

Ref. No.CO:CS:RC:2026-27:006

April 06, 2026

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 March 18, 2026 together with the Explanatory Statement thereto, seeking approval of the Members of DCB Bank Limited (“the Bank”) in respect of the Resolutions specified therein, 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.

In compliance with the applicable circulars, the 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, March 27, 2026 (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 to an Issue and Transfer Agent of the Bank, viz. MUFG Intime India Private Limited (“the RTA”) in respect of physical holdings.

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 Wednesday, April 08, 2026, and shall end at 5:00 p.m. (IST) on Thursday, May 07, 2026.

The Notice is also being uploaded on the Bank’s website at www.dcb.bank.in and on the website of the service provider viz. CDSL at www.evotingindia.com

The results of Postal Ballot shall be declared on or before Monday, May 11, 2026 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.dcb.bank.in and on the website of CDSL at www.evotingindia.com.

This is for your information and appropriate dissemination.

Yours faithfully,
For DCB Bank Limited

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

DCB Bank Limited

DCB Bank Limited

CIN: L99999MH1995PLC089008

Corporate & Registered Office: 6th Floor, 601 & 602, 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.dcb.bank.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the '**MCA Circulars**') pertaining to the holding of general meetings / conducting postal ballot process through voting by electronic means ("remote e-voting") [hereinafter collectively referred to as "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 the 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, SEBI Listing Regulations and other applicable provisions are appended below for seeking consent of the Members of the Bank through remote e-Voting only.

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. Manisha Maheshwari, [Membership No. FCS 13272 and CP 11031], Partner of M/s. Bhandari & Associates, Company Secretaries or failing her Mr. Saurabh Somani [Membership No. ACS. 69826 and CP 26495], Partner of M/s. Bhandari & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner and in accordance with the provisions of the 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 **Thursday, May 07, 2026**.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Managing Director & CEO or any such person as authorized by the Board. The results of Postal Ballot shall be declared on or before **Monday, May 11, 2026**, 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 i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and will also be uploaded on the Bank's website at www.dcb.bank.in 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. **Thursday, May 07, 2026**.

Special Business:

Item No. 1: Appointment of Ms. Neeta Sudhir Rege (DIN: 11328588) as a Non-Executive (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 such other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16, 17, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Section 10A(2)(a) and such other applicable provisions of the Banking Regulation Act, 1949 and relevant circulars/directions/guidelines issued by the Reserve Bank of India (“RBI”) from time to time and any other applicable Laws, Rules and Acts including any amendments, modifications, variations or re-enactments thereof and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Bank (“the Board”), the appointment of Ms. Neeta Sudhir Rege (DIN: 11328588), in respect of whom the Bank has received a notice in writing under section 160 of the Act from a Member proposing her candidature for 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, having specialized experience in the field of Banking, Risk Management, Accountancy & Audit, Finance and Human Resources to hold office for a period of three (3) years from February 18, 2026 to February 17, 2029 (both days inclusive).

RESOLVED FURTHER THAT Ms. Neeta Sudhir Rege shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee, 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, 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.”

Item No. 2: Appointment of Mr. Suhail Amin Nathani (DIN: 01089938) as a Non-Executive (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 such other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16, 17, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Section 10A(2)(a) and such other applicable provisions of the Banking Regulation Act, 1949 and relevant circulars/directions/guidelines issued by the Reserve Bank of India (“RBI”) from time to time and any other applicable Laws, Rules and

Acts including any amendments, modifications, variations or re-enactments thereof and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Bank (“the Board”), the appointment of Mr. Suhail Amin Nathani (DIN: 01089938), in respect of whom the Bank has received a notice in writing under section 160 of the Act from a Member proposing his candidature for 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, having specialized experience in the field of Banking, Economics, Law and Merger & Acquisitions to hold office for a period of three (3) years from February 18, 2026 to February 17, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Suhail Amin Nathani shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee, 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, 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.”

Item No. 3: Appointment of Mr. Pushan Mahapatra (DIN: 07307428) as a Non-Executive (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 such other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16, 17, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Section 10A(2)(a) and such other applicable provisions of the Banking Regulation Act, 1949 and relevant circulars/directions/guidelines issued by the Reserve Bank of India (“RBI”) from time to time and any other applicable Laws, Rules and Acts including any amendments, modifications, variations or re-enactments thereof and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Bank (“the Board”), the appointment of Mr. Pushan Mahapatra (DIN: 07307428), in respect of whom the Bank has received a notice in writing under section 160 of the Act from a Member proposing his candidature for 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, having specialized experience in the field of Banking, Agriculture and Rural Economy, Small Scale Industries, Information Technology, Business Management and Merger & Acquisitions to hold office for a period of three (3) years from March 10, 2026 to March 09, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Pushan Mahapatra shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committee, 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, 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.”

Item No. 4: Appointment of Mr. Shaffiq Mansurali Dharamshi (DIN: 06925633) as a Non-Executive (Non-Independent) Director of the Bank.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with 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”) [including any statutory amendments, modifications, variations or re-enactments thereto, for the time being in force], Section 10A(2)(a) of the Banking Regulation Act, 1949 and rules/ regulations/ circulars/ notifications/ guidelines/ clarifications issued, from time to time, by the Reserve Bank of India and any other applicable laws and the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank, approval of the Members of the Bank be and is hereby accorded for the appointment of Mr. Shaffiq Mansurali Dharamshi (DIN: 06925633), who was appointed as an Additional and Non-Executive (Non-Independent) Director of the Bank with effect from February 18, 2026 to hold office up to the date of next general meeting or three months from the date of his appointment whichever is earlier and in respect of whom, the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, as a Non- Executive (Non Independent) Director of the Bank with effect from February 18, 2026, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shaffiq Mansurali Dharamshi shall be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, 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 agreements, 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)/ Official(s) of the Bank, to give effect to this Resolution.”

Item No. 5: Amendment to the Articles of Association of the Bank

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

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 and rules made thereunder and any other applicable provisions of the Act, relevant provisions of the Banking Regulation, Act, 1949, read with the relevant rules, guidelines and circulars issued by the Reserve Bank of India (the “RBI”) from time to time and any other applicable laws/ regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of DCB Bank Limited (“the Bank”), and approval received from the Reserve Bank of India dated March 16, 2026 for amendment of Articles of Association of the Bank and subject to such other approvals as may be necessary/ required, the approval of the Members of the Bank be and is hereby accorded for alteration of the Articles of Association of the Bank, by amending the below Article 140B of the Bank:

Article 140B	Earlier Clause	Proposed
Special Position of Wholetime Director	A Wholetime Director shall not while he continues to hold that office be subject to retirement by rotation. If he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a Wholetime Director.	A Wholetime Director, while he continues to hold that office, may be made subject to liable for retirement by rotation with the approval of the Board of Directors of the Bank. If he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a Wholetime Director.

RESOLVED FURTHER THAT the Board of Directors of the Bank (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution and delegate the aforesaid powers to any Director or officer of the Bank as may be deemed necessary, proper,

expedient or incidental for the purpose of giving 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: March 18, 2026

Registered Office:

CIN: L99999MH1995PLC089008

Peninsula Business Park, 6th Floor, 601 & 602 Tower A

Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Email id: investorgrievance@dcbbank.com

Website address: www.dcb.bank.in

NOTES:

- 1) The Explanatory Statement pursuant to Sections 102 of the Companies Act read with applicable 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 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, March, 27, 2026 'Cut-off Date'** maintained by the Bank/ Depositories and whose email addresses are registered with the Bank/ Depositories.
- 3) A copy of the Postal Ballot Notice will also be available on the Bank's website at www.dcb.bank.in, 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/updated 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 submitting duly filled and signed Form ISR-1 along with requisite supporting documents to Bank's Registrar and Share Transfer Agents, at the following address: MUFG Intime India Pvt. Ltd, Unit-DCB Bank Limited, C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91-22-8108116767; Fax No.: +91-22-49186060; E - Mail: investor.helpdesk@in.mpms.mufg.com. Request can also be sent to the Bank at investorgrievance@dcbbank.com (for online registration, please refer point no.15). Form ISR-1 is available on the website of the Bank at www.dcb.bank.in
- 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, March 27, 2026** the Cut-off date. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again. A person who is not a shareholder on the cut-off date should consider this Notice for information purpose only.
- 6) In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.
- 7) Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative under Section 113 of the Companies act, 2013 to vote electronically during the remote e-voting period. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at bhandariandassociates@gmail.com with a copy marked to investorgrievance@dcbbank.com.
- 8) 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. **EVSN** for this Postal Ballot is **260324005**.
- 9) 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.
- 10) The E-Voting period shall commence on **Wednesday, April 08, 2026** from 9:00 a.m. (IST) and shall ends on **Thursday, May 07, 2026** 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 **Thursday, May 07, 2026** 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.
- 11) The Board of Directors of the Bank has appointed Ms. Manisha Maheshwari, [Membership No. FCS 13272 and CP: 11031], Partner of M/s. Bhandari & Associates, Company Secretaries or failing her Mr. Saurabh Somani [Membership No. ACS. 69826 and CP 26495], Partner of M/s. Bhandari & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot 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.

- 12) The Scrutinizer will submit his report to the Managing Director & CEO or any such person as authorized by the Board 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 Managing Director & CEO or any such person as authorized by the Board on or before **Monday, May 11, 2026** and will also be displayed on the website of the Bank (www.dcb.bank.in), 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.
- 13) The resolutions, if approved by the requisite majority, shall be deemed to have been passed on **Thursday, May 07, 2026** i.e., the last date specified for receipt of votes through the remote e-voting process in the Postal Ballot.
- 14) 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
- 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 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.

THE PROCEDURE AND INSTRUCTIONS FOR VOTING ELECTRONICALLY ARE AS FOLLOWS:

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins **on Wednesday, April 08, 2026 from 9:00 a.m. (IST)** and shall ends **on Thursday, May 07, 2026 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, March 27, 2026** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. 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 Thursday, May 07, 2026**

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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 Id in their demat accounts 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	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 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 or joining virtual meeting & voting during

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</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>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting</p>

	your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	5) 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-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 us Forget User ID and Forget Password option available at abovementioned website.

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

iv) 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 Physical shareholders and other than individual shareholders holding shares in Demat.
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)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Bank/Depository Participant are requested send an email to the Bank (investorgrievance@dcbbank.com) /RTA (investor.helpdesk@in.mpms.mufg.com) to obtain sequence number.
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 company, please enter the Member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVSN 260324005** for DCB Bank Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizers for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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 COMPANY/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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & 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 & joining virtual meetings 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, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 to resolution set out at Item Nos. 1 to 5 of the Postal Ballot Notice

Item No. 1: Appointment of Ms. Neeta Sudhir Rege (DIN: 11328588) as a Non-Executive (Independent) Director of the Bank

The Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee (NRC), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Article of Association of the Bank, had approved the appointment of Ms. Neeta Sudhir Rege (DIN: 11328588) as an Additional and Non-Executive (Independent) Director of the Bank, not liable to retire by rotation, for a period of three (3) years with effect from February 18, 2026 to February 17, 2029 (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 Ms. Neeta Sudhir Rege as a Director of the Bank.

The Bank has received the declarations from Ms. Neeta Sudhir Rege 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. In the opinion of the Board, Ms. Neeta Rege fulfils the conditions specified in the Act and the rules made thereunder and that she is independent of the management.

Ms. Neeta Sudhir Rege is qualified to be appointed as a Director in terms of Section 164 of the Act, SEBI Listing Regulations and Banking Regulation Act, 1949 and has given her written consent to act as a Director of the Bank. Ms. Neeta Sudhir Rege has also affirmed that she is not de-barred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

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, Ms. Neeta Sudhir Rege has registered her name in the databank of Independent Directors maintained by the Institute of Corporate Affairs of India (ICA), Government of India and will pass the online proficiency self-assessment test for Independent Director’s Databank within the prescribed timeline.

Except Ms. Neeta Sudhir Rege and/or her 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. Ms. Neeta Sudhir Rege 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 Ms. Neeta Sudhir Rege (DIN: 11328588) as a Non-Executive (Independent) Director of the Bank, not liable to retire by rotation, to hold office for a period of three (3) years, from February 18, 2026 to February 17, 2029 (both days inclusive).

Brief profile of Ms. Neeta Sudhir Rege 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:

Name of Director	Ms. Neeta Sudhir Rege	
Director Identification Number (DIN)	11328588	
Designation/category of the Director	Independent Director	
Date of Birth/Age	September 17, 1963	62 Years
Date of the first appointment on the Board	February 18, 2026	
Number of Meetings of the Board attended during the year	02 till the date of this notice	
Qualifications	B.Com. Masters in Management Studies	

Brief Profile and Experience	Ms. Neeta Sudhir Rege is a senior banker with 38 years of rich and varied experience across Compliance, Financial Crime Compliance, Conduct and Consumer Banking. She has worked in various capacities in Standard Chartered Bank India, including as Chief Compliance Officer for several years till her retirement. She is a Commerce graduate from Mumbai University and has done Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai University.
Expertise/ Skills in specific functional areas	Banking, Risk Management, Accountancy & Audit, Finance, and Human Resources
Directorships held in other companies as on date of this Notice	None
Memberships / Chairmanships of committees of other companies as on date of this Notice	None
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 / reappointment including Details of Remuneration sought to be paid	Ms. Neeta Sudhir Rege shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of three (3) years, from February 18, 2026 to February 17, 2029 (both days inclusive). As an Independent Director, Ms. Neeta Sudhir Rege will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law and approved by the Board from time to time.
Remuneration last drawn	Rs. 2,70,000/- (till the date of this Notice) by way of sitting fees
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 Ms. Neeta Sudhir Rege is a person of integrity and considering her qualifications, extensive knowledge and rich experience in the field of Banking, Risk Management, Accountancy & Audit, Finance, & Human Resources, appointment of Ms. Neeta Sudhir Rege is in the interest of the Bank. Her association would be of immense benefit and value to the Bank and, therefore, the Board recommends her appointment as an Independent Director to the Members.

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

Item No. 2: Appointment of Mr. Suhail Amin Nathani (DIN: 01089938) as a Non-Executive (Independent) Director of the Bank

Mr. Suhail Nathani (DIN: 01089938) was the Non-Executive (Independent) Director of the Bank from January 29, 2009 to January 28, 2017. He has completed his tenure as a Director of the Bank as per extant regulatory norms at the end of business hours on January 28, 2017.

Pursuant to relevant RBI circular, the total tenure of a Non-Executive Director, continuously or otherwise, on the Board of the Bank shall not exceed eight years. After completing eight years on the Board of the Bank, a person may be considered for re-appointment only after a minimum gap of three years. Further, as per the provisions of Section 149 of Companies Act, 2013, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Accordingly, considering the regulatory guidelines above, Mr. Suhail Nathani has completed his three (3) years cooling off period on January 27, 2020 (close of business hours) and he is eligible to be re-appointed on the Board of the Bank.

During the three (3) years cooling off period, Mr. Nathani was not associated with the Bank in any other capacity, either directly or indirectly.

The Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee (NRC), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Article of Association of the Bank, had approved the appointment of Mr. Suhail Amin Nathani (DIN: 01089938) as an Additional and Non-Executive (Independent) Director of the Bank, not liable to retire by rotation, for a period of three (3) years with effect from February 18, 2026 to February 17, 2029 (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. Suhail Amin Nathani as a Director of the Bank.

The Bank has received the declarations from Mr. Suhail Amin Nathani 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. In the opinion of the Board, Mr. Suhail Nathani fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management.

Mr. Suhail Amin Nathani is qualified to be appointed as a Director in terms of Section 164 of the Act, SEBI Listing Regulations and Banking Regulation Act, 1949 and has given his written consent to act as a Director of the Bank. Mr. Suhail Amin Nathani has also affirmed that he is not de-barred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

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. Suhail Amin Nathani has registered his name in the databank of Independent Directors maintained by the Institute of Corporate Affairs of India (IICA), Government of India and exempted from passing the online proficiency self-assessment test for Independent Director's Databank.

Except Mr. Suhail Amin Nathani 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. Suhail Amin Nathani 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. Suhail Amin Nathani (DIN: 01089938) as a Non-Executive (Independent) Director of the Bank, not liable to retire by rotation, to hold office for a period of three (3) years, from February 18, 2026 to February 17, 2029 (both days inclusive).

Brief profile of Mr. Suhail Amin Nathani 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:

Name of Director	Mr. Suhail Amin Nathani		
Director Identification Number (DIN)	01089938		
Designation/category of the Director	Independent Director		
Date of Birth/Age	May 03, 1965	60 Years	
Date of the first appointment on the Board	February 18, 2026		
Number of Meetings of the Board attended during the year	02 till the date of this notice		
Qualifications	Masters in Arts (Law) degree from the University of Cambridge, England LL.M (Law) Duke University (USA)		
Brief Profile and Experience	<p>Mr. Suhail Nathani is the Co-Founder and Managing Partner of Economic Laws Practice (ELP), with over three decades of international experience in M&A, Competition, Trade, Regulatory and International Law. He has advised regulatory authorities, multinational corporations, and leading Indian businesses on complex commercial and cross-border matters. He has represented India at the WTO and served as counsel to the Competition Commission of India (CCI) and the Securities and Exchange Board of India (SEBI).</p> <p>Mr. Suhail also has considerable governance experience and serves as an Independent Director on the board of listed companies in diverse sectors.</p> <p>He also has a long history of giving back to society and serves on various ‘Not for Profit’ boards such as the Aga Khan Agency for the Habitat (Chairman); Somaiya Vidyavihar University; Maulana Azad Education Trust; Salaam Bombay Foundation; and the Progressive Electoral Trust (an electoral trust established by Tata Sons).</p>		
Expertise/ Skills in specific functional areas	Banking, Economics, Law and Mergers & Acquisitions		
Directorships held in other companies as on date of this Notice	<ol style="list-style-type: none"> 1) Piramal Finance Limited 2) Progressive Electoral Trust 3) Aga Khan Agency for Habitat India 4) Salaam Bombay Foundation 5) East Pipes Integrated Co. for Industry (Incorporated in Saudi Arabia) 		
Memberships / Chairmanships of Committees of other companies as on date of this Notice	Name of the Company	Committee	Members/ Chairman
	Piramal Finance	Audit Committee	Member

	Limited	Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Special Committee of Board for Monitoring and follow-up of cases of Frauds Committee	Member
		Financial Services Approval Committee	Member
		Review Committee	Member
		Customer Service Committee	Member
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 / reappointment including Details of Remuneration sought to be paid	Mr. Suhail Nathani shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of three (3) years, from February 18, 2026 to February 17, 2029 (both days inclusive). As an Independent Director, Mr. Suhail Nathani will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law and approved by the Board from time to time.		
Remuneration last drawn	Rs. 2,70,000/- (till the date of this Notice) by way of sitting fees		
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. Suhail Nathani is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Banking, Economics, Law and Mergers & Acquisitions, appointment of Mr. Suhail Nathani 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.		

Your Board of Directors recommend passing of the Special Resolution set out in Item No. 2 of the accompanying Notice.

Item No. 3: Appointment of Mr. Pushan Mahapatra (DIN: 07307428) as a Non-Executive (Independent) Director of the Bank

The Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee (NRC), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Article of Association of the Bank, had approved the appointment of Mr. Pushan Mahapatra (DIN: 07307428) as an Additional and Non-Executive (Independent) Director of the Bank, not liable to retire by rotation, for a period of three (3) years with effect from March 10, 2026 to March 09, 2029 (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. Pushan Mahapatra as a Director of the Bank.

The Bank has received the declarations from Mr. Pushan Mahapatra 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. In the opinion of the Board, Mr. Pushan Mahapatra fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management.

Mr. Pushan Mahapatra is qualified to be appointed as a Director in terms of Section 164 of the Act, SEBI Listing Regulations and Banking Regulation Act, 1949 and has given his written consent to act as a Director of the Bank. Mr. Pushan Mahapatra has also affirmed that he is not de-barred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

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. Pushan Mahapatra has registered his name in the databank of Independent Directors maintained by the Institute of Corporate Affairs of India (ICA), Government of India and exempted from passing the online proficiency self-assessment test for Independent Director’s Databank.

Except Mr. Pushan Mahapatra 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. Pushan Mahapatra 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. Pushan Mahapatra (DIN: 07307428) as a Non-Executive (Independent) Director of the Bank, not liable to retire by rotation, to hold office for a period of three (3) years, from March 10, 2026 to March 09, 2029 (both days inclusive).

Brief profile of Mr. Pushan Mahapatra 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:

Name of Director	Mr. Pushan Mahapatra	
Director Identification Number (DIN)	07307428	
Designation/category of the Director	Independent Director	
Date of Birth/Age	December 27, 1960	65 Years
Date of the first appointment on the Board	March 10, 2026	
Number of Meetings of the Board attended during the year	01 till the date of this notice	
Qualifications	Graduation in Humanities with advanced training in Analytics from IDRBT & the University of Ghent, Belgium and underwent Leadership Development	

	Programme from the Indian School of Business Hyderabad.		
Brief Profile and Experience	Mr. Pushan Mahapatra is a career banker with an experience of over 40 years, of which, 35 years was with SBI group. Successfully managed senior leadership positions across Retail & Corporate Banking, Technology, Compliance & Audit. He was posted at SBI's Hong Kong Branch for over 4 years as Vice President (Systems & Internal Audit). Headed SBI General Insurance Co. Ltd. as the MD & CEO for nearly 5 years and is credited with scaling the performance of the company and making it one of the leading Private sector General Insurance players in India. Currently, after superannuation, with Zurich Insurance Group and serving as a Non-Executive Director with their JV Zurich Kotak General Insurance Co. (India) Ltd since June 2024. He also serves as an Independent Director on the Board of Angel One Trustee Limited.		
Expertise/ Skills in specific functional areas	Banking, Agriculture and Rural Economy, Small Scale Industries, Information Technology, Business Management and Merger & Acquisitions		
Directorships held in other companies as on date of this Notice	1) Zurich Kotak General Insurance (India) Limited 2) Angel One Trustee Limited		
Memberships / Chairmanships of Committees of other companies as on date of this Notice	Name of the Company	Committee	Members/ Chairman
	Angel One Trustee Limited	Risk Management Committee	Chairman
	Zurich Kotak General Insurance Co.	Risk Management Committee	Member
		Investment Committee	Chairman
		Policy Holders' Protection & Claims Monitoring Committee	Member
	Expenditure Approval and Banking Committee	Chairman	
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 / reappointment including Details of Remuneration sought to be paid	Mr. Pushan Mahapatra shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of		

	three (3) years, from March 10, 2026 to March 09, 2029 (both days inclusive). As an Independent Director, Mr. Pushan Mahapatra will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law and approved by the Board from time to time. Sitting fees for the Board Meeting attended by Mr. Pushan Mahapatra till the date of this notice has been paid by the Bank.
Remuneration last drawn	Rs. 1,80,000/- (till the date of this Notice) by way of sitting fees
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. Pushan Mahapatra is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Banking, Agriculture and Rural Economy, Small Scale Industries, Information Technology, Business Management and Merger & Acquisitions, appointment of Mr. Pushan Mahapatra 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.

Your Board of Directors recommend passing of the Special Resolution set out in Item No. 3 of the accompanying Notice.

Item No. 4: Appointment of Mr. Shaffiq Mansurali Dharamshi (DIN: 06925633) as a Non-Executive (Non-Independent) Director of the Bank.

Mr. Shaffiq Mansurali Dharamshi (DIN: 06925633) was the Non-Executive (Non Independent) Director of the Bank till January 12, 2023. He completed his tenure as a Director of the Bank as per the applicable RBI circular/ guidelines at the end of business hours on January 12, 2023.

Pursuant to the 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. After completing eight years on the board of a bank the person may be considered for re-appointment only after a minimum gap of three years. This will not preclude him/her from being appointed as a director in another bank subject to meeting the requirements.

As per the aforesaid guidelines, Mr. Shaffiq Mansurali Dharamshi has completed his three (3) year cooling off period on January 11, 2026 and he is eligible to be appointed again on the Board of the Bank.

Considering the contribution made by him during his tenure with the Bank and his extensive knowledge and experience in banking industry and economics, the Board of Directors of the Bank, on the recommendation of Nomination and Remuneration Committee of the Board, had appointed Mr. Shaffiq Mansurali Dharamshi (DIN: 06925633) as an Additional and Non-Executive (Non-Independent) Director of the Bank, liable to retire by rotation, with effect from February 18, 2026, subject to the approval of the Members of the Bank.

As a Non-Executive Director of the Bank, Mr. Shaffiq Mansurali Dharamshi will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law and approved by the Board from time to time.

Mr. Shaffiq Mansurali Dharamshi meets the Fit and Proper criteria as prescribed by the RBI and is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, from time to time. Mr. Shaffiq Mansurali Dharamshi has the requisite qualifications, skills, experience and expertise in specific functional areas, which are beneficial to the Bank. He has 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. Mr. Shaffiq Mansurali Dharamshi is not related to any of the Directors or Key Managerial Personnel of the Bank.

The Bank has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Shaffiq Mansurali Dharamshi as a Non-Executive (Non- Independent) Director of the Bank.

Accordingly, the approval of the Members is sought for the appointment of Mr. Shaffiq Mansurali Dharamshi as a Non-Executive (Non-Independent) Director of the Bank, liable to retire by rotation, with effect from February 18, 2026.

None of the Bank's Directors, Key Managerial Personnel, and their relatives, other than Mr. Shaffiq Mansurali Dharamshi and his relatives are concerned or interested financially or otherwise in the passing of this resolution.

A brief profile of Mr. Shaffiq Mansurali Dharamshi 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:

Name of Director	Mr. Shaffiq Mansurali Dharamshi	
Director Identification Number (DIN)	06925633	
Designation/category of the Director	Non-Executive (Non-Independent) Director	
Date of Birth/Age	September 11, 1964	61 years
Qualification	Master of Science in Economics/Analysis, Design and Management of Information Systems	
Brief profile & Experience	Mr. Shaffiq Mansurali Dharamshi holds an MSc. in Economics / Information Systems from the London School of Economics. He was a Non-Executive Director of the Bank from January 13, 2015 till January 12, 2023. He is a professional banker with over twenty years of senior management experience in the Middle East and Africa. He is Head of Banking for Aga Khan Fund for Economic Development (AKFED) and responsible for providing oversight on operations of financial institutions in the AKFED portfolio across Asia and Africa. He had also served as a Senior Vice President, Wholesale Credit Risk Management at Mashreq Bank in Dubai. Before joining Mashreq Bank, Mr. Dharamshi spent seventeen years with Citibank in a wide range of positions across different areas of the bank in Africa and the Middle East.	
Nature of Expertise in specific functional areas	Accountancy & Audit, Banking, Economics, Payment & Settlement Systems and Risk Management	
Date of first appointment on the Board	February 18, 2026	
Number of meetings of the Board attended during the year	Nil	

Directorships held in other companies as on date of this Notice	1) Diamond Trust Bank, Uganda 2) Habib Bank Limited, Pakistan 3) Diamond Trust Bank, Kenya 4) Krygyz Investment and Credit Bank (KICB) 5) Investment and Credit Bank, Tajikistan
Memberships/ Chairmanships of committees of the Boards of other companies	None
Listed entities from which the person has resigned in the past three years	None
Number of shares held in the Bank (including shareholding as a beneficial owner)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
Terms and conditions of appointment or reappointment including remuneration	Appointment as Non-Executive (Non- Independent) Director of the Bank with effect from February 18, 2026, liable to retire by rotation, Mr. Shaffiq Mansurali Dharamshi will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law and approved by the Board from time to time.
Remuneration last drawn	Nil (till the date of this Notice)

Your Board recommends passing of the resolution set out in Item No. 4 of the accompanying Notice.

Item No. 5: Amendment to the Articles of Association of the Bank

Pursuant to the Section 152(6) of the Companies Act, 2013- *“Unless the articles provide for the retirement of all Directors at every annual general meeting, not less than two-thirds of the total number of Directors of a public company shall (i) be persons whose period of office is liable to determination by retirement of Directors by rotation”. Further, at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office. For this purpose, total number of directors shall not include independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.”*

Considering the compliance requirement of aforementioned provisions of the Companies Act, 2013, the Board of Directors of the Bank in its meeting held on October 17, 2025 had approved the amendment of Articles of Association of the Bank to amend the article 140B pertaining to Special position of Whole time Director, subject to approval of Reserve Bank of India and shareholders of the Bank. Further, in this regard the Bank on November 03, 2025 had made an application to the RBI for the approval of proposed amendments in the Articles of Association.

The RBI vide, its letter dated March 16, 2026 has approved the proposal for amendment of Articles of Association of the Bank to amend the article 140B pertaining to Special position of Whole time Director. The brief details of alteration i.e., existing clause and the proposed clause (Article 140B) has been provided below:

Article 140B	Earlier Clause	Proposed
Special Position of Wholetime Director	A Wholetime Director shall not while he continues to hold that office be subject to retirement by rotation. If he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a Wholetime Director.	A Wholetime Director, while he continues to hold that office, may be made subject to liable for retirement by rotation with the approval of the Board of Directors of the Bank. If he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a Wholetime Director.

A copy of the Articles of Association of the Bank with proposed alteration would be available for inspection for the Members by writing to the Company Secretary at investorgrievance@dcbbank.com

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Bank and/ or their relatives are Key Managerial Personnel of the Bank and their relatives, are directly or indirectly, concerned or interested in the Resolution set out at Item No. 5.

**By Order of the Board of Directors
For DCB Bank Limited**

Sd/-

**Rubi Chaturvedi
Company Secretary
Membership No: (ACS 21562)**

Place: Mumbai

Date: March 18, 2026

Registered Office:

CIN: L99999MH1995PLC089008

Peninsula Business Park, 6th Floor, 601 & 602 Tower A

Senapati Bapat Marg, Lower Parel, Mumbai 400 013

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Website address: www.dcb.bank.in