

DCB Bank Limited

CIN: L99999MH1995PLC089008

Corporate & Registered Office: Peninsula Business Park, 6th Floor,
Tower A, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Phone: +91 22 6618 7000 **Fax:** +91 66589970

Email Id: investorgrievance@dcbbank.com; **Website:** www.dcbbank.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 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 following special business is 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 resolution 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**') of Tuesday, January 9, 2024.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairperson of the Bank, or a person authorized by the Chairperson. The results of Postal Ballot shall be declared on or before Thursday, January 11, 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., Tuesday, January 9, 2024.

Special Business**Item No. 1:****To issue, offer and allot equity shares on a preferential basis**

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

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, 42, 62, 179(3) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**“Act”**), the Companies (Prospectus and Allotment of Securities) Rules 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, (ii) Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI (ICDR) Regulations”**), (iii) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), stock exchanges where the shares of the Bank are listed (**“Stock Exchanges”**) and / or any other statutory / regulatory authority; (iv) Section 12B of the Banking Regulation Act, 1949 (**“BR Act”**) read with the Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023 (**“RBI Master Directions”**) and Guidelines on Acquisition and Holding of Shares or Voting Rights in Banking Companies (**“RBI Guidelines”**) or any other rules / regulations / guidelines, if any, prescribed by the Reserve Bank of India (**“RBI”**), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**“SEBI Listing Regulations”**) and the listing agreement executed by the Bank with the Stock Exchanges in terms of the SEBI Listing Regulations, (vi) the Foreign Exchange Management Act, 1999 (**“FEMA”**), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (**“NDI Rules”**), the Consolidated Foreign Direct Policy, 2020 dated October 15, 2020 (**“FDI Policy”**) read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any re-enactment(s) or modification(s), thereof for the time being in force), (vii) the memorandum of association and articles of association of the Bank, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs (**“MCA”**), Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Bank (**“Board”** which term shall include any Committee which the Board may have constituted to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Bank be and is hereby accorded to create, offer, issue and allot up to 60,58,394 (Sixty Lakhs Fifty Eight Thousand Three Hundred Ninety Four Only) equity shares of the Bank, having face value of INR 10/- (Indian Rupees Ten only) each (**“Subscription Shares”**), at an issue price of INR 137/- (Indian Rupees One Hundred Thirty Seven Only) per Subscription Share (which includes a premium of INR 127/- (Rupees One Hundred Twenty Seven only per Subscription Share) for a total consideration of up to INR 83,00,00,000 (Indian Rupees Eighty Three Crores Only), for cash, to Aga Khan Fund for Economic Development S.A. (**“Proposed Allottee”**), a member of the promoter and promoter group of the Bank, by way of a preferential issue on a private placement basis (**“Preferential Issue”**) on such terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the **‘Relevant Date’** for determining the floor price for the Preferential Issue of the Subscription Shares is **Friday, December 8, 2023**. (since the relevant date falls on a weekend, the date preceding the weekend has been considered as the Relevant Date).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottee shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) The Subscription Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges, subject to receipt of necessary permissions and approvals, and shall be subject to the provisions of the memorandum of association and articles of association of the Bank;
- (ii) The Subscription Shares allotted to the Proposed Allottee shall rank *pari passu* with the existing equity shares of the Bank in all respects (including with respect to dividend and voting rights);

- (iii) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and any other applicable law for the time being in force; and
- (iv) The Subscription Shares shall be allotted within the timeline prescribed under Regulation 170 of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the provisions of the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve the terms and conditions of the issuance of the Subscription Shares to the Proposed Allottee and to vary, modify or alter any of the terms and conditions, including size / price of the issue, as it may, in its sole and absolute discretion, deem fit and expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the Stock Exchanges as appropriate including but not limited to filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI (ICDR) Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of 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: December 8, 2023
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 Circulars, the Postal Ballot Notice is being sent by electronic means to only those Members of the Bank whose names appear on the Register of Members/ List of beneficial owners as on **Friday, December 1, 2023** ('Cut-off Date') maintained by the Bank/ depository and whose email ids are registered with the Bank / depository.
- 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- 22-49186270; Fax No.: +91- 22-49186060; e-Mail: mt.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, December 1, 2023. 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 **231205002**.
- 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 at 9:00 a.m. (IST) on Monday, December 11, 2023 and shall end at 5:00 p.m. (IST) on Tuesday, January 9, 2024. 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 Tuesday, January 9, 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 Thursday, January 11, 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 Tuesday, January 9, 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 09.00 a.m. (IST). on Monday, December 11, 2023 and ends at 05.00 p. m.(IST) on, Tuesday, January 9, 2024.** During this period Shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 1, 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- ii). In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by listed companies, individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

	redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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
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PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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 **231205002** 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 1800 22 55 33 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 1800 22 55 33 .]

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

We intend to build the Bank in a safe and stable manner with strong fundamentals. To support such growth aspirations, the Bank would like to enhance its capital adequacy and be adequately prepared to participate in future business opportunities. It is therefore proposed to raise additional equity capital aggregating up to INR 83,00,00,000 (Indian Rupees Eighty Three Crores Only) (rounded off) by way of the Preferential Issue (*defined below*) to the Proposed Allottee (*defined below*), an existing promoter of the Bank and who has expressed its interest to invest up to USD 10 million (equivalent INR at prevailing exchange rate) by subscribing to additional equity shares of the Bank, in compliance with applicable laws and regulations. The purpose is to further strengthen the Bank's capital position and support its growth plans, subject to receipt of necessary approvals from the Reserve Bank of India (RBI), shareholders of the Bank ('**Members**') and the stock exchanges where the equity shares of the Bank are listed (i.e., BSE Limited and the National Stock Exchange of India Limited) ("**Stock Exchanges**"), and other statutory and regulatory approvals, as applicable.

The details in this regard as required in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('**SEBI (ICDR) Regulations**') and the Companies Act, 2013, as amended ('**Companies Act**') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

I. Particulars of the offer, including the material terms, kind of securities offered, price at which the securities are being offered and the amount which the Bank intends to raise by way of such securities

The Board, at its meeting held on December 8, 2023 had, subject to the approval of the Members and such other regulatory approvals including RBI as may be required, considered and approved the proposal for issuance and allotment of up to 60,58,394 (Sixty Lakhs Fifty Eight Thousand Three Hundred Ninety Four Only) equity shares, having face value of INR 10/- each ("**Subscription Shares**") to Aga Khan Fund for Economic Development S.A., one of the promoters of the Bank ("**Proposed Allottee**") at an issue price of INR 137/- (Indian Rupees One Hundred Thirty Seven Only) per Subscription Share (which includes a premium of INR 127/- (Indian Rupees One Hundred Twenty Seven only per Subscription Share), for a total consideration of up to INR 83,00,00,000 (Indian Rupees Eighty Three Crores Only), by way of a preferential allotment on a private placement basis in accordance with the provisions of Section 62 read with Sections 23 and 42 of the Companies Act, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Chapter V of the SEBI (ICDR) Regulations ("**Preferential Issue**").

The consideration for the Subscription Shares shall be payable at the time of subscription of the Subscription Shares. The Subscription Shares shall rank *pari-passu* with the existing equity shares of the Bank in all respects.

II. Purpose / object of the Preferential Issue

Our country is well positioned economically, there will be multiple opportunities for growth going forward in our growing economy. At the same time, as described earlier, our Bank has laid strong foundations, and is in a position to participate in the growth of our country. The object of the Preferential Issue is to strengthen the capital adequacy of the Bank and be adequately prepared for future business opportunities of our economy. The proceeds of the Preferential Issue will be primarily used to meet the growing business needs of the Bank, including long term capital requirements for pursuing growth plans, and for general corporate purposes.

III. Maximum number of specified securities to be issued

The resolution set out in this Notice authorizes the Board to issue up to 60,58,394 (Sixty Lakhs Fifty Eight Thousand Three Hundred Ninety Four Only) equity shares of the Bank (*Subscription Shares*) at an issue price of INR 137/- (Indian Rupees One Hundred Thirty Seven Only) per Subscription Share (i.e., face value of INR 10/- and premium of INR 127/- per Subscription Share) to the Proposed Allottee by way of a Preferential Issue.

IV. Intention of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Bank to subscribe to the Preferential Issue

The Proposed Allottee is an existing promoter of the Bank who has expressed its interest to invest up to USD 10 million (equivalent INR at prevailing exchange rate) by subscribing to additional equity shares of the Bank, in compliance with applicable laws and regulations. The purpose is to further strengthen the Bank's capital position and support its growth plans.

Apart from above, none of the Directors, Key Managerial Personnel or Senior Management of the Bank including their relatives intend to subscribe to any shares pursuant to this Preferential Issue.

V. Shareholding Pattern of the Bank before and after the Preferential Issue

The pre-issue and post-issue shareholding pattern of the Bank (considering full allotment of equity shares issued on preferential basis) is given below:

S. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual	0	0	0	0
	Bodies corporate	2450182	0.79	2450182	0.77
	Sub-total	2450182	0.79	2450182	0.77
2	Foreign promoters	43750052	14.02	49808446	15.66
	Sub-total (A)	46200234	14.81	52258628	16.43
B	Non-promoters' holding				
1	Institutional investors	149345781	47.85	149345781	46.94
2	Non-institution				0.00
	Private corporate bodies	18505671	5.93	18505671	5.82
	Directors and relatives	2601550	0.83	2601550	0.82
	Indian public	88386550	28.32	88386550	27.78
	others (including NRIs)	7038353	2.26	7038353	2.21
	Sub-total (B)	265877905	85.19	265877905	83.57
	Grand Total	312078139	100.00	318136533	100.00

Notes:

- The above pre-issue shareholding structure is as on the Ben-Pos dated Friday, December 1, 2023, being the latest practicable date prior to the approval of Board of Directors of the Bank and issuance of notice to the Members of the Bank.
- The post-issue shareholding structure excludes potential dilutions on account of allotment of equity shares due to any corporate action in the interim, including exercise of stock options granted under ESOP Scheme of the Bank, and consequently the post-issue shareholding percentage of the Proposed Allottee mentioned above may also stand altered.
- Potential Dilution of existing non promoter shareholders position (Post Issued Paid Capital of the Bank) due to this Preferential Issue would be less than 2%.

VI. Time frame within which the Preferential Issue shall be completed

In terms of the SEBI (ICDR) Regulations, the proposed Preferential Issue to the Proposed Allottee pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1.

Provided that where the allotment to the Proposed Allottee is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

VII. The identity of the natural person(s) who is/are ultimate beneficial owners of the equity shares proposed to be allotted and /or who ultimately control the Proposed Allottee is as follows:

Name of the Proposed Allottee	Details of ultimate beneficial owners
Aga Khan Fund for Economic Development S.A.	His Highness Karim Aga Khan also known as Shah Karim Al-Hussaini Aga Khan Holder of the office of the Imam-of-the-Time (Hazar Imam) of the Shia Imami Ismaili Muslims, Forty-Ninth Hereditary Imam Embodying the Ismaili Imamate - A national of the United Kingdom.

VIII. The percentage of post Preferential Issue capital that may be held by Proposed Allottee in the Bank consequent to the Preferential Issue

Name of the Proposed Allottee	Category	Pre issue Shareholding Structure		No. of equity shares to be allotted	Post issue Shareholding Structure	
		Number	% of shares		Number	% of shares
Aga Khan Fund for Economic Development S.A.	Promoter	4,37,50,052	14.02	60,58,394	4,98,08,446	15.66

As a result of the Preferential Issue, there will be no change in the control or management of the Bank. However, voting rights will change in tandem with the shareholding pattern.

The voting rights of the Proposed Allottee will be compliant with Section 12(2) of the Banking Regulation Act, 1949 and Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023.

Potential Dilution of existing non promoter shareholders position (Post Issued Paid Capital of the Bank) due to this Preferential Issue would be less than 2%.

IX. Class or classes of persons to whom the allotment is proposed to be made and the current and post allotment status of the Proposed Allottee

The Preferential Issue, if approved, is proposed to be made to Aga Khan Fund for Economic Development S.A, which is a foreign registered entity and an existing promoter of the Bank. The status of the Proposed Allottee would remain the same post the proposed Preferential Issue.

X. Basis on which the price (including premium) has been arrived

The equity shares of the Bank are listed on BSE Limited and National Stock Exchange of India and are frequently traded in accordance with the SEBI (ICDR) Regulations. National Stock Exchange of India Limited (“NSE”), being the stock exchange with highest trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

The Subscription Shares will be issued at a price of INR 137/- per Subscription Share, which is not less than the higher of the following as determined as per the provisions of the SEBI (ICDR) Regulations:

- (a) INR 119.20 being the 90 trading days volume weighted average price of the Bank's equity shares quoted on NSE preceding the Relevant Date;
- (b) INR 117.08 being the 10 trading days volume weighted average price of the Banks's equity shares quoted on NSE preceding the Relevant Date;

Further, there is no requirement to procure a valuation report from a registered valuer as (a) the shares of the Bank are frequently traded, and (b) the Preferential Issue would not result in any change of control of the Bank and / or change in more than 5% of the post-issue fully diluted share capital of the Bank.

The price per Subscription Share for the Preferential Issue has been arrived at in accordance with the terms of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations. Further, the Articles of Association of the Bank does not provide any method of determination of the price for a preferential issue.

XI. Relevant Date and issue price/ price band

The Relevant Date for determining the price of equity shares for the purpose of the Preferential Issue in accordance with the SEBI (ICDR) Regulations, would be Friday, December 8, 2023, i.e., the date 30 days prior to the date on which the resolution is deemed to be passed i.e., Tuesday, January 9, 2024, being the last date for e-Voting (since the relevant date falls on a weekend, the date preceding the weekend has been considered as the relevant date). The Subscription Shares are proposed to be issued at a fixed issue price of INR 137/- (Indian Rupees One Hundred Thirty Seven Only) per Subscription Share (i.e., face value of INR 10/- and premium of INR 127/- per Subscription Share) which is not less than the price as determined on the Relevant Date as per the provisions of the SEBI (ICDR) Regulations.

The above issue price per Subscription Share is in compliance with the provisions under Regulation 164 of Chapter V of SEBI (ICDR) Regulations. The issue price of the Subscription Shares is not less than the higher of the price determined under (a) and (b) as stated above under paragraph X above.

XII. Lock-in Period

The Subscription Shares shall be subject to lock-in for such period(s), as may be applicable, in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations and any other applicable law for the time being in force.

Further, the entire pre-Preferential Issue shareholding of the Proposed Allottee, shall be locked-in from Relevant Date up to a period of 90 trading days from the date of trading approval of the proposed Preferential Issue, as per the SEBI (ICDR) Regulations.

XIII. Re-computation of issue price

Since the Bank's equity shares are frequently traded and have been listed on a recognised Stock Exchange for more than 90 trading days prior to the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of SEBI (ICDR) Regulations governing re-computation of price are not applicable.

XIV. Principal terms of assets charged as securities

Not applicable.

XV. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case as the Preferential Issue is being made only for consideration in cash.

XVI. Report of a registered valuer

Not applicable

XVII. Certificate from practicing company secretary

A copy of the certificate from Mr. S N Viswanathan (ACS 61955 & COP 24335) of S N Ananthasubramanian & Co., practicing company secretary, certifying that the proposed Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, as applicable, is made available on the website of the Bank at <https://www.dcbbank.com/upload/pdf/PCS-Certificate-In-Principle-approval-Final.pdf> to facilitate online inspection by the Members of the Bank.

XVIII. Other Disclosures:

- (a) The Proposed Allottee has not sold or transferred equity shares of the Bank during the 90 trading days preceding the Relevant Date.
- (b) Issue of the equity shares pursuant to the Preferential Issue would be within the authorized share capital of the Bank.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Postal Ballot Notice, the Bank has not made any other issue or allotment of securities on preferential basis during the financial year 2022-2023.
- (d) The Bank has obtained the Permanent Account Number of the Proposed Allottee.
- (e) The Bank is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Bank are listed and the SEBI Listing Regulations, as amended. The Bank is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- (f) Neither the Bank nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the RBI. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable.
- (g) Neither the Bank nor any of its directors and/ or promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- (h) The requirement of obtaining a valuation report from a registered valuer as prescribed under Regulation 163(3) of SEBI (ICDR) Regulations is not applicable for the present Preferential Issue.
- (i) The Bank does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
- (j) The Bank will make an application to the Stock Exchanges seeking its in-principle approval for the issuance of equity shares to the Proposed Allottee, as on the date of sending this Postal Ballot Notice.
- (k) In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- (l) The Bank shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI (ICDR) Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated under the SEBI (ICDR) Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- (m) All equity shares currently held by the Proposed Allottee in the Bank are in dematerialised form.

The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

None of the Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This Postal Ballot Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India.

Nothing in this Postal Ballot Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board recommends passing of the Special Resolution as set out in Item No. 1 of this Notice.

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

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

Place: Mumbai
Date: December 8, 2023
Registered Office:
CIN: L99999MH1995PLC089008
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