DCB BANK

Ref. No.CO:CS:RC:2022-23:186 Date: November 16, 2022

BSE Limited
Listing Department
P. J. Towers
1st floor Dalal Street,
Mumbai 400 001

Scrip Code: 532772

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th floor, Plot No. C/1,
G Block Bandra – Kurla Complex,
Bandra (East), Mumbai 400 051

NSE Symbol: DCBBANK

Dear Sirs / Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot

Pursuant to the Regulation 30 of the SEBI Listing Regulations, please find enclosed the Postal Ballot Notice dated November 05, 2022 together with the Explanatory Statement thereto, seeking approval of the Members of DCB Bank Limited ("the Bank") in respect of Special Resolution mentioned below, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities & Exchange Board of India ("SEBI") in this regard:

1) To approve the appointment of Mr. Farokh Nariman Subedar (DIN:00028428) as an Independent Director of the Bank

In compliance with the applicable circulars, the Postal Ballot notice is being sent to all Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, November 11, 2022 (Cut-Off date) and who have registered their email addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Transfer Agent of the Bank, Link Intime India Private Limited ("the RTA"). The Bank has also made arrangements for those shareholders who have not yet registered their email address to get the same registered as per the procedure given in the notice.

The Postal Ballot notice is also being uploaded on the Bank's website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com

The Bank has engaged with CDSL for facilitating remote e-Voting to enable the Members to cast their votes electronically. The remote e-Voting period shall commence at 9:00 a.m. (IST) on Monday, November 21, 2022 and ends at 5:00 p.m. (IST) on Tuesday, December 20, 2022.

The results of Postal Ballot shall be declared on or before Thursday, December 22, 2022 along with the Scrutinizer's Report and will be communicated to the Stock Exchanges and will be displayed on the Bank's website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com.

Please take the above information on record.
Yours faithfully,
For DCB Bank Limited

RUBI CHATURVEDI
Digitally signed by RUBI CHATURVEDI
Date: 2022.11.16 18:00:54 +05'30'

Rubi Chaturvedi
Company Secretary &
Compliance Officer
Encl.: Postal Ballot Notice

DCB Bank Limited
CIN: L99999MH1995PLC089008
Corporate & Registered Office: Peninsula Business Park,6th Floor,
Tower A, Senapati Bapat Marg, Lower Parel, Mumbai 400 013
Phone: +91 22 6618 7000 Fax: +91 66589970
Email Id : investorgrievance@dcbbank.com Website : www.dcbbank.com

POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108, Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and the guidelines prescribed by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021dated December 8, 2021 and 3/2022 dated May 5, 2022 ("the MCA Circulars"), SEBI circular dated May 13, 2022 and pursuant to other applicable laws and regulations (including any statutory modification(s) clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) ("together referred to as "the Applicable Laws"), the Special Resolution appended below is proposed for approval of the Members of the Bank through Postal Ballot only by way of remote e-Voting process ("e-Voting"):

The proposed resolution and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102 of the Act read with the Rules made thereunder and the MCA Circulars, are appended below.

In compliance with the provisions of Section 108, Section 110 and other applicable provisions of the Act read with Rules made thereunder, the MCA Circulars, SEBI Listing Regulations and the SEBI Circulars, Members can vote only through the remote e-Voting process. Accordingly, the Bank has engaged with the Central Depository Services (India) Limited ("CDSL") for facilitating remote e-Voting facility to enable the Members to cast their votes electronically.

Members are requested to carefully read the instructions under the head "E-Voting Instructions" in this Postal Ballot Notice and cast their votes electronically not later than 5:00 p.m. (IST) on Tuesday, December 20, 2022 failing which it will be strictly considered that no vote has been casted by the Member.

The Board of Directors of the Bank have appointed Ms. Aparna Gadgil (ACS 14713 & COP 8430) and failing her Mr. Viswanathan N S (ACS 61955 & COP 24335) of S N Ananthasubramanian & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.

After completion of the e-Voting process, the Scrutinizer will submit his/her report to the Managing Director & Chief Executive Officer (MD & CEO)/Company Secretary of the Bank. The results of Postal Ballot shall be declared on or before Thursday, December 22, 2022 along with the Scrutinizer's Report and will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and will be displayed on the Bank's website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com

The proposed resolution, if approved, shall be deemed to have been passed on the last date of e-Voting i.e. December 20, 2022.

SPECIAL BUSINESS:

Item No. 1: To approve the appointment of Mr. Farokh Nariman Subedar (DIN:00028428) as an Independent Director of the Bank

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable provisions of the Banking Regulation Act, 1949 and relevant circulars/guidelines issues by the Reserve Bank of India ("RBI") from time to time including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, appointment of Mr. Farokh Nariman Subedar (DIN:00028428), in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature to the office of Director, be and is hereby approved by the Members as an Independent Director of the Bank, not liable to retire by rotation, to hold office for a period of three (3) years from October 15, 2022 to October 14, 2025 (both days inclusive).

RESOLVED FURTHER THAT Mr. Farokh Nariman Subedar shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Bank (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this resolution."

By Order of the Board of Directors
For DCB Bank Limited

Sd/-
Rubi Chaturvedi
Company Secretary
Membership No: ACS 21562

Place: Mumbai
Date: November 5, 2022

Registered Office:
CIN: L99999MH1995PLC089008
Peninsula Business Park,6th Floor, 601 & 602 Tower A
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
E-Mail id: investorgrievance@dcbbank.com
Website address: www.dcbbank.com

NOTES:

1) The Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out all material facts relating to the resolution in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2) The Postal Ballot notice is being sent by e-mail to the registered email addresses of Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, November 11, 2022 (Cut-Off date) and who have registered their email addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and

in respect of physical holdings, with the Registrar and Transfer Agent of the Bank, Link Intime India Private Limited ("the RTA"). Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information only.

3) Kindly note that the physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope has not been sent to any Member. The Communication of the assent or dissent of the Members in respect of resolutions stated therein will take place through the process of remote e-voting mechanism only.

4) Members may please note that the Postal Ballot Notice will also be available on the Bank's website at www.dcbbank.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, website of RTA at www.linkintime.co.in and on the website of CDSL at www.evotingindia.com.

5) Members who have not registered their e-Mail address are requested to register the same with the Depository through the concerned Depository Participant(s) if the shares are held in electronic form and in respect of shares held in physical form by writing to the Bank's Registrar and Share Transfer Agents, Link Intime India Private Limited, Unit– DCB Bank Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-49186270; Fax No.: +91-22-49186060; e-Mail: rnt.helpdesk@linkintime.co.in. Request can also be sent to the Bank at investorgrievance@dcbbank.com (for online registration, please refer point no.15).

6) Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a General Meeting of the Members convened in this regard. The resolution, if approved, shall be deemed to have been passed on the last date e-Voting i.e. December 20, 2022.

7) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank as on Cut-Off Date.

8) In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Bank has provided the facility of remote e-Voting to the Members to cast their votes electronically.

9) Members desiring to exercise their vote through the remote e-Voting process are requested to read the instructions in the Notes under the head "E-Voting Instructions" in this Postal Ballot Notice.

10) The remote e-Voting period shall commence at 9:00 a.m. (IST) on Monday, November 21, 2022 and ends at 5:00 p.m. (IST) on Tuesday, December 20, 2022. Members are requested to cast their vote through the e-Voting process during the e-Voting period but not later than 5:00 p.m. (IST) on December 20, 2022 failing which it will be strictly considered that no vote has been casted by the Member.

11) The Board of Directors of the Bank have appointed Ms. Aparna Gadgil (ACS 14713 & COP 8430) and failing her Mr. Viswanathan N S (ACS 61955 & COP 24335) of S N Ananthasubramanian & Co., Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.

12) After completion of the e-Voting process, the Scrutinizer will submit his/her report to the Managing Director & Chief Executive Officer (MD & CEO)/Company Secretary of the Bank. The results of Postal Ballot shall be declared on or before Thursday, December 22, 2022 along with the Scrutinizer's Report and will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and will be displayed on the Bank's website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com

13) The resolution, if approved, shall be deemed to have been passed on the last date e-voting i.e. December 20, 2022.

14) All the relevant documents referred to in this Notice shall be available for inspection by the Members until 5:00 p.m. (IST) of the last date of remote e-Voting of this Postal Ballot i.e., Tuesday, December 20, 2022.

Members who wish to inspect the documents are requested to send an email to: investorgrievance@dcbbank.com

15) Process for those Shareholders whose e-mail ids are not registered with the Depositories/the Bank and for registration of e-mail ids for e-Voting for the resolutions set out in this Postal Ballot Notice:

Registration of email addresses with the Registrar and Transfer Agents viz. Link Intime India Private Ltd.:

To facilitate Members to receive this Postal Ballot Notice electronically and cast their vote electronically, the Bank has made special arrangement with its Registrar and Share Transfer Agent, Link Intime India Private Limited for registration of e-Mail addresses. Eligible Members whose e-Mail addresses are not registered with the Bank/ DPs are requested to register at the given link.

Procedure for registration of email id for receiving Postal Ballot Notice:

Visit the link: https://linkintime.co.in/EmailReg/Email_Register.html

a) Select the Name of the Company from dropdown: **DCB Bank Limited**

b) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate (s) number.

c) Enter Mobile Number and email id and click on "Continue" button

d) System will send OTP on Mobile and Email Id.

e) Upload self-attested copy of PAN card and Address proof viz Aadhar Card or passport along with front and back side of share certificate in case of Physical folio

f) Enter the OTP received on Mobile and e-Mail Address;

g) The system will then confirm the e-Mail address for limited purpose of service of the Postal Ballot Notice.

h) After successful submission of the e-Mail address, CDSL will e-Mail a copy of the Postal Ballot Notice with remote e-Voting instruction. In case of any queries, Members may write to investorgrievance@dcbbank.com or rnt.helpdesk@linkintime.co.in or helpdesk.evoting@cdslindia.com

Procedure for registration of email id with the Bank/Depository Participants (DP): Members are requested to register the same with their concerned DPs, in respect of electronic holding and with Link Intime India Private Limited (Link), in respect of physical holding, by sending a written request duly signed by the 1st named shareholder. Further, those Members who have already registered their e-Mail addresses are requested to keep their e-Mail addresses validated/updated with their DPs / Link to enable service of notices / documents / Annual Reports and other communications electronically to their e-Mail address in future.

E-Voting Instructions:

The instructions to Members for remote e-Voting are as under:

i). **The e- Voting period shall commence at 09.00 a.m. (IST). on Monday, November 21, 2022 and ends at 05.00 p. m. (IST) on, Tuesday, December 20, 2022.** During this period Members of the Bank holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, November 11, 2022 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

ii). In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by listed companies, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Log-in method for e-Voting for Individual Shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/ home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www. evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-

Depository Participants	Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iii). Login method for e-Voting for physical Shareholders and other than individual Shareholders holding in Demat form.

1. The Shareholders should log on to the e-Voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Bank.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

Particular	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Bank/RTA or contact the Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or the Bank, please enter the member id / folio number in the Dividend bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
10. Click on the EVSN for the "DCB Bank Limited".
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
18. **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www. evotingindia.com and register themselves in the "Corporate" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Bank at the email address viz investorgrievance@dcbbank.com , if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE BANK/DEPOSITORIES:

1. For Physical Shareholders - please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Bank/RTA email address.
2. For Demat Shareholders - Please update your email address & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries / issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33 .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.01 - To approve the appointment of Mr. Farokh Nariman Subedar (DIN:00028428) as an Independent Director of the Bank

The Board of Directors of the Bank based on the recommendation of the Nomination and Remuneration Committee (NRC), pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") had approved the appointment of Mr. Farokh Nariman Subedar (DIN:00028428) as an Additional Independent Director of the Bank, not liable to retire by rotation, for a period of three (3) years with effect from October 15, 2022 to October 14, 2025 (both days inclusive), subject to the approval of the Members of the Bank.

In terms of Section 160 of the Act, the Bank has received a notice from a member proposing the candidature of Mr. Farokh Nariman Subedar as a Director of the Bank.

The Bank has received the declarations from Mr. Farokh Nariman Subedar to the effect that fulfils all criteria for independence as provided under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and meets the Fit and Proper criteria prescribed by the Reserve bank of India ("RBI") and other applicable guidelines/circulars issued from time to time.

Mr. Farokh Nariman Subedar is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Bank.
In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Farokh Nariman Subedar has enrolled his name in the online databank of Independent Directors maintained by the Government of India.

Except Mr. Farokh Nariman Subedar and/or his relatives, no other Directors, Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Special Resolution. Mr. Subedar is not related to any of the Directors or Key Managerial Personnel of the Bank

Accordingly, the approval of the Members is sought for the appointment of Mr. Farokh Nariman Subedar as an Independent Director, not liable to retire by rotation, to hold office for a period of three (3) years, from October 15, 2022 to October 14, 2025 (both days inclusive).

Brief profile of Mr. Farokh Nariman Subedar in terms of the SEBI Listing Regulations and the Secretarial Standard on the General Meetings ("SS-2") has been provided in this Explanatory Statement as under:

<table>
<tr><td>Name of Director</td><td>Mr. Farokh Nariman Subedar</td></tr>
<tr><td>Director Identification Number (DIN)</td><td>00028428</td></tr>
<tr><td>Designation/category of the Director</td><td>Independent Director</td></tr>
<tr><td>Age</td><td>67 years</td></tr>
<tr><td>Date of the first appointment on the Board</td><td>October 15, 2022</td></tr>
<tr><td>Number of Meetings of the Board attended during the year</td><td>1 (till the date of this Postal Ballot Notice)</td></tr>
<tr><td>Qualifications</td><td>B. Com (Hons.), ACA, ACS</td></tr>
<tr><td>Brief Profile and Experience</td><td>Mr. Farokh Subedar has vast experience in the areas of Accountancy, Finance, Law, Taxation, Risk Management and Business Management. He has been on the boards of various Tata companies. Mr. Subedar superannuated from Tata Sons Private Limited (“Tata Sons”) as the Chief Operating Officer. He also functioned as the Chief Financial Officer and Company Secretary of Tata Sons. Mr. Subedar’s association with Tata Group spans over 36 years. He has also been the past President of the Bombay Chamber of Commerce and Industry.</td></tr>
<tr><td>Expertise/ Skills in specific functional areas</td><td>Accountancy, Finance, Law, Taxation, Risk Management and Business Management</td></tr>
<tr><td>Directorships held in other companies as on date of this Postal Ballot Notice</td><td>1)Tata Asset Management Private Limited
2) Tata Industries Limited
3) Tata Realty and Infrastructure Limited
4) Tata Investment Corporation Limited
5) Tata Capital Financial Services Limited
6) Tata Capital Limited</td></tr>
<tr><td>Memberships / Chairmanships of committees of the Board of other companies as on date of this Postal Ballot Notice</td><td>
<table>
<tr><th>Sr. No.</th><th>Name of the Company</th><th>Name of the Committee</th><th>Chairmanship/ Membership</th></tr>
<tr><td rowspan="4">1</td><td rowspan="4">Tata Investment Corporation Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Stakeholders’ Relationship Committee</td><td>Chairperson</td></tr>
<tr><td>Investment Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairperson</td></tr>
<tr><td rowspan="6">2</td><td rowspan="6">Tata Capital Financial Services Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Stakeholders’ Relationship Committee</td><td>Chairperson</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairperson</td></tr>
<tr><td>IT Strategy Committee</td><td>Member</td></tr>
<tr><td>Working Committee</td><td>Member</td></tr>
<tr><td>Risk Management Committee</td><td>Member</td></tr>
</table>
</td></tr>
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	3	Tata Capital Limited	Audit Committee	Member
			Corporate Social Responsibility Committee	Member
			Asset Liability Management Committee	Member
	4	Tata Realty and Infrastructure Limited	Audit Committee	Member
			Securities Allotment Committee	Member
			Real Estate Committee	Member
			Nomination and Remuneration Committee	Member
			Risk Management Committee	Chairperson
	5	Tata Asset Management Private Limited	Corporate Social Responsibility Committee	Member
	6	Tata Industries Limited	Approvals Committee	Member
			Corporate Social Responsibility Committee	Member
			Asset Liability Management Committee	Chairperson
Resignation from the listed entities during past 3 years	None			
Relationship between Directors inter-se and Key Managerial Personnel of the Bank	None			
Shareholding in the Bank including shareholding as a beneficial owner	Nil			
Terms and Conditions of appointment / re-appointment including Details of Remuneration sought to be paid	Mr. Farokh Nariman Subedar shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of three (3) years, from October 15, 2022 to October 14, 2025 (both days inclusive). As an Independent Director of the Bank, Mr. Subedar will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees.			
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Bank is of the opinion that Mr. Farokh Nariman Subedar is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Accountancy, Finance, Law, Taxation, Risk Management and Business Management, appointment of Mr. Subedar is in the interest of the Bank. His association would be of immense benefit and value to the Bank and, therefore, the Board recommends his appointment as an Independent Director to the Members. In the opinion of the Board of Directors, Mr. Subedar is independent of the management of the Bank and fulfils the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director.			

Your Board of Directors recommend passing of the resolution set out in Item No. 1 of the accompanying Notice.

By Order of the Board of Directors
For DCB Bank Limited

Sd/-
Rubi Chaturvedi
Company Secretary
Membership No: (ACS 21562)

Place: Mumbai
Date: November 5, 2022

Registered Office:
CIN: L99999MH1995PLC089008
Peninsula Business Park,6th Floor, 601 & 602 Tower A
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
E-Mail id: investorgrievance@dcbbank.com
Website address: www.dcbbank.com