

Ref. No.CO:CS:RC:2024-25:140

July 29, 2024

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 dated July 18, 2024 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. Krishnan Sridhar Seshadri (DIN:10508808) as a Director of the Bank; and**
- 2: Appointment of Mr. Krishnan Sridhar Seshadri (DIN:10508808) as Whole-time Director (Executive Director) of the Bank for a period of two (2) years, w.e.f. June 13, 2024 on the terms and conditions relating to the said appointment, including remuneration, as approved by the RBI.**

In compliance with the applicable circulars, the Postal Ballot Notice is being sent to all Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, July 26, 2024 (Cut-Off date) and who have registered their email addresses, in respect of electronic holdings, with the Depositories through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Transfer Agent of the Bank, Link Intime India Private Limited (“the RTA”). The Bank has also made arrangements for those shareholders who have not yet registered their email address to get the same registered as per the procedure given in the notice.

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

The Bank has engaged 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, July 31, 2024 and shall end at 5:00 p.m. (IST) on Thursday, August 29, 2024.

The results of Postal Ballot shall be declared on or before Saturday, August 31, 2024 along with the Scrutinizer’s Report and will be communicated to the Stock Exchanges and will be displayed on the Bank’s website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com.

Please take the above information on record.

Yours faithfully,
For DCB Bank Limited

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

DCB Bank Limited

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

DCB Bank Limited

CIN: L99999MH1995PLC089008

Corporate & Registered Office: Peninsula Business Park, 6th Floor,
Tower A, Senapati Bapat Marg, Lower Parel, Mumbai 400 013**Phone:** +91 22 6975 9000 **Fax:** +91 66589970**Email Id:** investorgrievance@dcbbank.com **Website:** www.dcbbank.com**POSTAL BALLOT NOTICE**

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

Dear Member,

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 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 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**') 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 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 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 e-Voting system to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-Voting system only. The instructions for 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 e-Voting process not later than 5:00 p.m. Indian Standard Time ('IST') on Thursday, August 29, 2024.

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 Saturday, August 31, 2024 along with the Scrutinizer's report, be displayed at the corporate office of the Bank and the registered office of the Bank, communicated to the Stock Exchanges and will also be uploaded on the Bank's website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com.

The proposed resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e. Thursday, August 29, 2024.

Special Business

Item No. 1: Appointment of Mr. Krishnan Sridhar Seshadri (DIN:10508808) as a Director of the Bank.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) read with the relevant Rules made thereunder, applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines, circulars and notifications issued by the Reserve Bank of India (the “RBI”), from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and any other applicable laws [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 pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, Mr. Krishnan Sridhar Seshadri (DIN: 10508808), who was appointed as an Additional Director of the Bank, with effect from June 13, 2024, be and is hereby appointed as a Director of the Bank, not liable to retire by rotation.

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.”

Item No. 2: Appointment of Mr. Krishnan Sridhar Seshadri (DIN:10508808) as Whole-time Director (Executive Director) of the Bank for a period of two (2) years, w.e.f. June 13, 2024 on the terms and conditions relating to the said appointment, including remuneration, as approved by the RBI.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the relevant Rules made thereunder, Section 35B and other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines, circulars and notifications issued by the Reserve Bank of India (the “RBI”), from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) 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 pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), and pursuant to the approval received from the RBI vide its letter No. DoR.GOV. No.1350/29.03.001/2024-25 dated June 3, 2024 and subject to further or such other approvals, as may be necessary from concerned authorities or bodies and subject to the conditions as may be prescribed by any of them while granting such approvals, the appointment of Mr. Krishnan Sridhar Seshadri (DIN:10508808) as Whole-time Director (Executive Director) of the Bank for a period of two (2) years, with effect from June 13, 2024 up to June 12, 2026 (both days inclusive) be and is hereby approved, upon the terms and conditions including remuneration as mentioned in the explanatory statement, which are specifically hereby approved and sanctioned, with further authority to the Board (on recommendation by the Nomination and Remuneration Committee of the Board) and subject to the approval of the RBI to alter and vary the terms and conditions of the said appointment, remuneration and / or agreement including increments and revisions and/ or any other components of the remuneration, as may be necessary from time to time during the entire tenure, including in view of any approvals and conditions as may be given / stipulated by the RBI or any other statutory authority, (including authority, from time to time to determine the amount of salary as also the type and amount of perquisites and other benefits payable to Mr. Krishnan Sridhar Seshadri), in such manner as may be decided by the Board.

RESOLVED FURTHER THAT Mr. Krishnan Sridhar Seshadri shall not be liable to retire by rotation in terms of the relevant provisions of the Act and the Articles of Association of the Bank.

RESOLVED FURTHER THAT the Board of Directors of the Bank, be and is hereby authorised to fix the actual amount of remuneration (including perquisites), payable or to be provided to Mr. Krishnan Sridhar Seshadri and vary or increase the same from time to

time, to the extent the Board may consider appropriate and as may be permitted or authorised by the RBI, on an application made by the Bank.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and are 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: July 18, 2024

Registered Office:

CIN: L99999MH1995PLC089008

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

Senapati Bapat Marg, Lower Parel, Mumbai 400 013

E-Mail id: investorgrievance@dcbbank.com

Website address: www.dcbbank.com

NOTES:

- 1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act read with Rule 22 of the Rules and SS-2, stating all material facts and the reasons for the proposals set out in the proposed resolution is annexed herewith.
- 2) In line with the extant MCA/ SEBI Circulars as applicable, the Postal Ballot Notice is being sent by electronic mode to only those Members of the Bank whose names appear on the Register of Members/ List of beneficial owners as on Friday, July 26, 2024 (**'Cut-off Date'**) maintained by the Bank/ Depository and whose email addresses are registered with the Bank / Depositories.
- 3) Members may please note that the Postal Ballot Notice will also be available on the Bank's website at www.dcbbank.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, website of Link Intime (India) Private Ltd. (**'Registrar and Transfer Agents/ RTA'**) at www.linkintime.co.in and on the website of CDSL at www.evotingindia.com.
- 4) Members who have not registered their e-mail addresses, are requested to register the same with the depository through their depository participant(s) if the shares are held in electronic form and in respect of shares held in physical form by writing to the Registrar and Share Transfer Agents, at the following address: Link Intime India Private Limited, Unit-DCB Bank Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-8108116767; Fax No.: +91-22-49186060; e-Mail: rnt.helpdesk@linkintime.co.in. Request can also be sent to the Bank at investorgrievance@dcbbank.com (for online registration, please refer point no.16).
- 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, July 26, 2024. A person who is not a shareholder on this Cut Off Date, should treat 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 e-Voting service facility arranged by CDSL. The instructions for e-Voting are provided as part of this Postal Ballot Notice. EVSN for this Postal Ballot is **240720002**.
- 7) Members desiring to exercise their vote through the e-Voting process are requested to read the instructions in the Notes under the section "General Information and Instructions relating to e-Voting" in this Postal Ballot Notice.
- 8) E- Voting period shall commence on **Wednesday, July 31, 2024** from 9:00 a.m. (IST) and shall ends on **Thursday, August 29, 2024** at 5:00 p.m. (IST). Members are requested to cast their vote through the e-Voting process during the e-Voting period but not later than 5:00 p.m.(IST) on Thursday, August 29, 2024 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 and voting shall not be allowed beyond the said date and time.
- 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 e-Voting process along with Scrutinizer report will be announced by the Chairman or any such person authorized by the Board on or before Saturday, August 31, 2024 and will also be displayed on the website of the Bank (www.dcbbank.com), besides being communicated to the Stock Exchanges and CDSL.
- 11) The resolutions, if approved by the requisite majority, shall be deemed to have been passed on Thursday, August 29, 2024 i.e., the last date specified for receipt of votes through the 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 e-Voting process. Members seeking to inspect such documents can send an email to: investorgrievance@dcbbank.com
- 13) **Process for those Shareholders whose e-mail ids are not registered with the Depositories/the Bank and for registration of e-mail ids for e-Voting for the resolutions set out in this Postal Ballot Notice:**

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

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

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

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

- a) Select the Name of the Company from dropdown: **DCB Bank Limited**
- b) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate(s) number.
- c) Enter Mobile Number and email id and click on “Continue” button
- d) System will send OTP on Mobile and Email Id.
- e) Upload self-attested copy of PAN card and Address proof viz Aadhar Card or passport along with front and back side of share certificate in case of Physical folio
- f) Enter the OTP received on Mobile and e-Mail Address;
- g) The system will then confirm the e-Mail address for limited purpose of service of the Postal Ballot Notice.
- h) After successful submission of the e-Mail address, CDSL will e-Mail a copy of the Postal Ballot Notice with remote e-Voting instruction. In case of any queries, Members may write to investorgrievance@dcbbank.com or rnt.helpdesk@linkintime.co.in or helpdesk.evoting@cdslindia.com

Procedure for registration of email id with the Bank/Depository Participants (DP):

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

E-Voting Instructions:

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

- i). The voting period begins **on Wednesday, July 31, 2024 from 9:00 a.m. (IST) and shall ends on Thursday, August 29, 2024 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, July 26, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- ii). In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed companies, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-Mail address in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token Tab). 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository 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.</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 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

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

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

Particular	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Bank/RTA or contact the Bank/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or the Bank, please enter the member id / folio number in the Dividend bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
10. Click on the EVSN **240720002** for DCB Bank Limited to cast your votes.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
18. Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Bank at the email address viz investorgrievance@dcbbank.com , if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 to resolutions set out at Item Nos. 1 and 2 of the Postal Ballot Notice

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank had approved the candidature of Mr. Mr. Krishnan Sridhar Seshadri (DIN:10508808), as Whole-time Director (“Executive Director) of the Bank in its meeting held on February 21, 2024 and had recommended the same to the Reserve Bank of India (RBI) for its approval.

Pursuant to the application made by the Bank, the RBI, vide its letter no. DoR.GOV. No.1350/29.03.001/2024-25 dated June 3, 2024 granted its approval for the appointment of Mr. Krishnan Sridhar Seshadri as a Whole-time Director (Executive Director) of the Bank for a period of two (2) years.

Pursuant thereto, the Board of Directors of Bank, at its meeting held on June 12, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Krishnan Sridhar Seshadri, as an Additional Director till the date of shareholders’ approval (to be taken within a time period of three months from the date of his appointment). In case, the shareholders appoint him as Director of the Bank, by approving and passing the resolution No. 1 pursuant to this Notice, the Board resolution to the extent it states that he will continue as Additional Director till the approval of the

shareholders shall as such come to an end with effect from the date of approval of shareholders through this postal ballot.

Pursuant to the aforesaid RBI Approval, the Board of Directors of Bank, at its meeting held on June 12, 2024, on the recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Krishnan Sridhar Seshadri as a Whole-time Director (Executive Director), for a period of 2 years effective from June 13, 2024 till June 12, 2026 (both days inclusive) and the terms and conditions relating to the said appointment, including remuneration payable to Mr. Seshadri.

Pursuant to the relevant provisions of the Articles of Association of the Bank, Mr. Krishnan Sridhar Seshadri shall not be liable to retire by rotation in terms of the provisions of Section 152 of the Act, during his tenure.

The RBI vide its letter has also approved the Fixed Pay payable to Mr. Seshadri as Whole Time Director (Executive Director) of the Bank.

Remuneration details are provided below-

- (A) For a period up to March 31, 2025 and effective June 13, 2024:
- (1) Fixed Pay (including perquisites) (as approved by the RBI):

Sr. No.	Particulars of Remuneration	Amount Per Annum (in ₹)
1	Salary (Basic)	40,63,718
2	Retiral/Superannuation benefits	6,83,017
	(a) Provident Fund (As per Bank's rules) (12% of Salary (Basic))	4,87,646
	(b) Gratuity (As per Payment of Gratuity Act)	1,95,371
3	Leave Fare Concession/ Allowance	3,38,643
4	Other fixed allowances, if any (please specify)	
	(a) Consolidated Benefit Allowance	46,94,661
	(b) Statutory Bonus	It is part of consolidated allowance.
	(c) Education Allowance	It is part of consolidated allowance.
5	Perquisites:	
(i)	House Rent Allowance (in case no residential accommodation is provided by the Bank) or Residence (fully furnished accommodation to be provided by Bank)	20,31,859
(ii)	Conveyance Allowance	-
(iii)		9,50,000

	Use of Bank's car for: (a) For official purposes (One Car. Running and maintenance on Bank account)	
(iv)	Driver(s)' salary (Reimbursement of salary, bonus, uniform, etc to two drivers restricted in aggregate to Rs. 3 Lakh p.a.)	3,00,000
(v)	Membership of Club (One Club - Cost of admission and contribution) Annexure 1 - Annual Cost of Subscription	4,20,000
(vi)	Any other perquisites (please specify) - Meal Allowance	30,000
(vii)	Insurance & Medical Benefits	
	- Medical Insurance Premium	18,275
	- Group Term Life & Critical Insurance	14,160
	- Group Personal Accident insurance	1,393
	Total Fixed including Perquisites	1,35,45,726

Annexure 1 - for perquisites without monetary ceiling

Membership of Club – Annual Cost of Subscription

(2) Variable component of Remuneration:

Mr. Krishnan Sridhar Seshadri will also be eligible for performance based Variable Pay (inclusive of cash and share-linked instruments) as may be determined by the NRC and Board of Directors and approved by the RBI as per the Compensation Policy of the Bank and in line with the RBI Guidelines on Compensation for Whole Time Directors/ Chief Executive Officers / Risk Takers and Control Function Staff, etc. issued by the RBI on November 4, 2019 (“RBI Compensation Guidelines”) and duly amended from time to time. The Variable Pay shall be subject to performance review by the Nomination and Remuneration Committee of the Board based on the criteria of evaluation as may be fixed by the NRC/ Board from time to time and as approved by Board and Reserve Bank of India.

The Board of the Bank has approved the following target Variable Pay for FY/ performance period 2024- 2025 for Mr. Krishnan Sridhar Seshadri:

Particulars	Proposed (in ₹)
	In INR
For FY/ Performance Period	FY 2024-25 (Target Variable Pay)
PART-B:	
Variable Pay:	100% of the Fixed Pay
1. Cash component	Not more than 50% of Variable Pay
• Upfront payment (with %)	50% of cash component
• Deferred payment (with %)	50% of cash component
Total cash component	50% of cash component
Vesting period (in years)	3 years
Deferral arrangement	
(i) First Year	33%
(ii) Second Year	33%

(iii) Third Year	34%
(iv)	NA
2. Non-cash Components	50% of variable compensation
(Share-linked instruments):	
(i) ESOP/ESOS/ CSAR	50% of variable compensation
(a) Number of share/ share-linked instruments	Number of options shall be based on the valuation as per Black Scholes method at the time of grant next year to be approved by NRC/ Board.
(b) Monetary value	At least 50% of Variable Pay
(c) Deferral (with %)	100%
(d) Vesting schedule details	3 years
(ii) (Any other share-linked instruments)	NA
(a) Number of share/ share-linked instruments	NA
(b) Monetary value	NA
(c) Deferral (with %)	NA
(d) Vesting schedule details	NA
(iii) Any other non-cash component (please specify) and mention its monetary value, deferral, vesting schedule, etc.	NA
Total monetary value of non-cash component(s)	At least 50% of Variable Pay
Total monetary value of Variable Pay (Cash and non-cash components)	100% of Fixed Pay
% of Cash Component in Total Variable Pay	50% of Variable Pay
% of Non-cash component in Total Variable Pay	50% of Variable Pay
% of Variable Pay to Fixed Pay and	100% of Fixed Pay
% of Variable Pay in Total Compensation (for the same FY/Performance Period)	100% of total compensation
Total Compensation (Fixed Pay + Variable Pay)	2,70,91,452 (Fixed Pay of 1,35,45,726 + Target Variable Pay of 1,35,45,726 = 2,70,91,452)

(B) For the period after March 31, 2025 and subject to the approval of the RBI as may be required:

Mr. Krishnan Sridhar Seshadri shall be entitled to:

(i) annual or other increments and/ or revisions during the rest of his tenure, to the aforesaid Fixed Pay remuneration mentioned in (A) above; and

(ii) the components of the Variable Pay (which will have an upper ceiling of such percentage of the Fixed Pay as prescribed by the RBI Compensation Guidelines, as amended from time to time), as per the policies of the Bank and as may be approved by Nomination and Remuneration Committee and the Board of Directors of the Bank and subject to the approval of the RBI or other relevant authority. It may be noted that in terms of the RBI Compensation Guidelines, currently the total Variable Pay shall be limited to a maximum of 300% of the Fixed Pay. Further the Variable Pay, as per the RBI Compensation Guidelines shall be inclusive of Cash as well as any Share-linked instruments. The reference performance period in a given year shall be from April 01 to March 31 every year.

In case of absence or inadequacy of profits in any Financial Year, the Fixed Pay and perquisites (subject to annual review from time to time) as approved by the Nomination and Remuneration Committee, the Board of Directors and the Reserve Bank of India shall be the minimum remuneration payable to Krishnan Sridhar Seshadri.

The approval of the shareholders is accordingly being sought for Mr. Krishnan Sridhar Seshadri's appointment, his remuneration and for the further authority to the Board (on recommendation by the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment, remuneration and / or agreement including increments and revisions and / or any other components of the remuneration, as may be necessary from time to time during the entire tenure, including in view of any approvals and conditions as may be given / stipulated by the RBI or any other statutory authority, (including authority, from time to time to determine the amount of salary as also the type and amount of perquisites and other benefits payable to Mr. Seshadri), in such manner as may be decided by the Board. Approval of the Members of the Bank is also being sought for the payment of remuneration up to June 12, 2026 to Mr. Krishnan Sridhar Seshadri as the Whole Time Director (Executive Director) of the Bank, as may be recommended by Nomination and Remuneration Committee and approved by the Board which shall be subject to approval of the RBI.

Mr. Krishnan Sridhar Seshadri 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. Krishnan Sridhar Seshadri 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.

The Bank has also received a notice under Section 160 of the Act from a member proposing the candidature of his appointment as a Whole Time Director (Executive Director) of the Bank.

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

None of the Bank's Directors, Key Managerial Personnel, and their relatives, other than Mr. Krishnan Sridhar Seshadri and his relatives are concerned or interested financial or otherwise in the passing of these resolutions.

Your Board recommends passing of the resolutions set out in Item Nos. 1 & 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: July 18, 2024

Registered Office:

CIN: L99999MH1995PLC089008

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

Senapati Bapat Marg, Lower Parel, Mumbai 400 013

E-Mail id: investorgrievance@dcbbank.com

Website address: www.dcbbank.com

Annexure-I

A brief profile of Mr. Krishnan Sridhar Seshadri 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:

Age	62 years
Qualification	Master's degree in Commerce (M.Com.) and Certified Associate of the Indian Institute of Bankers (CAIIB)
Brief profile	Mr. Krishnan Sridhar Seshadri was the Chief Risk Officer of the Bank since May 2017 and has over 40 years of banking experience, covering various aspects of branch banking including the role of branch manager involving origination and management of Loans and Advances, system administration, accounting and financial control, etc amongst other aspects. Prior to joining DCB Bank as Financial Controller in 2009, he was with ICICI Bank, having joined it from almost its inception, and earlier with Syndicate Bank and State Bank of India. Mr. Seshadri holds Master's degree in Commerce (M.Com.) and is a Certified Associate of the Indian Institute of Bankers (CAIIB)
Nature of Expertise in specific functional areas	Banking, Risk Management, Finance, Accountancy, Small Scale Industry, Information Technology, Business Management and Agriculture.
Date of first appointment on the Board	June 13, 2024
Number of meetings of the Board attended during the year	Not Applicable
Other Directorships	None
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	81,500 shares
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 the Whole-time Director (Executive Director) of the Bank for a period of two (2) years effective June 13, 2024, not liable to retire by rotation. Remuneration shall be as determined by the Nomination and Remuneration Committee, the Board and as approved by the RBI, from time to time. (basis the authority provided by the shareholders). Current proposed remuneration given in the explanatory statement of item no.1 & 2 of this Notice.