

Ref. No.CO:CS:RC:2024-25:307

February 6, 2025

BSE Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Scrip Code:532772

NSE Symbol:DCBBANK

Dear Sir / 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 (“the Notice”) dated January 24, 2025 together with the Explanatory Statement thereto, seeking approval of the Members of DCB Bank Limited (“the Bank”) in respect of the Special Resolutions 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. Re-appointment of Mr. Aryn Asgarali Jassani (DIN: 02945319) as an Independent Director of the Bank; and**
- 2. Re-appointment of Mr. Somasundaram Palamadairamaswamy (DIN: 00356363) as an Independent Director of the Bank**

In compliance with the applicable circulars, the Postal Ballot Notice is being sent to all the 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, January 31, 2025 (Cut-Off date) and who have registered their email addresses with the Depositories through the concerned Depository Participants in respect of electronic holdings, and with the Registrar and Transfer Agent of the Bank, viz. MUFG Intime India Private Limited (“the RTA”) in respect of physical holdings. 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 the service provider viz. CDSL at www.evotingindia.com

The Bank has engaged CDSL for facilitating remote e-Voting to enable its Members to cast their votes electronically. The remote e-Voting period shall commence at 9:00 a.m. (IST) on Sunday, February 9, 2025 and shall end at 5:00 p.m. (IST) on Monday, March 10, 2025.

The results of Postal Ballot shall be declared on or before Wednesday, March 12, 2025 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 your record.

Yours faithfully,
For DCB Bank Limited

Rubi Chaturvedi
Company Secretary &
Compliance Officer
Encl.: A/a

DCB Bank Limited

Corporate & Registered Office: 6th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
CIN: L99999MH1995PLC089008 Tel: +91 22 66187000 Fax: +91 22 66589970 Website: www.dcbbank.com

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 6975 9000 **Fax:** +91 22 6658 9970**Email Id:** investorgrievance@dcbbank.com **Website:** www.dcbbank.com**POSTAL BALLOT NOTICE**

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

Dear Member(s),

NOTICE is hereby given to the shareholders (**'Members'**) of DCB Bank Limited (the **'Bank'** or **'DCB Bank'**), pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **'Companies Act'**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the **'MCA Circulars'**), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, and any other applicable laws, rules, guidelines, notifications, circulars and regulations, if any, the special business are proposed to be passed by the Members of the Bank through postal ballot (**"Postal Ballot"**) *via* electronic voting (**'e-Voting/remote e-Voting'**) only, as set out below.

The explanatory statement setting out material facts relating to the proposed resolutions mentioned in this Notice of Postal Ballot (**"Postal Ballot Notice"**), as required in terms of Section 102(1) of the Companies Act read with the relevant rules and the MCA Circulars are appended below for seeking consent of the Members of the Bank through remote e-Voting.

In compliance with Regulation 44 of the SEBI Listing Regulations, and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the Rules and the MCA Circulars, the Bank is sending this Postal Ballot Notice in electronic form only and has extended the remote e-Voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Bank has appointed Central Depository Services (India) Limited (**'CDSL'**) for facilitating remote e-voting system to enable the Members to cast their votes electronically. Hard copy of this Postal Ballot Notice along with the Postal Ballot form and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, communication of the assent or dissent of the Members would take place through the remote e-voting system only. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Bank has appointed Ms. Aparna Gadgil (ACS 14713 & COP 8430) and failing her Mr. S N Viswanathan (ACS 61955 & COP 24335) of S N Ananthasubramanian & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act and the rules made thereunder. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. Indian Standard Time ('IST') on **Monday, March 10, 2025**.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairman of the Bank, or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Wednesday, March 12, 2025, along with the Scrutinizer's report. The same shall be displayed at the corporate and registered office of the Bank, communicated to the Stock Exchanges and will also be uploaded on the Bank's website at www.dccb.com and on the website of CDSL at www.evotingindia.com.

The proposed resolutions, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e. **Monday, March 10, 2025**.

Special Business

Item No. 1: Re-appointment of Mr. Aryn Asgarali Jassani (DIN: 02945319) 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 Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time, each of the aforesaid as may be amended, restated, replaced or modified, from time to time, and the Articles of Association of the Bank, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, the re-appointment of Mr. Aryn Asgarali Jassani (DIN: 02945319), in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature, be and is hereby approved as an Independent Director of the Bank, having specialized experience inter alia in Accountancy & Audit, Economics, Finance, Human Resources, Information Technology, Law, and Risk Management and to hold office for a period of three (3) years with effect from January 25, 2025 to January 24, 2028 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Jassani shall be paid sitting fees and reimbursement of expenses for attending Board and Committee meetings as may be permissible under law and approved by the Board from time to time.

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 to the said re-appointment, 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) and/or officer(s) of the Bank, to give effect to this resolution.”

Item No. 2: Re-appointment of Mr. Somasundaram Palamadairamaswamy (DIN: 00356363) 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 Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Banking Regulation Act, 1949 and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time, each of the aforesaid as may be amended, restated, replaced or modified, from time to time, and the Articles of Association of the Bank, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, the re-appointment of Mr. Somasundaram Palamadairamaswamy (DIN: 00356363), in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing his candidature, be and is hereby approved as an Independent Director of the Bank, having specialized experience inter alia in Accountancy & Audit, Banking, Economics, Finance, Payment & Settlement Systems, Human Resources, Business Management, Product Development & Marketing, Merger & Acquisitions & Strategic Options and to hold office for a period of three (3) years with effect from January 25, 2025 to January 24, 2028 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Somasundaram Palamadairamaswamy shall be paid sitting fees and reimbursement of expenses for attending Board and Committee meetings as may be permissible under law and approved by the Board from time to time.

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 to the said re-appointment, 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) and/or 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: January 24, 2025

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 Companies Act read with Rule 22 of the Rules and SS-2, stating all material facts and the reasons for the proposals set out in the proposed resolution is annexed herewith.
- 2) In line with the extant MCA/ SEBI Circulars as applicable, the Postal Ballot Notice is sent by electronic mode only to those Members of the Bank whose names appear on the Register of Members/ List of beneficial owners as on Friday, January 31, 2025 ‘**Cut-off Date**’) maintained by the Bank/ Depositories and whose email addresses are registered with the Bank / Depositories.
- 3) 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, and on the website of CDSL at www.evotingindia.com.
- 4) Members who have not registered their e-mail addresses, are requested to register the same with the Depository through their Depository Participant(s) if the shares are held in electronic form and in respect of shares held in physical form by writing to the Registrar and Share Transfer Agents, at the following address: MUFG Intime India Pvt. Ltd, Unit- DCB Bank Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-8108116767; Fax No.: +91-22-49186060; e-Mail: rnt.helpdesk@in.mpms.mufg.com. Request can also be sent to the Bank at investorgrievance@dcbbank.com (for online registration, please refer point no.13).
- 5) The voting rights are one vote per share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on Friday, January 31, 2025. A person who is not a shareholder on this Cut Off Date, should consider this Notice for information purpose only.
- 6) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Bank has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice. **EVS**N for this Postal Ballot is **250128001**.
- 7) Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section “**E-voting Instructions**” in this Postal Ballot Notice.
- 8) E- Voting period shall commence on **Sunday, February 09, 2025** from 9:00 a.m. (IST) and shall ends on **Monday, March 10, 2025** at 5:00 p.m. (IST). Members are requested to cast their vote through the remote e-voting process during the e-Voting period but not later than 5:00 p.m. (IST) on Monday, March 10, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Member. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall forthwith be disabled by CDSL upon expiry of the aforesaid period.
- 9) The Board of the Bank has appointed Ms. Aparna Gadgil (ACS 14713 & COP 8430) and failing her Mr. S N Viswanathan (ACS 61955 & COP 24335) of S N Ananthasubramanian & Co., Practicing Company Secretaries as Scrutinizer, to scrutinize the Postal Ballot through remote e-Voting process in a fair and transparent manner and they have communicated their willingness for such appointment and will be available for the said purpose.
- 10) The Scrutinizer will submit his report to the Chairman or such other person authorised by him after the completion of scrutiny, and the result of voting by Postal Ballot through the remote e-voting process along with Scrutinizer report will be announced by the

Chairman or any such person authorized by the Board on or before Wednesday, March 12, 2025 and will also be displayed on the website of the Bank (www.dcbbank.com), besides being communicated to the Stock Exchanges and CDSL.

- 11) The resolutions, if approved by the requisite majority, shall be deemed to have been passed on Monday, March 10, 2025 i.e., the last date specified for receipt of votes through the remote e-voting process in the Postal Ballot.
- 12) All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to: investorgrievance@dcbbank.com
- 13) **Process for those Shareholders whose e-mail ids are not registered with the Depositories/the Bank and for registration of e-mail ids for remote e-voting for the resolutions set out in this Postal Ballot Notice:**

Registration of email addresses with the Registrar and Transfer Agents viz. MUFG 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, MUFG 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: [MUFG Intime India Private Limited](#)

- 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/the Bank 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 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 MUFG Intime India Private Limited (RTA), 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 Shareholders for remote e-Voting are as under:

- i). The voting period begins **on Sunday, February 09, 2025 from 9:00 a.m. (IST)** and shall **ends on Monday, March 10, 2025 at 5:00 p.m. (IST)**. During this period Shareholders of the Bank, holding shares either in physical mode or in demat mode, as on the cut-off date i.e. Friday, January 31, 2025 may cast their vote electronically. The remote 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 e-Mail address 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 Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token Tab). 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 evoting 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 Depository	<ol style="list-style-type: none"> 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.nsd.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

	<p>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.</p> <p>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</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 website after successful authentication, wherein you can see e-Voting feature. 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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

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	<ul style="list-style-type: none"> • Enter your 10 digit 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)	<ul style="list-style-type: none"> • 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 241025002 for DCB Bank Limited to cast your votes.
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 vote 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 Board Resolution (BR) /Power Of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification
18. Additional Facility for Non – Individual Shareholders and Custodians –Remote e-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 BR and 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, through email to the Scrutinizer at snaco2019@gmail.com and to the Bank at 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 or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 to resolution set out at Item No. 1 & 2 of the Postal Ballot Notice

Item no. 1

The members of the Bank, at its Annual General Meeting held on July 11, 2020, had approved the appointment of Mr. Aryn Asgarali Jassani (DIN:02945319) as an Independent Director on the Board of the Bank to hold office for a period of five (5) years commencing from January 25, 2020 to January 24, 2025.

The Board of Directors of the Bank, on recommendation of the Nomination and Remuneration Committee, at its meeting held on January 16, 2025, had approved the re-appointment of Mr. Aryn Asgarali Jassani as an Independent Director of the Bank for a second consecutive term of a three (3) years from January 25, 2025 to January 24, 2028, subject to approval of the members of the Bank. In the opinion of the Board of Directors, Mr. Jassani is independent of the management of the Bank and fulfils the conditions specified in the Companies Act, 2013 the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for re-appointment as an Independent Director.

It may be noted that Section 149 of the Companies Act, 2013 allows independent directors to be appointed for two (2) consecutive terms of maximum five (5) years each. However, as per the applicable provisions of the Banking Regulation Act, 1949 and relevant RBI circular, the total tenure of a Non-Executive Director, continuously or otherwise, on the board of a bank, shall not exceed eight years.

The Bank has received a declaration from Mr. Jassani to the effect that he continues to fulfil the criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the 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. He has also furnished to the Bank his consent to act as an Independent Director and affirmed that he is not de-barred from holding office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

The Bank has also received a notice under Section 160 of the Act from a member proposing the candidature of his re-appointment as an Independent Director of the Bank.

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Aryn Asgarali Jassani as an Independent Director of the Bank for a second consecutive term, , to hold office for a period of three (3) years, from January 25, 2025 to January 24, 2028 (both days inclusive), not liable to retire by rotation.

None of the Bank’s Directors, Key Managerial Personnel, and their relatives, other than Mr. Jassani and his relatives are concerned or interested in the passing of this resolution.

Details of Mr. Aryn Asgarali Jassani pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2, are given in Annexure- I to this Notice.

Your Board recommends passing of the special resolution set out in Item No. 1 of the accompanying Notice.

Item no. 2

The members of the Bank, at its Annual General Meeting held on July 11, 2020, had approved the appointment of Mr. Somasundaram Palamadairamaswamy (DIN: 00356363) as an

Independent Director on the Board of the Bank to hold office for a period of five (5) years commencing from January 25, 2020 to January 24, 2025.

The Board of Directors of the Bank, on recommendation of the Nomination and Remuneration Committee, at its meeting held on January 16, 2025, had approved the re-appointment of Mr. Somasundaram Palamadairamaswamy as an Independent Director of the Bank, for a second consecutive term of three (3) years from January 25, 2025 to January 24, 2028, subject to approval of the members of the Bank. In the opinion of the Board of Directors, Mr. Somasundaram Palamadairamaswamy is independent of the management of the Bank and fulfils the conditions specified in the Companies Act, 2013 the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for re-appointment as an Independent Director.

It may be noted that Section 149 of the Companies Act, 2013 allows independent directors to be appointed for two (2) consecutive terms of maximum five (5) years each. However, as per the applicable provisions of the Banking Regulation Act, 1949 and relevant RBI circular, the total tenure of a Non-Executive Director, continuously or otherwise, on the board of a bank, shall not exceed eight years.

The Bank has received a declaration from Mr. Somasundaram Palamadairamaswamy to the effect that he continues to fulfil the criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the 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. He has also furnished to the Bank his consent to act as an Independent Director and affirmed that he is not de-barred from holding office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

The Bank has also received a notice under Section 160 of the Act from a member proposing the candidature of his re-appointment as an Independent Director of the Bank.

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Somasundaram Palamadairamaswamy as an Independent Director of the Bank for a second consecutive term, to hold office for a period of three (3) years, from January 25, 2025 to January 24, 2028 (both days inclusive), not liable to retire by rotation.

None of the Bank’s Directors, Key Managerial Personnel, and their relatives, other than Mr. Somasundaram Palamadairamaswamy and his relatives are concerned or interested in the passing of this resolution.

Details of Mr. Somasundaram Palamadairamaswamy pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS2 are given in Annexure- I to this Notice.

Your Board recommends passing of the special resolution set out in Item No. 2 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: January 24, 2025

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

Annexure-I

A brief profile of Mr. Aryn Asgarali Jassani and Mr. Somasundaram Palamadairamaswamy and the information in terms of the Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), has been provided below:

Particulars	Mr. Aryn Asgarali Jassani	Mr. Somasundaram Palamadairamaswamy
Age	56 years 4 months	64 Years 2 months
Qualification	<ul style="list-style-type: none"> • Master’s in commerce • Chartered Accountant • Company Secretary • Member of The Institute of Social Auditors of India • Passed CISA • Certification in Startup Boards 	<ul style="list-style-type: none"> • Bachelor of Commerce; • Associate of Chartered Accountant (ACA) • Cost and Works Accountant (CWA) • Post-Graduate (Advanced Management Accountancy) examination of ICAI
Brief profile	<p>Mr. Aryn Jassani is an Independent Director of the Bank and has over 31 years of experience primarily with the Big Four accounting firms. He is a Fellow member of the Institute of Chartered Accountants of India. He is also a member of the Institute of Company Secretaries of India and the Institute of Social Auditors of India. Additionally, he has passed the Certified Information System Auditor (CISA) examination and IICA's Certification for Startup Boards.</p>	<p>Mr. Somasundaram Palamadairamaswamy, an Independent Director of the Bank, is a Chartered and Cost Accountant with over 32 years’ experience across Unilever Group companies in India and abroad, Standard Chartered Bank and others. He has been the Regional CEO- India of the World Gold Council till March 2024.</p>
Nature of Expertise in specific functional areas	<ol style="list-style-type: none"> 1. Accountancy & Audit 2. Economics 3. Finance 4. Human Resources 5. Information Technology 6. Law 7. Risk Management 	<ol style="list-style-type: none"> 1. Accountancy & Audit, 2. Banking, 3. Economics, 4. Finance, 5. Payment & Settlement Systems, 6. Human Resources, 7. Business Management, 8. Product Development & Marketing, 9. Merger & Acquisitions & Strategic Options
Date of first appointment on the Board	January 25, 2020	January 25, 2020
Number of meetings of the Board Attended during the year (FY 2024-25)	11 out of 11 meetings attended, as of the date of this notice	11 out of 11 meetings attended, as of the date of this notice
Directorships held in other companies as on date of this Notice	Inspirah Speech And Hearing Centre Private Limited	None
Memberships/ Chairmanships of committees of the Boards of other companies as on date of this Notice	None	None

Listed entities from which the person has resigned in the past three years	None	None
Number of shares held in the Bank	100 shares of Rs. 10 each (0.00%)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None	None
Terms and conditions of the appointment including details of remuneration sought to be paid and the last remuneration drawn	<p>Mr. Aryn Asgarali Jassani shall be re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of three (3) years, from January 25, 2025 to January 24, 2028 (both days inclusive). He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.</p> <p>During FY 2024-25 till the date of this notice, Mr. Jassani was paid Rs. 34,65,000 as sitting fees for attending the Board and Committee meetings.</p>	<p>Mr. Somasundaram Palamadairamaswamy shall be re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of three (3) years, from January 25, 2025 to January 24, 2028 (both days inclusive). He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.</p> <p>During FY 2024-25 till the date of this notice, Mr. Somasundaram Palamadairamaswamy was paid Rs.33,90,000 as sitting fees for attending the Board and Committee meetings.</p>
Justification for re-appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board of Directors of the Bank is of the opinion that Mr. Jassani is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Accountancy & Audit, Economics, Finance, Human Resources, Information Technology, Law, Risk Management, re-appointment of Mr. Jassani 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 re-appointment as an Independent Director to the Members. In the opinion of the Board of Directors, Mr. Jassani is independent of the management of the Bank and fulfils the conditions specified in the Act, the rules made thereunder, and SEBI Listing Regulations, for re-appointment as an Independent Director.</p>	<p>The Board of Directors of the Bank is of the opinion that Mr. Somasundaram Palamadairamaswamy, is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Accountancy & Audit, Banking, Economics, Finance, Payment & Settlement Systems, Human Resources, Business Management, Product Development & Marketing, Merger & Acquisitions & Strategic Options, re-appointment of Mr. Somasundaram Palamadairamaswamy 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 re-appointment as an Independent Director to the Members. In the opinion of the Board of Directors, Mr. Somasundaram Palamadairamaswamy is independent of the management of the Bank and fulfils the conditions specified in the Act, the rules made thereunder, and SEBI Listing Regulations, for re-appointment as an Independent Director.</p>