income shall be classified by nature and grouped into those that in accordance with other IFRSs:

(a)	Will not be reclassified subsequently to profit or loss; and

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	(b)	Will be reclassified subsequently to profit or loss when specific conditions are met	
6	Statement of changes in shareholders' equity	The statement must be presented as a primary statement. The following information is presented in the statement of changes in equity: • profit or loss and total comprehensive income for the period, showing separately for profit or loss and OCI the total amounts attributable to owners of the parent and to noncontrolling interests; • for each component of equity, the effects of retrospective application or retrospective restatement recognised in accordance with the standard on accounting policies, changes in estimates and errors; • for each component of equity, a reconciliation between the carrying amount at the beginning and at the end of the period, separately (as a minimum) disclosing changes resulting from: • profit or loss; • OCI; and • transactions with owners in their capacity as owners, showing separately contributions by and distributions to owners and changes in ownership interests in subsidiaries that do not result in a loss of control.	A statement of changes in shareholders' equity is currently not presented. However, any adjustments to the equity and reserve account must be shown in the schedules that accompany the financial statements.
7	Consolidation of subsidiaries	The consolidated financial statements include all subsidiaries and foreign/domestic branches of the parent. IFRS focuses on the concept of the power to control in determining whether a parent subsidiary relationship exists. An investor, regardless of the nature of its involvement with the	The Companies Act, subject to certain relaxations, requires a company having one or more subsidiaries or associate Companies to prepare a consolidated financial statement of the company and of all its subsidiaries and associate companies in the same form and

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	investee, is required to determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee if and only if the investor has all the following: (a) power over the investee; (b) exposure, or rights, to variable returns from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amount of the investor's return. (d) When an entity prepares separate financial statements, it shall account for investments in subsidiaries either at cost, or in accordance with IFRS 9.	manner as that of its own. The reasons for not consolidating a subsidiary should be disclosed in the consolidated financial statements. In the separate financial statements of banks, investments in such subsidiaries should be accounted for in accordance with guidelines prescribed by the RBI. As per the RBI guidelines, such investments are required to be accounted at cost less any permanent diminution in the value of such investments.
8 Consolidation of subsidiaries – uniform accounting policies	Consolidated financial statements are prepared using uniform accounting policies for all the entities in a group.	Similar to IFRS. However, if it is not practical to use uniform accounting policies; that fact should be disclosed together with the proportions of the items to which different accounting policies have been applied.
9 Consolidation of subsidiaries – reporting period	The consolidated financial statements of the parent and the subsidiary shall have the same reporting date. When the reporting period of the parent is different from that of its subsidiary, the subsidiary is required to prepare, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so. If it is impracticable to do so, then the parent consolidates the most recent financial statements of the subsidiary adjusted for the effects	The consolidated financial statements of the parent and the subsidiary are usually drawn up at the same reporting date. However, the consolidated financial statements can be drawn up using different reporting dates provided that the difference between the reporting date of the subsidiary and that of the parent is no more than six months. Adjustments are made for significant transactions that occur in the gap period.

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	of significant transactions that occur in the gap period. In any case the difference between the date of the subsidiary's financial statements shall be no more than three months.	
10 Accounting for jointly controlled entities	IFRS 11 – joint arrangements which became effective from January 2013 are required to be classified either as joint operations or subsidiaries depending upon the rights and obligations of the parties to the arrangement. A joint operator shall account for its interest in assets held jointly, liabilities incurred jointly, revenue from the sale of its share of output, its share of revenue from sale of output by the joint operation, and its expenses incurred jointly. A subsidiary shall recognise its interest in a subsidiary as an investment and shall account for that investment using the equity method in accordance with IAS 28.	Accounting for jointly controlled entities is required to be done using the proportionate consolidation method (the equity method is not permitted), except when an interest in a jointly controlled entity: • is acquired and held exclusively with a view to its subsequent disposal in the near future; and • operates under severe long term restrictions which significantly impair its ability to transfer funds to the investor.
11 Accounting for jointly controlled entities – reporting period	The consolidated financial statements of the subsidiaries are usually drawn up at the same reporting date. However, the consolidated financial statements can be drawn up using different reporting dates provided the difference between the reporting dates of the subsidiary and that of the venture is no more than three months. Adjustments are made for significant transactions that occur in the gap period.	Similar to IFRS. However, the difference between the reporting dates should not be more than six months.
12 Presentation of jointly controlled entities (subsidiaries)	In standalone financials, investments in subsidiary are accounted for at cost or in accordance with IFRS 9 or using the equity method as described in IAS 28.	In standalone financials, investment in subsidiaries is carried at cost less impairment.
13 Presentation of associate results	In standalone financials, investments in an associate entity are accounted for at cost or in accordance with IFRS 9 or using the equity method as described in	Pursuant to the Companies Act 2013, even if the investor has no subsidiary, consolidated financial statements should be prepared consolidating the associate and

	IFRS	INDIAN GAAP
	IAS 28. In consolidated financials, investments in an associate entity is accounted for using the equity method as described in IAS 28.	using the equity method of accounting. The equity method of accounting is not required in the separate/standalone financial statements of the investor.
14 Employee benefits – recognition of actuarial gains and losses	Actuarial gains or losses resulting from re-measurements of the net defined liability should be recognised in other comprehensive income and not reclassified to the profit and loss account in a subsequent period.	Actuarial gains or losses should be recognised immediately in the profit and loss account. Any difference between expected returns and actual returns would form part of actuarial gains/losses on assets and is recognised in the profit and loss account.
15 Provision for constructive obligation	IAS 37 deals with a “constructive obligation” in the context of the creation of a provision. The effect of recognising a provision on the basis of constructive obligation is that, in some cases, that provision will be required to be recognised at an early stage.	No provision is required to be made for a constructive obligation under AS 29.
16 Financial assets – classification	Financial assets are classified as subsequently measured at: • amortised cost; • fair value through other comprehensive income (“FVOCI”); • fair value through profit or loss (“FVTPL”); on the basis of the entity’s business model for managing the financial asset and the contractual cash flow characteristics of the financial asset. IFRS 9 also provides following options to classify the financial assets: • Designating an equity instrument which are neither held for trading nor are contingent consideration arising from business combination, at FVOCI. This is an irrevocable election at initial recognition. • Designating a financial asset at FVTPL. This is permitted only if doing so eliminates or	AS 13, Accounting for Investments, is not applicable to banks. The RBI has given guidelines for the classification of investments into: • held-to-maturity; • available-for-sale; • fair value through profit and loss with held-for-trading as sub category within FVTPL • on the basis of the entity’s intention and objective of managing the financial asset and the contractual cash flow characteristics of the financial asset. • Also all investments in subsidiaries and associates shall be held in a distinct category • On initial recognition, a bank may make an irrevocable election to classify an equity instrument that is not held with the objective of trading under AFS.

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	significantly reduces a measurement or recognition inconsistency (accounting mismatch).	- Loans and advances are classified on the basis of RBI guidelines.
17 Financial assets – measurement	Initially, a financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, net transaction costs that are directly attributable to the acquisition of the financial asset. Subsequently a debt instrument that is held within a business model to collect contractual cash flows and the contractual terms of which give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding must be measured at amortised cost using the effective interest method. However, if the debt instrument is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, it must be measured at FVOCI with subsequent changes in fair value to be recognised under other comprehensive income. Financial asset which is not measured at either at amortised cost or FVOCI, are measured at FVTPL with fair value changes recognised in the statement of profit and loss. On sale of debt instruments measured at FVOCI, the accumulated gain/loss recognised under other comprehensive income is recycled to the income statement and for sale of equity instruments designated at FVOCI, there is no recycling into income statement, though the movement within reserves is not precluded. Subsequent changes in the fair value of equity instrument measured at FVOCI are	Investments are measured and valued on the basis of the guidelines issued by the RBI from time to time. All investments shall be measured at fair value on initial recognition. The difference between the fair value at initial recognition and acquisition cost shall be recognised in the Profit and Loss or to be amortised as mentioned in the RBI guideline, Subsequently, investment in HTM or subsidiaries and associates are carried at cost whereas investment in AFS and FVTPL shall be fair valued. The net appreciation or depreciation shall be credited or debited to AFS Reserve or profit & loss account respectively. Any discount or premium on debt securities shall be amortised over the remaining life of the instrument.. Loans and advances are measured in accordance with the Income Recognition and Asset Classification norms of the RBI.

	IFRS	INDIAN GAAP
	recognised in other comprehensive income. The dividend from such investments is recognised in profit or loss.	
18 Discounts on the purchase of amortised cost financial instruments	Discounts on the purchase of amortised cost securities are required to be adjusted in the effective interest rate of the security and recognised over the life of the financial instruments.	Based on RBI guidelines, discount on purchase of debt securities is accreted. The same is recognised in the statement of profit and loss as interest earned.
19 Financial liabilities – classification	There are two categories of financial liability: • financial liability at fair value through the profit and loss account; and • financial liability carried at amortised cost.	There are no guidelines for the classification of financial liabilities.
20 Financial liabilities – measurement	All financial liabilities are classified as subsequently measured at amortised cost except for: • financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, are subsequently measured at fair value. • financial liabilities that arise when a transfer of financial asset does not qualify for derecognition or when continuing involvement approach applies. • financial guarantee contracts which are subsequently measured at higher of: (i) the amount of loss allowance determined in accordance with IFRS 9; and (ii) the amount initially recognised less, when appropriate the cumulative amount of income recognised in accordance with principles of IFRS 15.	Liabilities are recognised based on the legal obligation of the entity.

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- commitments to provide loans at below market interest rate, are measured at higher of: (i) the amount of loss allowance determined in accordance with IFRS 9; and (ii) the amount initially recognised less, when appropriate the cumulative amount of income recognised in accordance with principles of IFRS 15.
 - contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies. Such contingent consideration is subsequently measured at fair value with changes recognised in profit or loss.

Entity may at initial recognition irrevocably designate a financial liability measured at fair value through profit or loss if it is an embedded derivative or when doing so results in more relevant information, because either:

- it eliminates or significantly reduces a measurement or recognition inconsistency (accounting mismatch) or
- a group of financial assets or financial liabilities is managed and its performance is evaluated on fair value basis.

21 Financial assets – reclassification

When and only when there is a change in the business model for managing the financial assets, all affected financial assets are reclassified. Reclassification is applied prospectively from the reclassification date. The

As per the RBI Guidelines, banks shall not reclassify investments between categories without the prior approval of board of directors and RBI. Such reclassification should be applied prospectively from reclassification date i.e. from

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reclassification date is defined as the first day of the first reporting period following the change in business model that results in an entity reclassifying financial assets. Such changes to business models requiring reclassification of the affected financial assets are expected to be very infrequent. These are to be determined by the entity's senior management as a result of external or internal changes and should be significant to the entity's operations and demonstrable to external parties.

22 Impairment losses

Financial assets measured at amortised cost or fair value through other comprehensive income (other than equity instruments) migrate through following three stages based on the changes in credit quality since initial recognition:

- Stage 1: 12 – months expected credit loss (ECL)

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

- Stage 2: Lifetime ECL - not credit-impaired - For credit exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL is recognised.
- Stage 3: Lifetime ECL credit impaired - Financial assets are assessed as credit impaired when one or more events those having

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the 1st day of the quarter following the quarter in which RBI approval is received. Permission for reclassification shall be given in rare circumstances, where the bank can demonstrate to the satisfaction of the RBI supervisors that such reclassification is necessitated by a significant change in the way in which it proposes to manage a group of investments.

Impairment losses on loans are recognised on the basis of the RBI guidelines. The guidelines prescribe minimum losses to be provided based on the number of days past due of an asset. Losses above the minimum prescribed levels can be provided on the basis of the management estimates. General provisions for standard advances are recognised in accordance with the RBI guidelines.

a detrimental impact on the estimated future cash flows of that asset have occurred. For financial assets that have become credit impaired, a lifetime ECL is recognised.

Interest revenue is recognised at the original effective interest rate applied on the gross carrying amount for assets falling under stages 1 and 2 and on written down amount for the assets falling under stage 3. Impairment gain or loss is recognised in profit or loss. In the case of financial instruments measured at FVOCI, whilst the provision charge is recognised in profit and loss, the corresponding amount is recognised in other comprehensive income, with no reduction in the carrying amount of the asset in the balance sheet. In case of financial instruments measured at amortised cost, the impairment loss is adjusted against the gross carrying amount of financial assets.

23 Hedge accounting

IFRS 9 recognises three types of hedges, namely the fair value hedge, cash flow hedge and net investment in a foreign operation hedge. Under the fair value hedge, both the hedged item and the hedging instrument are carried at fair value through the profit and loss account unless the hedged item is an equity instrument for which an entity has elected to present changes in fair value in other comprehensive income. For cash flow hedges and net investment hedges, the effective portion of the fair value movement of the hedging instrument is recognised in Other Comprehensive Income (“OCI”). Any ineffectiveness is recognised in the profit and loss account. The

Hedge accounting for derivative contracts is similar to the IFRS principles, except for hedging foreign currency risk using forward contracts on recognised assets and liabilities which is prescribed under AS 11 (Revised). In the case of forward contracts, the premium paid on the forward contract is amortised over the contract period. Forward contracts are valued using the closing exchange rate.

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	fair value movement recorded in OCI is subsequently reclassified to the profit and loss account concurrently with the earnings recognition pattern of the hedged item.	
24 Revenue – interest	Interest income is recognised using the effective interest method.	Interest is recognised on a time proportion basis, taking into account the amount outstanding and the rate applicable. However, the interest is recognised on a receipt basis for NPAs as per RBI guidelines.
25 Revenue – financial service fees	Fees that are an integral part of the effective interest rate of the instrument, for example loan origination, arrangement fees and direct selling agents' fees, are deferred and recognised as an adjustment to the effective interest rate. However, when financial instruments are valued at fair value, with changes in fair value being recognised in profit and loss, the fees are recognised as revenue when the instrument is initially recognised. Fees earned from services provided are recognised over the period for which the services are provided. For example, fees charged for servicing a loan are recognised over the period of the loan. Fees that are earned on the execution of a significant act are recognised when such an act is completed. For example, placement fees for arranging a loan and an investor are recognised when the loan has been arranged. Fees/revenue other than those in relation to financial instruments and other contractual rights or obligations within the scope of IFRS 9 are recognised using the five step model as prescribed under IFRS 15. Revenue, under IFRS 15, is recognised when (or as) a performance obligation is satisfied. Further, quantitative and	Financial service fees are recognised as revenue depending on whether the service has been provided "once for all" or is on a continuing basis. Loan origination and arrangement fees are recognised as revenue when the loan has been originated.

	IFRS	INDIAN GAAP
	qualitative information is required to be disclosed in relation to revenue measured in accordance with IFRS 15.	
26 Deferred income taxes	Deferred tax assets and liabilities are required to be created for all temporary differences between the tax base and the carrying value of the assets and liabilities. Deferred tax assets are recognised only if their recovery is probable. Further, deferred tax is required to be recognised in the consolidated financial statements for undistributed profits earned from the subsidiaries. Deferred tax is also required to be recognised for unrealised intercompany profits in the consolidated financial statements.	Deferred tax assets and liabilities should be recognised for all timing differences subject to the consideration of prudence in respect of deferred tax assets. For other than specified situations, deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. No deferred tax is recognised for undistributed profits earned from the subsidiaries or on unrealised profits from intergroup transactions in the consolidated financial statements.
27 Interim financial reporting	Not mandatory to prepare interim financial statements but IAS 34 must be used if an entity is required or elects to publish an interim financial report. The basis should be consistent with the full year statements and should include comparatives. Publicly traded companies are encouraged to provide interim financial reports.	The recognition and measurement principles laid down in Accounting Standard 25 (AS 25 - Interim Financial Reporting) are mandatory only for listed companies.
28 Related party disclosures	The definition of related parties includes non-executive directors and the remuneration paid to such non-executive directors is required to be disclosed.	The definition of “related party” is narrower. Key managerial persons do not include nonexecutive directors.
29 Employee stock options	The grant date fair value of the option is recognised as the employee cost over the vesting period.	Similar to IFRS, except the fair value is to be determined only using the Black Scholes model.
30 Business combinations	Business combinations are required to be accounted using the purchase method (i.e. at their fair values). The pooling of interest method is prohibited.	The pooling of interest method is allowed for amalgamations when certain conditions are met.
31 Securitisation	As per IFRS 9, securitised loans can be derecognised from the books of account only if	Securitised loans are derecognised from the books of account if they

	IFRS	INDIAN GAAP
	substantial risks and rewards have been transferred. Where substantial risks and rewards have neither been transferred substantially nor retained substantially, then the entity should evaluate whether control has been transferred over the asset.	meet the true sale criteria as per the RBI guidelines.
32 Qualitative and quantitative disclosures related to risks	IFRS 7 requires both qualitative and quantitative disclosures relating to risks.	The RBI guidelines require certain risk related information to be disclosed as part of Basel Pillar III disclosures. Such disclosures are not part of audited financial statements.
33 Segment reporting	Operating segments are identified on the basis of the financial information that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.	Indian GAAP requires an enterprise to identify two sets of segments (namely business and geographical) based on the risks and rewards approach, with the enterprise's system of internal reporting to the key management personnel. This serves as the starting point for the identification of reportable segments. Reporting segments are identified on the basis of parameters such as revenue, net income, assets and liabilities as prescribed in AS 17-Segment Reporting and RBI guidelines.
34 Classification of financial instrument into financial liability or equity	A financial instrument or a component thereof, is on initial recognition classified as a financial liability or equity in accordance with the substance of the contractual arrangement and the definitions of financial liability and equity.	Classification is based on the legal form of the instrument.
35 Lease accounting in the books of lessee	IFRS 16, requires the determination of whether an arrangement is a lease, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration based on whether (i) the contract involves the use of an identified assets; (ii) the entity has substantially all the economic benefits from use of the assets	Assets taken on lease by the lessee, where substantially all the risks and rewards of ownership vest in the lessee are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a

IFRS

through the period of the lease and (iii) the entity has the right to direct the use of the asset.

At the date of commencement of the lease, the lessee recognises a right-of-use asset (“**ROU**”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The cost of the ROU assets is initially recognised at an amount equivalent to the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. ROU asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment losses, if any.

For lease liabilities at inception, the lessee measures the lease liability at the present value of the lease payments that are not paid at that date.

Under IFRS, as presentation of items as extraordinary is not permitted, the cash flow statement does not reflect any items of cash flow as extraordinary.

INDIAN GAAP

constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

36 Statement of Cash flows

The cash flows from items disclosed as extraordinary are classified as operating, investing and financing activities, as appropriate and disclosed separately.

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Three months ended 30 June 2026

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G D Apte & Co. Chartered Accountants, D-509, Neelkanth Business Park, Nathani Rd, Vidhya Vihar West, Mumbai - 400086.	Manubhai & Shah LLP Chartered Accountants, 4th Floor, Capital One, Opp. Ashok Vatika BRTS Stop, Ambli Bopal Road, Ahmedabad 380058
Sagar & Associates Chartered Accountants, H. No.6-3-244/5 Saradadevi Street Premnagar, Hyderabad - 500004	S. Singhal & Co. Chartered Accountants, S-4, Gordhan Enclave, 4B, Yudhister Marg, C-Scheme, Jaipur - 302005

Independent Auditors' Limited Review Report on Unaudited Standalone Financial Results of Bank of Maharashtra for the Quarter ended June 30, 2026 pursuant to the Regulation 33 & Regulation 52 Read with Regulation 63(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended.

**To,
The Board of Directors,
Bank of Maharashtra,
Pune.**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Bank of Maharashtra ("the Bank")** for the quarter ended June 30, 2026 (**"the Statement"**), being prepared and submitted by the Bank pursuant to the requirements of Regulation 33 & Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended (**"the SEBI Regulations"**) except for the disclosures relating to "Pillar 3 under Basel III Capital Regulations, Leverage Ratio, Liquidity Coverage Ratio and Net Stable Funding Ratio" which have been disclosed on the Bank's website and in respect of which a link has been provided in the Statement and have not been reviewed by us.
2. This Statement, which is the responsibility of the Bank's Management and reviewed and approved by the Bank's Board of Directors, has been prepared by bank's management in accordance with the recognition and measurement principles laid down in Accounting Standard AS 25 **"Interim Financial Reporting"**, issued by the Institute of Chartered Accountants of India (ICAI), the relevant provisions of the Banking Regulation Act, 1949, the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time (**"RBI Guidelines"**) and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 **"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"**, issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance



as to whether the statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of person responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the standards of Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. The Unaudited Standalone Financial Results incorporate the relevant returns of 20 branches, and Treasury & International Banking Division reviewed by us. In the conduct of our review, we have also relied upon the review reports received from the concurrent auditors of 42 branches including 1 International Banking Unit situated in Gujarat International Finance Tec-City specifically appointed for this purpose. These review reports cover 54.25 percent of the advances portfolio of the bank. Apart from these review reports, we have also relied upon various information and returns received from the branches of the bank.
5. Based on our review conducted as above, subject to limitations as mentioned in Para 3 & 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Standalone Financial Results together with the notes thereon prepared in accordance with the applicable accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed or that it contains any material misstatement or that it has not been prepared in accordance with the relevant applicable guidelines / prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters, except for the disclosures relating to Pillar 3 under Basel III Capital Regulations, Leverage Ratio, Liquidity Coverage Ratio and Net Stable Funding Ratio as at June 30, 2026, which have been disclosed on the Bank's website and in respect of which a link has been provided in the Statement and have not been reviewed by us.

6. Emphasis of Matter:

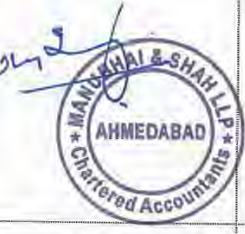
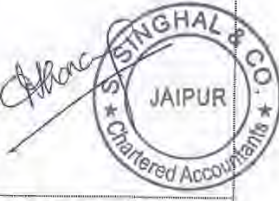
We draw attention to note no. 10, which states that COVID 19 related contingency provisions amounting to Rs. 250 Crore have been reversed during the quarter ended June 30, 2026 and the bank continues to hold provisions amounting to Rs. 760 Crore as on June 30 2026.

Our conclusion is not modified in respect of the above matter.



7. The Statement includes comparative figures for the quarter ended June 30, 2025, which were reviewed by an earlier set of four audit firms as joint auditors, two of those are continuing audit firms, and they have expressed unmodified conclusion vide their report dated July 15, 2025.

Our conclusion is not modified in respect of the above matter.

For G D Apte & Co. Chartered Accountants	For Manubhai & Shah LLP Chartered Accountants	For Sagar and Associates Chartered Accountants	For S. Singhal & Co. Chartered Accountants
FRN – 100515W	FRN – 106041W/ W100136	FRN – 003510S	FRN – 001526C
			
CA C M Dixit	CA Jignesh D. Shah	CA D. Manohar	CA Mukesh Kumar Khandelwal
Partner	Partner	Partner	Partner
M No 017532	M No 100116	M No 029644	M No 074661
UDIN: 26017532QKIUCO9605	UDIN: 26100116DQXCZY2556	UDIN: 26029644BULGQK1243	UDIN: 26074661MSGZTK9217

Place: Pune

Date: July 10, 2026

G D Apte & Co. Chartered Accountants, D-509, Neelkanth Business Park, Nathani Rd, Vidhya Vihar West, Mumbai - 400086.	Manubhai & Shah LLP Chartered Accountants, 4th Floor, Capital One, Opp. Ashok Vatika BRTS Stop, Ambli Bopal Road, Ahmedabad 380058
Sagar & Associates Chartered Accountants, H. No.6-3-244/5 Saradadevi Street Premnagar, Hyderabad – 500004	S. Singhal & Co. Chartered Accountants, S-4, Gordhan Enclave, 4B, Yudhister Marg, C-Scheme, Jaipur - 302005

Independent Auditors' Limited Review Report on Unaudited Consolidated Financial Results of Bank of Maharashtra for the Quarter ended June 30, 2026 pursuant to the Regulation 33 and Regulation 52 Read with Regulation 63(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended.

**To,
The Board of Directors,
Bank of Maharashtra
Pune.**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial results of **Bank of Maharashtra** ("the Parent" or "the Bank"), its subsidiary (the Parent and its subsidiary together referred to as "the Group") and its share of the net profit after tax of its associate for the Quarter ended June 30, 2026 (**the Statement**), being submitted by the Bank pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended, except for the disclosures relating to "Pillar 3 under Basel III Capital Regulations, Leverage Ratio, Liquidity Coverage Ratio and Net Stable Funding Ratio" which have been disclosed on the Bank's website and in respect of which a link has been provided in the Statement and have not been reviewed by us.
2. The Statement, which is the responsibility of the Bank's Management and reviewed and approved by the Bank's Board of Directors, has been prepared by bank's management in accordance with the recognition and measurement principles laid down in Accounting Standard AS 25 "**Interim Financial Reporting**", issued by the Institute of Chartered Accountants of India (ICAI), the relevant provisions of the Banking Regulation Act, 1949, the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ("RBI Guidelines") and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.



3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 ***“Review of Interim Financial Information Performed by the Independent Auditor of the Entity”***, issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of person responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the standards of Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes results of the following entities:
- i. Bank of Maharashtra (**Parent**)
 - ii. The Maharashtra Executor and Trustee Company Private Limited (**Subsidiary Company**)
 - iii. Maharashtra Gramin Bank (**Associate**)
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the concurrent auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Accounting Standard, RBI Guidelines and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, including the manner in which it is to be disclosed or that it contains any material misstatement or that it has not been prepared in accordance with the relevant applicable guidelines/prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters, except for the disclosures relating to Pillar 3 under Basel III Capital Regulations, Leverage Ratio, Liquidity Coverage Ratio and Net Stable Funding Ratio as at June 30, 2026 which have been disclosed on the Bank's website and in respect of which a link has been provided in the Statement and have not been reviewed by us.



6. Emphasis of Matter:

We draw attention to note no. 10, which states that COVID 19 related contingency provisions amounting to Rs. 250 Crore have been reversed during the quarter ended June 30, 2026 and the bank continues to hold provisions amounting to Rs. 760 Crore as on June 30 2026.

Our conclusion on the Statement is not modified in respect of above matters.

7. We did not review the interim financial results of 42 branches including 1 International Banking Unit situated in Gujarat International Finance Tec-City included in the unaudited standalone financial results of the Bank included in the Group. The interim financial results of these branches have been reviewed by the concurrent auditors whose reports have been furnished to us, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such concurrent auditors and the procedures performed by us as stated in paragraph 3 above.

We did not review the interim financial result of the subsidiary included in the unaudited consolidated financial results, whose interim financial result reflects total revenues of Rs. 0.83 Crore and total net profit after tax of Rs. 0.35 Crore for the quarter ended June 30, 2026, as considered in the unaudited consolidated financial information.

This interim financial result has been reviewed by other auditor whose report has been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is based solely on the report of the other auditor and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

8. The unaudited consolidated financial results include the interim financial results which have not been reviewed of 2754 branches included in the unaudited standalone financial results of the Bank included in the Group.

The unaudited consolidated financial results include the Group's share of net profit after tax of Rs. 2.78 crore for the quarter ended June 30, 2026, as considered in the unaudited consolidated financial results, in respect of associate, based on their interim financial results which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.



Our conclusion on the Statement is not modified in respect of the above matter.

9. The Statement includes comparative figures of the group for the quarter ended June 30, 2025 which were reviewed by an earlier set of four audit firms as joint auditors, two of those are continuing audit firms, and they have expressed unmodified conclusion vide their report dated July 15, 2025.

Our conclusion on the Statement is not modified in respect of the above matter.

For G D Apte & Co. Chartered Accountants	For Manubhai & Shah LLP Chartered Accountants	For Sagar and Associates Chartered Accountants	For S. Singhal & Co. Chartered Accountants
FRN – 100515W	FRN – 106041W/ W100136	FRN – 003510S	FRN – 001526C
 	 	 	 
CA C M Dixit	CA Jignesh D. Shah	CA D. Manohar	CA Mukesh Kumar Khandelwal
Partner	Partner	Partner	Partner
M No 017532	M No 100116	M No 029644	M No 074661
UDIN: 26017532UJOIOR5052	UDIN: 26100116TOCQYE3968	UDIN: 26029644LXPRZW6733	UDIN: 26074661DWZQAH4961

Place: Pune

Date: July 10, 2026



Bank of Maharashtra



CORPORATE OFFICE: MONTCLAIRE, BANER PASHAN LINK ROAD, PASHAN, PUNE-411021

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE 2026

(₹ in lakh)

Particulars	QUARTER ENDED			YEAR ENDED
	30.06.2026	31.03.2026	30.06.2025	31.03.2026
	UNAUDITED	AUDITED Refer Note 21	UNAUDITED	AUDITED
1 Interest earned (a) + (b) + (c) + (d)	803463	775515	705391	2928164
(a) Interest / discount on advances / bills	626636	598511	540739	2249031
(b) Income on Investment	172420	174236	149271	651984
(c) Interest on balances with Reserve Bank of India and other inter bank funds	3105	1703	14339	21856
(d) Others	1302	1065	1042	5293
2 Other Income	102866	93789	82491	354089
A. TOTAL INCOME (1+2)	906329	869304	787882	3282253
3 Interest Expended	426466	405266	376219	1561758
4 Operating Expenses (e) + (f)	168146	169432	154669	637913
(e) Employees cost	100701	87551	88034	337577
(f) Other operating expenses	67445	81881	66635	300336
B. TOTAL EXPENDITURE (3)+(4) (excluding Provisions and Contingencies)	594612	574698	530888	2199671
C. OPERATING PROFIT (A-B) (Profit before Provisions and Contingencies)	311717	294606	256994	1082582
D. Provisions (other than tax) and Contingencies (Net) Of which: Provisions for Non-performing Assets	84041 75476	61697 66410	86742 71903	296845 262612
E. Exceptional Items	-	-	-	-
F. Net Profit / (Loss) before Tax (C-D-E)	227676	232909	170252	785737
G. Provision for taxes (Tax Expenses)	25657	31500	10976	83805
H. Net Profit / (Loss) after Tax (F-G)	202019	201409	159276	701932
I. Extraordinary items (net of tax expense)	-	-	-	-
J. Net Profit / Loss for the period (H-I)	202019	201409	159276	701932
5 Paid-up equity share capital (F.V. of ₹ 10/- share)	769156	769156	769156	769156
6 Reserves excluding revaluation reserves (as per Balance Sheet of previous accounting year)	2359718	2359718	1890346	2359718
7 Analytical ratios				
(i) Percentage of shares held by Govt. of India	73.60	73.60	79.60	73.60
(ii) Capital Adequacy Ratio (Basel III) (in %)	18.64	18.36	20.06	18.36
(a) CET 1 Ratio	15.56	14.59	15.62	14.59
(b) Additional Tier 1 Ratio	0.79	0.82	1.01	0.82
(iii) Earning per share (Not Annualized)	2.63	2.62	2.07	9.13
(iv) NPA Ratios				
(a) Amount of gross non performing assets	443428	424597	420583	424597
(b) Amount of net non performing assets	40494	38374	43442	38374
(c) % of gross NPAs	1.45	1.45	1.74	1.45
(d) % of net NPAs	0.13	0.13	0.18	0.13
(v) Return on Assets (annualized) (%)	1.90	1.97	1.80	1.86
(vi) Paid up Debt Capital/ Outstanding Debt* (%)	15.50	17.05	25.32	17.05
(vii) Debt** Equity Ratio	0.72	0.70	0.63	0.70
(viii) Total debts* to Total Assets (%)	9.09	8.24	6.46	8.24
(ix) Operating Margin (%)	34.39	33.89	32.62	32.98
(x) Net Profit Margin (%)	22.29	23.17	20.22	21.39
(xi) Net Worth	3278038	3027242	2769934	3027242
(xii) Capital/Debt Redemption Reserve	-	-	-	-
(xiii) Outstanding Redeemable Preference Shares	-	-	-	-

*Total Debts & Outstanding Debt represents total borrowings of the Bank.

**Debt represents borrowings with residual maturity of more than one year.

Note: Disclosure of Interest Service Coverage Ratio & Debt Service Coverage Ratio is not applicable to Bank.



S.N.	PARTICULARS	QUARTER ENDED			YEAR ENDED
		30.06.2026 (Unaudited)	31.03.2026 (Audited)	30.06.2025 (Unaudited)	31.03.2026 (Audited)
1	Segment Revenue				
	a) Treasury Operations	203708	177923	183303	657946
	b) Corporate / Wholesale Banking Operations	300937	284606	260464	1108568
	c) Retail Banking Operations	395036	390845	339252	1455299
	*1) Digital Banking	32	30	21	100
	2) Other Retail Banking	395004	390615	339231	1455199
	d) Other Banking Operations	6650	6130	4863	20440
	e) Unallocated	0	0	0	0
	Total	906329	869304	787882	3282253
	Less: Inter Segment Revenue	-	-	0	-
	Income from Operations	906329	869304	787882	3282253
2	Segment Results [Profit / (Loss) before Tax]				
	a) Treasury Operations	54025	30207	62512	149588
	b) Corporate / Wholesale Banking Operations	84273	105115	55756	309385
	c) Retail Banking Operations	86045	93435	50180	316414
	*1) Digital Banking	(33)	(16)	(29)	(109)
	2) Other Retail Banking	86078	93453	50209	316523
	d) Other Banking Operations	3333	4153	1804	10350
	e) Unallocated	0	0	0	0
	Total	227676	232909	170252	785737
	Less: Other un-allocable expenditure net off	-	-	0	-
	Total Profit before Tax	227676	232909	170252	785737
	Taxes including Deferred Taxes	25857	31500	10976	83905
	Extraordinary Profit / Loss	-	-	0	-
	Net Profit after Tax	202019	201409	159276	701932
3	Segment Assets (SA)				
	a) Treasury Operations	10266692	12075358	10729109	12075358
	b) Corporate / Wholesale Banking	14696631	14164939	12559508	14164939
	c) Retail Banking	15931433	15032071	11599962	15032071
	*1) Digital Banking	1746	1504	1057	1504
	2) Other Retail Banking	15929687	15030567	11598905	15030567
	d) Other banking operations	1502765	1177439	1590454	1177439
	e) Unallocated	229796	266466	250209	266466
	Total assets	42630317	42736273	36729242	42736273
4	Segment Liabilities (SL)				
	a) Treasury Operations	10096505	11879453	10583491	11879453
	b) Corporate / Wholesale Banking	13988216	13005493	11269101	13005493
	c) Retail Banking	14358193	13419191	10381429	13419191
	*1) Digital Banking	2243	1969	1244	1969
	2) Other Retail Banking	14355950	13417222	10380185	13417222
	d) Other banking operations	719817	1121355	1475936	1121355
	e) Unallocated	0	0	0	0
	f) Capital & Reserves & Surplus	3557586	3310782	3019285	3310782
	Total liabilities	42630317	42736273	36729242	42736273
5	Capital Employed (SA-SL)				
	a) Treasury Operations	170187	195905	145618	195905
	b) Corporate / Wholesale Banking Operations	801415	1179447	1290407	1179447
	c) Retail Banking Operations	1573240	1612880	1218533	1612880
	*1) Digital Banking	(497)	(465)	(187)	(465)
	2) Other Retail Banking	1573737	1613345	1218720	1613345
	d) Other Banking Operations	782948	56084	114518	56084
	e) Unallocated	229796	266466	250209	266466
	Total	3557586	3310782	3019285	3310782

GEOGRAPHICAL SEGMENTS		QUARTER ENDED			YEAR ENDED
		30.06.2026 (Unaudited)	31.03.2026 (Audited)	30.06.2025 (Unaudited)	31.03.2026 (Audited)
1	Revenue				
a	Domestic	897260	868597	787882	3270579
b	International	9069	607	NA	11674
	Total	906329	869304	787882	3282253
2	Assets				
a	Domestic	41780238	42379953	36729242	42022480
b	International	850079	356320	NA	713793
	Total	42630317	42736273	36729242	42736273

Note: 1. Previous period figures have been regrouped & reclassified wherever necessary to make them comparable (Maximum aggregated exposure to one counter party below Rs. 7.5 Cr. has been considered as Retail Exposure).

2. As per RBI guidelines and in compliance with the applicable Accounting Standards, the Bank has classified "Treasury Operations", "Retail Banking Operations", "Wholesale Banking Operations" and "Other Banking Operations" as primary business segments, "Domestic" and "International" as secondary/geographic segments for the purpose of compliance with AS-17 on Segment Reporting issued by ICAI.

* 3. Information about Digital Banking Segment reported as a sub-segment of Retail Banking Segment is related to Digital Banking Units of the Bank.





Bank of Maharashtra



CORPORATE OFFICE: MONTCLAIRE, BANER PASHAN LINK ROAD, PASHAN, PUNE-411021

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE 2026

(₹ in lakh)

Particulars	QUARTER ENDED			YEAR ENDED
	30.06.2026	31.03.2026	30.06.2025	31.03.2026
	UNAUDITED	AUDITED Refer Note 21	UNAUDITED	AUDITED
1 Interest earned (a) + (b) + (c) + (d)	803465	775518	705398	2928174
(a) Interest / discount on advances / bills	626636	598511	540739	2249031
(b) Income on Investment	172422	174239	149278	651994
(c) Interest on balances with Reserve Bank of India and other inter bank funds	3105	1703	14339	21856
(d) Others	1302	1065	1042	5293
2 Other Income	102888	93828	82520	354198
A TOTAL INCOME (1+2)	906353	869346	787918	3282372
3 Interest Expended	426429	405228	376191	1561615
4 Operating Expenses (e) + (f)	168161	169458	154687	637993
(e) Employees cost	100682	87543	88019	337519
(f) Other operating expenses	67479	81916	66668	300474
B TOTAL EXPENDITURE (3)+(4) (excluding Provisions and Contingencies)	594590	574686	530878	2199608
C OPERATING PROFIT (A-B) (Profit before Provisions and Contingencies)	311763	294660	257040	1082764
D Provisions (other than tax) and Contingencies (Net)	84041	61698	86741	296845
Of which: Provisions for Non-performing Assets	75476	66410	71903	262612
E Exceptional Items	-	-	-	-
F Net Profit / (Loss) before Tax (C-D-E)	227722	232962	170299	785919
G Tax Expenses	25668	31516	10990	83856
H Net Profit / (Loss) after Tax (F-G)	202054	201446	159309	702064
I Extraordinary items (net of tax expense)	-	-	-	-
J Net Profit / (Loss) for the period (H-I)	202054	201446	159309	702064
K Share in Profit / (Loss) of Associates	278	3042	(8872)	(378)
L Share of Minority Interest	-	-	-	-
M Net Profit / (Loss) after minority interest (J+K-L)	202332	204488	150437	701686
5 Paid-up equity share capital (FV of ₹ 10 per share)	769156	769156	769156	769156
6 Reserves excluding revaluation reserves (as per Balance Sheet of previous accounting year)	2371400	2371400	1912217	2371400
7 Analytical ratios				
(i) Percentage of shares held by Govt. of India	73.60	73.60	79.60	73.60
(ii) Capital Adequacy Ratio (Basel III) (%)	NA			
(a) CET 1 Ratio				
(b) Additional Tier 1 Ratio				
(iii) Earning per share (in ₹) (Not annualized)	2.63	2.66	1.96	9.12
(iv) a) Amount of gross non performing assets	443428	424597	420583	424597
b) Amount of net non performing assets	40494	38374	43442	38374
c) % of gross NPAs	1.45	1.45	1.74	1.45
d) % of net NPAs	0.13	0.13	0.18	0.13
(v) Return on Assets (Annualized) (%)	1.90	2.00	1.70	1.86
(vi) Operating Margin (%)	34.42	34.12	31.86	32.98
(vii) Net Profit Margin (%)	22.32	23.44	19.31	21.38
(viii) Consolidated Net Worth	3290029	3038919	2744955	3038919





Corporate Office: 134/1, Montclair, Baner Pashan Link Road, Pashan, Pune - 21
CONSOLIDATED SEGMENT REPORTING JUNE 2026

S.N.	PARTICULARS	QUARTER ENDED		YEAR ENDED	
		30.06.2026	31.03.2026	30.06.2025	31.03.2026
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Segment Revenue				
	a) Treasury Operations	203706	177923	183303	697940
	b) Corporate / Wholesale Banking Operations	300937	294606	260464	1108568
	c) Retail Banking Operations	395036	390845	339252	1455299
	*1) Digital Banking	32	30	21	100
	2) Other Retail Banking	395004	390615	339231	1455199
	d) Other Banking Operations	6952	9214	(3973)	20181
	e) Unallocated	0	0	0	0
	Total	906631	872388	779046	3281994
	Less: Inter Segment Revenue	0	0	0	0
	Income from Operations	906631	872388	779046	3281994
2	Segment Results [Profit / (Loss) before Tax]				
	a) Treasury Operations	54025	30207	62512	149588
	b) Corporate / Wholesale Banking Operations	84289	105131	55769	309447
	c) Retail Banking Operations	86066	93456	50196	316495
	*1) Digital Banking	(33)	(19)	(29)	(109)
	2) Other Retail Banking	86099	93474	50225	316604
	d) Other Banking Operations	3620	7209	(7050)	10011
	e) Unallocated	0	0	0	0
	Total	228000	236004	161427	785541
	Less: Other un-allocable expenditure net off	0	0	0	0
	Total Profit before Tax	228000	236004	161427	785541
	Taxes including Deferred Taxes	25668	31516	10990	93955
	Extraordinary Profit / Loss	0	0	0	0
	Net Profit after Tax	202331	204488	150437	701686
3	Segment Assets				
	a) Treasury Operations	10266692	12075358	10729109	12075358
	b) Corporate / Wholesale Banking	14699631	14184939	12559508	14184939
	c) Retail Banking	15931433	15032071	11599962	15032071
	*1) Digital Banking	1746	1504	1057	1504
	2) Other Retail Banking	15929687	15030567	11598905	15030567
	d) Other banking operations	1513924	1188268	1564785	1188268
	e) Unallocated	229796	266466	250208	266466
	Total assets	42641476	42747102	36703582	42747102
4	Segment liabilities				
	a) Treasury Operations	10096505	11879463	10583491	11879463
	b) Corporate / Wholesale Banking	13988216	13005492	11269101	13005493
	c) Retail Banking	14358193	13419191	10381429	13419191
	*1) Digital Banking	2243	1969	1244	1969
	2) Other Retail Banking	14355950	13417222	10380185	13417222
	d) Other banking operations	718982	1120540	1475246	1120540
	e) Unallocated	0	0	0	0
	f) Capital & Reserves & Surplus	3569580	3322426	2994315	3322426
	Total liabilities	42641476	42747102	36703582	42747102
5	Capital Employed (Segment Assets- Segment Liabilities)				
	a) Treasury Operations	170187	195905	145618	195905
	b) Corporate / Wholesale Banking Operations	801415	1178447	1290407	1179447
	c) Retail Banking Operations	1573240	1612860	1218533	1612860
	*1) Digital Banking	(497)	(465)	(187)	(465)
	2) Other Retail Banking	1573737	1613345	1218720	1613345
	d) Other Banking Operations	754942	67728	89549	67728
	e) Unallocated	229796	266466	250208	266466
	Total	3569580	3322426	2994315	3322426
GEOGRAPHICAL SEGMENTS		QUARTER ENDED		YEAR ENDED	
		30.06.2026	31.03.2026	30.06.2025	31.03.2026
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Revenue				
a	Domestic	897562	871781	779046	3270320
b	International	5069	607	NA	11674
	Total	906631	872388	779046	3281994
2	Assets				
a	Domestic	41791397	42483651	36703582	42093310
b	International	850079	263452	NA	713792
	Total	42641476	42747102	36703582	42747102

Note 1. Previous period figures have been regrouped / reclassified wherever necessary to make them comparable (Maximum aggregated exposure to one counter part below Rs. 7.5 Cr. has been considered as Retail Exposure.)
2. As per RBI guidelines and in compliance with the applicable Accounting Standards, the Bank has classified "Treasury Operations", "Retail Banking Operations", "Wholesale Banking Operations" and "Other Banking Operations" as primary business segments. "Domestic" and "International" as secondary/geographic segments for the purpose of compliance with AS-17 on Segment Reporting issued by ICAI.
3. Information about Digital Banking Segment reported as a sub-segment of Retail Banking Segment is related to Digital Banking Units of the Bank.



**NOTES FORMING PART OF STANDALONE AND CONSOLIDATED (REVIEWED) FINANCIAL
RESULTS FOR THE QUARTER ENDED 30TH JUNE 2026**

- 1 The above Financial Results have been reviewed and approved by the Audit Committee of the Board and approved by the Board of Directors in their meeting held on 10th July 2026. These results have been subjected to "Limited Review" by the Statutory Central Auditors of the Bank and are in compliance with SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.
- 2 These financial results have been prepared in accordance with the recognition and measurement principles generally accepted in India, including the Accounting Standards issued by ICAI, and relevant provisions of the Banking Regulation Act, 1949 and circulars, guidelines and directions issued by RBI from time to time and in compliance with the presentation and disclosure requirements of regulation 33 and 52 read with Regulation 63(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended including relevant circulars issued by the SEBI from time to time.
- 3 The Financial Results for the quarter ended 30th June 2026 have been arrived at after considering provision for non-performing assets, standard assets (including COVID -19 related provision), restructured accounts, loss on sale of assets to ARCs, provision towards non-performing investments, and fair valuation of investments, provision for exposure to entities with unhedged foreign currencies, provision for employee benefits, depreciation on fixed assets, taxes and other usual and necessary provisions on the basis of prudential norms, estimates and specific guidelines issued by RBI.
- 4 The Bank has applied its accounting policies in the preparation of these financial results that are consistent with those followed in the preparation of annual financial statements.
- 5 Based on the available financial statements and the declarations from borrowers, the Bank has estimated the liability towards unhedged foreign currency exposure to their constituents in terms of RBI Circular no. RBI/DOR/2025-26/157/DOR/CRE.REC 76/07-02-001/2025-26 dated 28th November 2025 and holds a provision of Rs. 11.92 crores as on 30th June 2026.
- 6 As per extant RBI guidelines, banks are required to make Pillar III disclosures including leverage ratio, liquidity coverage ratio and Net Stable Funding Ratio (NSFR) under the Basel III framework. Accordingly, such applicable disclosures have been placed on the website of the Bank, which can be accessed at the following link: <https://www.bankofmaharashtra.bank.in/basel-iii-disclosure>. These disclosures have not been subjected to audit or review by the Statutory Central Auditors of the Bank.
- 7 Non-Performing Assets Provision Coverage ratio is 98.55% (including technically written off) as on 30th June 2026 (98.36% as on 30th June 2025).
- 8 During the quarter ended 30th June 2026, the Bank has reported 47 fraud cases involving amount of Rs. 106.22 crore. There is no case related to digital payment fraud where Bank has suffered any loss. Further for fraud cases amounting to Rs. 103.86 crores, bank is holding provision to the extent of loss i.e. Rs. 103.84 crores
- 9 During the quarter ended 30th June 2026, Reserve Bank of India has levied penalties of Rs. 0.02 crores on the bank.



- 10 The Bank additionally holds COVID-19 related provision as contingency provision amounting to Rs.760 crores as on 30th June 2026 (Prev Year ended 1010 crore as on 31st March 2026, corresponding Quarter ended 30th June 2025 Rs 1200 crore).

The management has reassessed these provisions and accordingly during the quarter ended June 30, 2026, the Bank has reversed an amount of Rs. 250 crores (Rs. 190 crores during the quarter and year ended March 2026) out of said provision.

- 11 Impact of RBI Circular No RBI/DOR/2025-26/165 DOR.STR. REC. 84/21.04.048/2025-26 dated 28.11.2025 on resolution of stressed assets - Revised framework is as follows:

Rs. in crore

Amount of Loans impacted by RBI Circular (A)	Amount of loans to be classified as NPA (B)	Amount of Loans as on 30 th June 2026, out of (B) classified as NPA (C)	Addl. Provision required for loans covered under RBI circular. (D)	Provision out of (D) already made by 30 th June 2026
561.59	-	-	-	-

- 12 Details of loan transferred/ acquired during the quarter ended 30th June 2026 in terms of RBI's Master Direction on Transfer and distribution of Credit Risk issued vide circular No RBI/DOR/2025-26/159 DOR.STR.REC.No.78/21.04.048/2025-26 dated 28th November 2025, are given below:

- The Bank has not transferred or acquired Stressed loan.
- The Bank has not transferred non-performing assets (NPAs).
- Details of loans not in default acquired through assignment are given below:

SN	Particulars	Amount
1	Whether Bank has transferred any stressed loan during the quarter? If yes, please provide details.	No
2	Details of Loans not in default acquired through assignment	
	a) Aggregate Amount of Loan acquired during the quarter ended on 30.06.2026	4,658.34
	b) Weighted average residual maturity (in months)	15.72
	c) Weighted average holding period by originator (in months)	5.11
	d) Retention of beneficial economic interest by the originator	10%
	e) Tangible security coverage	71.65%
3	Rating-wise distribution of rated loans	NA, as exposure to single underlying borrowers in pool is less than Rs. 5 crore on which external rating is not required/ mandatory.
4	Details of loans acquired during the year	From SCBs, RRBs, Co-operative Banks, AIFs, SFBs and NBFCs including Housing Finance Companies (HFCs)
	i. Aggregate principal outstanding of loans acquired	4,641.08
	ii. Aggregate consideration paid	4,658.34
	iii. Weighted average residual tenor of loans acquired	15.72



- iv. The Bank has not acquired any stressed loan.
- v. Recovery Ratings assigned to Outstanding SRs by the credit rating agencies:

Recovery Rating Band*	Amount in Rs. crore
RR1	-
RR2	-
RR3	-
RR4	-
RR5	-
Rating Withdrawn	-
Unrated	-
Total	-

*Recovery rating is as assigned by various external agencies.

- 13 The Consolidated Financial Results are prepared in accordance with AS 21 on "Consolidated Financial Statements" and AS 23 on "Accounting for investment in Associates".
- 14 The current tax expenses and deferred tax expenses are determined in accordance with the provisions of the Income Tax Act, 1961 and as per the Accounting Standard 22 - 'Accounting for Taxes on Income'.
- 15 The Consolidated Financial Results of the group are comprised as under: -
 - i. Bank of Maharashtra (Parent).
 - ii. The Maharashtra Executor and Trustee Company Private Limited (Subsidiary Company).
 - iii. Maharashtra Gramin Bank (Associate).

The Consolidated Financial Statements also include the Group's share of Net Profit of Rs. 2.78 Crores for the quarter ended 30th June 2026 as considered in the Consolidated Financial Statements in respect of MGB, whose Financial Statements / financial information are unaudited. The impact of financial results of the associate on the consolidated financial results is expected to be not material.

- 16 In accordance with provision under SEBI (LODR) Regulations, 2015 (as amended), for the purpose of consolidated financial results of the quarter ended 30th June 2026, minimum eighty percent of each of consolidated revenue, assets and profits have been subjected to "Limited Review".
- 17 Other income includes fee/commission income, profit/ loss on sale of assets (net), profit/ loss on sale of investments, profit/ loss on revaluation of investments (FVTPL & HFT), earnings from foreign exchange and derivative transactions, income from sale of PSLC certificates, recoveries from accounts previously written off, dividend income etc.
- 18 Status of Investor Complaints received during the quarter ended 30th June 2026:

Complaints un-resolved at the beginning of the quarter	Received	Resolved	Unresolved at the end of the quarter
Nil	2	2	Nil



19 Disclosure on Project Finance:

Sl. No	Item Description	Number of Accounts	Total outstanding (in Rs. crore)
1	Projects under implementation accounts at the beginning of the quarter.	188	10950.45
2	Projects under implementation accounts sanctioned during the quarter.	33	366.98
3	Projects under implementation accounts where DCCO has been achieved during the quarter	27	473.14
4	Projects under implementation accounts at the end of the quarter. (1+2-3)	194	10304.61*
5	Out of '4' – accounts in respect of which resolution process involving extension in original / extended DCCO, as the case may be, has been invoked.	43	3364.94
5.1	Out of '5' – accounts in respect of which Resolution plan has been implemented.	2	312.62
5.2	Out of '5' – accounts in respect of which Resolution plan is under implementation.	41	3052.32
5.3	Out of '5' – accounts in respect of which Resolution plan has failed.	-	-
6	Out of '5', accounts in respect of which resolution process involving extension in original / extended DCCO, as the case may be, has been invoked due to change in scope and size of the project.	-	-
7	Out of '5', account in respect of which cost overrun associated with extension in original / extended DCCO, as the case may be, was funded.	-	-
7.1	Out of '7', accounts where SBCF was sanctioned during financial closure and renewed continuously.	-	-
7.2	Out of '7', accounts where SBCF was not pre-sanctioned or renewed continuous.	-	-
8	Out of '4' – accounts in respect of which resolution process not involving extension in original / extended DCCO, as the case may be, has been invoked.	-	-
8.1	Out of '8' – accounts in respect of which Resolution plan has been implemented.	-	-
8.2	Out of '8' – accounts in respect of which Resolution plan is under implementation.	-	-
8.3	Out of '8' – accounts in respect of which Resolution plan has failed.	-	-

* It includes movement of Rs 539.68 crore during Q1-2026-27 in projects under implementation accounts existing at the beginning of the quarter

20 The following tables set forth, for the periods indicated, necessary details of Co-Lending Arrangements (CLAs) on an aggregate basis as per Reserve Bank of India (Commercial Banks - Transfer and Distribution of Credit Risk) Directions, 2025.

Sr. No.	Particulars	As at 30 th June 2026
1	No. of CLA Partners	9
2	Quantum of CLA (Rs. in crore)	3056.80
3	Weighted Average ROI	9.49%
4	Fees Paid (Exclusive of GST) (Rs. in crore)	2.30
5	Broad Sectors	Retail and Agri
6	Performance of Loans under CLA	Satisfactory
7	Details of Default Loss Guarantee	DLG is provided one partner, which is less than 5%



- 21 The figures for the last quarter ended on 31st March 2026 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures up to the third quarter of the respective financial year.
- 22 Figures of the previous period have been regrouped / reclassified / rearranged, wherever necessary to conform to the current period's classification.
- 23 Statement of Assets & Liabilities

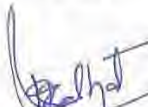
(₹ in Lakhs)						
CAPITAL & LIABILITIES	STANDALONE			CONSOLIDATED		
	AS AT			AS AT		
	30.06.2026	30.06.2025	31.03.2026	30.06.2026	30.06.2025	31.03.2026
	Reviewed	Reviewed	Audited	Reviewed	Reviewed	Audited
Capital	769156	769156	769156	769156	769156	769156
Reserves & Surplus	2788431	2250130	2541626	2800426	2225160	2553308
Minority Interest	-	-	-	-	-	-
Deposits	34449301	30504554	35056437	34446707	30502441	35053824
Borrowings	3874860	2372963	3523358	3874860	2372963	3523358
Other Liabilities & Provisions	748569	832439	845696	750327	833862	847493
TOTAL	42630317	36729242	42736273	42641476	36703582	42747139
ASSETS						
Cash and Balances with Reserve Bank of India	1487982	2329067	2664531	1487982	2329067	2664531
Balances with Banks and Money at Call & Short Notice	49628	345989	110024	49634	346030	110029
Investments	10047632	9377864	10148017	10058683	9352084	10158790
Advances	30193432	23732607	28810430	30193432	23732607	28810430
Fixed Assets	294792	289368	296177	294797	289373	296179
Other Assets	556851	654347	707094	556949	654421	707180
TOTAL	42630317	36729242	42736273	42641476	36703582	42747139


Nitesh Kumar Jain
 Asst. General Manager,
 FM&A


Keyur Talati
 Asst. General Manager,
 FM&A


Sunil Dhoot
 Chief Financial Officer


Sushanta Kumar Mohanty
 Executive Director


Prabhat Kiran
 Executive Director


Nidhu Saxena
 Managing Director & CEO

Date: 10th July 2026

Place: Pune



Financial Statement

STANDALONE BALANCE SHEET AS ON MARCH 31, 2026

(Amount in ₹ thousand)

	Schedule	As on March 31, 2026 (Current year)	As on March 31, 2025 (Previous year)
CAPITAL AND LIABILITIES			
Capital	1	7691,55,50	7691,55,50
Reserves & Surplus	2	25416,26,09	20797,70,81
Deposits	3	350564,37,39	307142,60,51
Borrowings	4	35233,57,55	23852,51,50
Other Liabilities & Provisions	5	8456,96,93	9657,77,14
TOTAL		427362,73,46	369142,15,46
ASSETS			
Cash and Balances with Reserve Bank of India	6	26645,30,97	37992,99,37
Balances with Banks, Money at call & short notice	7	1100,23,61	4201,87,42
Investments	8	101480,16,72	82004,79,08
Advances	9	288104,30,21	236083,79,53
Fixed Assets	10	2961,76,73	2915,58,69
Other Assets	11	7070,95,22	5943,11,37
TOTAL		427362,73,46	369142,15,46
Contingent Liabilities	12	43562,19,24	40941,14,23
Bills for Collection		7193,48,18	6972,38,60
Significant accounting policies	17		
Notes to Accounts	18		

The Schedules 1 to 18 form an integral part of the Financial Statements.

PRASENJEET FADNAVIS DIRECTOR	PRAVEEN KUMAR DIRECTOR	SANJEEV PRAKASH DIRECTOR	Dr. ABHIJIT PHUKON DIRECTOR
SUSHANTA KUMAR MOHANTY EXECUTIVE DIRECTOR	PRABHAT KIRAN EXECUTIVE DIRECTOR	NIDHU SAXENA MANAGING DIRECTOR & CEO	
NITESH KUMAR JAIN ASST. GENERAL MANAGER, FM&A	KEYUR TALATI ASST. GENERAL MANAGER, FM&A	SUNIL DHOOT CHIEF FINANCIAL OFFICER	
AS PER OUR REPORT OF EVEN DATE ATTACHED			
For M/s. G D Apte & Co. Chartered Accountants FRN – 100515W CA C M Dixit Partner Membership No. : 017532 UDIN: 26017532CZPHSA4265	For M/s. Manubhai & Shah LLP Chartered Accountants FRN – 106041W/ W100136 CA Vitesh D. Gandhi Partner Membership No. : 110248 UDIN: 26110248ASJPHX4461	For M/s. Sagar & Associates Chartered Accountants FRN – 003510S CA D. Manohar Partner Membership No. : 029644 UDIN:26029644IVILKV8957	For M/s. S. Singhal & Co. Chartered Accountants FRN – 001526C CA Mukesh Kumar Khandelwal Partner Membership No. : 074661 UDIN:26074661FPGZFT2758
Place: Pune Date: April 20, 2026			

STANDALONE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ thousand)

	Schedule	Year ended on March 31, 2026 (Current year)	Year ended on March 31, 2025 (Previous year)
I. INCOME			
Interest earned	13	29281,64,24	24947,45,17
Other Income	14	3540,88,90	3454,17,31
TOTAL		32822,53,14	28401,62,48
II. EXPENDITURE			
Interest expended	15	15617,57,67	13281,88,09
Operating Expenses	16	6379,13,13	5800,71,49
Provisions & contingencies		3806,50,53	3799,24,31
TOTAL		25803,21,33	22881,83,89
PROFIT/LOSS			
Net Profit for the year		7019,31,81	5519,78,59
Add: Profit brought forward		6228,21,95	3502,10,97
TOTAL		13247,53,76	9021,89,56
III. APPROPRIATIONS			
Transfer to Statutory Reserve		1754,82,95	1379,94,65
Transfer to Capital Reserve		87,79,55	44,99,64
Transfer to Revenue Reserve		-	-
Transfer to Special Reserve		-	-
Transfer to Investment Fluctuation Reserve		450,00,00	215,00,00
Transfer to Investment Reserve		-	-
Proposed dividend (Equity)		1692,14,21	1153,73,32
Balance carried over to Balance Sheet		9262,77,05	6228,21,95
TOTAL		13247,53,76	9021,89,56
Earning per share (Basic & Diluted) (Rupees)		9.13	7.48

PRASENJEET FADNAVIS
DIRECTOR

PRAVEEN KUMAR
DIRECTOR

SANJEEV PRAKASH
DIRECTOR

Dr. ABHIJIT PHUKON
DIRECTOR

SUSHANTA KUMAR MOHANTY
EXECUTIVE DIRECTOR

PRABHAT KIRAN
EXECUTIVE DIRECTOR

NIDHU SAXENA
MANAGING DIRECTOR & CEO

NITESH KUMAR JAIN
ASST. GENERAL MANAGER, FM&A

KEYUR TALATI
ASST. GENERAL MANAGER, FM&A

SUNIL DHOOT
CHIEF FINANCIAL OFFICER

AS PER OUR REPORT OF EVEN DATE ATTACHED

For M/s. G D Apte & Co.
Chartered Accountants
FRN – 100515W
CA C M Dixit
Partner
Membership No. : 017532
UDIN: 26017532CZPHSA4265

For M/s. Manubhai & Shah LLP
Chartered Accountants
FRN – 106041W/ W100136
CA Vitesh D. Gandhi
Partner
Membership No. : 110248
UDIN: 26110248ASJPHX4461

For M/s. Sagar & Associates
Chartered Accountants
FRN – 003510S
CA D. Manohar
Partner
Membership No. : 029644
UDIN:26029644IVILKV8957

For M/s. S. Singhal & Co.
Chartered Accountants
FRN – 001526C
CA Mukesh Kumar Khandelwal
Partner
Membership No. : 074661
UDIN:26074661FPGZFT2758

Place: Pune
Date: April 20, 2026

1

Schedule 1 - Capital

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
Authorised Capital 10,00,00,00,000 Equity Shares (Previous Year 10,00,00,00,000) of Rs. 10/- each		10000,00,00		10000,00,00
Issued & Subscribed 769,15,54,950 Equity Shares (Previous Year 769,15,54,950) of Rs.10/- each				
Opening Balance	7691,55,50		7081,37,36	
Additions during the Year		7691,55,50	610,18,14	7691,55,50
Paid Up Capital				
a. Held by Central Government 566,10,59,630 (Previous Year 612,26,27,927) Equity shares of Rs.10/- each	5661,05,96		6122,62,79	
b. Held by the Public & Others 203,04,95,320 (Previous Year 156,89,27,023) Equity Shares of Rs.10/- each	2030,49,54		1568,92,71	
Less: Allotment money due	-	7691,55,50	-	7691,55,50
		7691,55,50		7691,55,50
Total		7691,55,50		7691,55,50

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Schedule 2 - Reserves and Surplus

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. STATUTORY RESERVE				
i) Opening Balance	4819,29,77		3439,35,12	
ii) Addition during the Year	1754,82,95	6574,12,72	1379,94,65	4819,29,77
II. CAPITAL RESERVE				
i) Opening Balance	764,69,19		719,69,55	
ii) Addition during the Year	90,31,15		44,99,64	
iii) Deduction during the Year	-	855,00,34	-	764,69,19

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
III. SHARE PREMIUM				
i) Opening Balance	3867,25,43		977,43,56	
ii) Addition during the Year	-		2889,81,87	
iii) Deduction during the Year	-	3867,25,43	-	3867,25,43
IV. REVENUE AND OTHER RESERVES				
a) REVENUE RESERVE				
i) Opening Balance	2182,91,74		1970,83,80	
ii) Addition during the Year	57,68,33		212,07,94	
iii) Deduction during the Year	-	2240,60,07	-	2182,91,74
b) SPECIAL RESERVE				
i) Opening Balance	51,26,04		51,26,04	
ii) Addition during the Year	-		-	
iii) Deduction during the Year	-	51,26,04	-	51,26,04
c) REVALUATION RESERVE				
i) Opening Balance	1894,25,09		1443,34,12	
ii) Addition during the Year	-		1894,25,09	
iii) Deduction during the Year (including Depreciation on revalued properties)	75,17,31	1819,07,78	1443,34,12	1894,25,09
d) INVESTMENT FLUCTUATION RESERVE ACCOUNT				
i) Opening Balance	641,10,00		426,10,00	
ii) Addition during the Year	450,00,00		215,00,00	
iii) Deduction during the Year	-	1091,10,00	-	641,10,00
e) INVESTMENT RESERVE ACCOUNT				
i) Opening Balance	-		62,39,41	
ii) Addition during the Year	-		-	
iii) Deduction during the Year (transfer to Revenue Reserve)	-	-	62,39,41	-
f) AFS INVESTMENT RESERVE ACCOUNT				
i) Opening Balance	348,71,60		-	
ii) Addition during the Year	-		348,71,60	
iii) Deduction during the Year	711,23,08	(3,625,148)	-	348,71,60
g) FOREIGN CURRENCY TRANSLATION RESERVE				
i) Opening Balance	-		-	
ii) Addition during the Year	17,58,14		-	
iii) Deduction during the Year	-	17,58,14	-	-
V. BALANCE IN PROFIT AND LOSS ACCOUNT				
i) Opening balance	6228,21,95		3502,10,97	
ii) Addition during the Year	3034,55,10		2726,10,98	
iii) Deductions during the Year	-	9262,77,05	-	6228,21,95
Total		25416,26,09		20797,70,81

3

Schedule 3 - Deposits

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
A. I. DEMAND DEPOSITS				
i) From Banks	865,83,80		248,29,05	
ii) From others	56934,73,09	57800,56,89	46064,63,26	46312,92,31
II. SAVINGS BANK DEPOSITS		126286,70,40		117344,13,89
III. TERM DEPOSITS *				
i) From Banks	1147,04,19		391,16,48	
ii) From others	165330,05,91	166477,10,10	143094,37,83	143485,54,31
Total (I, II & III)		350564,37,39		307142,60,51
B. (i) Deposits of Branches in India		350564,37,39		307142,60,51
(ii) Deposits of Branches outside India		-		-
Total		350564,37,39		307142,60,51

* Includes Lien marked deposits of ₹ 10501,73,42 in thousands (Previous Year ₹ 10112,46,83 in thousands)

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Schedule 4 - Borrowings

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. BORROWINGS IN INDIA				
i) Reserve Bank Of India	-		-	
ii) Other Banks	1185,43,75		-	
iii) Other Institutions and Agencies	19946,30,50		15421,81,50	
iv) Other Borrowings				
a) Perpetual Debt Instruments (PDI) - Tier-I Bond	1880,00,00		1880,00,00	
b) Hybrid Debt Capital Instruments issued as Bonds	-		-	
c) Subordinated Debt Bonds - Tier II Bond	4127,70,00		4127,70,00	
d) Infra Bonds	2423,00,00	29562,44,25	2423,00,00	23852,51,50
II. BORROWINGS OUTSIDE INDIA		5671,13,30		-
Total (I & II)		35233,57,55		23852,51,50
III. SECURED BORROWINGS INCLUDED IN I & II ABOVE		-		-

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Schedule 5 - Other Liabilities And Provisions

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. Bills Payable		952,69,18		663,37,11
II. Inter-office adjustments (net)		-		-
III. Interest Accrued		314,69,40		343,05,25
IV. Others (including provisions):				
i) Provision against standard assets	2152,74,25		2835,08,65	
ii) Other liabilities (including provisions)	5036,84,10	7189,58,35	5816,26,13	8651,34,78
Total		8456,96,93		9657,77,14

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Schedule 6 - Cash And Balances With Reserve Bank of India

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. Cash in hand (including foreign currency notes)		1080,42,35		1025,29,08
II. Balances with Reserve Bank of India				
i) In Current Accounts	9345,88,62		12492,70,29	
ii) In other Accounts	16219,00,00	25564,88,62	24475,00,00	36967,70,29
Total (I & II)		26645,30,97		37992,99,37

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Schedule 7 - Balances With Banks And Money At Call & Short Notice

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. In India				
i) Balances with Banks in				
(a) Current Accounts	4,88,55		2,55,83	
(b) Other Deposit Accounts	15,68,56	20,57,11	15,68,56	18,24,39
ii) Money at call and short notice				
(a) With Banks	-		-	
(b) With Other Institutions	-	-	4177,05,63	4177,05,63
Total (I)		20,57,11		4195,30,02
II. Outside India				
Balances with Banks in				
(i) Current Accounts	83,89,75		6,57,40	
(ii) Other Deposit Accounts	995,76,75		-	
(iii) Money at Call & Short Notice	-	1079,66,50	-	6,57,40
Total (II)		1079,66,50		6,57,40
Grand Total (I & II)		1100,23,61		4201,87,42

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Schedule 8 - Investments

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
A. I. Investments in India in				
a) Government Securities (inclusive of treasury bills & zero coupon bonds)		94728,18,56		74851,28,30
b) Other approved securities				
c) Shares		587,11,35		607,21,25
d) Debentures and Bonds		5590,39,94		5588,56,64
e) Subsidiaries and/or Joint Ventures		481,30,48		311,43,11
f) Others				
i) Units of UTI / Mutual funds / VCF's etc.	44,14,45		37,51,97	
ii) Certificate of Deposits			608,77,81	
iii) Commercial Papers	49,01,94		-	
iv) PTCs	-			
v) Others	-	93,16,39		646,29,78
Total		101480,16,72		82004,79,08
II. Investments outside India		-		-
Total		-		-
Grand Total (I & II)		101480,16,72		82004,79,08
B. a) Gross Investments in India	102757,31,88		81898,56,92	
Add/Less: Appreciation/(Depreciation) on Investment	(5,504,797)		443,19,83	
Less: Provisions on Investment	726,67,19	101480,16,72	336,97,67	82004,79,08
Net Investment		101480,16,72		82004,79,08
b) Gross Investments outside India	-	-	-	-
Total (a and b)		101480,16,72		82004,79,08

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Schedule 9 - Advances

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
A. i) Bills purchased and discounted	4473,42,49		4110,47,48	
ii) Cash Credits, Overdrafts & Loans repayable on demand	53286,76,00		53744,50,78	
iii) Term Loans	230344,11,72	288104,30,21	178228,81,27	236083,79,53
Total (i + ii + iii)		288104,30,21		236083,79,53
B. i) Secured by tangible assets (includes advances against Book Debts)	238359,21,56		197165,37,24	
ii) Covered by Bank/Government Guarantees	547,51,02		642,46,23	
iii) Unsecured	49197,57,63	288104,30,21	38275,96,06	236083,79,53
Total (i + ii + iii)		288104,30,21		236083,79,53

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
C. I. Advances in India				
i) Priority Sector	109349,46,00		90492,59,70	
ii) Public Sector	30401,31,10		21940,34,77	
iii) Banks	1938,22,05		499,98,05	
iv) Others	144616,25,45	286305,24,60	123150,87,01	236083,79,53
II. Advances outside India				
i) Due from banks	-		-	
ii) Due from others	1799,05,61		-	
(a) Bills purchased and discounted	-		-	
(b) Syndicated loans	805,40,33		-	
(c) Others	993,65,28		-	
		1799,05,61	-	-
Total (C.I & C.II)		288104,30,21		236083,79,53

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Schedule 10 - Fixed Assets

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. Premises *				
1. At cost as on 31st March of the preceding Year	2488,71,60		1951,22,45	
* (includes increase in the value on account of revaluation of certain premises in earlier Years)				
2. Addition during the Year	45,77		57,11,80	
3. Addition on account of revaluation during the Year	-		1894,25,09	
	2489,17,37		3902,59,34	
4. Deduction during the Year #	30,21,96		1413,87,74	
	2458,95,41		2488,71,60	
5. Depreciation to date	445,93,06	2013,02,35	397,08,58	2091,63,02
II. Capital Work-in-progress		8,01,21		4,36,05
III. Other Fixed Assets (including furniture and fixtures)				
1. At cost as on 31st March of the preceding Year	2041,43,76		1835,89,73	
2. Addition during the Year	417,48,89		467,58,89	
	2458,92,65		2303,48,62	
3. Deduction during the Year	28,65,92		262,04,86	
	2430,26,73		2041,43,76	
4. Depreciation to date	1489,53,56	940,73,17	1221,84,14	819,59,62
Total (I, II & III)		2961,76,73		2915,58,69

On account of revaluation during FY 2024-25

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Schedule 11 - Other Assets

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. Inter-office adjustments (net)		532,58,87		68,56,74
II. Interest accrued		2104,49,76		1618,48,54
III. Tax paid in advance/tax deducted at source		1771,42,19		1757,86,63
IV. Stationery and Stamps		2,56,70		2,83,04
V. Non-banking assets acquired in satisfaction of claims		-		-
VI. Others *		2659,87,70		2495,36,42
Total (I, II, III, IV, V & VI)		7070,95,22		5943,11,37

* Note : Others assets include Net Deferred Tax asset of ₹ 893,23,91 in thousands (Previous Year Net DTA ₹ 636,79,67 in thousands)

* Note : Includes RIDF amounting to ₹ 479,30,52 thousands (Previous year ₹ 924,20,74 thousands)

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Schedule 12 - Contingent Liabilities

(Amount in ₹ thousand)

	As on March 31, 2026 (Current year)		As on March 31, 2025 (Previous year)	
I. Claims against the Bank not acknowledged as debts		1343,24,82		1356,67,05
II. Liability for partly paid investments		-		-
III. Liability on account of outstanding forward exchange contracts *		24365,83,14		25776,35,28
IV. Guarantees given on behalf of constituents				
(a) In India	13429,40,49		10865,74,83	
(b) Outside India	305,56,72	13734,97,21	379,32,81	11245,07,64
V. Acceptances, endorsements and other obligations		2935,65,34		1486,82,30
VI. Other items for which Bank is contingently liable		1182,48,73		1076,21,96
Total (I, II, III, IV, V & VI)		43562,19,24		40941,14,23

* Contingent liabilities in respect of forward exchange contracts include both sale and purchase contracts

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Schedule 13 - Interest Earned

(Amount in ₹ thousand)

	Year ended on March 31, 2026 (Current year)		Year ended on March 31, 2025 (Previous year)	
I. Interest / Discount on Advances / Bills		22490,31,12		19291,50,58
II. Income on Investments	6539,04,07		5372,90,17	
Less - Amortisation of Investments	19,19,74	6519,84,33	12,47,34	5360,42,83
III. Interest on balances with Reserve Bank of India & other inter bank funds		218,55,53		202,63,54
IV. Others		52,93,26		92,88,22
Total (I, II, III & IV)		29281,64,24		24947,45,17

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Schedule 14 - Other Income

(Amount in ₹ thousand)

	Year ended on March 31, 2026 (Current year)		Year ended on March 31, 2025 (Previous year)	
I. Commission, exchange, and brokerage		1861,92,83		1740,56,74
II. Profit on sale of investments	471,06,93		234,74,35	
Less : Loss on sale of Investments	113,69,12	357,37,81	14,72,23	220,02,12
III. Profit on revaluation of Investments	-		-	
Less : Loss on revaluation of Investments	280,58,67	(280,58,67)	-	-
IV. Profit on sale of land, buildings and other assets	15,62,66		2,34,13	
Less : Loss on sale of land, buildings and other assets	13,87,28	1,75,38	1,96,62	37,51
V. Profit on Exchange Transactions	125,67,64		63,29,42	
Less : Loss on Exchange Transactions	-	125,67,64	-	63,29,42
VI. Income earned by way of dividends etc. from subsidiaries/companies and/or Joint Ventures abroad/in India		2,53,68		1,71,64
VII. Miscellaneous Income *		1472,20,23		1428,19,88
Total (I, II, III, IV, V, VI & VII)		3540,88,90		3454,17,31

* Includes Recoveries made in write-off accounts ₹ 1423,10,48 In thousands (Previous year- ₹ 1374,88,06 In thousands)

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Schedule 15 - Interest Expended

(Amount in ₹ thousand)

	Year ended on March 31, 2026 (Current year)	Year ended on March 31, 2025 (Previous year)
I. Interest on deposits	13472,35,77	12295,05,79
II. Interest on Reserve Bank of India / inter-bank borrowings	80,95,23	22,52,43
III. Others	2064,26,67	964,29,87
Total (I, II & III)	15617,57,67	13281,88,09

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Schedule 16 - Operating Expenses

(Amount in ₹ thousand)

	Year ended on March 31, 2026 (Current year)	Year ended on March 31, 2025 (Previous year)
I. Payments to and provisions for employees	3375,77,23	3442,23,31
II. Rent, taxes and lighting	385,83,60	326,63,73
III. Printing and stationery	33,04,55	36,84,22
IV. Advertisement and publicity	63,16,73	48,39,45
V. Depreciation on Bank's property	343,56,48	290,57,12
VI. Directors' fees, allowances and expenses	39,64	1,23,26
VII. Auditors' fees and expenses (including branch auditors)	22,71,04	19,64,09
VIII. Law Charges	82,51,44	81,35,30
IX. Postage, Telegrams, Telephones, etc.	55,41,04	50,27,84
X. Repairs and maintenance	422,90,26	315,94,78
XI. Insurance	413,31,14	364,18,62
XII. Other expenditure	1180,49,98	823,39,77
Total (I, II, III, IV, V, VI, VII, VIII, IX, X, XI & XII)	6379,13,13	5800,71,49

Schedule 17 – Significant Accounting Policies

(Annexed To And Forming Part of the Standalone Accounts For The Year Ended 31st March 2026)

1

Background

1.1 Bank of Maharashtra (the Bank) is governed by the Banking Regulation Act, 1949 and The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.

1.2 Basis of Preparation of Financial Statements:

The financial statements are prepared under the historical cost conventions with fundamental accounting assumptions of going concern, consistency, and accrual, except as otherwise stated and conform to the Generally Accepted Accounting Principles (GAAP) which include statutory provisions, practices prevailing within the Banking Industry in India, the regulatory/ Reserve Bank of India ("RBI") guidelines, applicable Accounting Standards/ Guidance Notes issued by the Institute of Chartered Accountants of India (ICAI). The financial statements have been prepared in accordance with requirements under the Third Schedule of the Banking Regulation Act, 1949

1.3 Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of Assets and Liabilities (including contingent liabilities) as of the date of financial statements and reported income and expenses for the year under report. Management is of the view that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates. Any revisions to the accounting estimates shall be recognized prospectively unless otherwise stated.

1.4 Revenue and costs are accounted for on accrual basis except as stated in para 6.1 below.

1.5 The accounting policies with regard to Revenue Recognition, Investments and Advances are in conformity with the prudential accounting norms and guidelines issued by Reserve Bank of India from time to time.

2

Foreign Exchange Transactions:

2.1 Foreign Currency Translation / Conversion of Foreign Currencies :

The foreign currency transactions are translated at the weekly average closing rates for the preceding week as published by Foreign Exchange Dealers' Association of India (FEDAI). Foreign currency assets and liabilities are restated at the rate published by FEDAI at the end of each quarter and resultant foreign exchange difference is recognized in Profit & Loss Account.

2.2 Transactions and balances of foreign branches are classified as non-integral foreign operations. Such transactions and balances are consolidated by the bank on a quarterly basis. Assets and Liabilities (both monetary and non-monetary as well as contingent liabilities) are translated at the closing spot rate of exchange announced by Foreign Exchange Dealers' Association of India (FEDAI) as at the end of each quarter. Income and Expenditure items of the foreign branches are translated at the quarterly average rate published by FEDAI in accordance with Accounting Standard (AS) 11 - "The effect of Changes in Foreign Exchange rates" issued by the Institute of Chartered Accountants of India (ICAI) and as per the guidelines of Reserve Bank of India (RBI) regarding the compliance of the said standard at the end of the respective quarter.

The resultant exchange gain / loss is accumulated in a separate account i.e. to Foreign Currency Translation Reserve till the disposal of assets / liabilities.

2.3 Outstanding Forward Foreign Exchange Contracts are stated at contracted rates and revalued/ marked to market as on quarterly basis and on Balance Sheet date at the exchange rates published by FBIL for specified maturities by discounting the same at the Modified MIFOR rate published by Financial Benchmarks India Pvt. Ltd. [FBIL] i.e. on PV01 basis. The resulting profit/loss, on revaluation, is recognized in the Profit & Loss Account in accordance with RBI / FEDAI guidelines and the effect is taken to "Other Assets" in case of gain or to "Other Liabilities" in case of loss.

2.4 Contingent Liabilities on account of Guarantees and Letters of Credit issued in foreign currency are stated in the Balance Sheet at the closing exchange rates published by FEDAI.

2.5 Credit exposure of the un-hedged foreign currency exposure, if any, of the constituents shall attract provisioning and capital requirements as per RBI guidelines.

3

Investments:

As per Reserve Bank of India guidelines, the investments are classified and valued as under:

3.1 Investments are classified in the following categories:

- a. Held to Maturity (HTM)
- b. Available for sale (AFS)
- c. Fair Value through Profit and Loss (FVTPL) with subcategory of Held for trading (HFT)

All investments in subsidiaries, associates and joint ventures is held in a distinct category separate from above category.

3.2 All the investments are classified as investments in India and are further classified in the following six baskets in conformity with the requirement of Form-A of Third Schedule to the Banking Regulation Act, 1949:

- a. Government Securities
- b. Other approved Securities
- c. Shares
- d. Debentures and Bonds
- e. Subsidiaries and Joint Ventures (Including associates)
- f. Others (Commercial Papers, Mutual Fund Units etc.)

3.3 Initial Recognition:

- i. Bank decides the category of each investment at the time of acquisition and classifies the same accordingly. All investments are measured at fair value on initial recognition. Unless facts and circumstances suggest that the fair value is materially different from the acquisition cost, then the acquisition cost is taken as the fair value. Any discount or premium on securities under HTM, AFS, and FVTPL is amortized over the remaining life of the instrument. Any sale from HTM (within limit of 5%) is as per Board approved policy.
- ii. Fair value measurements are categorized into following 3 fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable.
 - a. "Level 1" - wherein inputs used for valuation of a financial instrument are quoted prices (unadjusted) in active markets for identical instruments that the bank can access at the measurement date;
 - b. "Level 2" – wherein inputs used for valuation of a financial instrument are inputs other than quoted prices that are observable for the

asset or liability, either directly or indirectly (such as yield curve, credit spread etc.);

- c. "Level 3" – wherein valuation is based on unobservable inputs.

iii. Recognition of Day 1 Gain/Loss:

- a. Day 1 gain / loss arising in initial recognition of Level 1 and Level 2 hierarchy, is recognized in the Profit and Loss Account, under item III- 'Profit/Loss on revaluation of investments(net)' under Schedule 14: 'Other Income.
- b. Any Day 1 loss arising from Level 3 investments is recognized immediately.
- c. Any Day 1 gains arising from Level 3 investments is deferred. In the case of debt instruments, the Day 1 gain is amortized on a straight-line basis up to the maturity date (or earliest call date for perpetual instruments), while for unquoted equity instruments, the gain is set aside as a liability until the security is listed or derecognized.
- iv. Bank follows 'Settlement Date' accounting for recording purchase and sale of transactions in Government Securities.
- v. Cost of investments is determined on the basis of Weighted Average Price method.
- vi. Interest paid for broken period / interest received for broken period at the time of purchase / sale of fixed income securities is treated as revenue expenditure / income.
- vii. Brokerage / incentive received / paid at the time of purchase/sale of investment is deducted / added from the amount of investment.

3.4 REPO / Reverse REPO

The Bank has adopted the Uniform Accounting Procedure prescribed by the RBI for accounting of market Repo and Reverse Repo transactions. Repo and Reverse Repo transactions are treated as Collateralized Borrowing / Lending Operations with an agreement to repurchase on the agreed terms. Securities sold under Repo are continued to be shown under investment and Securities purchased under Reverse Repo are not included in investment. Outstanding Repo / Term Repo is disclosed as borrowing and outstanding Reverse Repo is disclosed as lending. Costs and revenues are accounted for as interest expenditure / income, as the case may be.

3.5 Classification and Subsequent measurement of Investments:

a. Held to Maturity (HTM):

- i. Securities under the category 'Held to Maturity' is acquired with the intention and objective of holding it to maturity i.e. the financial assets are held with an objective to collect the contractual cash flows. The

contractual terms of the security give rise to cash flows that are solely payment of principal and interest on principal outstanding ("SPPI criterion") on specified date.

- ii. Securities held in HTM is carried at cost and not be marked to market (MTM) after initial recognition. Any discount or premium on the securities under HTM is amortized over the remaining life of the instrument.
- iii. Any profit or loss on the sale of investments in HTM is recognized in the profit and loss account under item II of Schedule 14 Other Income. The profit on sale of an investment in HTM is appropriated below the line from the Profit and Loss Account to the Capital Reserve Account. The amount so appropriated is net of taxes and the amount required to be transferred to Statutory Reserve.

b. Available for Sale (AFS):

- i. Securities under the category 'Available for Sale' is acquired with an objective that is achieved by both collecting contractual cash flows and selling securities before maturity.
- ii. The securities held in AFS is fair valued at least on quarterly basis. Any discount or premium on the acquisition of debt securities under AFS is amortized over the remaining life of the instrument. The valuation gains and losses across all performing investments, irrespective of classification (i.e. Government Securities, other approved securities, bonds and debentures, etc) held under AFS is aggregated.
- iii. The net appreciation or depreciation is directly credited or debited to a reserve named AFS Reserve.
- iv. Upon sale or maturity of any instrument in AFS category, the accumulated gain/loss for that security in the AFS-Reserve is transferred from the AFS Reserve and recognized in the Profit and Loss Account. In case of equity instrument, any gain or loss on sale of such investment is transferred from AFS Reserve to the Capital Reserve.

c. Fair Value Through Profit & Loss (FVTPL):

- i. Securities that do not qualify for inclusion in HTM or AFS is classified under FVTPL with a subcategory named Held for Trading (HFT). Any instrument that is held for one or more of the following purposes is designated as a Held for Trading (HFT) instrument:
 - a. short-term resale;
 - b. profiting from short-term price movements;
 - c. locking in arbitrage profits; or
 - d. hedging risks that arise from instruments meeting (a), (b) or (c) above.

- ii. The Bank undertakes short sale transactions in Central Government dated securities in accordance with the RBI guidelines. The short position is categorized under HFT and netted off from investments in government securities. The short position along with other government securities under HFT portfolio is marked to market and the resultant MTM profit or loss, is taken to the Profit and Loss Account. Profit / Loss on short sale is recognized on settlement date.
- iii. The securities held in FVTPL is fair valued and the net gain or loss arising on such valuation is directly credited or debited to the Profit and Loss Account.
- iv. The securities that are classified under the HFT sub-category within FVTPL is fair valued on a daily basis, whereas other securities in FVTPL is fair valued at least on a quarterly, if not on a more frequent basis.
- v. Any discount or premium on the acquisition of debt securities under FVTPL is amortized over the remaining life of the instrument.

d. Investments in Subsidiaries, Joint Ventures & Associates (SAJV):

- i. All investments (i.e., including debt and equity) in subsidiaries, associates and joint ventures shall be held at acquisition cost.
- ii. Any discount or premium on the acquisition of debt securities of subsidiaries, associates and joint ventures shall be amortized over the remaining life of the instrument. The amortized amount shall be reflected in the financial statements under item II 'Income on Investments' of Schedule 13: 'Interest Earned'.

e. Fair valuation:

- i. For the purpose of initial recognition and subsequent measurement, investments are fair valued based on RBI guidelines. Securities are valued scrip-wise.
- ii. Quoted investments are valued based on the closing quotes on the recognised stock exchanges or prices declared by Fixed Income Money Market and Derivatives Association (FIMMDA) / Financial Benchmark India Private Limited (FBIL), periodically.
- iii. The market / fair value of unquoted government securities which are in nature of Statutory Liquidity Ratio (SLR) securities included in the AFS and FVTPL categories is as per the rates published by FBIL and for unquoted corporate bonds, security level valuation (SLV) published by FIMMDA. The valuation of other unquoted fixed income securities, including Pass Through Certificates, wherever linked to the Yield-to-Maturity (YTM) rates, is computed with a

mark-up (reflecting associated credit risk) over the YTM rates for government securities published by FIMMDA.

- iv. Treasury bills, commercial papers and certificate of deposits, being discounted instruments, are valued at carrying cost.
- v. Unquoted equity shares are valued at the break-up value, if the latest balance sheet is available, or at Re. 1/-, as per RBI guidelines.

Investments in units of Venture Capital Funds (VCFs) are categorised under FVTPL and are valued at the net asset value (NAV) declared by the VCF. If the latest NAV is not available continuously for more than 18 months, the units of VCF are valued at Re. 1/-, as per RBI guidelines.

3.6 Non Performing Investments:

Non-performing investments are identified and depreciation / provision are made thereon based on the RBI guidelines. Based on management assessment of impairment, the Bank additionally creates provision over and above the RBI guidelines. The depreciation / provision on such non-performing investments are not set off against the appreciation in respect of other performing securities. Interest on non-performing investments is not recognized in the Profit and Loss account until received.

3.7 Derivatives:

Interest Rate Swaps:

- i. Valuation:
 - a. **Hedging Swaps:** Interest Rate Swaps for hedging assets and liabilities are not marked to market.
 - b. **Trading Swaps:** Interest Rate Swaps for trading purpose are marked to market.
- ii. Accounting of income on derivative deals:
 - a. **Hedging Swaps:** Income is accounted for on realization basis. Expenditure, if any, is accounted for on accrual basis, if ascertainable.
 - b. **Trading Swaps:** Income or expenditure is accounted for on realization basis on settlement date.
- iii. Accounting of gain or loss on termination of swaps:
 - a. **Hedging Swaps:** Any gain or loss on the terminated swap is recognized over the shorter of (a) the remaining contractual life of the swap or (b) the remaining life of the asset/liability.
 - b. **Trading Swaps:** Any gain or loss on terminated swap is recognized as income or expenditure in the year of termination.

3.8 Investment Fluctuation Reserve:

As per RBI master direction, Investment Fluctuation Reserve (IFR) to be created until the amount of IFR is at least 2% of AFS and FVTPL (Including HFT) portfolio, on continuous basis, by transferring to the IFR of an amount not less than the lower of the following:

- a. Net profit on sale of Investments during the year or
- b. Net profit for the year less mandatory appropriations.

Bank has been permitted to draw down the balance from IFR in excess of 2% of its AFS and FVTPL (including HFT) portfolio, for credit to the balance of profit/loss as disclosed in the profit and loss account at the end of any accounting year subject to the conditions stipulated in RBI guidelines.

4

Advances:

- 4.1 Advances are disclosed net of write offs, provisions made for non-performing assets, claims settled with the credit guarantee institutions and bills rediscounted.
- 4.2 Classification of advances and provisions thereon are made in accordance with the prudential norms prescribed by and guidelines of RBI from time to time, except in respect of following category of advances, provision on Non Performing Assets (NPAs) are made higher than the rate prescribed by RBI -

Sub-Standard - 20%

Doubtful Assets One to three years - 50% on secured portion

The Bank also makes additional provision on specific non performing assets
- 4.3 Provision for performing assets, is shown under the head "Other liabilities and provisions".
- 4.4 In case of financial assets sold to Asset Reconstruction Company (ARC) / Securitization Company (SC), if the sale is at a price higher than the NBV, the surplus is retained and utilised to meet the shortfall/loss on account of sale of other financial assets to SC/ARC. If the sale is at a price below the net book value (NBV), (i.e. outstanding less provision held) the shortfall is to be debited to the Profit and Loss account. However, if surplus is available, such shortfall will be absorbed in the surplus. Any shortfall arising due to sale of NPA will be amortised over a period of two years if not absorbed in the surplus.

Excess provision arising out of sale of NPAs are reversed only when the cash received (by way of initial consideration only/or redemption of SRs/PTC)

is higher than the net book value (NBV) of the asset. Reversal of excess provision will be limited to the extent to which cash received exceeds the NBV of the asset.

5

Fixed Assets and Depreciation:

- 5.1** Premises and Other Fixed Assets are carried at cost less accumulated depreciation/ amortization, except for certain premises, which were revalued and stated at revalued amount.

Cost includes cost of purchase, taxes as per GST law and all expenditure such as site preparation, installation costs and professional fees incurred on the asset before it is put to use. Subsequent expenditure(s) incurred on the assets put to use are capitalised only when it increases the future benefits from such assets or their functioning capability

- 5.2** Depreciation method is on Straight Line Method (SLM) for all Assets, based on useful life of the asset. Depreciation is provided for at the rates specified below, so as to write down value of assets to Rupee One over the useful life of the assets.

S.N.	Category of Asset	Useful List of Assets (In Years)	Rate of Depreciation (%)
1	Building & Premises	60	1.667
2	General Items including Safe	10	10
3	Electrical – Television, Mobile Phones, Home Theater, Printer, Camera	3	33.33
4	Electrical Equipment's – Others	7	14.29
5	Office Machinery	5	20
6	Motor Vehicles	8	12.5
7	Safe Deposit Vaults	10	10
8	Computers & Laptops	3	33.33
9	ATM	7	14.29
10	UPS	5	20
11	BNA	7	14.29
12	Cash Re-cycler	7	14.29

- 5.3** In respect of assets acquired during the year, depreciation is provided on proportionate basis for the number of days the assets have been put to use during the year.

Similarly, in respect of assets sold / discarded during the year, depreciation is provided on proportionate basis till the number of days the assets had been put to use during the year.

- 5.4** Eligible fixed assets are revalued once in every three years. Revalued portion of fixed assets net of salvage value (over and above the cost of fixed assets) is depreciated on straight line method over the residual life of the assets as certified by approved valuers at the time of valuation.

Revaluation reserve pertaining to lease hold lands, is amortised on straight line method over the residual life of the lease period.

Depreciation on revalued portion of fixed assets, over and above the cost is debited to Profit & Loss account. Amount of Revaluation Reserve to the extent of depreciation related to revalued portion of fixed assets over and above the cost debited to profit & loss account is transferred to Revenue Reserve from Revaluation Reserve.

- 5.5** In respect of leasehold premises, the lease premium, if any, is amortised over the period of lease on SLM basis in accordance with AS 19.

6

Revenue Recognition

- 6.1** All revenues and costs are accounted for on accrual basis except the following items, which are accounted for on cash basis:

- Interest on Advances and Investments identified as Non-Performing Assets according to the prudential norms and guidelines issued by RBI, from time to time.
- Income from commission like on Government business, Mutual Fund business, credit & debit cards issued, Annual maintenance charges for cards and Locker Rent.
- Interest for overdue period on bills purchased and bills discounted.
- Insurance claims.
- Remuneration on Debenture Trustee Business.
- Loan originations / renewal fees.
- Income from Merchant Banking Operations and Underwriting Commission.
- Transaction processing fees received on utility bill pay services through internet banking.

- 6.2 Pursuant to RBI guidelines, the interest payable on overdue term deposit is provided on accrual basis at rate of interest as applicable to saving account or contracted rate of interest on the matured TD, whichever is lower from 02.07.2021.

7

Employees' Benefits:

Defined Contribution Plan: The contribution paid/payable under defined contribution benefit schemes are charged to Profit & Loss Account.

The Bank operates a New Pension Scheme (NPS) for all officers / employees joining the Bank on or after 01-04-2010, which is a defined contribution Pension Scheme, such new joiners not being entitled to become members of the existing Pension Scheme. As per the scheme, the covered employees contribute 10% of their basic pay plus dearness allowance to the scheme together with a contribution from the Bank equivalent to 14% of the basic pay plus dearness allowance. The Bank recognizes such annual contributions as an expense in the year to which they relate.

Defined Benefit Plans: All eligible employees are entitled to receive benefits under the Bank's Gratuity, Pension & Privilege Leave schemes which are valued based on the principles laid down in AS -15, Employees Benefit (Revised) issued by Institute of Chartered Accountants of India. Bank's liabilities towards defined benefit schemes are determined by way of provisions and adjusted on the basis of an actuarial valuation report provided by the Actuaries appointed by the bank and made at the end of each quarter/financial year. Actuarial gains and losses are recognized in the Profit & Loss Account.

Other Employee Benefits such as Leave Fare Concession, Silver jubilee Award, resettlement allowance, and retirement benefit are also provided based on Actuarial valuation.

8

Segment Reporting:

The Bank recognizes Business Segment as its Primary Segment in compliance with the RBI Guidelines and in compliance with the Accounting Standard 17 issued by ICAI.

9

Impairment of Assets:

Impairment losses if any, on fixed assets including revalued fixed assets are recognized in accordance with Accounting Standard 28- Impairment of Assets issued by the ICAI and charged to Profit & Loss Account. Assets are reviewed for Impairment whenever events or changes in circumstances warrant that the carrying amount of an asset may not be recoverable.

10

Provisions, Contingent Liabilities and Contingent Assets:

As per the Accounting Standard 29-"Provisions, Contingent Liabilities and Contingent Assets" issued by ICAI, the Bank recognizes provisions only when it has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liability is disclosed unless the possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are not recognized in the financial statements since this may result in the recognition of the income that may not be realized.

11

Net Profit, Provisions and Contingencies:

The Net Profit disclosed is after making the Provisions and Contingencies which include adjustment to the value of investments, write off of bad debts, provision for taxation (including deferred tax), and provision for advances including cases identified as fraud and contingencies /others.

12

Tax on Income:

The provision for tax for the year comprises liability towards current Income Tax, and Deferred Tax. The deferred tax asset/ liability is recognized, subject to the consideration of prudence, taking into account the timing differences between the taxable income and accounting income, in terms of the Accounting Standard 22 issued by ICAI. The effect of change in tax rates on deferred tax assets and liabilities is

recognized in the Profit & Loss Account in the period of applicability of the change.

Deferred tax assets and liabilities are measured using the applicable tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized and re-assessed at each reporting period based on management judgement as to whether their realization is considered as reasonably certain.

In cases of unabsorbed depreciation or carried forward loss under taxation laws, all deferred tax assets are recognized only if there is virtual certainty of realization of such assets supported by convincing evidence.

Interest income on refund of Income Tax is accounted for in the year in which; the order is passed by the concerned authority.

The demand raised by the Tax authorities including the interest thereon is provided for when such demand is accepted by the bank and the same is not contested before appellate authority **OR** when such demand is upheld by jurisdictional tribunal and there is no favorable judgement of other tribunal on identical issue and bank does not prefer to go before High Court **OR** when such demand is upheld by High Court.

13

Earnings per Share:

The bank reports basic and diluted earnings per equity share in accordance with the Accounting Standard (AS-20) "Earnings Per Share" issued by ICAI. Basic Earnings per share is arrived by dividing net profit after tax with the weighted average number of equity shares outstanding for the year. The diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

Diluted earnings per share reflects the potential dilution that could occur in earnings per share if securities or other contracts to issue equity share are exercised or converted during the year.

14

Cash and Cash equivalents:

Cash and cash equivalents include Cash and Balances with RBI, Balances with Banks and money at call and short notice.

Schedule 18: Notes To Accounts

(Note: Figures in bracket relate to previous year)

(Annexed To And Forming Part of the Standalone Accounts For The Year Ended 31st March 2026

1

Regulatory Capital

a) Composition of Regulatory Capital

(Amount in ₹ crore)

S.N.	Particulars	31.03.2026	31.03.2025
i)	Common Equity Tier 1 capital (CET 1) including CCB	30605.67	26515.34
ii)	Additional Tier 1 capital	1720.00	1720.00
iii)	Tier 1 capital (i + ii)	32325.67	28235.34
iv)	Tier 2 capital	6199.63	6153.31
v)	Total capital (Tier 1+Tier 2)	38525.30	34388.65
vi)	Total Risk Weighted Assets (RWAs)	209744.62	167528.19
vii)	CET 1 Ratio (CET 1 as a percentage of RWAs)	14.59%	15.83%
viii)	Tier 1 Ratio (Tier 1 capital as a percentage of RWAs)	15.41%	16.86%
ix)	Tier 2 Ratio (Tier 2 capital as a percentage of RWAs)	2.95%	3.67%
x)	Capital to Risk Weighted Assets Ratio (CRAR) (Total Capital as a percentage of RWAs)	18.36%	20.53%
xi)	Leverage Ratio	7.09%	7.35%
xii)	Percentage of the shareholding of Government of India (%)	#73.60%	79.60%
xiii)	Amount of paid-up equity capital raised during the year	—	3500.00
xiv)	Amount of non-equity Tier 1 capital raised during the year, of which: - Amount of Perpetual Non-Cumulative Preference Shares (PNCPS) - Basel III compliant Perpetual Debt Instruments (AT 1 Bond)	—	—
xv)	Amount of Tier 2 capital raised during the year, of which: Basel III compliant Tier II Bond	—	1000.00

On 1st December 2025, the Government of India, as promoter, initiated and successfully completed an Offer for Sale (OFS) of 46,15,68,297 equity shares, representing 6% of the Bank's paid-up capital, in line with SEBI guidelines. The OFS involved only the sale of existing shares with no proceeds to the Bank.

The Offer for Sale (OFS) was successfully completed, resulting in compliance with SEBI's minimum public shareholding requirement of 25%.

- During the year ended on March 31, 2025, Bank has raised Equity Share Capital (including Share Premium) of ₹ 3500 crores through Qualified Institutional Placements on October 05, 2024. The Bank has issued and allotted 61,01,81,311 equity shares of ₹ 10 each at a premium of ₹ 47.36 per share.
- The Bank has raised following bonds during the FY 2024–25 as under:

Series	Type	ISIN No	Date of Issue	Tenure	Amount (₹ in Crore)	Coupon Rate (In %)	Call date
VII	Basel III Tier II	INE457A08167	04.07.2024	10 Years	1000.00	7.89	04.07.2029

- During the FY 2024-25, The Bank has exercised call option and made payment of following Bond:

Series	Type	ISIN No	Date of Issue	Tenure	Amount (₹ in Crore)	Coupon Rate (In %)	Call date
I	Basel III Tier II	INE457A08050	06.03.2020	10 Years	600.00	8.70	06.03.2025

- During the FY 2024-25, The Bank has also raised following Long Term Infrastructure Bonds as under:

Series	Type	ISIN No	Date of Issue	Tenure	Amount (₹ in Crore)	Coupon Rate (In %)	Call date
I	Infra Bonds	INE457A08175	05.08.2024	10 Years	811.00	7.80	N.A.
II	Infra Bonds	INE457A08183	18.02.2025	10 Years	1612.00	7.70	N.A.

b) Draw down from Reserves

In accordance with the Accounting Standard – 10 'Property, Plant & Equipment', depreciation of ₹ 45.22 Crore (₹ 29.46 Crore) for the year on revalued portion of fixed assets has been charged to Profit and Loss Account. Equivalent amount of ₹ 45.22 Crore (₹ 29.46 Crore) has been transferred from Revaluation Reserve to Revenue Reserve.

As of March 31, 2024, the provision for depreciation on investment stands at ₹ 15.04 Crore, which has been transferred to the Revenue Reserve during FY. 2024-25. The balance of ₹ 62.39 Crore in Investment Reserve Account (IRA) as of March 31, 2024, transferred to the Revenue Reserve during FY. 2024-25.

2

Asset liability management

a) Maturity pattern of certain items of assets and liabilities as on 31.03.2026

(Amount in ₹ crore)

Particulars	1 day	2 to 7 days	8 to 14 days	15 to 30 days	31days to 2 months	Over 2 months up to 3 months	Over 3 months up to 6 months	Over 6 months up to 1 year	Over 1 year up to 3 years	Over 3 years up to 5 years	Over 5 years	Total
Deposits	4256.10	6509.92	5735.72	10667.64	15835.51	13682.31	28571.36	89569.92	101965.88	41279.67	32490.34	350564.37
Gross Advances	1168.01	2035.18	2368.40	4811.50	6262.20	8561.42	18044.17	46720.43	108767.26	33201.07	60026.90	291966.53
Gross Investments	0.00	112.53	357.39	231.02	360.85	209.32	862.42	2894.03	14069.49	29484.17	53625.63	102206.84
Borrowings	0.00	512.11	0.00	932.94	474.18	948.35	675.66	12575.03	14032.70	2659.61	2423.00	35233.58
Foreign Currency Assets	380.19	3353.96	69.06	1688.98	1955.73	398.37	3603.27	2111.62	0.00	0.00	0.00	13561.17
Foreign Currency Liabilities	1271.59	3520.54	21.37	1799.99	1685.90	46.06	3086.86	2211.43	42.72	11.36	0.00	13697.82

Maturity pattern of certain items of assets and liabilities as on 31.03.2025

(Amount in ₹ crore)

Particulars	1 day	2 to 7 days	8 to 14 days	15 to 30 days	31days to 2 months	Over 2 months up to 3 months	Over 3 months up to 6 months	Over 6 months up to 1 year	Over 1 year up to 3 years	Over 3 years up to 5 years	Over 5 years	Total
Deposits	1195.05	4590.08	3562.81	6419.46	9226.00	10070.60	20031.90	77390.43	73851.90	37280.10	63524.28	307142.61
Gross Advances	636.13	1685.76	1830.31	4810.13	5493.23	8251.32	16139.64	32462.56	56433.12	39971.29	72123.05	239836.54
Gross Investments	30.00	1862.16	29.97	1122.40	2026.11	2473.29	2169.79	8794.56	15411.91	14660.90	33760.69	82341.77
Borrowings	6.33	0.00	35.93	0.00	42.25	42.25	682.99	7383.49	11462.26	1774.00	2423.00	23852.52
Foreign Currency Assets	345.02	1282.41	28.97	784.71	1333.06	277.82	3172.33	6410.93	0.00	0.00	0.00	13635.25
Foreign Currency Liabilities	933.05	1026.74	19.66	983.48	1280.18	29.75	2982.17	6502.16	54.71	3.49	0.00	13815.39

This classification of Savings Bank and Current Deposits is based on behavioral pattern approved by the Board / ALCO.

b) Liquidity coverage ratio (LCR)

Quantitative Disclosure:

(Amount in ₹ crore)

		FY 2025-26 Qtr. June 2025		FY 2025-26 Qtr. Sep 2025		FY 2025-26 Qtr. Dec 2025		FY 2025-26 Qtr. March 2026	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
High quality Liquid assets									
1	Total High Quality Liquid Assets (HQLAs)		79648.14		81100.53		81888.77		83543.17
Cash outflows									
2	Retail deposits and deposits from small business customers, of which:	167208.45	15861.87	170545.59	16188.53	173345.58	16458.70	177831.41	16885.24
(i)	Stable deposits	17179.56	858.98	17320.60	866.03	17517.21	875.86	17957.93	897.90
(ii)	Less stable deposits	150028.89	15002.89	153224.99	15322.50	155828.37	15582.84	159873.48	15987.35
3	Unsecured wholesale funding, of which:	115309.08	52156.54	116400.49	52946.63	117578.99	53131.39	122749.15	55407.36
(i)	Operational deposits (all counterparties)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii)	Non-operational deposits (all counterparties)	115309.08	52156.54	116400.49	52946.63	117578.99	53131.39	122749.15	55407.36
(iii)	Unsecured debt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4	Secured wholesale funding	0.00	0.00	1608.20	0.00	4513.58	0.00	6405.61	0.00
5	Additional requirements, of which:	58781.28	19710.73	52803.16	13579.84	58476.10	17258.48	54455.81	14922.17
(i)	Outflows related to derivative exposures and other collateral requirements	15689.39	15689.39	9290.12	9290.12	13494.67	13494.67	11944.70	11944.70
(ii)	Outflows related to loss of funding on debt products	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii)	Credit and liquidity products	43091.89	4021.34	43513.04	4289.72	44981.43	3763.80	42511.12	2977.48
6	Other contractual funding obligations	2349.95	2349.95	2083.87	2083.87	3154.91	3154.91	2768.61	2768.61
7	Other contingent funding obligations	15939.28	535.65	16476.49	547.37	17498.61	576.38	18652.80	611.56
8	Total Cash Outflows		90614.73		85346.24		90579.86		90594.95
Cash inflows									
9	Secured lending (e.g. reverse repos)	2657.73	0.00	296.34	0.00	334.99	0.00	25.09	0.00
10	Inflows from fully performing exposures	14842.37	11038.84	10869.72	7079.27	9820.30	6352.65	9047.56	5635.69
11	Other cash inflows	16246.6	15996.12	9874.94	9609.62	14299.40	13851.18	12582.74	12280.15
12	Total Cash Inflows		27034.96		16688.89		20203.83		17915.84
13	Total HQLA		79648.14		81100.53		81888.77		83543.17
14	Total Net Cash Outflows		63579.78		68657.35		70376.03		72679.11
15	Liquidity Coverage Ratio (%)		125.27%		118.12%		116.36%		114.95%

(Amount in ₹ crore)

		FY 2024-25 Qtr. June 2024		FY 2024-25 Qtr. Sep 2024		FY 2024-25 Qtr. Dec 2024		FY 2024-25 Qtr. March 2025	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
High quality Liquid assets									
1	Total High Quality Liquid Assets (HQLAs)		69760.64		65231.23		66356.14		69804.18
Cash outflows									
2	Retail deposits and deposits from small business customers, of which:	166321.39	12668.69	164720.89	13221.28	157639.76	14780.44	160118.43	15041.09
(i)	Stable deposits	79268.95	3963.45	65016.28	3250.81	19670.71	983.54	19415.06	970.75
(ii)	Less stable deposits	87052.44	8705.24	99704.61	9970.46	137969.05	13796.90	140703.36	14070.34
3	Unsecured wholesale funding, of which:	90830.17	42403.05	91996.46	42904.39	98084.22	44849.65	100427.38	46241.29
(i)	Operational deposits (all counterparties)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(ii)	Non-operational deposits (all counterparties)	90830.17	42403.05	91996.46	42904.39	98084.22	44849.65	100427.38	46241.29
(iii)	Unsecured debt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4	Secured wholesale funding	351.53	0.00	1169.29	0.00	2508.22	0.00	1442.65	0.00
5	Additional requirements, of which:	71.13	71.13	364.98	364.98	38882.06	6301.11	43474.17	8196.75
(i)	Outflows related to derivative exposures and other collateral requirements	71.13	71.13	364.98	364.98	11.40	11.40	1437.65	1437.65
(ii)	Outflows related to loss of funding on debt products	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii)	Credit and liquidity products	0.00	0.00	0.00	0.00	38870.65	6289.70	42036.52	6759.10
6	Other contractual funding obligations	498.37	498.37	734.45	734.45	1723.59	1723.59	2081.89	2081.89
7	Other contingent funding obligations	48579.83	5807.62	50700.14	6030.16	16494.34	586.41	14864.60	488.97
8	Total Cash Outflows		61448.87		63255.25		68241.20		72049.98
Cash inflows									
9	Secured lending (e.g. reverse repos)	5224.24	0.00	290.21	58.20	592.01	0.00	1575.81	0.00
10	Inflows from fully performing exposures	5901.70	3514.57	6922.02	4130.42	9362.17	6186.01	10552.55	6986.83
11	Other cash inflows	611.82	402.01	495.88	275.33	1325.90	1101.68	3941.55	3706.84
12	Total Cash Inflows		3916.58		4463.95		7287.69		10693.67
13	Total HQLA		69760.74		65231.23		66356.14		69804.18
14	Total Net Cash Outflows		57532.29		58791.31		60953.51		61356.31
15	Liquidity Coverage Ratio (%)		121.25%		110.95%		108.86%		113.77%

Data is presented as simple averages of daily observations over the previous quarter (i.e. the average is calculated over a period of 90 days). The simple average is calculated on daily observations over the previous quarters. The un-weighted value of inflows and outflows are calculated as the outstanding balances of various categories or types of liabilities, off balance sheet items or contractual receivables. The weighted value of HQLA are calculated as the value after haircuts are applied. The weighted value for inflows and outflows are calculated as the value after the inflow and outflow rates are applied. Total HQLA and total net cash outflows are disclosed as the adjusted value, where the adjusted value of HQLA is the value of total HQLA after the application of both haircuts and any applicable caps on Level 2B and Level 2 assets as indicated in this Framework. The adjusted value of net cash outflows is calculated after the cap on inflows is applied, if applicable.

Qualitative Disclosure:

From 01st January 2015, the bank has implemented guidelines on Liquidity Coverage Ratio (LCR) of the RBI.

The Liquidity Coverage Ratio (LCR) aims to ensure that a bank has an adequate stock of unencumbered High-Quality Liquid Assets (HQLA) that can be converted into cash easily and immediately to meet its liquidity needs for a 30-calendar day liquidity stress scenario.

The LCR is calculated by dividing the amount of High-Quality Liquid Unencumbered Assets (HQLA) by the estimated net cash outflows over a stressed 30 calendar day period.

The net cash outflows are calculated by applying RBI prescribed outflow factors to the various categories of liabilities (deposits, unsecured and secured wholesale borrowings), as well as to undrawn commitments and derivative-related exposures, netted by inflows from assets maturing within 30 days. LCR is the ratio of HQLA to Net Cash Outflow:

$$\text{LCR} = \frac{\text{Stock of High-Quality Liquid Assets (HQLA)}}{\text{Total Net Cash outflows over next 30days}} \times 100$$

Average LCR on a **Daily Basis for the Quarter ended 31st March 2026** is **114.95%**, and **Yearly average LCR is 118.49%** above RBI prescribed minimum requirement of 100%.

i) Main drivers of LCR:

The Bank on a consolidated basis, during the three months ended 31st March 2026, had maintained average HQLA (after Factor Multiplier-percentage) of Rs. 81545.15 Cr. HQLA is largely driven by government securities held in excess of the minimum SLR, government securities within the mandatory SLR requirement to the extent permitted by the RBI under the MSF and LCR liquidity facilities. In addition, cash balances and excess CRR maintained with the RBI are key contributors to Level 1 HQLA.

Level 2 HQLAs primarily consisted of BBB- and above rated corporate bonds and commercial papers not issued by financial entities.

ii) Changes over time:

LCR has increased from 113.63% for year end March 2025 to 118.49% for year end March 2026 mainly due to more increase in HQLA as compared to increase in net cash-outflow. HQLAs have increased primarily due to higher holdings of government securities in excess of the minimum SLR requirement, as well as higher statutory reserve ratios (SLR/CRR) resulting from an increase in NDTL.

iii) Composition of HQLAs:

- HQLAs consists of following components:

(Amount in ₹ crore)

	Unweighted value	Weighted value
Level 1 assets	80975.13	80975.13
Level 2 A assets	669.72	569.26
Level 2 B assets	1.52	0.76

- Level 2 assets which are lower in quality as compared to Level 1 assets, constitute 0.70% of total stock of HQLA against maximum mandated level of 40%.

iv) Concentration of funding sources:

A significant counterparty is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the bank's total liabilities.

As on 31.03.2026, there are 2 significant counterparty deposit with sum of Rs. 19827.83 crores i.e. 4.57% of total liabilities.

There is only 1 significant borrowing as on 31.03.2026 with an amount of Rs. 13,001.67 crores i.e. 2.99% of total liabilities.

Top 20 depositors of the Bank constitute 15.23% of our total deposits and Top 10 borrowings of the bank constitute 67.71% of total borrowings.

Top 10 borrowings of the bank constitute 67.71% of total borrowings.

A significant instrument/product is defined as a single instrument/ product of group of similar instruments/ products which in aggregate amount to more than 1% of the bank's total liabilities. Example of funding instruments/products- wholesale deposits, certificate of deposits, long term bonds etc. Significant instrument/product as of 31st March 2026 were bulk deposits i.e. 11.61% of total liabilities, Retail term deposits i.e. 26.51% of total liabilities, Demand deposits i.e. 42.46% of total liabilities.

v) **Derivative exposures and potential collateral calls:**

Derivative exposure is shown as Net Derivative cash inflows within 30 days. Inflows from derivative exposure arose due to maturing forwards.

vi) **Currency mismatch in the LCR;**

As per the RBI guidelines while the LCR standard is required to be met on one single currency, in order to better capture potential currency mismatch the LCR in each currency needs to be monitored. Accordingly, Bank is maintaining LCR on daily basis in INR and the same is compared against the regulatory requirement. Further bank does not have exposure to any other significant currencies*, hence LCR is prepared for INR currency.

(*A significant currency is one where aggregate liabilities denominated in the currency amount to 5% or more of the bank's total liabilities).

vii) **A description of the degree of centralization of liquidity management and interaction between the group's units:**

The liquidity management for the bank on enterprise-wide basis is the responsibility of the Board of

Directors. Board of Directors has delegated its responsibilities to a Committee of the Board called as the "Risk Management Committee of Board". The committee is responsible for overseeing the inter linkages between different types of risk and its impact on liquidity.

Bank has Asset Liability & Market Risk Management policy which provides the broad guidelines under which all the entities within the group operate in terms of liquidity and interest rate risk.

LCR is computed and monitored on daily basis by the Bank and the same is shared with Treasury/Midoffice for liquidity management and discussed in Investment committee.

Further LCR for the latest month along with comparison of previous months is placed before ALCO on monthly basis. Moreover, LCR position along with other liquidity parameters is placed before RMC/Board on quarterly basis.

viii) **The inflows and outflows in the LCR calculation that are not captured in the LCR common template but which the institution considers to be relevant for its liquidity profile are as under:**

Details of average Outflows arising from contingent liabilities for year-end 31.03.2026 are as under:

(Amount in ₹ crore)

Particulars	Unweighted value	Weighted value
Currently undrawn committed credit and liquidity facilities provided to	43524.37	3763.09
Retail and small business clients	29642.26	1482.11
Non-financial corporates, sovereigns and central banks, multilateral development banks, and PSEs – Credit facilities	11413.81	1141.38
Non-financial corporates, sovereigns and central banks, multilateral development banks, and PSEs – Liquidity facilities	0.00	0.00
Banks	627.51	251.00
Other financial institutions (including securities firms, insurance companies) – Credit facilities	1586.99	634.80
Other financial institutions (including securities firms, insurance companies) – Liquidity facilities	0.00	0.00
Other legal entity customers	253.79	253.79
Other contingent funding liabilities	17141.79	567.74
Guarantees, Letters of credit and Trade Finance	14467.47	434.02
Revocable credit and liquidity facilities	1319.23	65.96
Any other	1355.09	67.75

c) Net Stable Funding ratio (NSFR)

Quantitative Disclosure:

(Amount in ₹ crore)

NSFR Disclosure Template as on 31.03.2026						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	30623.24	0.00	0.00	8520.77	39144.01
2	Regulatory Capital	30623.24	0.00	0.00	7919.63	38542.87
3	Other capital Instrument	0.00	0.00	0.00	601.14	601.14
4	Retail deposits and deposits from small business customers: (5+6)	94055.10	38268.76	42135.57	17003.17	174890.48
5	Stable deposits	12369.77	2609.88	2496.89	1226.20	17828.91
6	Less stable deposits	81685.34	35658.87	39638.68	15776.97	157061.58
7	Wholesale funding: (8+9)	90372.82	26618.37	49653.97	16758.02	53339.94
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	90372.82	26618.37	49653.97	16758.02	53339.94
10	Other liabilities: (11+12)	1000.49	25919.99	0.00	3935.65	3935.65
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	1000.49	25919.99	0.00	3935.65	3935.65
13	Total ASF (1+4+7+10)					271310.08
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					4468.28
15	Deposits held at other financial institutions for operational purposes	85.89				42.95
16	Performing loans and securities: (17+18+19+21+23)	112.44	77653.11	60211.19	163692.14	188285.86
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	16219.00	0.00	0.00	0.00
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	5018.45	3397.27	1647.71	4099.12
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	55679.19	56090.39	123487.85	155837.87
20	With a risk weight of less than or equal to 35% under the Basel II Standardized Approach for credit risk	0.00	6239.68	6561.63	25057.98	22688.34
21	Performing residential mortgages, of which:	0.00	736.48	707.56	26248.93	17783.82
22	With a risk weight of less than or equal to 35% under the Basel II Standardized Approach for credit risk	0.00	736.48	707.56	26248.93	17783.82
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	112.44	0.00	15.97	12307.65	10565.05
24	Other assets: (sum of rows 25 to 29)	13236.86	25714.02	1353.38	6950.76	21703.91
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		161.04	0.00	0.00	136.89
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	13236.86	25552.97	1353.38	6950.76	21567.02
30	Off-balance sheet items		46643.89	0.00	0.00	2174.19
31	Total RSF (14+15+16+24+30)					216675.18
32	Net Stable Funding Ratio (%)					125.22%

(Amount in ₹ crore)

NSFR Disclosure Template as on 31.12.2025						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	26315.88	0.00	0.00	8511.77	34827.65
2	Regulatory Capital	26315.88	0.00	0.00	7971.63	34287.51
3	Other capital Instrument	0.00	0.00	0.00	540.14	540.14
4	Retail deposits and deposits from small business customers: (5+6)	88370.33	37094.35	42523.20	16717.00	168751.75
5	Stable deposits	11847.85	2562.88	2502.31	1237.33	17304.72
6	Less stable deposits	76522.47	34531.48	40020.89	15479.67	151447.03
7	Wholesale funding: (8+9)	71041.63	37760.57	35524.02	14065.32	48942.04
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	71041.63	37760.57	35524.02	14065.32	48942.04
10	Other liabilities: (11+12)	1006.69	32741.05	0.00	2246.88	2246.88
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	1006.69	32741.05	0.00	2246.88	2246.88
13	Total ASF (1+4+7+10)					254768.31
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					4408.69
15	Deposits held at other financial institutions for operational purposes	80.87				40.44
16	Performing loans and securities: (17+18+19+21+23)	137.51	63718.47	54232.95	158449.45	181462.58
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	350.00	0.00	0.00	0.00
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	6528.46	6338.18	1683.85	5832.21
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	56092.95	47193.69	118186.55	147065.28
20	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	5848.37	6143.85	25183.03	22365.08
21	Performing residential mortgages, of which:	0.00	747.07	687.40	25340.29	17188.42
22	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	747.07	687.40	25340.29	17188.42
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	137.51	0.00	13.67	13238.76	11376.67
24	Other assets: (sum of rows 25 to 29)	9318.43	30343.34	1106.65	5015.42	15324.49
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		161.04	0.00	0.00	136.89
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	9318.43	30182.29	1106.65	5015.42	15187.60
30	Off-balance sheet items		48409.33	0.00	0.00	2280.62
31	Total RSF (14+15+16+24+30)					203516.81
32	Net Stable Funding Ratio (%)					125.18%

(Amount in ₹ crore)

NSFR Disclosure Template as on 30.09.2025						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	26372.04	0.00	0.00	7669.06	34041.10
2	Regulatory Capital	26372.04	0.00	0.00	7669.06	34041.10
3	Other capital Instrument	0.00	0.00	0.00	0.00	0.00
4	Retail deposits and deposits from small business customers: (5+6)	87406.19	35793.18	42711.06	15983.34	166141.95
5	Stable deposits	11686.00	2564.43	2534.29	1152.37	17097.86
6	Less stable deposits	75720.18	33228.76	40176.76	14830.97	149044.10
7	Wholesale funding: (8+9)	68598.69	33127.24	27966.40	16142.96	45196.39
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	68598.69	33127.24	27966.40	16142.96	45196.39
10	Other liabilities: (11+12)	1512.92	31850.49	0.00	532.76	532.76
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	1512.92	31850.49	0.00	532.76	532.76
13	Total ASF (1+4+7+10)					245912.20
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					4036.07
15	Deposits held at other financial institutions for operational purposes	622.35				311.18
16	Performing loans and securities: (17+18+19+21+23)	151.05	21916.92	89054.74	150464.10	170361.99
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	2500.00	0.00	0.00	0.00
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	7604.28	5230.30	1913.55	5669.34
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	11179.16	83230.28	111751.52	137520.13
20	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	5909.93	5269.22	23366.89	20778.06
21	Performing residential mortgages, of which:	0.00	633.49	565.36	24244.39	16358.28
22	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	633.49	565.36	24244.39	16358.28
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	151.05	0.00	28.79	12554.64	10814.24
24	Other assets: (sum of rows 25 to 29)	7297.80	31911.27	0.00	5055.61	12529.61
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		161.04	0.00	0.00	136.89
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	7297.80	31750.23	0.00	5055.61	12392.72
30	Off-balance sheet items		47736.26	0.00	0.00	2247.30
31	Total RSF (14+15+16+24+30)					191181.71
32	Net Stable Funding Ratio (%)					128.63%

(Amount in ₹ crore)

NSFR Disclosure Template as on 30.06.2025						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	26702.46	0.00	0.00	7985.37	34687.83
2	Regulatory Capital	26702.46	0.00	0.00	7585.37	34287.83
3	Other capital Instrument	0.00	0.00	0.00	400.00	400.00
4	Retail deposits and deposits from small business customers: (5+6)	85404.78	32948.23	39984.68	18653.69	161973.96
5	Stable deposits	11578.02	2362.72	2386.35	1345.91	16856.65
6	Less stable deposits	73826.76	30585.51	37598.33	17307.78	145117.31
7	Wholesale funding: (8+9)	67358.75	31062.36	33058.66	15868.22	46919.33
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	67358.75	31062.36	33058.66	15868.22	46919.33
10	Other liabilities: (11+12)	1019.15	36095.49	0.00	0.00	0.00
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	1019.15	36095.49	0.00	0.00	0.00
13	Total ASF (1+4+7+10)					243581.12
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					3929.21
15	Deposits held at other financial institutions for operational purposes	3459.89				1729.95
16	Performing loans and securities: (17+18+19+21+23)	167.24	22824.19	95044.11	137422.99	160975.42
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	8600.00	0.00	0.00	0.00
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	8300.88	5745.19	705.40	4823.13
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	5329.80	88704.70	101625.72	130315.48
20	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	3286.90	2042.90	15418.16	12686.71
21	Performing residential mortgages, of which:	0.00	593.52	552.99	23636.54	15937.01
22	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	593.52	552.99	23636.54	15937.01
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	167.25	0.00	41.22	11455.33	9899.80
24	Other assets: (sum of rows 25 to 29)	6229.61	36251.57	0.00	4730.56	13379.81
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		161.04	0.00	0.00	136.89
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	6229.61	36090.53	0.00	4730.56	13242.92
30	Off-balance sheet items		48123.81	0.00	0.00	2281.22
31	Total RSF (14+15+16+24+30)					182295.60
32	Net Stable Funding Ratio (%)					133.62%

(Amount in ₹ crore)

NSFR Disclosure Template as on 31.03.2025						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	26515.34	0.00	0.00	8273.31	34788.65
2	Regulatory Capital	26515.34	0.00	0.00	7873.31	34388.65
3	Other capital Instrument	0.00	0.00	0.00	400.00	400.00
4	Retail deposits and deposits from small business customers: (5+6)	87069.28	31208.43	37934.40	0.00	141401.37
5	Stable deposits	11601.81	2231.16	2376.42	0.00	15398.93
6	Less stable deposits	75467.46	28977.27	35557.98	0.00	126002.44
7	Wholesale funding: (8+9)	0.00	24030.69	35364.90	31615.96	61313.75
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	0.00	24030.69	35364.90	31615.96	61313.75
10	Other liabilities: (11+12)	77653.63	1879.03	25196.31	0.00	0.00
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	77653.63	1879.03	25196.31	0.00	0.00
13	Total ASF (1+4+7+10)					237503.77
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					3464.17
15	Deposits held at other financial institutions for operational purposes	24.82				12.41
16	Performing loans and securities: (17+18+19+21+23)	179.59	77891.36	48450.35	121761.23	146117.44
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	28652.06	0.00	0.00	417.71
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	6380.05	5494.57	0.00	3704.29
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	42313.84	42410.69	88307.52	117423.66
20	With a risk weight of less than or equal to 35% under the Basel II Standardized Approach for credit risk	0.00	2758.49	2253.50	15862.36	12816.53
21	Performing residential mortgages, of which:	0.00	545.41	541.08	22808.87	15369.01
22	With a risk weight of less than or equal to 35% under the Basel II Standardized Approach for credit risk	0.00	545.41	541.08	22808.87	15369.01
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	179.59	0.00	4.01	10644.84	9202.77
24	Other assets: (sum of rows 25 to 29)	1365.37	0.00	0.00	35468.00	28190.84
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		0.00	0.00	0.00	0.00
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	1365.37	0.00	0.00	35468.00	28190.85
30	Off-balance sheet items		46598.07	0.00	0.00	2228.61
31	Total RSF (14+15+16+24+30)					180013.47
32	Net Stable Funding Ratio (%)					131.94%

(Amount in ₹ crore)

NSFR Disclosure Template as on 31.12.2024						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
ASF	Item					
1	Capital (2+3)	21927.61	0.00	0.00	8641.30	30568.91
2	Regulatory Capital	21927.61	0.00	0.00	8241.30	30168.91
3	Other capital Instrument	0.00	0.00	0.00	400.00	400.00
4	Retail deposits and deposits from small business customers: (5+6)	90346.07	34073.61	29345.05	19792.64	141799.81
5	Stable deposits	45036.25	12353.25	10841.61	8097.15	64819.55
6	Less stable deposits	45309.82	21720.36	18503.44	11695.49	76980.26
7	Wholesale funding: (8+9)	47149.76	37261.22	25560.35	5970.16	53283.21
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	47149.76	37261.22	25560.35	5970.16	53283.21
10	Other liabilities: (11+12)	639.55	9576.79	0.00	0.00	0.00
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	639.55	9576.78	0.00	0.00	0.00
13	Total ASF (1+4+7+10)					225651.93
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					3422.89
15	Deposits held at other financial institutions for operational purposes	4.67				2.34
16	Performing loans and securities: (17+18+19+21+23)	60.65	14998.09	12570.68	135886.90	117010.34
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	2600	0.00	0.00	0.00
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	2179.66	3798.08	0.00	2225.99
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	10216.63	8346.30	99888.82	88792.97
20	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	2758.49	2253.50	26969.98	20036.48
21	Performing residential mortgages, of which:	0.00	1.80	8.08	24362.95	15840.86
22	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	1.80	8.08	24362.95	15840.86
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	60.65	0.00	418.22	11635.13	10150.52
24	Other assets: (sum of rows 25 to 29)	4872.82	0.00	0.00	35468.00	38350.82
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		0.00	0.00	0.00	0.00
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	4872.82	0.00	0.00	35468.00	38350.82
30	Off-balance sheet items		97073.53	3779.27	0.00	4207.23
31	Total RSF (14+15+16+24+30)					162993.61
32	Net Stable Funding Ratio (%)					138.44%

(Amount in ₹ crore)

NSFR Disclosure Template as on 30.09.2024						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	18506.34	0.00	0.00	8580.37	27086.71
2	Regulatory Capital	18506.34	0.00	0.00	8180.37	26686.71
3	Other capital Instrument	0.00	0.00	0.00	400.00	400.00
4	Retail deposits and deposits from small business customers: (5+6)	90632.46	33178.92	27267.50	19887.29	139356.01
5	Stable deposits	45426.78	12129.07	10144.38	8193.53	64315.22
6	Less stable deposits	45205.68	21049.85	17123.12	11693.76	75040.79
7	Wholesale funding: (8+9)	44970.95	40030.44	18827.31	4753.14	50233.57
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	44970.95	40030.44	18827.31	4735.14	50233.57
10	Other liabilities: (11+12)	642.87	9854.62	0.00	0.00	0.00
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	642.87	9854.62	0.00	0.00	0.00
13	Total ASF (1+4+7+10)					216676.29
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					3291.25
15	Deposits held at other financial institutions for operational purposes	0.00				0.00
16	Performing loans and securities: (17+18+19+21+23)	65.83	13030.73	12657.14	128869.57	111387.27
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	3000.0	0.00	0.00	0.00
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	2074.19	2345.72	0.00	1483.99
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	7954.52	9812.15	94726.65	85210.74
20	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	1759.35	2170.21	20951.26	15583.10
21	Performing residential mortgages, of which:	0.00	2.02	3.94	23177.68	15068.47
22	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	2.02	3.94	23177.68	15068.47
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	65.83	0.00	495.33	10965.24	9624.07
24	Other assets: (sum of rows 25 to 29)	5328.24	0.00	0.00	34697.00	38061.23
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		0.00	0.00	0.00	0.00
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	5328.24	0.00	0.00	34697.0	38061.23
30	Off-balance sheet items		97027.99	3779.27	0.00	4224.87
31	Total RSF (14+15+16+24+30)					156964.62
32	Net Stable Funding Ratio (%)					138.04%

(Amount in ₹ crore)

NSFR Disclosure Template as on 30.06.2024						
SN	Particulars	Unweighted Value by residual maturity				Weighted Value
		No maturity*	< 6 months	6 months to < 1 year	>= 1 year	
	ASF Item					
1	Capital (2+3)	18219.96	0.00	0.00	7520.36	25740.32
2	Regulatory Capital	18219.96	0.00	0.00	7220.36	25440.32
3	Other capital Instrument	0.00	0.00	0.00	300.00	300.00
4	Retail deposits and deposits from small business customers: (5+6)	89318.23	34296.71	28020.49	15573.45	139855.49
5	Stable deposits	44609.49	12628.91	10433.53	6697.07	64288.33
6	Less stable deposits	44708.74	21667.80	17586.96	8876.38	75567.15
7	Wholesale funding: (8+9)	43466.39	34516.48	20945.36	3585.62	43255.28
8	Operational deposits	0.00	0.00	0.00	0.00	0.00
9	Other wholesale funding	43466.39	34516.48	20945.36	3585.62	43255.28
10	Other liabilities: (11+12)	789.79	11572.67	0.00	0.00	0.00
11	NSFR derivative liabilities		0.00	0.00	0.00	
12	All other liabilities and equity not included in the above categories	789.79	11572.67	0.00	0.00	0.00
13	Total ASF (1+4+7+10)					208851.09
	RSF Item					
14	Total NSFR high-quality liquid assets (HQLA)					3614.20
15	Deposits held at other financial institutions for operational purposes	16.89				8.44
16	Performing loans and securities: (17+18+19+21+23)	48.37	11028.73	8063.02	126337.19	107845.16
17	Performing loans to financial institutions secured by Level 1 HQLA	0.00	109.79	0.00	0.00	10.98
18	Performing loans to financial institutions secured by non-Level 1 HQLA and unsecured performing loans to financial institutions	0.00	2132.43	1127.33	0.00	883.53
19	Performing loans to non- financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which	0.00	8784.91	6495.21	93942.13	83436.79
20	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	1895.57	1401.51	20270.40	14824.30
21	Performing residential mortgages, of which:	0.00	1.60	3.17	21420.53	13925.73
22	With a risk weight of less than or equal to 35% under the Basel II Standardised Approach for credit risk	0.00	1.60	3.17	21420.53	13925.73
23	Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	48.37	0.00	437.31	10974.53	9588.13
24	Other assets: (sum of rows 25 to 29)	5142.86	0.00	0.00	32523.20	35568.07
25	Physical traded commodities, including gold	0.00				0.00
26	Assets posted as initial margin for derivative contracts and contributions to default funds of CCPs		0.00	0.00	0.00	0.00
27	NSFR derivative assets		0.00	0.00	0.00	0.00
28	NSFR derivative liabilities before deduction of variation margin posted		0.00	0.00	0.00	0.00
29	All other assets not included in the above categories	5142.86	0.00	0.00	32523.20	35568.07
30	Off-balance sheet items		102062.92	4551.16	42.48	4450.29
31	Total RSF (14+15+16+24+30)					151486.16
32	Net Stable Funding Ratio (%)					137.87%

* Items reported in the 'no maturity' time bucket do not have a stated maturity. These include, but are not limited to, items such as capital with perpetual maturity, non-maturity deposits, short positions, open maturity positions and non-HQLA equities.

Qualitative Disclosure around NSFR:

Guidelines on NSFR has become effective from 01.10.2021. Accordingly, bank has published its first disclosure regarding NSFR for quarter ended 31.12.2021.

The objective of NSFR is to ensure that bank maintains a stable funding profile in relation to the composition of its assets and off-balance sheet activities. A sustainable funding structure is intended to reduce the probability of erosion of a bank's liquidity position due to disruptions in a bank's regular sources of funding that would increase the risk of its failure and potentially lead to broader systemic stress. The NSFR limits overreliance on short-term wholesale funding, encourages better assessment of funding risk across all on- and off-balance sheet items, and promotes funding stability. amount of available stable.

The NSFR is defined as the funding relative to the amount of required stable funding. "Available stable funding" (ASF) is defined as the portion of capital and liabilities expected to be reliable over the time horizon considered by the NSFR, which extends to one year. The amount of stable funding required ("Required stable funding") (RSF) of Bank is a function of the liquidity characteristics and residual

maturities of the various assets held by Bank as well as those of its off-balance sheet (OBS) exposures. NSFR is defined as

$$\text{NSFR} = \frac{\text{Available Stable Funding (ASF)}}{\text{Required Stable Funding (RSFP)}} \times 100$$

Main drivers of NSFR:

The Bank as on 31st March 2026, had maintained ASF of Rs. 271310.08 Crore. ASF consists of 58.19% from stable & less stable non-maturity deposits and term deposits with residual maturity of less than one year provided by retail and small business customers.

RSF consists of 38.61% from "Other unencumbered performing loans with risk weights greater than 35% under the Standardized Approach and residual maturities of one year or more, excluding loans to financial institutions" line item.

NSFR for the quarter ended 31st March 2026 is 125.22%, above RBI prescribed minimum requirement of 100%.

j) Composition of Investment Portfolio

(Amount in ₹ crore)

Particulars	As at 31.03.2026								As at 31.03.2025							
	HTM		AFS	FVTPL		Subsidiaries, Associates & JVs		HTM		AFS	FVTPL		Subsidiaries, Associates & JVs			
	At cost	Fair Value		HFT	Non-HFT	At cost	Fair Value	At cost	Fair Value		HFT	Non-HFT	At cost	Fair Value		
I. Investments in India																
(i) Government securities	57039.34	55999.87	36407.22	1281.63	0.00	0.00	0.00	51276.79	51600.01	23574.49	0.00	0.00	0.00	0.00		
(ii) Other approved securities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
(iii) Shares	0.00	0.00	271.23	112.53	261.98	0.00	0.00	0.00	0.00	240.47	187.77	178.99	0.00	0.00		
(iv) Debentures and Bonds	330.62	332.96	4878.60	274.81	463.83	0.00	0.00	445.11	450.96	4693.04	324.96	432.41	0.00	0.00		
(v) Subsidiaries, associates and joint ventures	0.00	0.00	0.00	0.00	0.00	761.90	490.18	0.00	0.00	0.00	0.00	0.00	311.44	311.44		
(vi) Others	0.00	0.00	49.02	0.00	74.14	0.00	0.00	0.00	0.00	608.78	0.00	67.52	0.00	0.00		
Total	57369.96	56332.83	41606.07	1668.97	799.95	761.90	490.18	51721.90	52050.97	29116.78	512.73	678.92	311.44	311.44		
Less: Provision for impairment / NPI	0.00	0.00	0.00	0.00	0.00	280.59	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Net	57369.96	56332.83	41606.07	1668.97	353.86	481.31	490.18	51721.90	52050.97	29116.78	512.73	341.94	311.44	311.44		
II. Investments outside India																
(i) Government securities (including local authorities)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
(i) Subsidiaries, associates and joint ventures	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
(iii) Other investments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Less: Provisions for impairment / NPI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Net	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total investments (+/-)	57369.96	56332.83	41606.07	1668.97	353.86	481.31	490.18	51721.90	52050.97	29116.78	512.73	341.94	311.44	311.44		

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ii) Fair value hierarchy of investment portfolio measured at fair value on balance sheet

(Amount in ₹ crore)

Particulars	As at 31.03.2026						As at 31.03.2025					
	AFS			FVTPL			AFS			FVTPL		
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
I. Investments in India												
(i) Government securities	36407.22	0.00	0.00	36407.22	1281.63	0.00	0.00	1281.63	23574.49	0.00	0.00	23574.49
(ii) Other approved securities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Shares	0.00	0.00	271.23	271.23	112.53	0.00	203.35	315.88	0.00	0.00	240.47	240.47
(iv) Debentures and Bonds	4009.58	869.02	0.00	4878.60	294.95	86.23	0.00	381.18	3766.97	926.06	0.00	4693.04
(v) Subsidiaries, associates and jointVentures	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Others	0.00	49.02	0.00	49.02	0.00	0.00	44.14	44.14	0.00	608.78	0.00	608.78
Total	40416.80	918.04	271.23	41606.07	1689.11	86.23	247.49	2022.83	27341.46	1534.84	240.47	29116.78
II. Investments outside India												
(i) Government securities (including local authorities)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i) Subsidiaries, associates and joint ventures	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Other investments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total investments (I+II)	40416.80	918.04	271.23	41606.07	1689.11	86.23	247.49	2022.83	27341.46	1534.84	240.47	29116.78

iii) Net gain/(losses) on Level 3 financial instruments recognized in AFS-Reserve and Profit and Loss Account:

(Amount in ₹ crore)

	FY 2025-26	FY 2024-25
Recognized in AFS Reserve	-10.46	*65.46
Recognized in Profit and Loss Account	28.00	23.25

* Includes transition reserve of Rs. 45.96 crore as on 01.04.2024 during FY 2024-25.

Note: This disclosure excludes Level 3 assets where the valuation of the asset is the price declared by FBIL/FIMMDA for that asset.

iv) Details of sales made out of HTM:

(Amount in ₹ crore)

		FY 2025-26	FY 2024-25
A	Opening carrying value of securities in HTM	51721.91	47374.17
B	Carrying value of all HTM securities sold during the year	9162.29	3520.30
C	Less: Carrying values of securities sold under situations exempted from regulatory limit	6612.97	1193.47
D	Carrying value of securities sold (D=B-C)	2549.32	2326.83
E	Securities sold as a percentage of opening carrying value of securities in HTM (E=D/A)	4.93%	4.91%
F	Amount transferred to Capital Reserve in respect of HTM securities which were sold at a gain#	87.79	45.00

Arrived after considering taxes and transfer to statutory reserve.

v) Reclassification between categories of investments - Bank has not reclassified between category of investments during FY 2025-26 & FY 2024-25.

vi) Movement of Provisions for non-performing investments (NPIs) and Investment Fluctuation Reserve

(Amount in ₹ crore)

	Particulars	FY 2025-26	FY 2024-25
i)	Movement of provisions held towards depreciation on investments (including NPI)		
a)	Opening balance	336.98	318.75
b)	Add: Provisions made during the year	147.33*	56.69
c)	Less: Write off / write back of excess provisions during the year	38.22	38.46
d)	Closing balance	446.09	336.98
ii)	Movement of Investment Fluctuation Reserve		
a)	Opening balance	641.10	426.10
b)	Add: Amount transferred during the year	450.00	215.00
c)	Less: Drawdown	-	-
d)	Closing balance	1091.10	641.10
iii)	Closing balance in IFR as a percentage of closing balance of investments in AFS and FVTPL (Including HFT) Category.	2.48%	2.14%

* Total net provision added during the year through reinstatement of securities to their original carrying value.

vii) Non-SLR investment portfolio

a) Non-performing non-SLR investments

(Amount in ₹ crore)

S.N.	Particulars	FY 2025-26	FY 2024-25
a)	Opening balance	24.48	32.34
b)	Additions during the year since 1 st April	*157.15	90.17
c)	Reductions during the above period	0.13	98.03
d)	Closing balance	181.50	24.48
e)	Total provisions held	^180.62	23.59

* NPI provision added through reinstatement of securities to their original carrying value.

^ Amount of ₹ 0.88 Crore pertaining to Provision for FITL which is included in Sundry Liabilities

b) Issuer composition of non-SLR investments

(Amount in ₹ crore)

Sr. No.	Issuer	Amount		Extent of Private Placement		Extent of 'Below Investment Grade' Securities		Extent of 'Unrated' Securities		Extent of 'Unlisted' Securities	
1	2	3	4	5	6	7	8	9	10	11	12
		2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
a)	PSUs	558.35	592.01	538.32	558.14	0.00	0.00	0.00	0.00	70.00	100.00
b)	FIs	4,198.02	4,237.87	4,179.89	4,221.56	0.00	0.00	0.00	0.00	0.00	0.00
c)	Banks	251.31	922.30	180.46	790.25	0.00	0.00	0.00	0.00	0.00	0.00
d)	Private Corporates	689.56	423.96	686.03	418.41	0.88	18.96	0.00	0.00	0.00	0.00
e)	Subsidiaries / Joint Ventures	481.30	311.43	481.30	311.43	155.76	0.00	0.00	0.00	0.00	0.00
f)	Others	573.44	665.93	573.44	665.93	132.05	134.86	132.05	134.86	230.32	266.52
g)	Provision held (Includes Depreciation)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	6,751.98	7,153.51	6,639.44	6,965.72	288.69	153.82	132.05	134.86	300.32	366.52

viii) Repo transactions (in face value and market value terms)

(Amount in ₹ crore)

		Minimum outstanding during the year		Maximum outstanding during the year		Daily average outstanding during the year		Outstanding as on March 31, 2026	
		FV	MV	FV	MV	FV	MV	FV	MV
i)	Securities sold under repo								
	a) Government securities								
	(i) Repo Borrowing (LAF)	2500 (0)	2500 (0)	5000 (0)	5000 (0)	96.75 (0)	96.75 (0)	Nil (Nil)	Nil (Nil)
	(ii) Repo Borrowing (Term)	69 (139)	69 (137)	4176 (4948)	4176 (5000)	130.03 (338)	130.03 (342)	Nil (Nil)	Nil (Nil)
	b) Corporate debt securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	c) Any other securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
ii)	Securities purchased under reverse repo								
	a) Government securities Reverse Repo LAF	480 (662)	480 (700)	3822(1034)	3822 (1000)	44.73 (21)	44.73 (21)	Nil (Nil)	Nil (Nil)
	b) Corporate debt securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	c) Any other securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)

* Previous Year Figures are reported in bracket

Repo transactions other than LAF

(Amount in ₹ crore)

		Minimum outstanding during the year		Maximum outstanding during the year		Daily average outstanding during the year		Outstanding as on March 31, 2026	
		FV	MV	FV	MV	FV	MV	FV	MV
a)	Securities sold								
	I. Government Securities	200 (300)	200 (301)	10900 (7475)	10899 (7474)	2950 (1010)	2949 (999)	Nil (Nil)	Nil (Nil)
	II. Corporate debt securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	III. Any other securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
b)	Securities purchased								
	i. Government Securities	75 (87)	95 (88)	18240 (23940)	18240 (24093)	876 (1869)	877 (1888)	Nil (4180)	Nil (4177)
	ii. Corporate debt securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	iii. Any other securities	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)

* Previous Year Figures are reported in bracket

ix) Government Security Lending (GSL) transactions (in market value terms)

As on 31.03.2026

(Amount in ₹ crore)

Particulars	Minimum outstanding during the year	Maximum outstanding during the year	Daily average outstanding during the year	Total volume of transactions during the year	Outstanding as on March 31, 2026
Securities lent through GSL transactions	-	-	-	-	-
Securities borrowed through GSL transactions	-	-	-	-	-
Securities placed as collateral under GSL transactions	-	-	-	-	-
Securities received as collateral under GSL transactions	-	-	-	-	-

As on 31.03.2025

(Amount in ₹ crore)

Particulars	Minimum outstanding during the year	Maximum outstanding during the year	Daily average outstanding during the year	Total volume of transactions during the year	Outstanding as on March 31, 2025
Securities lent through GSL transactions	-	-	-	-	-
Securities borrowed through GSL transactions	-	-	-	-	-
Securities placed as collateral under GSL transactions	-	-	-	-	-
Securities received as collateral under GSL transactions	-	-	-	-	-

c) Movement of Technical/Prudential Write off in Investment:

(Amount in ₹ crore)

Particulars	FY 2025-26	FY 2024-25
Opening balance of Technical written-off as at 1st April	375.03	431.75
Add:- Technical / Prudential write –offs during the year	0.90	0.00
Subtotal (A)	375.93	431.75
Less: Recoveries made from previous technical / prudential written-off accounts during the year / accounts upgraded (B)	30.15	56.72
Closing balance as at 31st March (A-B)	345.78	375.03

j) Movement of Technical Written off (Transition Adjustment):

(Amount in ₹ crore)

	Current Year				Previous Year			
	Shares	Debentures and Bonds	Others	Total Investment	Shares	Debentures and Bonds	Others	Total Investment
Available for Sale								
Gross	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Less: Provision for nonperforming investments (NPI)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Fair Value Through Profit & Loss (Non- HFT)								
Gross	98.17	114.68	132.93	345.78	98.17	126.12	150.74	375.03
Less: TWO Provision	98.17	114.68	132.93	345.78	98.17	126.12	150.74	375.03
Net	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Gross TWO investment	98.17	114.68	132.93	345.78	98.17	126.12	150.74	375.03
Less- TWO Provision	98.17	114.68	132.93	345.78	98.17	126.12	150.74	375.03
Net	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

i) Classification of advances and provisions held

(Amount in ₹ crore)

Particulars	Standard		Non-Performing						Total	
	Total Standard Advances		Sub standar		Doubtful		Loss		Total Non-Performing Advances	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Gross Standard Advances and NPAs										
Opening Balance	235652.02	199830.90	1617.19	1181.33	2395.12	2513.09	172.21	138.63	4184.52	3833.05
Add: Additions during the year #									1791.27	1687.86
Less: Reductions during the year*									1729.82	1336.39
Closing balance	287720.56	235652.02	1672.89	1617.19	2333.33	2395.12	239.75	172.21	4245.97	4184.52
* Reductions in Gross NPAs due to:										
i) Upgradation									57.35	99.59
ii) Recoveries (excluding recoveries from upgraded accounts)									463.34	441.21
iii) Technical/ Prudential Write-offs									1165.46	731.08
iv) Write-offs other than those under (iii) above									43.67	64.52
Provisions (excluding Floating Provisions)										
Opening balance of provisions held	2732.53	2355.51	1191.13	910.46	2348.64	2313.69	171.87	137.88	3711.64	3362.03
Add: Fresh provisions made during the year##									3726.12	2417.32
Less: Excess provision reversed / Write-off loans									3667.20	2026.61
Closing balance of provisions held	2049.60	2732.53	1310.20	1191.13	2220.87	2348.64	239.49	171.87	3770.56	3711.64
									5820.16	6444.17

(Amount in ₹ crore)

Particulars	Standard		Non-Performing								Total	
	Total Standard Advances		Sub standar		Doubtful		Loss		Total Non-Performing Advances		Total	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Net NPAs												
Opening Balance			384.96	208.84	46.48	199.40	0.34	0.75	431.78	408.99		
Add: Fresh additions during the year									409.13	474.57		
Less: Reductions during the year									457.17	451.78		
Closing Balance			271.02	384.96	112.46	46.48	0.26	0.34	383.74	431.78	383.74	431.78
Floating Provisions												
Opening Balance												
Add: Additional provisions made during the year												
Less: Amount drawn down during the year												
Closing balance of floating provisions												
Technical write-offs and the recoveries made thereon												
Opening balance of Technical / Prudential written-off accounts											19467.80	19555.53
Add: Technical/ Prudential write-offs during the year (Including write-offs made from fresh slippages) \$											3841.82	2877.96
Less: Recoveries made from previously technical/ prudential written-off accounts during the year [^]											1669.63	2965.69
Closing balance											21639.98	19467.80

Excludes Technical write off made from Fresh Slippages of ₹ 2672.53 crore (₹ 2169.93 crore).

Includes transfer of provision from standard to NPA of ₹ 1100.00 Crore.

\$ Includes Technical write off made from Fresh Slippages of ₹ 2672.53 Crore (₹ 2169.93 Crore).

[^] Includes amount of Recovery in Technically Written off Account of ₹ 1336.32 Crore (₹ 1314.61 Crore) & upgradation of ₹ 191.10 Crore (₹ 125.82 Crore)

Ratios (in per cent)

Particulars	FY 2025-26	FY 2024-25
Gross NPA to Gross Advances	1.45%	1.74%
Net NPA to Net Advances	0.13%	0.18%
Provision coverage ratio	91.43%	90.18%
Provision coverage ratio (including TWO)	98.59%	98.26%

ii) Sector-wise Advances and Gross NPAs

(Amount in ₹ crore)

	Sector	FY 2025-26			FY 2024-25		
		Outstanding Total Advances	Gross NPAs	% of Gross NPAs to Total Advances in that sector	Outstanding Total Advances	Gross NPAs	% of Gross NPAs to Total Advances in that sector
i)	Priority Sector						
a)	Agriculture and allied activities	40212.06	3103.69	7.72%	35546.76	2950.17	8.30%
b)	Advances to industries sector eligible as priority sector lending	17140.61	151.39	0.88%	14832.00	157.39	1.06%
c)	Services	36975.47	671.38	1.82%	33815.07	771.40	2.28%
d)	Personal loans	18565.61	25.97	0.14%	9752.41	17.27	0.18%
	Sub-total (i)	112893.75	3952.43	3.50%	93946.24	3896.23	4.15%
ii)	Non-priority Sector						
a)	Agriculture and allied activities	-	-	-	-	-	-
b)	Industry	39832.44	16.82	0.04%	34719.79	26.71	0.08%
c)	Services	71949.03	70.23	0.10%	55847.31	79.68	0.14%
d)	Personal loans	67291.31	206.49	0.31%	55323.20	181.90	0.33%
	Sub-total (ii)	179072.78	293.54	0.16%	145890.30	288.29	0.20%
	Total (i + ii)	291966.53	4245.97	1.45%	239836.54	4184.52	1.74%

Details of advances wherein subsector advances are more than 10% of the total advances of sector:

(Amount in ₹ crore)

Sector	FY 2025-26			FY 2024-25		
	Outstanding Total Advances	Gross NPAs	% of Gross NPAs to Total Advances in that sector	Outstanding Total Advances	Gross NPAs	% of Gross NPAs to Total Advances in that sector
Industry Sector						
Basic Metal & Metal Products	6787.46	51.68	0.76%	5929.84	31.29	0.53%
Infrastructure	24320.96	8.31	0.03%	21496.10	3.13	0.01%
Service Sector						
Trade	14655.11	100.29	0.68%	13740.36	286.75	2.09%
Financial Intermediation	30488.09	121.33	0.40%	21799.53	92.45	0.42%
Personal Loans						
Housing Loans	49479.39	73.14	0.15%	38346.44	75.63	0.20%
Other Retail Loans	25570.27	142.58	0.56%	18221.28	90.50	0.50%
Agriculture & Allied Activities						
Crop Loan	7249.04	1672.18	23.07%	9272.00	1360.50	14.67%
Investment Credit	6466.02	578.25	8.94%	7043.83	669.11	10.53%
Ancillary Activities	23156.88	731.02	3.16%	17553.09	799.13	4.55%

iii) Overseas assets, NPAs and revenue

(Amount in ₹ crore)

Particulars	FY 2025-26	FY 2024-25
Total Assets (includes outstanding Balance in NOSTRO Accounts)	2084.57	156.86
Total NPAs	0.00	0.00
Total Revenue	135.69	31.45

iv) Particulars of resolution plan and restructuring

Impact of RBI Circular No RBI/DOR/2025-26/165 DOR.STR. REC. 84/21.04.048/2025-26 dated 28.11.2025 on resolution of stressed assets - Revised framework is as follows:

(Amount in ₹ crore)

Amount of Loans impacted by RBI Circular (A)	Amount of loans to be classified as NPA (B)	Amount of Loans as on 31 st March 2026, out of (B) classified as NPA (C)	Addl. Provision required for loans covered under RBI circular. (D)	Provision out of (D) already made by 31 st March 2026
580.49	-	-	-	-

Amount of Loans impacted by RBI Circular (A)	Amount of loans to be classified as NPA (B)	Amount of Loans as on 31 st March 2025, out of (B) classified as NPA (C)	Addl. Provision required for loans covered under RBI circular. (D)	Provision out of (D) already made by 31 st March 2025
36.04	-	-	-	-

v) Divergence in asset classification and provisioning

Banks are required to disclose the divergences in asset classification and provisioning as per RBI Direction no. RBI/DOR/2025-26/167 DOR.ACC. REC.No. 86/21.04.018/2025-26 dated November 28, 2025 in respect of Reserve Bank of India (Commercial Banks - Financial Statements: Presentation and Disclosures) Directions, 2025, wherever either or both of the following conditions are satisfied:

- (a) the additional provisioning for NPAs assessed by Reserve Bank of India as part of its supervisory process, exceeds 5 percent of the reported profit before provisions and contingencies for the reference period and

- (b) the additional Gross NPAs identified by Reserve Bank of India as part of its supervisory process exceed 5 percent of the reported incremental Gross NPAs for the reference period.

Explanation - Reported incremental Gross NPAs refers to additions during the reference year to the Gross NPAs as disclosed in the Notes to the Financial Statements of the reference period."

As the divergences are within threshold limit of 5% of reported incremental Gross NPAs during the reference year, no disclosure on divergence in asset classification and provisioning for NPAs is required. In terms of above explanation, "reported incremental Gross NPAs" has been considered as the additions to gross NPAs amounting to Rs. 1687.86 crore as disclosed in Notes to Accounts during the reference year ended on March 31, 2025.

vi) Disclosure on transfer of loan exposures

- a. The Bank has not transferred any SMA loan (Special Mention Account) in FY 2025-26 & (FY 2024-25).
b. Details of non-performing assets (NPAs) transferred in FY 2025-26 & (FY 2024-25) are as under:

(Amount in ₹ crore)

Particulars	To ARCs	To Permitted transferees	To other transferees
No. of accounts	1 (4)	Nil (Nil)	Nil (Nil)
Aggregate principal o/s loans transferred	127.66 (599.76)	Nil (Nil)	Nil (Nil)
Weighted average residual tenor of the loans transferred	-	NA (NA)	NA (NA)
Net Book Value of loans transferred (at the time of transfer)	0.00 (0.00)	NA (NA)	NA (NA)
Aggregate consideration	49.61 (447.97)	NA (NA)	NA (NA)
Additional consideration realized in respect of accounts transferred in earlier years	Nil (Nil)	NA (NA)	NA (NA)

- c. Details of loans not in default acquired or transferred during the year ended 31st March 2026 through assignment are given below:

(Amount in ₹ crore)

Particulars	FY 2025-26	FY 2024-25
Aggregate amount of loans acquired	14,600.98	11,254.29
Weighted average residual maturity (in months)	32.60	32.05
Weighted average holding period by originator (in months)	9.16	7.38
Retention of beneficial economic interest by the originator	10.00%	10.00%
Tangible security coverage	12.91%	19.78%

The loans acquired are not rated as these are related to non-corporate borrowers.

- d. The Bank has not acquired any stressed loan.
e. Recovery Ratings assigned to outstanding as on 31.03.2026 by the credit rating agencies

Recovery Rating Band*	Amount
RR1	-
RR2	-
RR3	-
RR4	-
RR5	-
Rating Withdrawn	-
Unrated	-
Total	-

*Recovery rating is as assigned by various external agencies.

vii) Disclosure on Co-Lending Arrangements (CLA):

(Amount in ₹ crore)

Sr.No.	Particulars	As at March 31, 2026
1	No. of CLA Partners	9
2	Quantum of CLA	4324
3	Weighted Average ROI	9.44%
4	Fees Paid (Exclusive of GST)	7.16
5	Broad Sectors	Retail and MSME
6	Performance of Loans under CLA	Satisfactory
7	Details of Default Loss Guarantee	DLG is provided one partner, which is less than 5%

viii) Fraud accounts

Details on the number and amount of frauds as well as the provisioning thereon as per template as under.

(Amount in ₹ crore)

Particulars	FY 2025-26	FY 2024-25
Number of Borrowal and Non Borrowal frauds reported	330	181
Number of Digital payment related frauds where credentials have been compromised by customers themselves & no loss has been caused to the Bank	64	110
Total number of fraud cases (including digital payment related cases)	394	291
Amount involved in Borrowal and Non Borrowal frauds	987.63	891.58
Amount involved in Digital payment related frauds where credentials have been compromised by customers themselves & no loss has been caused to the Bank	2.37	0.90
Total amount involved (including digital payment related frauds)	990.00	892.48
Amount of provision made for such fraud cases during year *	873.99	702.28
Amount of Un-amortised provision debited from 'other reserves' as at the end of the year	-	-

* The Bank holds 100% provision i.e. of ₹ 873.99 Crore against the fraud cases for FY 2025-26 (₹ 702.28 Crore FY 2024-25)

During the year ended 31st March 2026, the Bank has reported 394 fraud cases involving amount of ₹ 990.00 crore including 5 cases of borrowal frauds in earlier years (FY 2018-19 – 1 case, FY 2020-21 – 3 cases, FY 2022-23 – 1 case) later deactivated as fraud by RBI in compliance with the Hon'ble Supreme Court Judgement amounting to ₹ 619.96 crores are now re-declared as fraud during FY 2025-26 after following due process.

Out of total fraud cases, 64 cases were related to digital payment fraud involving amount of ₹ 2.37 Crores, where Bank has suffered losses. Further in respect of remaining fraud cases amounting to ₹ 987.63 crores, there is recovery of ₹ 38.22 Crore and further, in 2 fraud cases involving amount of ₹ 76.20 crore, where ledger balance has been already written off in years 2022 & 2023. Thus, provision is not required in these cases. In remaining fraud cases with amount of ₹ 873.21 crore, bank is holding 100% provisions to the extent of loss i.e. ₹ 873.21 crores. There are 3 suspected fraud cases where bank has suffered loss of ₹ 0.78 Crore are also provided to the full extent. Hence, total provision done is ₹ 873.99 Crore.

ix) Disclosure related to project finance

(Amount in ₹ crore)

Sl.No.	Item Description	Number of accounts	Total outstanding
1	Projects under implementation accounts at the beginning of the quarter.	175	11581.22
2	Projects under implementation accounts sanctioned during the quarter.	59	770.03
3	Projects under implementation accounts where DCCO has been achieved during the quarter	46	2347.64
4	Projects under implementation accounts at the end of the quarter. (1+2-3)	188	10950.45*
5	Out of '4' – accounts in respect of which resolution process involving extension in original / extended DCCO, as the case may be, has been invoked.	27	2974.33
5.1	Out of '5' – accounts in respect of which Resolution plan has been implemented.	3	730.82
5.2	Out of '5' – accounts in respect of which Resolution plan is under implementation.	24	2243.51
5.3	Out of '5' – accounts in respect of which Resolution plan has failed.	0.00	0.00
6	Out of '5', accounts in respect of which resolution process involving extension in original / extended DCCO, as the case may be, has been invoked due to change in scope and size of the project.	0.00	0.00
7	Out of '5', account in respect of which cost overrun associated with extension in original / extended DCCO, as the case may be, was funded	0.00	0.00
7.1	Out of '7', accounts where SBCF was sanctioned during financial closure and renewed continuously	0.00	0.00
7.2	Out of '7', accounts where SBCF was not pre-sanctioned or renewed continuously	0.00	0.00
8	Out of '4' – accounts in respect of which resolution process not involving extension in original / extended DCCO, as the case may be, has been invoked.	0.00	0.00
8.1	Out of '8' – accounts in respect of which Resolution plan has been implemented.	0.00	0.00
8.2	Out of '8' – accounts in respect of which Resolution plan is under implementation.	0.00	0.00

* It includes movement of ₹ 946.84 Crore during Q4-2026 in projects under implementation accounts existing at the beginning of the quarter.

The above disclosure is applicable from 01.01.2026. As such corresponding figures of previous year ended 31.03.2025 are not given

x) **Disclosure under Resolution Framework for COVID-19-related Stress**

Details of resolution plan implemented under the RBI Resolution Framework for COVID-19 related stressed assets as per RBI circular dated August 6, 2020 (Resolution Framework 1.0) and May 5, 2021 (Resolution Framework 2.0) at March 31, 2026 are as under.

(Amount in ₹ crore)

Type of the Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of September 30, 2025 (A)	Of (A), aggregate debt that slipped into NPA during the half-year ended March 31, 2026	Of (A) amount written off during the half-year ended March 31, 2026	Of (A) amount paid by the borrowers during the half-year ended March 31, 2026	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at March 31, 2026
Personal Loan	1129.93	21.36	16.44	78.31	1032.66
Corporate Persons*	570.10	0.00	0.00	17.78	559.03
Of which MSMEs	19.94	0.00	0.00	0.59	19.14
Others	0.00	0.00	0.00	0.00	0.00
Total	1700.03	21.36	16.44	96.08	1591.69

* As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

The Bank additionally holds COVID-19 related provision as contingency provision amounting to ₹ 1010 crore as on 31st March 2026 (Prev Year 1200 crore as on 31st March 2025), The bank has reversed provisions amounting to ₹ 190 crore during the year.

As on September 30, 2025:

(Amount in ₹ crore)

Type of the Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of March 31, 2025 (A)	Of (A), aggregate debt that slipped into NPA during the half-year ended September 30, 2025	Of (A) amount written off during the half-year ended September 30, 2025	Of (A) amount paid by the borrowers during the half-year ended September 30, 2025	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at September 30, 2025
Personal Loan	1249.54	42.95	37.00	172.99	1129.93
Corporate Persons*	578.82	0.00	0.00	15.96	570.10
Of which MSMEs	20.78	0.00	0.00	1.12	19.94
Others	0.00	0.00	0.00	0.00	0.00
Total	1828.36	42.95	37.00	188.95	1700.03

* As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

As on March 31, 2025:

(Amount in ₹ crore)

Type of the Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of March 31, 2025 (A)	Of (A), aggregate debt that slipped into NPA during the half-year ended March 31, 2025	Of (A) amount written off during the half-year ended March 31, 2025	Of (A) amount paid by the borrowers during the half-year ended March 31, 2025	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at March 31, 2025
Personal Loan	1335.03	42.59	36.97	156.46	1249.54
Corporate Persons*	615.72	0.00	0.00	16.15	578.82
Of which MSMEs	21.54	0.00	0.00	1.24	20.78
Others	0.00	0.00	0.00	0.00	0.00
Total	1950.75	42.59	36.97	172.61	1828.36

* As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

As on September 30, 2024:

(Amount in ₹ crore)

Type of the Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of March 31, 2024 (A)	Of (A), aggregate debt that slipped into NPA during the half-year ended September 30, 2024	Of (A) amount written off during the half-year ended September 30, 2024	Of (A) amount paid by the borrowers during the half-year ended September 30, 2024	Exposure to accounts classified as Standard consequent to implementation of resolution plan – Position as at September 30, 2024
Personal Loan	1551.04	11.61	94.52	186.39	1335.03
Corporate Persons*	629.64	0.00	0.00	14.83	615.72
Of which MSMEs	22.48	0.00	0.00	1.15	21.54
Others	0.00	0.00	0.00	0.00	0.00
Total	2180.68	11.61	94.52	201.22	1950.75

* As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016

5

Exposures

a) Exposure to Real Estate Sector

(Amount in ₹ crore)

S.N.	Category	31.03.2026	31.03.2025
a)	Direct exposure	70405.13	57500.06
i	Residential Mortgages –	62907.41	49121.38
	Lending fully secured by mortgage on residential property that is or will be occupied by the borrower or that is rented; Of which Individual housing loans eligible for being included under priority sector**	46335.14 16572.27	33814.29 15,307.09
ii	Commercial Real Estate – Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.)**	7497.72	8378.68
iii	Investments in Mortgage-Backed Securities (MBS) and other securitized exposures – a. Residential, b. Commercial Real Estate.	Nil Nil	Nil Nil
b)	Indirect Exposure Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	3873.04	5030.95
	Total Exposure to Real Estate Sector	74278.17	62531.01

** Exposure also includes non-fund-based limits

b) Exposure to capital market

(Amount in ₹ crore)

S.N.	Particulars	31.03.2026	31.03.2025
i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	123.48	203.24
ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds;	-	-
iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-
v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-

vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
vii)	Bridge loans to companies against expected equity flows / issues;	-	-
viii)	Underwriting commitments taken up by the banks in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds;	-	-
ix)	Financing to stockbrokers for margin trading;	-	-
x)	All exposures to Venture Capital Funds (both registered and unregistered)	75.57	78.15
	Total exposure to capital market	199.05	281.39

The details of Bank's Direct investment in equity shares on conversion of debt into equity as a part of strategic restructuring of debt which are exempt from Capital Market Exposure limits/regulatory ceilings/investment in para-banking activities and intra-group exposure, is as under:

(Amount in ₹ crore)

Particulars	31.03.2026		31.03.2025	
	No. of accounts	Amount	No. of accounts	Amount
Investment in equity shares received/allotted on account of conversion of debt into equity which are exempt from Capital Market Exposure limits/regulatory ceilings/investment in para-banking activities and intra-group exposure	5	18.46	5	16.35

c) Risk category-wise country exposure

(Amount in ₹ crore)

Risk Category*	Exposure (net) as at March 31, 2026	Provision held as at March 31, 2026	Exposure (net) as at March 31, 2025	Provision held as at March 31, 2025
Insignificant	1175.10	-	863.74	-
Low	453.83	-	394.94	-
Moderately Low	15.37	-	41.28	-
Moderate	24.56	-	146.60	-
Moderately High	28.08	-	13.98	-
High	14.43	-	27.68	-
Very High	8.70	-	24.34	-
Total	1720.07	-	1512.56	-

* Till such time, as banks move over to internal rating systems, banks used the seven-category classification followed by Export Credit Guarantee Corporation of India Ltd. (ECGC) for the purpose of classification and making provisions for country risk exposures.

d) Unsecured advances

Total amount of advances for which intangible securities such as charge over the rights, licenses, authority, etc. have been taken and the estimated value of such intangible collateral are as under.

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Total unsecured advances of the bank	50274.94	39194.95
Out of the above, amount of advances for which intangible securities such as charge over the rights, licenses, authority, etc. have been taken	4238.52	3450.27
Estimated value of such intangible securities	6220.55	4836.28

e) Factoring exposures (Under TReDS)

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
TReDS Exposure in terms of DBR No. FSD.BC.32/24.01.007/2015-16 dated 30 th July 2015 (Para 8)	3605.09	3487.90
Total	3605.09	3487.90

f) Intra-group exposures

The details of the intra-group exposures of the bank are as under:

(Amount in ₹ crore)

S.N.	Particulars	FY 2025-26	FY 2024-25
1	Total amount of intra-group exposures	954.39	1355.21
2	Total amount of top-20 intra-group exposures	954.39	1355.21
3	Percentage of intra-group exposures to total exposure of the bank on borrowers/ customers	0.25%	0.50%
4	Details of breach of limits on intra-group exposures and regulatory action thereon, if any	Nil	Nil

(Amount in ₹ crore)

S.N.	Particulars	FY 2025-26	FY 2024-25
1	Borrowings from (if any)		
	a. Maharashtra Gramin Bank (MGB)	NIL	NIL
	b. The Maharashtra Executor & Trustee Com. Pvt Ltd (METCO)	NIL	NIL
2	Lending to (if any)		
	a. Maharashtra Gramin Bank (MGB)*		
	LOC outstanding as on date	0.00 [#]	750.66 [#]
	BPC Participation	954.39	604.55
	b. The Maharashtra Executor & Trustee Com. Pvt Ltd (METCO)	NIL	NIL

3	Investment in (if any)		
	a. Maharashtra Gramin Bank (MGB)	761.74	311.28
	i. Equity (incl Preference shares)	591.64 ^{\$}	141.17
	ii. Bonds / Debentures	170.11	170.11
	iii Any other – Investment in MGB pending allotment	-	-
	b. The Maharashtra Executor & Trustee Com. Pvt Ltd (METCO)	0.15	0.15
	i. Equity (incl Preference shares)	0.15	0.15
	ii. Bonds / Debentures	-	-
	iii. Any other (Specify)	-	-

* Not considered as exposure as per extant RBI guidelines

Outstanding as on 31.03.2026 & 31.03.2025

^{\$} As per Central Government vide Gazette Notification No. CG-DL-E-07042025-262329 dated 07.04.2025 notified amalgamation of Vidharbha Konkan Gramin Bank (VKGB) with Maharashtra Gramin Bank (MGB), investment amounting to Rs. 450.46 crores made in MGB towards Bank's share.

g) Unhedged foreign currency exposure

(Amount in ₹ crore)

S.N.	Particulars	FY 2025-26	FY 2024-25
1	Additional provisioning/(reversal) made on account of UFCE	(5.03)	1.43
2	Incremental capital held on account of UFCE	7.56	49.47

Bank has put in place a policy for management of currency induced credit risk arising out of exposure to its constituents which inter-alia specifies the mechanism to ascertain Unhedged Foreign Currency Exposure (UFCE) and mitigate the same by pricing the exposure as well as incremental provisioning as under –

Method to ascertain the amount of Unhedged -

Bank has estimated the liability towards unhedged foreign currency exposure to their constituents in terms of RBI Circular RBI/DOR/2025-26/157/DOR/CRE.REC 76/07-02-001/2025-26 dated 28.11.2025

Foreign Currency Exposure (UFCE):

The amount of UFCE of the constituents is measured by obtaining the periodical information from the clients having exposure of ₹ 10.00 crore and above. For this purpose, items maturing or having cash flows over the period of next five years only are considered. Further, items which are effective hedges, financial hedge and / or natural hedge, of each other are set off. (Financial hedge through a derivative contract (e.g. Forward Cover) and Natural hedge may be considered when cash flows arising out of the operations of the company offset the risk arising out of the Foreign Currency Exposure. For the purpose of

computing UFCE, an exposure may be considered naturally hedged if the offsetting exposure has the maturity/cash flow within the same accounting year).

Method to estimate the extent of likely loss:

The loss to the entity in case of movement in exchange rate is calculated using the annualised volatilities. For this purpose, largest annual volatility seen in the rates during the period of last ten years is taken as the movement of the rate in the adverse direction.

Method to estimate the riskiness of unhedged position and provide appropriately :

The likely loss / EBID so arrived at is taken as the base, as per which consolidated UFCE on behalf of the constituents is calculated, based on the model specified by the Bank. Such exposure is subjected to additional provisioning and also incremental capital requirement.

Further, the pricing to such constituents is accordingly re-priced based on the risk profile of the borrower by loading an appropriate premium to cover the UFCE.

h) Loans against gold and silver collateral

i) Details of loans extended against eligible gold and silver collateral -

(Amount in ₹ crore)

Particulars	Loan Outstanding		Average ticket size	Average LTV ratio	Gross NPA (%)
	₹ crore	As % of Total Loans			
1. Opening balance of the FY [(a)+(b)]	15771	-	0.03	69%	0.10%
(a) Consumption loans	6963	44%	0.03	65%	0.05%
of which bullet repayment loans	5661	36%	0.02	64%	0.02%
(b) Income generating loans	8808	56%	0.03	73%	0.05%
2. New loans sanctioned and disbursed during the FY [(c)+(d)]	27711	-	0.04	52%	NA
(c) Consumption loans	20458	74%	0.04	51%	NA
of which bullet repayment loans	5249	19%	0.03	50%	NA
(d) Income generating loans	7253	26%	0.04	54%	NA
3. Renewals sanctioned and disbursed during the FY	249	-	-	39%	NA
4. Top-up loans sanctioned and disbursed during the FY	-	-	-	-	NA
5. Loans repaid during the FY [(e)+(f)]	20334	-	-	NA	NA
(e) Consumption loans	18061	89%	-	NA	NA
of which bullet repayment loans	3610	18%	-	NA	NA
(f) Income generating loans	2273	11%	-	NA	NA
6. Non-Performing Loans recovered during the FY [(g) + (h)]	487	-	-	NA	NA
(g) Consumption loans	337	69%	-	NA	NA
of which bullet repayment loans	63	13%	-	NA	NA
(h) Income generating loans	150	31%	-	NA	NA
7. Loans written off during the FY [(i) + (j)]	-	-	-	NA	NA
(i) Consumption loans	-	-	-	NA	NA
of which bullet repayment loans	-	-	-	NA	NA
(j) Income generating loans	-	-	-	NA	NA
8. Closing balance at the end of FY [(k) + (l)]	24265	-	0.04	55%	0.10%
(k) Consumption loans	10220	42%	0.04	49%	0.05%
of which bullet repayment loans	7298	30%	0.03	50%	0.03%
(l) Income generating loans	14045	58%	0.04	60%	0.05%

Note:

- The Bank shall be guided by the Reserve Bank of India (Commercial Banks- Credit Facilities) Directions, 2025 as amended from time to time.
- Information may be disclosed separately for loans against gold collateral and loan against silver collateral.
- Average LTV ration is calculated as ratio of sum of LTVs of loans at the time of sanctions to the number of such loans.
- The above Point no 7- loans written of during the FY, does not include loans which are technically/ prudentially written off.
- The above disclosure is applicable from 01.04.2026. As such corresponding figures of previous year ended 31.03.2025 are not given.

ii) Details of gold and silver collateral and auctions

Sr.No.	Particulars	Details
(a)	Unclaimed gold or silver collateral at the end of the financial year (in grams)	401
(b)	Number of loan accounts in which auctions were conducted	296
(c)	Total outstanding in loan accounts mentioned in (b) (in ₹ crore)	5.75
(d)	Gold or silver collateral acquired during the FY due to default of loans (in grams)	0
(e)	Gold or silver collateral auctioned during the FY (in grams)	8150
(f)	Recovery made through auctions during the FY (in ₹ crore)	5.75
(g)	Recovery percentage:	
(h)	as % of value of gold or silver collateral	100%
(i)	as % of outstanding loan	100%

Note:

- Weight and value of collateral to be calculated in accordance with the Reserve Bank of India (Commercial Banks- Credit Facilities) Directions, 2025.
- Unclaimed gold or silver collateral means as defined under the Reserve Bank of India (Commercial Banks- Credit Facilities) Directions, 2025.

6

Concentration of deposits, advances, exposures and NPAs

a) Concentration of deposits

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Total deposits of the twenty largest depositors	53404.20	45067.36
Percentage of deposits of twenty largest depositors to total deposits of the bank	15.23%	14.67%

b) Concentration of advances

Advance is computed based on credit exposures. The sanctioned limits or outstanding, whichever is higher, have been considered. In case of fully drawn term loan, where there is no scope for re – drawal of any portion of the sanctioned limit, outstanding has been considered as the credit exposure.

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Total advances to the twenty largest borrowers	39237.23	32853.40
Percentage of advances to twenty largest borrowers to total advances of the bank	10.89%	10.85%

c) Concentration of exposures

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Total exposure to the twenty largest borrowers/customers	39500.87	33018.65
Percentage of exposures to the twenty largest borrowers/ customers to the total exposure of the bank on borrowers/ customers	10.50%	10.36%

d) Concentration of NPAs

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Total Exposure to the top twenty NPA accounts	385.44	432.14
Percentage of exposures to the twenty largest NPA exposure to total Gross NPAs.	9.08%	10.33%

7

Derivatives

a) Details of derivative portfolio

(Amount in ₹ crore)

	As of 31.03.2026			As of 31.03.2025		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Interest Rate Derivatives						
MTM-Assets	-	-	-	-	-	-
MTM-Liabilities	-	-	-	-	-	-
Net Gain/ Loss recognized in Profit & Loss Account	-	-	-	-	-	-
Exchange Rate Derivatives						
MTM-Assets	-	543.24	-	-	123.52	-
MTM-Liabilities	-	-555.87	-	-	-123.50	-
Net Gain/ Loss recognized in Profit & Loss Account	-	-12.63	-	-	0.02	-
Credit Risk Derivatives						
MTM-Assets	-	-	-	-	-	-
MTM-Liabilities	-	-	-	-	-	-
Net Gain/ Loss recognized in Profit & Loss Account	-	-	-	-	-	-
Other Derivatives (Specify)						
MTM-Assets	-	-	-	-	-	-
MTM-Liabilities	-	-	-	-	-	-
Net Gain/ Loss recognized in Profit & Loss Account	-	-	-	-	-	-

b) Forward rate agreement / Interest rate swap

(Amount in ₹ crore)

Items	31.03.2026	31.03.2025
i) The notional principal of swap agreements	Nil	Nil
ii) Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	Nil	Nil
iii) Collateral required by the Bank upon entering into swaps	Nil	Nil
iv) Concentration of credit risk arising from the swaps	Nil	Nil
v) The fair value of the swap book (+) To receive / (-) To pay	Nil	Nil

Bank has policy guidelines in place for IRS/ FRA's. The maximum Notional Principal Value for individual FRA / IRS /OIS / IRF/IRO shall be ₹ 200 crore and the aggregate outstanding Notional Principal Value of all FRAs / IRS /OIS / IRF shall not exceed ₹ 2000 crore. As on 31st March 2026, the Bank had no outstanding swaps.

Exchange traded interest rate derivatives

S.N.	Particulars	FY 2025-26	FY 2024-25
1	Notional principal amount of exchange traded interest rate derivatives undertaken during the year (instrument-wise)	Nil	Nil
2	Notional principal amount of exchange traded interest rate derivatives outstanding as on 31 st March (instrument-wise)	Nil	Nil
3	Notional principal amount of exchange traded interest rate derivatives outstanding and not "highly effective" (instrument-wise)	Nil	Nil
4	Mark-to-market value of exchange traded interest rate derivatives outstanding and not "highly effective" (instrument-wise)	Nil	Nil

c) Disclosures on risk exposure in derivatives

Qualitative disclosures

- Derivative policy is approved by the Board, which includes measurement of credit & market risk.
- Policy for hedging and processes for monitoring the same are in place.
- The hedged transactions are undertaken for Balance Sheet management. Proper system for reporting & monitoring of risks is in place.
- Risk Management of derivative operations is headed by a Top Management Executive who reports to Head Office. The swaps are tracked on regular basis.
- Accounting Policy for recording hedge and non-hedge transactions is in place, which includes recognition of income, valuation of outstanding contracts and credit risk mitigation as given in para 3.6 (ii) of Schedule 17, viz., Significant Accounting Policies.
- The Bank has made requisite provision on credit exposure of derivative contracts computed as per current exposure method & as per RBI guidelines.

Quantitative disclosures

(Amount in ₹ crore)

S.N.	Particular	FY 2025-26		FY 2024-25	
		Currency Derivatives	Interest Rate Derivatives	Derivatives Currency	Interest Rate Derivatives
(i)	Derivatives (Notional Principal Amount)	24365.83	NIL	25776.35	NIL
	a) For hedging	4507.71	NIL	3981.59	NIL
	b) For trading	19858.12	NIL	21794.76	NIL
(ii)	Marked to Market Positions*				
	a) Asset (+)	NIL	NIL	0.02	NIL
	b) Liability (-)	12.63	NIL	NIL	NIL
(iii)	Credit Exposure [§]	786.90	NIL	639.05	NIL
(iv)	Likely impact of one percentage change in interest rate (100*PV01)				
	a) on hedging derivatives	0.0253	NIL	0.0146	NIL
	b) on trading derivatives	0.0025	NIL	0.0033	NIL
(v)	Maximum and Minimum of 100*PV01 observed during the year				
	a) on hedging	Max: 0.0414 Min: 0.0132		Max: 0.0508 Min: 0.0140	
	b) on trading	Max: 0.0419 Min: 0.0000		Max: 0.0318 Min: 0.0011	

* The net position shown either under asset or liability, as the case may be, for each type of derivatives

§ Bank has adopted the current exposure method on Measurement of credit exposure of Derivative Products as per extant RBI instructions.

d) Standard provision on derivative exposure

(Amount in ₹ crore)

S.N.	Particular	As on 31.03.2026		As on 31.03.2025	
		Credit Exposure*	Provision as applicable to standard advances	Credit Exposure*	Provision as applicable to standard advances
1	Interest rate derivative	NIL	NIL	NIL	NIL
2	Foreign exchange derivative (+ including positive MTM)	786.90	3.14	639.05	2.56
3	Gold contract	NIL	NIL	NIL	NIL
4	Credit default swaps	NIL	NIL	NIL	NIL
	Total	786.90	3.14	639.05	2.56

* Credit Exposure calculated as per RWA guidelines of Basel III

e) Credit Default Swaps (CDS)

The Bank has no Credit Default Swaps (CDS) during the year 2025-26 & 2024-25 and as on March 31, 2026 & March 31, 2025 is NIL.

8

Disclosures relating to securitization

(Amount in ₹ crore)

S. N.	Particulars	31-03-2026 (No./ Amount)	31-03-2025 (No./ Amount)
1.	No of SPEs holding assets for securitization transactions originated by the originator (only the SPVs relating to outstanding securitization exposures to be reported here)	Nil	Nil
2.	Total amount of securitized assets as per books of the SPEs		
3.	Total amount of exposures retained by the originator to comply with MRR as on the date of balance sheet a) Off-balance sheet exposures First loss Others b) On-balance sheet exposures First Loss Others		
4.	Amount of exposures to securitization transactions other than MRR a) Off Balance Sheet Exposures i) Exposure to own securitizations First Loss Others ii) Exposure to third party securitizations First Loss Others b) On Balance Sheet Exposures i) Exposure to own securitizations First Loss Others ii) Exposure to third party securitizations First Loss Others		
5.	Sale consideration received for the securitized asserts and gain loss on sale on account of securitization		
6.	Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitization asset servicing etc.		
7.	Performance of facility provided. Please provide separately for each facility viz. Credit enhancement, liquidity support, servicing agent etc. Mention percent in bracket as of total value of facility provided. - Amount paid - Repayment received - Outstanding amount		
8.	Average default rate of portfolios observed in the past. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc		
9.	Amount and number of additional / top up loan given on same underlying asset. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans, etc.		
10.	Investor complaints* - Directly / Indirectly received and; - Complaints outstanding		

9

Off balance sheet SPVs sponsored

Name of the SPV sponsored	
Domestic	Overseas
Nil	Nil

10

Transfers to Depositor Education and Awareness Fund (DEA Fund)

(Amount in ₹ crore)

Particulars	FY 2025-26	FY 2024-25
Opening balance of amount transferred to DEAF	1077.33	950.09
Add: Amount transferred to DEAF during the year	149.68	152.39
Less: Amount reimbursed by DEAF towards claims	39.98	25.14
Closing balance of amount transferred to DEAF*	1187.03	1077.33

The closing balance of the amount transferred to DEA Fund as disclosed above (*excluding claim lodged for the month of March 2026 and March 2025 amounting ₹ 4.55 crore and ₹ 1.12 crore respectively). This is also included under Schedule 12 - Contingent Liabilities - Other Items for which Bank is contingently liable.

11

Disclosure of complaints

a) Summary information on complaints received by the bank from customers and from the Offices of Ombudsman

(Amount in ₹ crore)

S.N.	Particulars	FY 2025-26	FY 2024-25
	Complaints received by the bank from its customers		
1.	Number of complaints pending at beginning of the year	140	64
2.	Number of complaints received during the year	26805	14632
3.	Number of complaints disposed during the year	26803	14556
	3.1 Of which, number of complaints rejected by the bank	629	278
4.	Number of complaints pending at the end of the year	142	140
	Maintainable complaints received by the bank from Office of Ombudsman		
5.	Number of maintainable complaints received by the bank from Office of Ombudsman	1526	1081
	5.1. Of 5, number of complaints resolved in favour of the bank by Office of Ombudsman	1003	604
	5.2 Of 5, number of complaints resolved through conciliation / mediation / advisories issued by Office of Ombudsman	523	477
	5.3 Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the bank	0	0
6.	Number of Awards unimplemented within the stipulated time (other than those appealed)	0	0

Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in integrated Ombudsman scheme, 2021 (previously Banking Ombudsman Scheme, 2006) and covered within the ambit of the scheme.

b) Top five grounds of complaints received by the bank from customers:

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of Complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of Complaints pending beyond 30 days
1	2	3	4	5	6
FY 2025-26					
1 Loans and Advances	8	7527	333.00%	27	0
2 Account opening /difficulty in operation of account	7	5061	221.50%	31	0
3 Internet/Mobile /Electronic Banking	15	3339	82.35%	20	0
4 ATM/Debit Cards	6	2302	96.08%	16	0
5 Levy of Charges without notice / excessive charges / foreclosure charges	0	205	153.00%	0	0
Others	104	8371	1.95%	48	0
Total	140	26807		142	0
FY 2024-25					
1 Internet/Mobile /Electronic Bkg.	4	1831	4%	15	0
2 Loans and Advances	3	1737	-13%	8	0
3 Account opening /difficulty in operation of account	6	1574	-21%	7	0
4 ATM/Debit Cards	5	1174	6%	6	0
5 Pension and facilities for senior citizens / differently abled	2	105	38%	0	0
Others	44	8211	-18%	104	0
Total	64	14632		140	0

12

Disclosure of penalties imposed by the Reserve Bank of India

(Amount in ₹ crore)

During the Current Financial year following Penalties have been imposed:

S.N.	Particulars / nature of penalties	FY 2025-26	FY 2024-25
1	Penalty under Payment & Settlement Systems Act, 2007	0.003	0.01
2	Penalty under Banking Regulation Act, 1949	0.70	1.32
3	Government Securities Act, 2006 (for bouncing of SGL)	-	-

There is no default in reverse repo transaction from bank side during the financial year.

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Disclosure on remuneration

(Amount in ₹ crore)

S.N.	Name	Designation	Remuneration	
			FY 2025-26	FY 2024-25
1.	Shri Nidhu Saxena	MD & CEO	0.65	0.38
2.	Shri A S Rajeev	MD & CEO (till 22.02.2024)	Nil	0.24
3.	Shri Asheesh Pandey	Executive Director (till 30.09.2025)	0.44	0.63
4.	Shri A. B. Vijayakumar	Executive Director (till 31.10.2023)	Nil	0.13
5.	Shri Rohit Rishi	Executive Director (till 03.02.2026)	1.10	0.43
6.	Shri Prabhat Kiran	Executive Director (from 24.11.2025)	0.15	0.00
7.	Shri V P Srivastava	Chief Financial Officer (till 31.05.2025)	0.12	0.42
8.	Shri Sunil Dhoot	Chief Financial Officer (from 31.05.2025)	0.28	Nil
	Total		2.74	2.23

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Other Disclosures

a) Business Ratios

(Amount in ₹ crore)

Particular	FY 2025-26	FY 2024-25
Interest Income as a percentage to Working Funds	7.78%	7.92%
Non-interest income as a percentage to Working Funds	0.94%	1.10%
Cost of Deposits	4.52%	4.66%
Net Interest Margin	3.90%	4.00%
Operating Profit as a percentage to Working Funds	2.88%	2.96%
Return on Assets	1.86%	1.75%
Business (deposits plus advances) per employee (₹ in crore) excluding interbank deposits	41.07	37.44
Profit per employee (in ₹ Crore)	0.45	0.38

b) Bancassurance business

The fee/brokerage/commission etc. income earned under Bancassurance and other third party (agency) products is ₹ 60.12 Crore (₹ 50.82 crore). The details of Bancassurance income is as under:

(Amount in ₹ crore)

S.N.	Nature of Income	FY 2025-26	FY 2024-25
1	For selling life insurance policies	44.41	32.52
2	For selling non-life insurance policies	15.68	18.13
3	For selling other insurance (like Agriculture & Others)	0.03	0.11
	Total	60.12	50.76

c) Marketing and distribution

Details of fees/remuneration received in respect of marketing and distribution function (excluding bancassurance business) undertaken:

(Amount in ₹ crore)

S.N.	Nature of Income	FY 2025-26	FY 2024-25
1	For selling of Mutual Funds	0.07	0.06

d) Disclosures regarding Priority Sector Lending Certificates (PSLCs)

The amount of PSLCs (category-wise) sold and purchased during the F.Y.2025-26 & (FY 2024-25) is as under:

(Amount in ₹ crore)

S.N.	Category of PSLCs	Sold/Purchased	Type	Amount	Commission Premium
1	PSLC Agriculture	Purchased	PSLC Agriculture General	5000.00 (700.00)	63.61 (4.35)

The amount of PSLCs Sold during the FY 2025-26 and FY 2024-25 is Nil.

e) Provisions and contingencies shown under the head Expenditure in Profit and Loss Account

(Amount in ₹ crore)

S.N.	Particulars	31.03.2026	31.03.2025
1	Provision for NPA	2626.12	2417.32
2	Provisions for Standard Advances	417.08	1104.54
3	Provision for Non-Performing Investment	-	-
4	Provision for restructured Investment	-	15.10
5	Provisions for Standard Assets other than Advances	0.58	0.24
6	Provision for other Assets – Nominal	10.09	18.22
7	Provision for fraud (other than advances)	24.06	28.87
8	Provision for income tax (Incl- Reversal of DTA)	838.05	202.69
9	Provision for contingent liability	0.22	3.21
10	Other Provisions	25.43	17.41
	Sub-total (A)	3941.63	3807.59
	Less: Write back /adjustments		
1	Write back of Provisions for TIBD- provision for FITL/interest/SR TIBD	3.08	0.49
2	Write back of Provision for Restructured Investment	38.10	-
3	Write back of Provision for Non-Performing Investment	3.85	7.86
4	Write back of Provision for NPLL	90.09	-
	Sub Total (B)	132.12	8.35
	Total	3806.51	3799.24

f) Implementation of IFRS converged Indian Accounting Standards (Ind AS)

1. The Proforma Financial Statement (PFS) has been submitted to RBI on half yearly basis (from FY 2021-22) after vetting from consultant. The same has also been approved by the Board.
2. Bank has also appointed a consultant for implementation of Ind AS through OFSAA Solutions.

g) Payment of DICGC Insurance Premium

(Amount in ₹ crore)

S.N.	Particulars	FY 2025-26	FY 2024-25
i)	Payment of DICGC Insurance Premium (Incl GST)	402.11	346.43
ii)	Arrears in payment of DICGC premium (Incl GST)*	3.33	18.19

* Additional payment as per instruction from DICGC

h) Disclosure on amortization of expenditure on account of enhancement in family pension of employees of banks

The additional liability on account of enhancement in family pension in line with Government guidelines, works out to ₹ 217.70 Crore as per Actuarial valuation. The Bank had already recognized the said liability and charged to the Profit & Loss Account during the FY 2021-22.

i) Letter of Comfort (LOCs) issued by Bank for the purpose of Trade Credit Facility to corporate.

During the current year, 81 Trade credits amounting to ₹ 550.07 crores were sanctioned by the Bank and No Letters of Comfort issued by the branches in favor of various other Banks for arranging trade credit to corporate clients.

As on 31st March 2026, 34 Trade Credits amounting to ₹ 123.15 crores are outstanding as against 25 Trade Credits amounting to ₹ 174.18 crores for the year ended 31st March 2025.

j) Portfolio-level information on the use of funds raised from green deposits

(Amount in ₹ crore)

Particulars	FY 2025-26	FY 2024-25	Cumulative*
Total green deposits raised (A)	67.06	25.17	92.23
Use of green deposit funds**			
(1) Renewable Energy	67.06	4.52	71.58
(2) Energy Efficiency	-	-	-
(3) Clean Transportation	-	-	-
(4) Climate Change Adaptation	-	-	-
(5) Sustainable Water and Waste Management	-	-	-
(6) Pollution Prevention and Control	-	-	-
(7) Green Buildings	-	-	-
(8) Sustainable Management of Living Natural Resources and Land Use	-	-	-
(9) Terrestrial and Aquatic Biodiversity Conservation	-	-	-
Total Green Deposit funds allocated (B = Sum of 1 to 9)	67.06	4.52	71.58
Amount of Green Deposit funds not allocated (C = A – B)	0.00	20.65	20.65
Details of the temporary allocation of green deposit proceeds pending their allocation to the eligible green activities/projects	-	-	-

* This shall contain the cumulative amount since the RE started offering green deposits. For example, if a bank has commenced raising green deposits from June 1, 2023, then the annual financial statement for the period ended March 31, 2026, would contain particulars of deposits raised and allocated from June 1, 2023, till March 31, 2026. Further, the actual amount of green deposits raised during the year and use of such funds shall be given under this disclosure.

** Under each category, REs may provide sub-categories based on the funds allocated to each sub-sector. For example, REs may provide sub-categories like solar energy, wind energy, etc. under "Renewable Energy".

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Property, Plant & Equipment (AS 10):

- i. In accordance with the As-10 "Property, Plant and Equipment" depreciation of ₹ 45.22 Crore (₹ 29.46 Crore) for the year on revalued portion of fixed assets has been charged to Profit and Loss Account. Equivalent amount of ₹ 45.22 crore (₹ 29.46 Crore) has been transferred from Revaluation Reserve to Revenue Reserve.
- ii. Certain premises of bank are stated at revalued amount. The gross amount of such revaluation included in premises at the end of the year is ₹ 1864.30 Crore (₹ 1443.33 Crores) and net of depreciation the revaluation amounts to ₹ 1819.09 Crores (₹ 1413.87 Crores).

The title deeds in respect of few revalued premises having cost of ₹ 9.19 crores (₹ 9.19 crores) are not yet executed / registered in favour of the Bank due to certain long pending disputes / formalities.

- iii. These are cases pending for leased premises where no contingent liability is recognized as the Bank is defending all these cases filed against it by landlords of Branch Premises due to expiration of lease deeds. Out of these, in case Bank accounts for its liability to amount ₹ 7.97 crores (₹ 1.05 crores) towards increment in rent due to as per original deeds as the base rent are continued to be paid to the landlord. In all other cases where landlords have claimed profits, the amount cannot be ascertained unless the court crystallises quantum of profits.
- iv. Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. Capital work in progress amounting to ₹ 8.01 Crore (₹ 4.25 Crore) includes construction of building.

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Accounting Standards:

The Bank has complied with the Accounting Standards issued by The Institute of Chartered Accountants of India (ICAI) to the extent applicable as under:

Accounting Standard 3 – Cash Flow Statement: The bank prepares cash flow statement in line with requirements of AS-3 using indirect method.

Accounting Standard 5 – Net Profit or Loss for the period, prior period items and changes in accounting policies: As prior period items of income/expenditure are not material, the same have been charged/accounted for in respective heads of accounts during the year.

Accounting Standard 9 – Revenue Recognition: As per Accounting Policy No. 6.2, given in Schedule - 17 – Significant Accounting Policies, the interest payable on overdue term deposit is provided on accrual basis at rate of interest as applicable to saving account or contracted rate of interest on the matured TD, whichever is lower from 02.07.2021.

Accounting Standard 11 – Effect of Changes in Foreign Exchange Rates: Net income on account of exchange differences credited to Profit and Loss account for the year is ₹ 125.68 crore (₹ 63.29 crore).

Accounting Standard (AS) 15 (Revised 2005) – "Employee Benefits"

A. Defined Contribution Plans

(Amount in ₹ crore)

	Particulars	31.03.2026	31.03.2025
a.	Provident Fund	29.80	32.83
b.	Contribution to Staff Welfare –Welfare Fund Contingency	25.00	15.00
c.	Contribution to New Pension Scheme	158.98	136.50

B. Defined Benefit Plans:

- a) **Pension Plan-** This is a post-employment benefit, which is 50% of final pay for a maximum of 33 years of pensionable service. This is a funded scheme.
- b) **Gratuity Plan-** This is a post-employment benefit and is payable as higher of Gratuity as per Company's Rules and Gratuity under Payment of Gratuity Act 1972 as amended. This is a funded scheme.
- c) **Leave Encashment/ Compensated Absences-** This is a post-employment benefit and is payable for a maximum limit of 255 days of accumulated leave based on final pay. This is a funded scheme.

I. Change in the Present value of Defined Benefit Obligations:

(Amount in ₹ crore)

S.N.	Particulars	Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Opening Present Value of Defined Benefit Obligation	7992.57	7489.74	745.77	621.63	584.17	432.02
2	Interest Cost	553.45	480.78	56.85	41.14	44.89	28.77
3	Current Service Cost	252.12	262.96	61.95	49.88	143.65	118.26
4	Past Service Cost	0.00	0.00	0.00	0.00	0.00	0.00
5	Benefits Paid	(759.46)	(797.27)	(46.91)	(66.03)	(27.56)	(41.20)
6	Actuarial (Gains)/Losses for the year	251.57	556.36	22.17	99.15	(43.16)	46.32
7	Closing Present Value of Defined Benefit Obligation	8290.25	7992.57	839.83	745.77	701.99	584.17

II. Change in the Fair Value of Plan Assets:

(Amount in ₹ crore)

S.N.	Particulars	Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Opening fair value of plan assets	7988.21	7282.80	725.73	505.01	490.80	374.07
2	Expected return on plan assets	580.74	493.77	57.11	35.30	38.63	26.15
3	Contributions made	349.72	906.61	70.00	240.00	150.00	125.00
4	Benefits paid	(759.46)	(797.27)	(46.91)	(66.03)	(27.56)	(41.20)
5	Actuarial gains/(losses)	46.70	102.30	4.33	11.45	9.28	6.78
6	Closing fair value of plan assets	8205.91	7988.21	810.26	725.73	661.15	490.80

III. Amount recognized in the Balance Sheet:

(Amount in ₹ crore)

S.N.	Particulars	Funded Defined Benefit Obligations					
		Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Present Value of Defined Benefit Obligations	8290.25	7992.57	839.83	745.77	701.99	584.17
2	Fair Value of Plan Assets	(8205.91)	(7988.21)	(810.26)	(725.73)	(661.15)	(490.80)
3	Net liability to be recognized	84.34	4.36	29.57	20.04	40.84	93.37
4	Other amount recognized in the Balance Sheet	0.00	0.00	0.00	0.00	0.00	0.00
5	Net liability recognized in the Balance Sheet	84.34	4.36	29.57	20.04	40.84	93.37

IV. Amount recognized in Profit and Loss Account:

(Amount in ₹ crore)

S.N.	Particulars	Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Current Service Cost	252.12	262.96	61.95	49.88	143.65	118.26
2	Interest Cost	553.45	480.78	56.85	41.14	44.89	28.77
3	Expected Return on Plan Assets	(580.74)	(493.77)	(57.11)	(35.30)	(38.63)	(26.15)
4	Actuarial (Gains) / Losses for the year	204.87	454.06	17.84	87.70	(52.44)	39.54
5	Past Service Cost	0.00	0.00	0.00	0.00	0	0
6	Expense to be recognized	429.70	704.03	79.53	143.42	97.47	160.42
7	Additional provision made / (write back) during the year	0.00	0.00	0.00	0.00	0	0.00
8	Net expense recognized in Profit & Loss Account and included in Staff Cost	429.70	704.03	79.53	143.42	97.47	160.42

V. Reconciliation in the Net Liability recognized in the Balance Sheet

(Amount in ₹ crore)

S.N.	Particulars	Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Opening Net Liability	4.36	206.94	20.04	116.62	93.37	57.95
2	Expense recognized	429.70	704.03	79.53	143.42	97.47	160.42
3	Contributions/ Benefits paid	(349.72)	(906.61)	(70.00)	(240.00)	(150.00)	(125.00)
4	Closing Net Liability	84.34	4.36	29.57	20.04	40.84	93.37

VI. Actual Return on Plan Assets

(Amount in ₹ crore)

S.N.	Particulars	Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Expected return on plan assets	580.74	493.77	57.11	35.30	38.63	26.15
2	Actuarial gain (loss) on plan assets	46.70	102.30	4.33	11.45	9.28	6.78
3	Actual return on plan assets	627.44	596.07	61.44	46.75	47.91	32.93

VII. Principal Actuarial Assumptions (expressed as weighted averages)

(Amount in ₹ crore)

S.N.	Particulars	Pension Plans		Gratuity Plans		Leave Encashment	
		31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
1	Discount rate	7.27%	6.78%	7.87%	6.99%	7.87%	6.99%
2	Expected return on plan assets	7.27%	6.78%	7.87%	6.99%	7.87%	6.99%
3	Expected rate of salary increases	6.00%	5.50%	6.00%	5.50%	6.00%	5.50%

C. Other Long-Term Benefits:

(Amount in ₹ crore)

S.N.	Particulars	Recognized in Profit & Loss Account	
		31.03.2026	31.03.2025
1	Resettlement Allowance	-	-
2	Leave Fare Concession	41.40	27.77
3	Silver Jubilee Award	-	0.38
	Total	41.40	28.15

Accounting Standard 17- Segment Reporting: Bank has identified its primary reportable segments as under:

Part A: Business segments

(Amount in ₹ crore)

Business Segments Particulars	Treasury		Corporate/ Wholesale Banking		Retail Banking		Other Banking Operations		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Revenue	6979.46	5877.89	11085.68	9803.30	14552.99	12472.18	204.40	248.25	32822.53	28401.62
Result	1495.88	1356.29	3093.85	2708.00	3164.14	1597.55	103.50	60.64	7857.37	5722.48
Unallocated expenses										
Operating profit									10825.82	9319.03
Taxes including deferred taxes									838.05	202.69
Extraordinary profit/ loss	-	-	-	-	-	-	-	-	-	-
Net profit*									7019.32	5519.79
Segment assets	120753.58	112037.06	141849.39	126307.60	150320.71	113803.41	11774.39	14599.42	424698.07	366747.48
Unallocated assets									2664.66	2394.67
Total assets									427362.73	369142.15
Segment liabilities	118794.53	110679.11	130054.93	114554.24	134191.91	102744.02	11213.55	11521.79	394254.91	339499.15
Unallocated liabilities									0.00	1153.73
Capital & Other Reserves									33107.82	28489.26
Total liabilities									427362.73	369142.15

* Net profit is arrived after considering all provisions and contingencies.

RBI's Master Direction on Financial Statements – Presentation and Disclosures, requires to sub divide "Retail Banking" into (a) Digital Banking (as defined in RBI circular or Establishment of Digital Banking Units dated April 07, 2022) and (b) Other Retail Banking segment. Accordingly, the segmental results for retail banking segment is subdivided as below:

(Amount in ₹ crore)

S.N.	Particulars	Segment Revenue		Segment Results		Segment Assets		Segment Liabilities	
		2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
i	Digital Banking	1.00	0.44	(1.09)	(1.29)	15.04	9.35	19.69	12.90
ii	Other Retails Banking	14551.99	12471.74	3165.23	1598.84	150305.67	113794.06	134172.22	102731.12
Total	Retail Banking	14552.99	12472.18	3164.14	1597.55	150320.71	113803.41	134191.91	102744.02

a) Treasury segment includes Investment, balances with Banks outside India, Interest accrued on investments and related income there from. b) Corporate/Wholesale Banking Segments include all advances to trusts, partnership firms, companies, statutory bodies and individuals etc. which are not included in Retail Banking Segments. c) Retail Banking Segments include exposure to entity/ concern where i. Total average annual turnover less than ₹ 50.00 crore and ii. Aggregate exposure to one counter party does not exceed 0.2% of the overall retail portfolio of the Bank and iii. The maximum aggregated retail exposure to one counterpart is up to ₹ 7.50 crore.	d) Other Banking Operations segment includes all other banking transaction not covered under segments, specified above. e) The interest income is allocated on the basis of actual interest received from wholesale banking operations. The total interest received less interest of wholesale banking is taken to retail banking operations. f) Expenses not directly attributable are allocated on the basis of Interest income earned by the wholesale banking / retail banking segment. Expenses of treasury operations are as per the details available from treasury operations. g) Capital employed for each segment has been allocated proportionate to the assets of the respective segment.

Part B: Geographical Segment

(Amount in ₹ crore)

Geographical Segments	2025-26			2024-25		
	Domestic	International	Total	Domestic	International	Total
Revenue	32778.90	43.63	32822.53	28401.62	NA	28401.62
Assets	423799.53	3563.20	427362.73	369142.16	NA	369142.16

GIFT IBU has been operational during FY2025-26 only, hence international segment reporting is Not Applicable for FY2024-25.

Accounting Standard 18 – Related party disclosures

The details in this regard are as under:

Name of the Related Parties and their relationship:

- Subsidiary of the Bank – The Maharashtra Executor & Trustee Co. Pvt. Limited
- Associate of the Bank – Maharashtra Gramin Bank
- Key Management Personnel – Details given in point no. 13 above
- Sponsor Trust – Gramin Va Balak Vikas Mandal
- Sponsor Trust – Mahabank Agricultural Research and Rural Development Foundation
- Staff welfare Trust for Pension – Bank of Maharashtra Employees' Pension Fund

- g) Staff welfare Trust for Gratuity – Bank of Maharashtra Employees' Gratuity Fund
- h) Staff welfare Trust for Provident Fund – Bank of Maharashtra Employees' Provident Fund
- i) Staff welfare Trust for Leave Encashment – Bank of Maharashtra Employees Privilege Leave Encashment Fund Trust

Transactions with Related parties:

No disclosure is required in respect of related parties, which are "State Controlled Enterprises" as per paragraph no 9 of Accounting Standard (AS 18). Further in terms of paragraph 5 of AS 18, transactions in the nature of Banker-Customer relationship have not been disclosed including those with Key Management Personnel and relatives of Key Management Personnel.

Accounting Standard 19 - Leases

Finance Leases: Lease under which the Bank assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at fair value of the asset or lease payments at the inception of the lease, whichever is lower.

Operating Leases: Lease payment under operating leases are recognized as an expenses, as and when incurred in the statement of Profit and Loss Account over the lease term. Amount of lease payments recognized in P&L account for operating lease is ₹ 300.37 crore (for FY 2024-25 ₹ 252.04 crore).

Accounting Standard 20 - Earnings per Share

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Basic E.P.S.	₹ 9.13	₹ 7.48
Diluted E.P.S.	₹ 9.13	₹ 7.48
Calculation of Basic /Diluted EPS.		
a) Net Profit after Tax (in Crore)	7019.32	5519.79
b) Weighted Average number of Equity Shares (in Crore)	769.16	737.89
c) Basic/ Diluted Earnings per share [(a) divided by (b)]	₹ 9.13	₹ 7.48
d) Nominal Value per Share	₹ 10.00	₹ 10.00

Accounting Standard 21 – Consolidated Financial Statements:

The financial results of the Associate viz. Maharashtra Gramin Bank and subsidiary viz. Maharashtra Executor & Trustee Company Private Limited have been consolidated with the parent bank in compliance with Accounting Standard 23 and Accounting Standard 21 respectively.

Accounting Standard 22 – Accounting for Taxes on Income:

a) Current tax

During the FY2025-26 Bank has debited to P&L Rs.855.29 crore (Nil for FY2024-25) on account of current Tax. The current tax has been calculated in accordance with the provisions of the Income Tax Act 1961.

b) Deferred Tax

Based on the review by the bank and on reasonable certainty of availability of future taxable income against which timing differences arising on account of provision for accumulated losses, Bad & Doubtful Debts (NPA), employee benefits etc. can be realized, the bank has accounted for taxes on income in compliance with AS 22. Accordingly, Deferred Tax Assets and Deferred Tax Liabilities are as under:

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Deferred Tax Assets		
1) On account of Accumulated Losses	NIL	NIL
2) On account of provisions for Employees benefits	31.72	26.67
3) On account of AFS Reserve (created out of AFS Reserve)	121.92	—
4) Other Provisions where DTA is created	752.50	740.31
Sub-Total (A)	906.14	766.98
Deferred Tax Liabilities		
1) On account of Special Reserve u/s 36(1) (viii)	12.90	12.90
2) On account of AFS Reserve (created out of AFS Reserve)	—	117.28
Sub-Total (B)	12.90	130.18
Net Deferred Tax Asset (A-B)	893.24	636.80

As the bank has opted for lower tax rate permitted under section 115 BAA of the Income Tax Act 1961 from AY 2021-22, the provisions of section 115JB of the Income Tax Act are not applicable to the bank.

Accounting Standard – 24 – Discontinuing Operations:

The Bank, during the financial year 2025-26, has not discontinued any of its business activities/ operations which resulted in discharging of liabilities and realization of the assets and no decision has been finalized to discontinue a business activity in its entirety which will have the above effects.

Accounting Standard 26 – Accounting for Intangible Assets:

Computer Software – other than internally generated:

Useful life	- 3 years.
Amortization Rate	- 33.33 %
Amortization Method	- Straight line at cost

(Amount in ₹ crore)

Particulars	31.03.2026	31.03.2025
Software at the beginning of the year	77.42	95.83
Software acquired during the year	107.33	44.89
Amortization during the year	61.68	63.30
Net carrying amount at the end of the year	123.07	77.42

Accounting Standard 28- Impairment of Assets:

Assets are reviewed for impairment at the end of the year whenever events or changes in circumstances warrant that the carrying amount of an asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison for the carrying amount of an asset to future net discounted cash flows expected to be generated by the asset. If such an asset is considered to be impaired, the impairment to be recognized and is measured by the amount by which the carrying amount of the asset exceeds the recoverable amount of the asset. However, in the opinion of the Bank's Management, there is no indication of material impairment to the assets during the year to which Accounting Standard 28 - "Impairment of Assets" applies.

Accounting Standard 29 – Provisions, Contingent Liabilities and Contingent Assets Claim against the bank not acknowledged as debt on year end

(Amount in ₹ crore)

Category	FY 2025-26	FY 2024-25
Balance Outstanding (Claims against the Bank not acknowledged as debts)	1343.25	1356.67
Provision Held	7.01	6.79

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In respect of Maharashtra Gramin Bank, Central Government vide Gazette Notification No. CG-DL-E-07042025-262329 dated 07.04.2025 notified amalgamation of Vidharbha Konkan Gramin Bank (VKGB) with Maharashtra Gramin Bank (MGB). Accordingly, Vidharbha Konkan Gramin Bank, sponsored by Bank of India is amalgamated into Maharashtra Gramin Bank Sponsored by Bank of Maharashtra with effect from May 1st 2025 (having 35% share).

Further, on account on the above amalgamation of VKGB with MGB, the carrying amount of bank investment in associate amounting to ₹ 380.02 crores has been adjusted as under:

- Bank undertook valuation of its associate and accordingly impairment loss of ₹ 280.59 crore was booked in Standalone Financial Statement of the Bank during the year.
- Balance amount of ₹ 99.43 crore has been adjusted in Reserves & Surplus of the consolidated financials as per AS-23 "Accounting for investment in Associates".

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The Board has recommended a final dividend of ₹ 1.20 per equity share (i.e., 12% on the face value of ₹ 10 per equity share) for the financial year 2025 26, subject to requisite approval from the shareholders.

This final dividend, if approved, will be in addition to the interim dividend of ₹1.00 per equity share (10%) declared and paid during the financial year.

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Previous year's figures have been regrouped / reclassified wherever considered necessary to make them comparable with current year's figure.

Statement of Cash Flow (Standalone) for the year ended 31st March 2026

(Amount in ₹ thousand)

	Year ended on March 31, 2026		Year ended on March 31, 2025	
A. Cash Flow From Operating Activities:				
Income				
Interest received during the year from advances, Investments etc.	29281,64,24		24947,45,17	
Other Income	3540,88,90	32822,53,14	3454,17,31	28401,62,48
Less: Expenditure & Provisions				
Interest Paid during the year on Deposits and Borrowings	15617,57,67		13281,88,09	
Operating Expenses	6379,13,13		5800,71,49	
Provisions & Contingencies	3806,50,53	25803,21,33	3799,24,31	22881,83,89
Net Increase in Cash due to Increase of Income over Expenses		7019,31,81		5519,78,59
Add : Non Cash Items & Items Considered Separately				
Provisions & Contingencies	3806,50,53		3799,24,31	
Depreciation on Fixed Assets	343,56,48		290,57,12	
Profit/Loss on sale of Fixed Assets	-1,75,38		-37,51	
Interest on Bonds, PCPS and PDI	684,22,91		581,30,25	
Increase / Decrease in reserve on account of fair valuation of Investments / Foreign currency translation reserve	-693,64,94	4138,89,60	468,93,75	5139,67,92
Less: Direct Taxes Paid (Net)		11158,21,41		10659,46,51
		905,00,00		-
Cash Profit Generated From Operations (I)		10253,21,41		10659,46,51
Increase / (Decrease) in Operating Liabilities:				
Deposits	43421,76,88		36395,43,69	
Borrowings other than Bond Borrowings	11381,06,05		13310,66,00	
Other Liabilities & Provision	-4776,57,69		-3301,74,04	
Total Increase in Operating Liabilities	50026,25,24		46404,35,65	
Less: Increase / (Decrease) of Operating Assets				
Investments	19024,91,61		13730,67,10	
Advances	52020,50,69		35843,91,10	
Other Assets	222,83,84		-159,48,02	
Total Increase in Operating Assets	71268,26,14		49415,10,18	
Net Increase in Operating Liabilities Over Operating Assets (II)		-21242,00,90		-3010,74,53
Cash Flow From Operating Activities (A) = (I+II)		-10988,79,49		7648,71,98
B. Cash Flow From Investing Activities				
i) Investment in Associates	-450,46,03		-	
ii) Transferred to capital reserve by selling investments	2,51,60		-	
iii) Sale of Fixed Assets	16,13,31		3,55,33	
iv) Purchase of Fixed Assets	-421,59,82		-519,37,21	
Net Cash Flow From Investing Activities (B)		-853,40,94		-515,81,88

(Amount in ₹ thousand)

	Year ended on March 31, 2026		Year ended on March 31, 2025	
C. Cash Flow From Financing Activities:				
i) Issue/ (Redemption) of Bonds	-		2823,00,00	
ii) Dividend Paid during the year	-1922,88,87		-991,39,23	
iii) Interest on Bonds, PCPS and PDI	-684,22,91		-581,30,25	
iv) Issue of equity shares	-		3500,00,00	
Cash Flow From Financing Activities (C)		-2607,11,78		4750,30,52
Total Cash Flow During The Year (A+B+C)		-14449,32,21		11883,20,63
Represented By –				
Cash and Cash equivalents at the beginning of the year				
Cash & Balance with RBI		37992,99,37		21161,33,96
Balances with Banks & Money at Call & Short notice		4201,87,42		9150,32,20
Sub Total		42194,86,79		30311,66,16
Cash and Cash equivalents at the end of the year				
Cash & Balances with RBI		26645,30,97		37992,99,37
Balance with banks & money at call & Short notice		1100,23,61		4201,87,42
Sub Total		27745,54,58		42194,86,79
Total Cash Flow During The Year		-14449,32,21		11883,20,63

Note : Previous year figures have been regrouped and reclassified whenever necessary.

PRASENJEET FADNAVIS DIRECTOR	PRAVEEN KUMAR DIRECTOR	SANJEEV PRAKASH DIRECTOR	Dr. ABHIJIT PHUKON DIRECTOR
SUSHANTA KUMAR MOHANTY EXECUTIVE DIRECTOR	PRABHAT KIRAN EXECUTIVE DIRECTOR	NIDHU SAXENA MANAGING DIRECTOR & CEO	
NITESH KUMAR JAIN ASST. GENERAL MANAGER, FM&A	KEYUR TALATI ASST. GENERAL MANAGER, FM&A	SUNIL DHOOT CHIEF FINANCIAL OFFICER	
AS PER OUR REPORT OF EVEN DATE ATTACHED			
For M/s. G D Apte & Co. Chartered Accountants FRN – 100515W CA C M Dixit Partner Membership No. : 017532 UDIN: 26017532CZPHSA4265	For M/s. Manubhai & Shah LLP Chartered Accountants FRN – 106041W/ W100136 CA Vitesh D. Gandhi Partner Membership No. : 110248 UDIN: 26110248ASJPHX4461	For M/s. Sagar & Associates Chartered Accountants FRN – 003510S CA D. Manohar Partner Membership No. : 029644 UDIN:26029644IVILKV8957	For M/s. S. Singhal & Co. Chartered Accountants FRN – 001526C CA Mukesh Kumar Khandelwal Partner Membership No. : 074661 UDIN:26074661FPGZFT2758
Place: Pune Date: April 20, 2026			

M/s. G D Apte & Co. Chartered Accountants, D-509, Neelkanth Business Park, Nathani Rd, Vidhya Vihar West, Mumbai - 400086.	M/s. Manubhai & Shah LLP Chartered Accountants, 4th Floor, Capital One, Opp. Ashok Vatika BRTS Stop, Ambli Bopal Road, Ahmedabad 380058
M/s. Sagar & Associates Chartered Accountants, H. No. 6-3-244/5 Saradadevi Street, Premnagar, Hyderabad - 500004	M/s. S. Singhal & Co. Chartered Accountants, S-4, Gordhan Enclave, 4B, Yudhister Marg, C-Scheme, Jaipur - 302005

Independent Auditors' Report

To,
The President of India and Members of "BANK OF MAHARASHTRA"

Report on Audit of the Standalone Financial Statements

Opinion

- We have audited the accompanying standalone financial statements of Bank of Maharashtra, which comprise the Balance Sheet as at 31st March 2026, the Profit and Loss Account and the Statement of Cash Flows for the year then ended, and notes to standalone financial statements including a summary of significant accounting policies and other explanatory information in which are included the returns for the year ended on that date of the Head Office, 20 branches and one Treasury and International Banking Division audited by us and 633 branches (including 1 International Banking Unit situated in Gujarat International Finance Tec-City) audited by Statutory Branch Auditors of the Bank.

The branches audited by us and those audited by other auditors have been selected by the Bank in accordance with the guidelines issued to the Bank by the Reserve Bank of India. Also incorporated in the Balance Sheet, the Profit and Loss Account and the Statement of Cash Flows are the returns from 2132 branches which have not been subjected to audit. These unaudited branches account for 21.45% of advances, 47.35% of deposits, 21.80% of interest income and 47.65% interest expenses.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Banking Regulation Act, 1949 in the manner so required for bank and are in conformity with accounting principles generally accepted in India and:

- the Balance Sheet, read with the notes thereon is a full and fair Balance Sheet containing all the necessary particulars, is properly drawn up so as to exhibit a true and fair view of the state of affairs of the Bank as at 31st March, 2026;
- the Profit and Loss Account, read with the notes thereon shows a true balance of profit for the year ended 31st March, 2026 and

- the Statement of Cash Flows gives a true and fair view of the cash flows for the year ended on that date.

Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Bank in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the standalone financial statements prepared in accordance with the accounting principles generally accepted in India, including the applicable Accounting Standards issued by the ICAI, and provisions of section 29 of the Banking Regulation Act, 1949 and circulars, directions and guidelines issued by the Reserve Bank of India ('RBI') from time to time and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- We draw attention to Note No. 4(x) in Schedule 18 of the Standalone Financial Statements which states that the bank holds additional COVID-19 related provision amounting to Rs. 1010 Crores as contingency provision as on 31 March 2026.
- We draw attention to Note 17 in Schedule 18 of Standalone Financial Statements which states that in respect of investments in the associate Maharashtra Gramin Bank, pursuant to the amalgamation of Vidarbha Konkan Gramin Bank with Maharashtra Gramin Bank, an impairment loss of Rs. 280.59 Crore has been recognised in the Standalone Financial Statements.

Our Opinion is not modified in respect of these matters.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31 2026. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters prescribed below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	How our Audit procedures addressed the Key Audit Matters
1.	Classification of advances and compliance with RBI IRACP guidelines: (Refer Schedule 9 to the Balance sheet and Note No. 4 of Schedule 17 – Significant Accounting Policies annexed to and forming part of the standalone financial statements for the year ended March 31, 2026) As of March 31, 2026, Advances constitute a significant portion @ 67.41% of the total assets of the Bank. Advances include Bills purchased and discounted, Cash credits, Overdrafts, Loans repayable on demand and Term loans. These are further categorised on the basis of security, guarantee and sectors. The Bank classifies advances into performing advances or non-performing advances (NPA) based on the master circulars / directions issued by Reserve Bank of India (RBI) contained in “Prudential Norms for Income Recognition, Asset Classification and Provisioning for Advances” (IRACP), as applicable for the financial year. The instructions / guidelines issued by RBI are applicable for all the credit facilities sanctioned by the Bank and are to be mandatorily followed for the purpose of Income Recognition, Asset Classification and Provisioning. The IT environment of the Bank is complex and involves a number of independent and interdependent IT systems (including Core Banking Systems CBS) used in the operations of the Bank for processing and recording a large volume of transactions. As a result, there is a high degree of reliance and dependency on such IT systems for the financial reporting process of the Bank. The Bank relies on its CBS for identification of NPA, further categorisation thereof, provisioning and for compliance with the applicable regulatory guidelines. Further, the Bank also avails the services from various experts such as independent valuers, legal experts etc. to determine the valuations and enforceability of security taken against such advances. Considering the high degree of complexity, the classification of advances, provisioning and compliance with RBI IRACP guidelines requires considerable level of management judgment, estimates and application both quantitative as well as	Our audit approach towards the advances portfolio of the bank included a combination of both – testing of the design and operating effectiveness of the internal controls, related processes and substantive procedures in relation to classification of advances and compliance with RBI's IRACP guidelines. Our audit procedures included: - Reviewing the logic and assumptions used in the CBS and other related IT systems for compliance of the IRACP norms for identification, classification and provisioning of the non-performing advances. - Obtained information in respect of manual interventions required in system-based identification and classification of NPAs, evaluated the compensating controls for such manual interventions including authorisation, review and reporting mechanism thereof. - Obtained and reviewed the Risk Control Matrix (RCM) pertaining to the advances and tested the design and operating effectiveness of key internal financial controls with respect to classification of advances and provisioning thereof. - Involved our internal IT expert for testing IT general controls over Income Recognition, Asset Classification and Provisioning process in CBS. - Recomputed on sample basis the overdues, days past due and tested whether the accounts are classified as performing / SMA / NPA accordingly, verified the reporting to RBI's Central Repository of Information on Large Credits ('CRILC'), the dates of NPA (in case of NPA accounts) and ensured that applicable provisioning are made as per the RBI guidelines and policy of the Bank. - Performed various analytical procedures to ascertain the trends in the movement of total advances, NPA and stressed portfolio. - Obtained and perused, on test basis, the reports of the concurrent audits, internal inspections, management audits, revenue audits, audit of IRACP logic at product level, Regulatory audits, etc. in order to assess the existence and effectiveness of controls, monitoring and supervision, adherence to the policies, procedures, delegation of powers, instructions from the

Sr. No.	Key Audit Matters	How our Audit procedures addressed the Key Audit Matters
1.	qualitative factors prescribed by the regulations. There is a significant risk of material misstatement if the RBI' IRACP guidelines with respect to classification of advances and provisioning are not followed properly. Accordingly, in terms of guidelines contained in Standard on Auditing – SA 701 “Communicating Key Audit Matters in the Independent Auditor’s Report”, we have identified this aspect as a key audit matter.	controlling offices, compliance and governance mechanism etc. h) In respect of branches audited by us, carried out substantive audit procedures by way of examination of large, stressed, restructured and other advances on test check basis covering the overall portfolio at respective branches including review & perusal of reports of independent valuers, agencies for special monitoring of large advances, reports issued by credit / stock auditors, lenders independent engineers etc., tested the operating effectiveness key internal financial controls at the branch level. i) In accordance with SA – 600 – using the work of another auditors, communicated with the Statutory Branch Auditors (SBAs) for advising them to verify the compliance with the applicable norms regarding classification and provisioning as per IRACP guidelines and policies and procedures followed by the bank. Perused and relied on the reports submitted by the SBAs. j) Obtained and understood the process of consolidation of advances and NPA at zonal offices and at central office. On sample basis checked the consolidation process to ensure correctness and completeness. k) As a part of our substantive audit procedures recalculated the provisions on sample basis for retail and corporate portfolios both for advances under standard category on collective portfolio basis and case to case basis in respect of NPA for ensuring the correctness and completeness of provisions worked out by the Bank. l) Examined the adequacy and appropriateness of the related presentation & disclosures as per applicable accounting standards and regulatory guidelines.
2.	Classification and Valuation of Investments: (Refer Schedule 8 to the Balance sheet Note No. 3 of Schedule 17 of Significant Accounting policies to the Standalone Financial Statements) Investment portfolio of the bank comprises of Investments in Government Securities, Bonds, Debentures, Shares, Security Receipts and other Approved Securities which are classified under three categories, Held to Maturity (HTM), Available for Sale (AFS) and Fair Value through Profit or Loss (FVTPL) with subcategory of Held for trading (HFT). Investments constitute 23.75% of the Bank’s total assets as at March 31, 2026 and Interest on Investments comprises 19.86% of the Bank’s total income for the year ended March 31, 2026.	Our audit approach towards classification and valuation of investment portfolio is with reference to the RBI Circulars / directives which includes a combination of test of the design, implementation, and operating effectiveness of internal controls, related process and substantive procedures in relation to classification, valuation, identification of non-performing investments (NPIs), provisioning / depreciation related to Investments. Our audit procedures with respect to audit of classification and valuation of investment portfolio includes: a) We understood and reviewed the methodology and internal control system adopted by the Bank to comply with relevant RBI guidelines regarding

Sr. No.	Key Audit Matters	How our Audit procedures addressed the Key Audit Matters
2.	These are governed by the circulars and directives of the Reserve Bank of India (RBI), which inter-alia, cover valuation of investments, classification of investments, recognition of income on investments, identification of non-performing investments, the corresponding non-recognition of income and provision there against. The valuation of each category (type) of the aforesaid securities is to be done as per the valuation hierarchy prescribed in circulars and directives issued by the RBI which involves collection of data/information from various sources such as FIMMDA/ FBIL rates, rates quoted on BSE/NSE, financial statements of unlisted companies, NAVs of mutual funds, AIFs, VCFs, Security Receipts etc. Considering the complexity and significant judgement involved in investment valuation, the volume of transactions, the size of the investment portfolio, and the heightened regulatory focus, our audit concentrated on the valuation of investments, their classification, identification of non performing investments, and the related provisioning. Accordingly, this area has been determined to be a Key Audit Matter.	valuation, classification, income recognition, identification of Non-Performing Investments (NPIs) and provisioning / depreciation related to investments; b) We have performed a review, on a sample basis, of investment agreements, term sheets, deal tickets and broker contract notes executed during the year to obtain an understanding of the key terms and conditions of investments which had an impact on the valuation of the investment portfolio. c) For the selected sample of investments, tested the existence, accuracy, completeness and compliance with the RBI guidelines and directives for each category of the security. Samples were selected in such a way that all the categories of investments (based on nature of security) were covered. d) Verified Investment portfolio on sample basis and performed various substantive analytical procedures in determination of Income, gain / loss on sale and tested the controls implemented by the Bank in recognizing the profit / loss to profit and loss account. e) We have performed an assessment of the design and implementation of controls and evaluated the process adopted by management for collection and aggregation of information from various sources for determination of fair value of investments. In addition, we have carried out independent valuation procedures, on a test check basis, in respect of unquoted investments using valuation methodologies prescribed under the applicable RBI guidelines, and compared the results with the values determined by management. f) We have assessed the process for identification of NPIs, including the related reversal of income and creation of provisions, with reference to applicable guidelines issued by the RBI. On a sample basis, tested investments across categories to evaluate compliance with the RBI norms for NPI classification. Further, performed substantive procedures, including independent re-computation of provisions and depreciation required to be maintained, in accordance with the relevant RBI circulars and directives. g) Reviewed the reports of the internal audits, concurrent audits etc. conducted by the bank. h) We have ensured that adequate disclosures have been made by way of Notes to the financial statements as mandated by the RBI guidelines.

Sr. No.	Key Audit Matters	How our Audit procedures addressed the Key Audit Matters
3.	Information Technology Systems and Control Framework: The Bank is having complex Information Technology environment which comprises of various interdependent IT systems and applications used in the day-to-day operations of the Bank for processing and recording large volume of transactions across various locations. Further the Bank's key financial accounting and reporting processes are highly dependent on the Core Banking Solution (CBS), Treasury Solutions, IRAC and other allied systems, software, network and hardware controls. Considering the high-level of automation, complexity of the IT architecture, simultaneous and significant use of IT systems, appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as expected, completely, accurately and consistently for reliable financial reporting. Hence, IT system controls have been considered as a Key Audit Matter as any control lapses, validation failures, incorrect input data and wrong extraction of data may result in wrong reporting to the management and regulators.	Our significant audit procedures included the following: a) We involved our internal IS Audit team and obtained an understanding of the Bank's IT related control environment, IT applications relevant for the purpose of our audit of the financial statements. b) For this purpose, we had discussions with the process owners with respect to various IT policies, processes and procedures put in place by the Bank. Reviewed these IT policies and procedures including user management, change management, backup and recovery procedures, system & cyber security, incident management, physical and environment security, standard operating procedures, Segregation of duties, BCP, DRP, service level agreements, security policies to ensure that these are in line with business requirements of the Bank and comply with the relevant regulatory guidelines in this regard. c) Tested the design and operating effectiveness of the Bank's IT controls over the IT applications. Tested IT general controls particularly, logical access, change management and aspects of IT operational controls. d) Tested that requests for access to systems were appropriately reviewed and authorized; tested controls around Bank's periodic review of access rights; inspected requests of changes to systems for appropriate approvals and authorizations. e) Reviewed and placed reliance on the reports of various specialised audits by internal / external IS Auditors, consultants appointed by the Bank and discussed with IT Department on compliance with key IT controls, including IRAC Automation Controls. f) In addition to the above, we tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over -financial reporting. g) On sample basis, verified the results obtained from the systems with the other information sources; and tested logic used for extracting the data. h) Tested combination of compensating controls or remediated controls such as reconciliations between systems and other information sources and / or performed alternative audit procedures, where necessary.

Sr. No.	Key Audit Matters	How our Audit procedures addressed the Key Audit Matters
4.	Provisions and Contingent Liability: Assessment of Provisions and Contingent Liability in respect of certain litigations on various claims filed by other parties not acknowledged as debt (Note No. 10 of Schedule 17 and Note No. 16 of Schedule 18) There is high level of judgement required in estimating the level of provisioning. The Bank's assessment is supported by the facts of matter, their own judgement, past experience, and advice from legal and independent experts wherever considered necessary. Accordingly, unexpected adverse outcomes may significantly impact the Bank's reported profit and state of affairs presented in Balance Sheet. We determined the above area as a Key Audit Matter in view of associated uncertainty relating to outcome of these matters which requires application of judgement in interpretation of Law.	Our audit procedures with respect to audit of provisions and contingent liability includes: a) We have obtained an understanding of Internal Controls relevant to the audit in order to design our audit procedures that are appropriate in the circumstances. b) Understanding the current status of the litigations / tax assessments. Examining recent orders and communications received from various tax authorities / judicial forums and follow up actions thereon; c) Evaluated the merit of the subject matter under consideration with reference to the grounds presented therein and available independent legal / tax advice including opinion of experts. d) We reviewed the management's underlying assumptions in estimating the possible outflow and the possible outcome of the disputes. The legal precedence and other rulings were considered in evaluating management's position on these uncertain tax/non tax positions. Further we have relied upon the management judgements, industry level deliberations and estimates for possible outflow and opinion of internal experts of the Bank in relations to such disputed tax positions. e) Verified the disclosures related to significant litigations and taxation matters. f) Our audit was focused on analysing the facts of subject matter under consideration and judgements / interpretation of law involved. g) Reliance on the work performed by the statutory branch auditors and the rectification entries passed based on branch audits/additional information to the extent available at Head office.

Information other than the Standalone Financial Statements and Auditors' Report Thereon

6. The Bank's Board of Directors is responsible for preparation of the other information. The other information includes Corporate Governance Report and Directors Report with annexures (but does not include the Standalone Financial Statements and our Auditors' Report thereon), which is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the Standalone Financial Statements does not cover the Other Information and Pillar 3 disclosures under the Basel III and we do not and will not express any form of assurance conclusion thereon.

In connection with our Audit of the Standalone Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the Other Information that we obtained prior to the date of this Auditors' Report, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this matter.

When we read the Corporate Governance Report and Directors' Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The Bank's Board of Directors is responsible with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Bank in accordance with the accounting principles generally accepted in India, including the Accounting Standards issued by ICAI to the extent applicable, and provisions of Section 29 of the Banking Regulation Act, 1949 and circulars and guidelines issued by the Reserve Bank of India ('RBI') from time to time. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Bank and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Directors is responsible for assessing the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Bank or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Bank's Financial Reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always

detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of Internal Control relevant to the Audit in order to design Audit procedures that are appropriate in the circumstances. As required by RBI letter DOS.ARG No.6270/08.91.001/2019-20 dated March 17, 2020 (as amended), we are also responsible for expressing our opinion on whether the bank has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the bank to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our Audit work and evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

9. a) We did not audit the financial statements / information of 633 branches (including 1 International Banking Unit situated in Gujarat International Finance Tec-City) included in the Standalone Financial Statements of the Bank whose Financial Statements / Financial Information reflect total advances of Rs. 102743.26 crores, total deposits of Rs. 168025.14 crores as at March 31, 2026 and total revenue of Rs. 11816.13 crores for the year ended on that date, as considered in the

Standalone Financial Statements. These branches cover 35.19% of advances, 47.93% of deposits and 44.83% of non-performing assets as at March 31, 2026 and 36.00% of revenue for the year ended March 31, 2026. The Financial Statements / Information of these branches have been audited by the Branch Auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such Branch Auditors.

- b) The standalone financial statements of the bank for the previous year ended 31st March 2025 were audited by the joint auditors, 2 of them were predecessor audit firms and expressed unmodified opinion on such financial statements vide report dated 25th April 2025.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

10. The Standalone Balance Sheet and the Standalone Profit and Loss Account have been drawn up in accordance with Section 29 of the Banking Regulation Act, 1949;

Subject to the limitations of the audit indicated in paragraphs 7 to 9 above and as required by Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980, and subject also to the limitations of disclosure required therein and as required by sub-section (3) of section 30 of the Banking Regulation Act, 1949, we report that:

- a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit and have found them to be satisfactory;
- b) The transactions of the Bank, which have come to our notice, have been within the powers of the Bank; and
- c) The returns received from the offices and branches of the Bank have been found adequate for the purposes of our audit.

11. As required by letter no. DOS.ARG. No.6270/08.91.001/2019-20 dated March 17, 2020 on "Appointment of Statutory Central Auditors (SCAs) in Public Sector Banks – Reporting obligations for SCAs from FY 2019-20", read with subsequent communications dated May 19, 2020 issued by the RBI, we further report on the matters specified in paragraph 2 of the aforesaid letter as under:

- a) In our opinion, the aforesaid Standalone Financial Statements comply with the applicable Accounting Standards issued by ICAI, to the extent they are not inconsistent with the accounting policies prescribed by the RBI.
- b) There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the bank.
- c) As the bank is not registered under the Companies Act, 2013 the disqualifications from being a director of the bank under the sub-section (2) of Section 164 of the Companies Act, 2013 do not apply to the bank.
- d) There are no qualifications, reservations or adverse remarks relating to the maintenance of accounts and other matters connected therewith.
- e) Our audit report on the adequacy and operating effectiveness of the Bank's internal financial controls over financial reporting is given in **Annexure A** to this report. Our report expresses an unmodified opinion on the Bank's internal financial controls over financial reporting with reference to the Standalone Financial Statements as at March 31, 2026.

12. We further report that:

- a) in our opinion, proper books of account as required by law have been kept by the Bank so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
- b) the Standalone Balance Sheet, the Standalone Profit and Loss Account and the Standalone Statement of Cash Flows dealt with by this report are in agreement with the books of accounts and with the returns received from the branches not visited by us;
- c) the reports on the accounts of the branch offices audited by branch auditors of the Bank under section 29 of the Banking Regulation Act, 1949 have been sent to us and have been properly dealt with by us in preparing this report; and
- d) in our opinion, the Standalone Balance Sheet, the Standalone Profit and Loss Account and the Standalone Statement of Cash Flows comply with the applicable accounting standards, to the extent they are not inconsistent with the accounting policies prescribed by RBI.

For M/s. G D Apte & Co. Chartered Accountants	For M/s. Manubhai & Shah LLP Chartered Accountants	For M/s. Sagar & Associates Chartered Accountants	For M/s. S. Singhal & Co. Chartered Accountants
FRN – 100515W	FRN – 106041W/ W100136	FRN – 003510S	FRN – 001526C
CA C M Dixit Partner	CA Vitesh D. Gandhi Partner	CA D. Manohar Partner	CA Mukesh Kumar Khandelwal Partner
M No 017532	M No 110248	M No 029644	M No 074661
UDIN: 26017532CZPHSA4265	UDIN: 26110248ASJPHX4461	UDIN:26029644IVILKV8957	UDIN:26074661FPGZFT2758

Place: Pune

Date: April 20, 2026

M/s. G D Apte & Co. Chartered Accountants, D-509, Neelkanth Business Park, Nathani Rd, Vidhya Vihar West, Mumbai - 400086.	M/s. Manubhai & Shah LLP Chartered Accountants, 4th Floor, Capital One, Opp. Ashok Vatika BRTS Stop, Ambli Bopal Road, Ahmedabad 380058
M/s. Sagar & Associates Chartered Accountants, H. No. 6-3-244/5 Saradadevi Street, Premnagar, Hyderabad - 500004	M/s. S. Singhal & Co. Chartered Accountants, S-4, Gordhan Enclave, 4B, Yudhister Marg, C-Scheme, Jaipur - 302005

Annexure “A” To The Independent Auditors’ Report

(Referred to in paragraph 11(e) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting with reference to Standalone Financial Statements as required by the Reserve Bank of India (the “RBI”) Letter DOS.ARG.No.6270/08.91.001/2019-20 dated March 17, 2020 (as amended) (the “RBI communication”)

We have audited the internal financial controls over financial reporting with reference to Standalone Financial Statements of Bank of Maharashtra (“the Bank”) as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Bank for the year ended on that date which includes internal financial controls over financial reporting with reference to Standalone Financial Statements of the Bank’s branches.

Management’s Responsibility for Internal Financial Controls:

The Bank’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Bank considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Bank’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Banking Regulation Act, 1949 and the circulars and guidelines issued by the Reserve Bank of India.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Bank’s internal financial controls over financial reporting with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (the “ICAI”) and the Standards on Auditing (SAs) issued by the ICAI, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to Standalone Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls over financial reporting with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal financial controls based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the branch auditors, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Bank’s internal financial controls over financial reporting with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to Standalone Financial Statements

A Bank’s internal financial controls over financial reporting with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Bank’s internal financial controls over financial reporting with reference to Standalone Financial Statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the Bank;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Bank are being made only in accordance with authorizations of management and directors of the Bank; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Bank's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial controls over financial reporting with reference to

Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the branch auditors referred to in the Other Matters paragraph below, the Bank has, in all material respects, adequate internal financial controls over financial reporting with reference to Standalone Financial Statements and such internal financial controls over financial reporting with reference to Standalone Financial Statements were operating effectively as at March 31, 2026, based on the criteria for internal control over financial reporting established by the Bank considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report insofar as it relates to the operating effectiveness of internal financial controls over financial reporting of 236 branches is based on the corresponding reports of the respective branch auditors of those branches.

Our opinion is not modified in respect of this matter.

For M/s. G D Apte & Co.	For M/s. Manubhai & Shah LLP	For M/s. Sagar & Associates	For M/s. S. Singhal & Co.
Chartered Accountants	Chartered Accountants	Chartered Accountants	Chartered Accountants
FRN – 100515W	FRN – 106041W/ W100136	FRN – 003510S	FRN – 001526C
CA C M Dixit Partner	CA Vitesh D. Gandhi Partner	CA D. Manohar Partner	CA Mukesh Kumar Khandelwal Partner
M No 017532	M No 110248	M No 029644	M No 074661
UDIN: 26017532CZPHSA4265	UDIN: 26110248ASJPHX4461	UDIN:26029644IVILKV8957	UDIN:26074661FPGZFT2758

Place: Pune

Date: April 20, 2026



बैंक ऑफ महाराष्ट्र
Bank of Maharashtra

वित्तीय विवरण Financial Statement



31 मार्च, 2025 की स्थिति के अनुसार तुलनपत्र Balance Sheet As On 31st Mar 2025

(₹ हजार में)/(₹ in thousands)

	अनुसूची Schedule	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)	31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31 st -Mar-2024 (Previous Year)
पूंजी एवं देयताएं CAPITAL AND LIABILITIES			
पूंजी Capital	1	7691 ,55 ,50	7081 ,37 ,36
आरक्षितियां और अधिशेष Reserves & Surplus	2	20797 ,70 ,81	12592 ,52 ,57
जमा राशियां Deposits	3	307142 ,60 ,51	270747 ,16 ,82
उधारियां Borrowings	4	23852 ,51 ,50	7718 ,85 ,50
अन्य देयताएं एवं प्रावधान Other Liabilities & Provisions	5	9657 ,77 ,14	8997 ,93 ,70
कुल TOTAL		369142 ,15 ,46	307137 ,85 ,95
आस्तियां ASSETS			
नकदी और भारतीय रिजर्व बैंक में अधिशेष	6	37992 ,99 ,37	21161 ,33 ,96
Cash and Balances with Reserve Bank of India			
बैंकों में शेष और मांग तथा अल्प सूचना पर प्राप्य धन	7	4201 ,87 ,42	9150 ,32 ,20
Balances with Banks, Money at call & short notice			
निवेश Investments	8	82004 ,79 ,08	68274 ,11 ,97
अग्रिम Advances	9	236083 ,79 ,53	200239 ,88 ,43
स्थिर आस्तियां Fixed Assets	10	2915 ,58 ,69	2209 ,59 ,99
अन्य आस्तियां Other Assets	11	5943 ,11 ,37	6102 ,59 ,40
कुल TOTAL		369142 ,15 ,46	307137 ,85 ,95
आकस्मिक देयताएं Contingent Liabilities	12	40941 ,14 ,23	39390 ,88 ,64
वसूली हेतु बिल Bills for Collection		6972 ,38 ,60	5740 ,31 ,19
महत्वपूर्ण लेखांकन नीतियाँ Significant accounting policies	17		
खातों हेतु टिप्पणियां Notes to Accounts	18		

अनुसूचियां 1 से 18 वित्तीय विवरणों के अभिन्न भाग हैं। The Schedules 1 to 18 form an integral part of the Financial statment.

प्रवीण कुमार
निदेशक
PRAVEEN KUMAR
DIRECTOR

संजीव प्रकाश
निदेशक
SANJEEV PRAKASH
DIRECTOR

डॉ. अभिजीत फुकन
निदेशक
Dr. ABHIJIT PHUKON
DIRECTOR

रोहित ऋषि
कार्यपालक निदेशक
ROHIT RISHI
Executive Director

आशीष पाण्डेय
कार्यपालक निदेशक
ASHEESH PANDEY
Executive Director

निधु सक्सेना
प्रबंध निदेशक एवं सीईओ
NIDHU SAXENA
Managing Director & CEO

केयूर तलाटी
सहायक महाप्रबंधक, वि. प्र. व लेखा
KEYUR TALATI
Asst. General Manager, FM&A

मुदित अग्रवाल
सहायक महाप्रबंधक, वि. प्र. व लेखा
MUDIT AGARWAL
Asst. General Manager, FM&A

वी. पी. श्रीवास्तव
महाप्रबंधक एवं सीएफओ
V P SRIVASTAVA
General Manager & CFO



31 मार्च, 2025 को समाप्त वर्ष के लिए लाभ व हानि खाता
Profit & Loss Account For The Year Ended 31st Mar 2025

(₹ हजार में)/(₹ in thousands)

	अनुसूची Schedule	31 मार्च, 2025 को समाप्त वर्ष (चालू वर्ष) Year ended 31 st -Mar-2025 (Current Year)	31 मार्च, 2024 को समाप्त वर्ष (पिछला वर्ष) Year ended 31 st -Mar-2024 (Previous Year)
I. आय Income			
अर्जित व्याज Interest earned	13	24947,45,17	20494,68,83
अन्य आय Other Income	14	3454,17,31	2997,86,57
कुल TOTAL		28401,62,48	23492,55,40
II. व्यय Expenditure			
व्यय किया गया व्याज Interest expended	15	13281,88,09	10672,84,37
परिचालन व्यय Operating Expenses	16	5800,71,49	4814,37,29
प्रावधान और आकस्मिकताएं Provisions & contingencies		3799,24,31	3950,31,02
कुल TOTAL		22881,83,89	19437,52,68
लाभ / हानि Profit/Loss			
वर्ष के लिए निवल लाभ Net Profit for the year		5519,78,59	4055,02,72
जोड़ें : आगे लाया गया लाभ Add: Profit brought forward		3502,10,97	1536,76,19
कुल TOTAL		9021,89,56	5591,78,91
III. विनियोग III. APPROPRIATIONS			
सांविधिक आरक्षिति को अंतरण Transfer to Statutory Reserve		1379,94,65	1013,75,68
पूंजी आरक्षिति को अंतरण Transfer to Capital Reserve		44,99,64	22,13,62
राजस्व आरक्षिति को अंतरण Transfer to Revenue Reserve		-	-
विशेष आरक्षिति को अंतरण Transfer to Special Reserve		-	-
निवेश अस्थिर आरक्षिति को अंतरण Transfer to Investment Fluctuation Reserve		215,00,00	-
निवेश आरक्षिति को अंतरण Transfer to Investment Reserve		-	62,39,41
प्रस्तावित लाभांश (इक्विटी) Proposed dividend (Equity)		1153,73,32	991,39,23
शेष को तुलनपत्र में आगे ले जाया गया Balance carried over to Balance Sheet		6228,21,95	3502,10,97
कुल TOTAL		9021,89,56	5591,78,91
प्रति शेयर अर्जन (मूल व डाइल्यूटेड) (रूपए) Earning per share (Basic & Diluted) (Rupees)		7.48	5.78

हमारी समदिनांकित संलग्न रिपोर्ट के अनुसार

AS PER OUR REPORT OF EVEN DATE ATTACHED

कृते मेसर्स कीर्तने एंड पंडित एलएलपी

एफआरएन- 105215W/W100057

सनदी लेखाकार

For M/s. Kirtane & Pandit LLP

FRN- 105215W/W100057

Chartered Accountants

कृते मेसर्स जी डी आटे एंड कंपनी

एफआरएन- 100515W

सनदी लेखाकार

For M/s. G D Apte & co.

FRN- 100515W

Chartered Accountants

कृते मेसर्स सुंदरम एवं श्रीनिवासन

एफआरएन-004207S

सनदी लेखाकार

For M/s. Sundaram & Srinivasan

FRN- 004207S

Chartered Accountants

कृते मेसर्स मनुभाई एंड शाह एलएलपी

एफआरएन- 106041W/W100136

सनदी लेखाकार

For M/s. Manubhai & Shah LLP

FRN- 106041W/W100136

Chartered Accountants



बैंक ऑफ महाराष्ट्र Bank of Maharashtra

सीए मित्तल शाह
भागीदार
सदस्यता क्र.: 147370
यूडीआईएन - 25147370BMHZKZ4443
CA Mittal Shah
Partner
Membership No: 147370
UDIN - 25147370BMHZKZ4443

सीए रामकुमार एस.
भागीदार
सदस्यता क्र.: 238820
यूडीआईएन - 25238820BMKNFV2259
CA Ramkumar S.
Partner
Membership No: 238820
UDIN - 25238820BMKNFV2259

सीए एस बी राशिनकर
भागीदार
सदस्यता क्र.: 103483
यूडीआईएन - 25103483BMNANY6751
CA S B Rashinkar
Partner
Membership No: 103483
UDIN - 25103483BMNANY6751

सीए हितेश पोमल
भागीदार
सदस्यता क्र.: 106137
यूडीआईएन - 25106137BNGNIN5404
CA Hitesh Pomal
Partner
Membership No: 106137
UDIN - 25106137BNGNIN5404

स्थान : पुणे
दिनांक: 25.04.2025

Place: Pune
Date: 25.04.2025

1

अनुसूची - 1 पूंजी

1

Schedule - 1 Capital

(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) Year ended 31 st -Mar-2025 (current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) Year ended 31 st -Mar-2024 (Previous Year)	
प्राधिकृत पूंजी Authorised Capital प्रत्येक रु.10/- के 10,00,00,00,000 (ईक्विटी) शेयर (पिछले वर्ष 10,00,00,00,000) 10,00,00,00,000 Equity Shares (Previous Year 10,00,00,00,000) of Rs. 10/- each		10000,00,00		10000,00,00
जारी व अभिदत्त Issued & Subscribed प्रत्येक रु.10/- के 769,15,54,950 (ईक्विटी) शेयर (पिछले वर्ष 708,13,73,639) 769,15,54,950 Equity Shares (Previous Year 708,13,73,639) of Rs.10/- each				
प्रारंभिक शेष Opening Balance	7081,37,36		6730,49,64	
वर्ष के दौरान वृद्धि Additions during the Year	610,18,14	7691,55,50	350,87,72	7081,37,36
प्रदत्त पूंजी Paid Up Capital क. केंद्र सरकार द्वारा धारित a. Held by Central Government प्रत्येक रु.10/- के 612,26,27,927 (ईक्विटी) शेयर (पिछले वर्ष 612,26,27,927) 612,26,27,927 (Previous Year 612,26,27,927) Equity shares of Rs.10/- each	6122,62,79		6122,62,79	
ख. जनता एवं अन्य द्वारा धारित b. Held by the Public & Others प्रत्येक रु. 10/- के 156,89,27,023 (ईक्विटी) शेयर (पिछले वर्ष 95,87,45,712) 156,89,27,023 (Previous Year 95,87,45,712) Equity Shares of Rs.10/- each	1568,92,71		958,74,57	
घटाएं : देय आबंटन राशि Less: Allotment money due	-	7691,55,50	-	7081,37,36
कुल TOTAL		7691,55,50		7081,37,36



(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31 st -Mar-2025 (current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31 st -Mar-2024 (Previous Year)	
I. सांविधिक आरक्षिति Statutory Reserve				
i. प्रारंभिक शेष Opening Balance	3439 ,35 ,12		2425,59,44	
ii. वर्ष के दौरान वृद्धि Addition during the Year	1379 ,94 ,65	4819 ,29 ,77	1013,75,68	3439,35,12
II. पूंजी आरक्षिति Capital Reserve				
i. प्रारंभिक शेष Opening Balance	719,69 ,55		697,55 ,93	
ii. वर्ष के दौरान वृद्धि Addition during the Year	44,99 ,64		22,13 ,62	
iii. वर्ष के दौरान कमी Deduction during the Year	-	764,69 ,19	-	719,69,55
III. शेयर प्रीमियम Share Premium				
i. प्रारंभिक शेष Opening Balance	977,43,56		328,31 ,28	
ii. वर्ष के दौरान वृद्धि Addition during the Year	2889,81,87		649,12 ,28	
iii. वर्ष के दौरान कमी Deduction during the Year	-	3867,25,43	-	977,43,56
IV. राजस्व व अन्य आरक्षितियां REVENUE AND OTHER RESERVES				
क. राजस्व आरक्षिति a. Revenue Reserve				
i. प्रारंभिक शेष Opening Balance	1970 ,83 ,80		1941,35 ,10	
ii. वर्ष के दौरान वृद्धि Addition during the Year	212 ,07 ,94		29,48 ,70	
iii. वर्ष के दौरान कमी Deduction during the Year	-	2182 ,91 ,74	-	1970,83 ,80
ख. विशेष आरक्षिति b. Special Reserve				
i. प्रारंभिक शेष Opening Balance	51 ,26 ,04		51,26 ,04	
ii. वर्ष के दौरान वृद्धि Addition during the Year	-		-	
iii. वर्ष के दौरान कमी Deduction during the Year	-	51 ,26 ,04	-	51,26 ,04
ग. पुनर्मूल्यन आरक्षिति c. Revaluation Reserve				
i. प्रारंभिक शेष Opening Balance	1443,34 ,12		1472,82 ,82	
ii. वर्ष के दौरान वृद्धि Addition during the Year	1894,25,09		-	
iii. वर्ष के दौरान कमी Deduction during the Year	1443,34,12	1894,25 ,09	29,48 ,70	1443,34 ,12
घ. निवेश अस्थिर आरक्षिति खाता d. Investment Fluctuation Reserve Account				
i. प्रारंभिक शेष Opening Balance	426,10,00		426,10,00	
ii. वर्ष के दौरान वृद्धि Addition during the Year	215,00,00		-	
iii. वर्ष के दौरान कमी Deduction during the Year	-	641,10,00	-	426,10,00
ङ. निवेश आरक्षिति खाता e. Investment Reserve Account				
i. प्रारंभिक शेष Opening Balance	62,39 ,41		-	
ii. वर्ष के दौरान वृद्धि Addition during the Year	-		62,39 ,41	
iii. वर्ष के दौरान कमी Deduction during the Year	62,39 ,41	-	-	62 ,39 ,41
च. एफएस निवेश आरक्षिति खाता f. AFS Investment Reserve Account				
i. प्रारंभिक शेष Opening Balance	-		-	
ii. वर्ष के दौरान वृद्धि Addition during the Year	348,71 ,60		-	
iii. वर्ष के दौरान कमी Deduction during the Year	-	348 ,71 ,60	-	-
V. लाभ/हानि खाते में शेष Balance In Profit And Loss Account				
लाभ/हानि खाते में शेष Balance of Profit /Loss				



(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
i. प्रारंभिक शेष Opening Balance	3502,10,97		1536,76,19	
ii. वर्ष के दौरान वृद्धि Addition during the Year	2726,10,98		1965,34,78	
iii. वर्ष के दौरान कमी Deduction during the Year	-	6228,21,95	-	3502,10,97
कुल TOTAL		20797,70,81		12592,52,57

3

अनुसूची - 3 जमा राशियां

3

Schedule - 3 Deposits

(₹ हजार में)/(₹ in thousands)

		31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
क./ A.	I. मांग जमा राशियां Demand Deposits				
	i. बैंकों से From Banks	248,29,05		297,86,52	
	ii. अन्यो से From others	46064,63,26	46312,92,31	34670,16,49	34968,03,01
	II. बचत बैंक जमा राशियां Savings Bank Deposits		117344,13,89		107805,55,94
	III. मीयादी जमा राशियां Term Deposits*				
	i. बैंकों से From Banks	391,16,48		1606,00,50	
	ii. अन्यो से From others	143094,37,83	143485,54,31	126367,57,37	127973,57,87
	कुल (I, II एवं III) Total (I, II & III)		307142,60,51		270747,16,82
ख./ B.	i. भारत में स्थित शाखाओं में जमा राशियां Deposits of Branches in India		307142,60,51		270747,16,82
	ii. भारत से बाहर स्थित शाखाओं में जमा राशियां Deposits of Branches outside India		-		-
	कुल (i)+(ii) Total (i)+(ii)		307142,60,51		270747,16,82

*इसमें रु.10112,46,83 हजारों में, की ग्रहणाधिकार चिह्नित जमा राशि शामिल है (पिछले वर्ष रु.5833,13,45 हजारों में)

*Includes Lien marked deposits of Rs.10112,46,83 in thousands (Previous Year Rs. 5833,13,45 in thousands)

4

अनुसूची - 4 उधारियां

4

Schedule - 4 Borrowings

(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
I. भारत में उधारियां Borrowings In India				
i. भारतीय रिजर्व बैंक Reserve Bank of India	-		-	
ii. अन्य बैंकों से Other Banks	-		-	



(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
iii. अन्य संस्थानों एवं एजेंसियों से Other Institutions and Agencies	15421,81,50		2111,15,50	
iv. अन्य उधारियाँ Other Borrowings				
क) बेमियादी ऋण लिखतें (पीडीआई)- टीयर -I बांड a) Perpetual Debt Instruments (PDI)- Tier -I Bond	1880,00,00		1880,00,00	
ख) बांड के रूप में जारी समिश्र ऋण पूंजी लिखतें b) Hybrid Debt Capital Instruments issued as Bonds	-		-	
ग) गौण ऋण बांड - टीयर II बांड c) Subordinated Debt Bonds- Tier II Bond	4127,70,00		3727,70,00	
घ) इन्फ्रा बांड d) Infra Bonds	2423,00,00	23852,51,50	-	7718,85,50
II. भारत के बाहर उधारियाँ Borrowings Outside India		-		-
कुल (I एवं II) Total (I & II)		23852,51,50		7718,85,50
III. उपर्युक्त I व II में शामिल जमानती उधारियाँ Secured Borrowings Included In I & II Above		-		-

5

अनुसूची - 5 अन्य देयताएं और प्रावधान

5

Schedule - 5 Other liabilities and provisions

(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
I. देय बिल Bills Payable		663,37,11		1179,48,01
II. अंतर-कार्यालय समायोजन (निवल) Inter-office adjustments (net)		-		-
III. उपचित ब्याज Interest Accrued		343,05,25		382,80,00
IV. अन्य (प्रावधानों सहित) Others (including provisions)				
क) मानक आस्तियों पर प्रावधान i) Provision against standard assets	2835,08,65		2457,83,05	
ख) अन्य देयताएं (प्रावधानों सहित) ii) Other liabilities (including provisions)	5816,26,13	8651,34,78	4977,82,64	7435,65,69
कुल Total (I+ II + III + IV)		9657,77,14		8997,93,70



बैंक ऑफ महाराष्ट्र Bank of Maharashtra

6

अनुसूची - 6 नकदी और भारतीय रिजर्व बैंक में शेष

6

Schedule - 6 Cash And Balances With Reserve Bank Of India

(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
I. हाथ में नकदी (इसमें विदेशी करेंसी नोट शामिल हैं) Cash in hand (including foreign currency notes)		1025,29 ,08		1015,69 ,86
II. भारतीय रिजर्व बैंक में शेष Balances with Reserve Bank of India				
i) चालू खातों में In Current Accounts	12492,70 ,29		11397,64 ,10	
ii) अन्य खातों में In other Accounts	24475,00 ,00	36967,70 ,29	8748,00 ,00	20145,64 ,10
कुल (I एवं II) Total (I & II)		37992 ,99 ,37		21161 ,33 ,96

7

अनुसूची - 7 बैंकों में शेष और मांग तथा अल्प सूचना पर प्राप्य धन

7

Schedule - 7 Balances With Banks And Money At Call & Short Notice

(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31st-Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31st-Mar-2024 (Previous Year)	
I. भारत में In India				
i) बैंकों में अधिशेष Balances with Banks in				
i) चालू खातों में Current Accounts	2,55,83		69 ,73	
ii) अन्य जमा खातों में Other Deposit Accounts	15,68,56	18,24 ,39	15,68 ,56	16,38 ,29
ii) मांग और अल्प सूचना पर प्राप्य धन Money at call and short notice				
(क) बैंकों के पास With Banks	-		-	
(ख) अन्य संस्थानों में With Other Institutions	4177,05 ,63	4177,05 ,63	9128 ,31 ,72	9128 ,31 ,72
कुल (i एवं ii) Total (i and ii)		4195,30 ,02		9144 ,70 ,01
II. भारत के बाहर Outside India				
बैंकों में अधिशेष Balances with Banks in				
क. चालू खातों में Current Account	6,57,40		5,62,19	
ख. अन्य जमा खातों में Other Deposit Account	-		-	
ग. मांग और अल्प सूचना पर प्राप्य धन Money at call and short notice	-	6,57,40	-	5,62,19
कुल Total		6,57,40		5,62,19
कुल जोड़ (I एवं II) Grand Total (I & II)		4201,87,42		9150,32,20



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अनुसूची - 8 निवेश

8

Schedule - 8 Investments

(₹ हजार में)/(₹ in thousands)

	31 मार्च, 2025 की स्थिति के अनुसार (चालू वर्ष) As on 31 st -Mar-2025 (Current Year)		31 मार्च, 2024 की स्थिति के अनुसार (पिछला वर्ष) As on 31 st -Mar-2024 (Previous Year)	
क I. भारत में निवेश A I. Investments in India in				
a. सरकारी प्रतिभूतियाँ Government Securities		74851 ,28 ,30		64282 ,48 ,51
b. अन्य अनुमोदित प्रतिभूतियाँ Other approved securities		-		
c. शेयर्स Shares		607 ,21 ,25		323 ,53 ,96
d. डिबेंचर्स और बांड Debentures and Bonds		5588 ,56 ,64		3493 ,65 ,83
e. सहायक कंपनियाँ और/ या संयुक्त उद्यम Subsidiaries and/or Joint Ventures		311 ,43 ,11		141 ,32 ,51
f. अन्य Others				
i. यूटीआई / म्यूचुअल फंडों के यूनिट Units of U T I/ Mutual funds	37 ,51 ,97		33 ,11 ,16	
ii. जमा प्रमाणपत्र Certificate of Deposits	608 ,77 ,81		-	
iii. वाणिज्यिक प्रपत्र Commercial Papers	-		-	
iv. पीटीसी PTCs	-		-	
v. अन्य Others	-	646 ,29 ,78	-	33 ,11 ,16
कुल Total		82004 ,79 ,08		68274 ,11 ,97
क II. भारत के बाहर निवेश A II. Investments outside India		-		-
कुल Total		-		-
कुल जोड़ (I एवं II) GRAND TOTAL (I & II)		82004 ,79 ,08		68274 ,11 ,97
ख I. भारत में सकल निवेश B I. Gross Investments in India	81898 ,56 ,92		68592 ,86 ,45	
i) जोड़ें/घटाएँ: निवेश पर मूल्यवृद्धि/(मूल्यहास) on Investment	443 ,19 ,83		-15 ,04 ,52	
ii) घटाएँ: निवेश पर प्रावधान ii) Less: Provisions on Investment	336 ,97 ,67	82004 ,79 ,08	303 ,69 ,96	68274 ,11 ,97
iii) निवल निवेश (क-ख) iii) Net Investment (a-b)		82004 ,79 ,08		68274 ,11 ,97
ख II भारत के बाहर सकल निवेश b II Gross Investments outside India		-		-
कुल (I एवं II) TOTAL (I & II)		82004 ,79 ,08		68274 ,11 ,97