

Ref. No.CO:CS:RC:2025-26:010

April 17, 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 April 4, 2025 together with the Explanatory Statement thereto, seeking approval of the Members of DCB Bank Limited (“the Bank”) in respect of the 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. Appointment of Mr. Balu Srinivasan (DIN:00397658) as a Non-Executive (Independent) Director of the Bank**
- 2. Appointment of Mr. Nadir Noorallah Bhalwani (DIN:00555534) as a Non-Executive (Non-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, April 11, 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](http://www.dcbbank.com) and on the website of the service provider viz. CDSL at [www.evotingindia.com](http://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, April 20, 2025, and shall end at 5:00 p.m. (IST) on Monday, May 19, 2025.

The results of Postal Ballot shall be declared on or before Wednesday, May 21, 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](http://www.dcbbank.com) and on the website of CDSL at [www.evotingindia.com](http://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](http://www.dcbbank.com)

**DCB Bank Limited**

CIN: L99999MH1995PLC089008

**Corporate & Registered Office:** Peninsula Business Park, 6<sup>th</sup> 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](mailto:investorgrievance@dcbbank.com) **Website:** [www.dcbbank.com](http://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, May 19, 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, May 21, 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.dcbbank.com](http://www.dcbbank.com) and on the website of CDSL at [www.evotingindia.com](http://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, May 19, 2025**.

**Special Business****Item No. 1: Appointment of Mr. Balu Srinivasan (DIN: 00397658) 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 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. Balu Srinivasan (DIN: 00397658), 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 Information Technology, Business Management, Risk Management and Human Resource to hold office for a period of three (3) years from March 07, 2025 to March 06, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** Mr. Balu Srinivasan 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. Nadir Noorallah Bhalwani (DIN: 00555534) 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 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force], 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. Nadir Noorallah Bhalwani (DIN: 00555534), who was appointed as an Additional and Non-Executive (Non- Independent) Director of the Bank with effect from March 07, 2025 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 March 07, 2025, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Nadir Noorallah Bhalwani 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 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.”

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

Sd/-

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

Place: Mumbai

Date: April 04, 2025

**Registered Office:**

CIN: L99999MH1995PLC089008

Peninsula Business Park, 6<sup>th</sup> Floor, 601 & 602 Tower A

Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Email id: [investorgrievance@dcbbank.com](mailto:investorgrievance@dcbbank.com)

Website address: [www.dcbbank.com](http://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, April 11, 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](http://www.dcbbank.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://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: [mt.helpdesk@in.mpms.mufg.com](mailto:mt.helpdesk@in.mpms.mufg.com). Request can also be sent to the Bank at [investorgrievance@dcbbank.com](mailto: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, April 11, 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. **EVSN for this Postal Ballot is 250409002.**
- 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, April 20, 2025** from 9:00 a.m. (IST) and shall ends on **Monday, May 19, 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, May 19, 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, May 21, 2025** and will also be displayed on the website of the Bank ([www.dcbbank.com](http://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, May 19, 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](mailto: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](mailto:investorgrievance@dcbbank.com) or [helpdesk.evoting@cdslindia.com](mailto: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, April 20, 2025 from 9:00 a.m. (IST)** and shall **ends on Monday, May 19, 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, April 11, 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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

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](http://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](http://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"> <li>• Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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</li> </ul>

- iv). After entering these details appropriately, click on “SUBMIT” tab.
- v). 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.
- vi). For Shareholders holding shares in physical form, the details can be used only for e- Voting on the resolutions contained in this Notice.
- vii). Click on the EVSN **250409002** for DCB Bank Limited on which you choose to vote.
- viii). On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ix). Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- x). After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation

box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xi). Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii). You can also take a print of the vote cast by clicking on “Click here to print” option on the Voting page.
- xiii). If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xiv). There is also an optional provision to upload Board Resolution (BR) /Power Of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification
- xv). **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 delinked in case of any wrong mapping.
- It is mandatory that, 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 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, through email to the Scrutinizer at [snaco2019@gmail.com](mailto:snaco2019@gmail.com) and to the Bank at [investorgrievance@dcbbank.com](mailto: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 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 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](mailto: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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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: Appointment of Mr. Balu Srinivasan (DIN: 00397658) 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. Balu Srinivasan (DIN: 00397658) 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 07, 2025 to March 06, 2028 (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. Balu Srinivasan as a Director of the Bank.

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

Mr. Balu Srinivasan is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Bank. Mr. Srinivasan 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. Balu Srinivasan has registered his name in the databank of Independent Directors maintained by the Institute of Corporate Affairs of India (IICA), Government of India and has successfully qualified the online proficiency self-assessment test for Independent Director’s Databank.

Except Mr. Balu Srinivasan 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. Srinivasan 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. Balu Srinivasan (DIN: 00397658) 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 07, 2025 to March 06, 2028 (both days inclusive).

Brief profile of Mr. Balu Srinivasan 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:

<b>Name of Director</b>	Mr. Balu Srinivasan	
<b>Director Identification Number (DIN)</b>	00397658	
<b>Designation/category of the Director</b>	Independent Director	
<b>Date of Birth/Age</b>	February 6, 1959	66 Years
<b>Date of the first appointment on the Board</b>	March 07, 2025	
<b>Number of Meetings of the Board attended during the year</b>	01 till the date of this notice	
<b>Qualifications</b>	B.E. (Hons), AICWAI	
<b>Brief Profile and Experience</b>	<p>A remarkable career spanning over three and half decades, during which he has held significant leadership roles at esteemed organizations such as Ford, TVS, Ashok Leyland, Unilever, and Pfizer. His leadership is defined by his ability to pioneer innovative business solutions with appropriate technology architecture.</p> <p>At Ford, he established the Technology Centre to provide IT, Engineering, and IT-enabled services. He also played a key role in implementing best-in-class solutions for Ford’s</p>	

	<p>operations in India and across other Asian markets. At Pfizer, Balu was responsible for setting up the IT Solution Centre to support global IT initiatives. He also played a crucial role in shaping the IT strategy for Unilever's Beverages division and Supply Chain functions in India. While at TVS, he was instrumental in transforming the IT and digital landscape, fostering the adoption of new business models, and driving growth in the Automotive Aftermarket business.</p> <p>His unique combination of Engineering expertise and Cost accounting knowledge allows him to strike a balance between innovation and fiscal responsibility and enable perfect use of technology achieve their desired outcomes. He is particularly skilled in integrating cybersecurity best practices, implementing IT security audits, and driving continuous improvement initiatives across organizations.</p> <p>Balu is well-versed in career development, coaching, and mentoring, and he is adept at bridging the gap between technology strategy and business objectives.</p>
<b>Expertise/ Skills in specific functional areas</b>	Information Technology, Business Management, Risk Management and Human Resource
<b>Directorships held in other companies as on date of this Notice</b>	None
<b>Memberships / Chairmanships of committees of other companies as on date of this Notice</b>	None
<b>Resignation from the listed entities during past 3 years</b>	None
<b>Relationship between Directors inter-se and Key Managerial Personnel of the Bank</b>	None
<b>Shareholding in the Bank including shareholding as a beneficial owner</b>	NIL
<b>Terms and Conditions of appointment / reappointment including Details of Remuneration sought to be paid</b>	Mr. Balu Srinivasan 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 07, 2025 to March 06, 2028 (both days inclusive). As an Independent Director, Mr. Srinivasan 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.
<b>Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	The Board of Directors of the Bank is of the opinion that Mr. Balu Srinivasan is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Information Technology, Business Management, Risk Management and Human Resource appointment of Mr. Srinivasan 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. 1 of the accompanying Notice.

**Item No. 2: Appointment of Mr. Nadir Noorallah Bhalwani (DIN: 00555534) as a Non-Executive (Non-Independent) Director of the Bank**

The Board of Directors of the Bank, on the recommendation of Nomination and Remuneration Committee of the Board, had appointed Mr. Nadir Noorallah Bhalwani (DIN: 00555534) as an Additional and Non-Executive (Non-Independent) Director of the Bank, liable to retire by rotation, with effect from March 07, 2025, subject to the approval of the Members of the Bank.

RBI circular on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board dated April 26, 2021, inter alia provides that *the total tenure of a Non-Executive Director, continuously or otherwise, on the board of a bank, shall not exceed eight years or 75 years of age whichever is earlier. 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.*

As a Non-Executive Director of the Bank, Mr. Bhalwani 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. Nadir Noorallah Bhalwani 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. Bhalwani 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. Nadir Noorallah Bhalwani 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. Nadir Noorallah Bhalwani as a Non-Executive (Non- Independent) Director of the Bank.

Accordingly, the approval of the Members is sought for the appointment of Mr. Nadir Noorallah Bhalwani as a Non-Executive (Non-Independent) Director of the Bank, liable to retire by rotation, with effect from March 07, 2025.

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

A brief profile of Mr. Nadir Noorallah Bhalwani 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:

<b>Name of Director</b>	Mr. Nadir Noorallah Bhalwani	
<b>Director Identification Number (DIN)</b>	00555534	
<b>Designation/category of the Director</b>	Non-Executive (Non-Independent) Director	
<b>Date of Birth/Age</b>	August 15, 1976	48 years 6 months
<b>Qualification</b>	Master of Management Studies, Bachelor of Commerce (Financial Accounting & Auditing)	
<b>Brief profile &amp; Experience</b>	Mr. Nadir Bhalwani currently serves as the Chief Information & Technology Officer at CareEdge Ratings. With over 24 years of experience at top institutions, Nadir is a Certified Information Security Auditor (CISA) from ISACA and has completed the Global CIO Certification – Executive Program from the Indian School of Business, Hyderabad. Before joining CareEdge, he was working with Entertainment Network (India) Ltd. as the Head of Information Technology & Business Process Reengineering. Awarded the Top 100 CISO India award from CISO Platform for three consecutive years starting 2014, Nadir has held leadership positions in Technology at top institutions such as CRISIL (a Standard & Poor company) and IL&FS Investsmart. A prominent speaker at various	

	forums such as Gartner Symposium, IDG, ISACA Annual Conference, he also regularly writes articles and gives his views to the print media and online technology journals. Mr. Bhalwani is a graduate from Mithibai College and a MBA from KJ Somaiya Institute of Management Studies and Research, University of Mumbai.
<b>Nature of Expertise in specific functional areas</b>	Information Technology, Human Resource and Risk Management
<b>Date of first appointment on the Board</b>	March 07, 2025
<b>Number of meetings of the Board attended during the year</b>	01 till the date of this notice
<b>Directorships held in other companies as on date of this Notice</b>	1. Aga Khan Rural Support Programme (AKRSP), India- Non-Executive Director
<b>Memberships/ Chairmanships of committees of the Boards of other companies</b>	None
<b>Listed entities from which the person has resigned in the past three years</b>	None
<b>Number of shares held in the Bank (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</b>	None
<b>Terms and conditions of appointment or reappointment including remuneration</b>	Appointment as Non-Executive (Non- Independent) Director of the Bank with effect from March 07, 2025, liable to retire by rotation, Mr. Nadir Noorallah Bhalwani 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.

Your Board recommends passing of the 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: April 04, 2025

**Registered Office:**

CIN: L99999MH1995PLC089008

Peninsula Business Park, 6<sup>th</sup> Floor, 601 & 602 Tower A

Senapati Bapat Marg, Lower Parel, Mumbai 400 013

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