

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]

Dear Member,

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021 and General Circular 20/2021 dated December 8, 2021 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the **special resolutions** appended below are proposed for approval of the Shareholders of the Bank by means of Postal Ballot, only by way of Remote E-Voting process ("e-Voting"):

- (i) Appointment of Mr. Tarun Balram (DIN: 02445298) as Independent Director.**
- (ii) Appointment of Mr. Thiyagarajan Kumar (DIN: 00735914) as Independent Director.**

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts in connection with resolution(s) mentioned in this Postal Ballot is annexed hereto for your consideration.

The Bank has, in compliance with Rule 22(5) of the The Companies (Management and Administration) Rules, 2014 (the Rules) 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 Postal Ballot and e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Accordingly, the Bank is pleased to offer a remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders 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 (the "Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through

the e-Voting process not later than 5:00 p.m.(IST) on Tuesday, March 22, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

Upon completion of the e-Voting process, the Scrutinizer will submit his/her report to the person authorized by the Board of Directors. The results of voting conducted through Postal Ballot (through Remote e-Voting process) along with the Scrutinizer's Report shall be announced on or before Thursday, March 24, 2022 and shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges") and Central Depository Services (India) Limited ("CDSL"), and will also be displayed on the Bank's website: www.dcbbank.com.

SPECIAL BUSINESS:**Resolution No. 1: Appointment of Mr. Tarun Balram (DIN: 02445298) as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Section 10 A(2A) of the Banking Regulation Act, 1949 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Tarun Balram (DIN: 02445298), who was appointed as an Additional Independent Director of the Bank with effect from January 24, 2022 by the Board of Directors, in respect of whom the Bank has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director and Mr Tarun Balram having submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and the veracity of which has been assessed by the Board, be and is hereby appointed as an Independent Director of the Bank, for a continuous period of five years commencing from January 24, 2022 up to January 23, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Tarun Balram shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in capacity of an Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Resolution No. 2: Appointment of Mr. Thiyagarajan Kumar (DIN:00735914) as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of

Directors) Rules, 2014, as amended from time to time, Section 10 A(2A) of the Banking Regulation Act, 1949 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Thiyagarajan Kumar (DIN:00735914) who was appointed as an additional Independent Director of the Bank on February 9, 2022 by the Board of Directors with effect from February 10, 2022, in respect of whom the Bank has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director and Mr. Thiyagarajan Kumar having submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and the veracity of which has been assessed by the Board, be and is hereby appointed as an Independent Director of the Bank, for a continuous period of five years commencing from February 10, 2022 up to February 09, 2027, not liable to retire by rotation."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Thiyagarajan Kumar shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in capacity of an Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Rubi Chaturvedi
Company Secretary
Membership No: (ACS 21562)

Place: Mumbai
Date: February 9, 2022
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 Act, stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 2 is annexed herewith.
- 2) The Postal Ballot Notice is being sent by electronic means to those Shareholders of the Bank whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, February 11, 2022** ("Cut-off Date") maintained by Bank/Depositories.

- 3) In line with the extant MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-Mail addresses are registered with the Bank/Depositories.
- 4) 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 Central Depository Services (India) Limited at www.evotingindia.com.
- 5) Members who have not registered their e-Mail address, 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 Bank's Registrar and Share Transfer Agents, 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: 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).
- 6) Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
- 7) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Bank as on the Cut-Off Date.
- 8) 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 Shareholders as on Friday, February 11, 2022. A person who is not a shareholder on this Cut Off Date, should treat this Notice for information purpose only.
- 9) 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 Obligations and Disclosure Requirements) Regulations, 2015, the Bank has provided the facility to the Shareholders to exercise their votes electronically and vote on the resolutions through the e-Voting service facility arranged by Central Depository Services (India) Limited (CDSL). The instructions for e-Voting are provided as part of this Postal Ballot Notice.
- 10) Shareholders desiring to exercise their vote through the Remote 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.
- 11) Remote e-Voting period shall commence at 9:00 a.m. (IST) on Monday, February 21, 2022 and shall end at 5:00 p.m.(IST) on Tuesday, March 22, 2022. Shareholders 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, March 22, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
- 12) 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 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.

- 13) The Scrutinizer will submit his report to the MD & CEO or such other person authorised by the Board of Directors 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 MD & CEO or any such person authorized by the Board on or before Thursday, March 24, 2022 and will also be displayed on the website of the Bank (www.dccb.com), besides being communicated to the Stock Exchanges and CDSL.
- 14) The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, March 22, 2022 i.e. the last date specified for receipt of votes through the e-Voting process in the Postal Ballot.
- 15) 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@dccb.com
- 16) **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 on or before 5.00 p.m. (IST) on Tuesday, March 15, 2022:

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@dccb.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 servicing 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 February 21, 2022 and ends at 05.00 p. m.(IST) on, Tuesday March 22, 2022.** 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, February 11, 2022 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</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 redirected 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</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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>

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.: 1800 1020 990 and 1800 22 44 30
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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	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field 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 for the relevant <Company Name> on which you choose to vote.
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. **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](http://www.evotingindia.com) and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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/DEPOSITORYES:

1. For Physical Shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting 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 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Appointment of Mr. Tarun Balram (DIN: 02445298) and Mr. Thiyagarajan Kumar (DIN: 00735914) as Independent Directors

- a. Based on recommendation of the Nomination and Remuneration Committee (NRC), subject to approval of the Members the Board of Directors at its meetings held on January 24, 2022 and February 09, 2022, (w.e.f. February 10, 2022) appointed Mr. Tarun Balram (DIN:02445298) and Mr. Thiyagarajan Kumar (DIN:00735914) respectively, as Additional Independent Directors of the Bank, for a term of up to five years from the respective dates of their appointments.
- b. As per Regulation 17 (IC) of SEBI (LODR) Regulations, 2015, the Shareholders of the Bank are required to approve their appointment on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.
- c. Accordingly, the Board of Directors at the Board Meeting held on February 09, 2022 has decided to conduct a Postal Ballot and seek Members' approval by way of Special Resolution(s).
- d. Mr. Tarun Balram and Mr. Thiyagarajan Kumar have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and are not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and are eligible to be appointed as Directors in terms of Section 164 of the Act.
- e. Mr. Tarun Balram and Mr. Thiyagarajan Kumar have registered themselves on the Independent Directors databank and their registrations are valid as on date and have also passed / been exempted from Proficiency test conducted by IICA.
- f. They have also given their consent to act as Independent Director (s).
- g. In the opinion of the Board, Mr. Tarun Balram and Mr. Thiyagarajan Kumar are persons of integrity, and possess relevant expertise / experience / skills and fulfil the conditions specified in the Act, SEBI Listing Regulations and Banking Regulation Act, 1949 for appointment as Independent Directors.
- h. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Tarun Balram and Mr. Thiyagarajan Kumar have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Given their experience, the Board considers it desirable and in the interest of the Bank to have Mr. Tarun Balram and Mr. Thiyagarajan Kumar on the Board of the Bank and accordingly recommends the appointment of Mr. Tarun Balram and Mr. Thiyagarajan Kumar as Independent Directors as proposed in the Resolutions set out at Item No. 1 and 2 for approval by the Members.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection. Please refer to Note 15 given in the Postal Ballot Notice on inspection of documents.

Except for Mr. Tarun Balram and Mr. Thiyagarajan Kumar and/or their relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution(s).

Annexure I to the Notice

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

(Pursuant to the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings)

Name of Director	Mr. Tarun Balram	Mr. Thiyagarajan Kumar
Director Identification Number (DIN)	02445298	00735914
Designation/category of the Director	Independent Director	Independent Director
Age	55 years	59 years
Date of the first appointment on the Board	January 24, 2022	February 10, 2022
Qualifications	B.Com, Master in Business Economics and Master in Business Management,	B Com., ACA, ACMA, PGDMA (ICAI)
Profile, Experience and Expertise in specific functional areas	He is a senior banker with almost 30 years of experience with HSBC in the Corporate and Institutional banking domain. He has expertise in Banking, Finance, Payment & Settlement Systems, Human Resources, Risk Management, and Business Management.	He is a Business Leader with over 36 years of experience with Hindustan Lever/ Unilever, Times Group, in the Finance, Commercial, Governance, Audit / Assurance functions. He has expertise in Accountancy & Audit, Banking, Finance, Human Resources, Risk Management, Business Management, Economics
Directorships held in other companies (excluding foreign companies) as on date of this Postal Ballot Notice	None	Sakthi Kumaran Charitable Foundation - Director
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Postal Ballot Notice	None	None
Resignation from the listed entities during past 3 years	None	None
Inter-se relationship with other Directors and Key Managerial Personnel	No	No
Shareholding in the Bank including shareholding as a beneficial owner	Nil	Nil

Skills and capabilities required for the role and manner of meeting those requirements	Skills are required as specified by the Reserve Bank of India. He meets most of them as Banking, Finance, Payment & Settlement Systems, Human Resources, Risk Management, Business Management.	Skills are required as specified by the Reserve Bank of India. He meets most of them as Accountancy & Audit , Banking, Finance, Human Resources, Risk Management, Business Management, Economics
Terms and Conditions of appointment / re-appointment	Appointment as a Non-Executive, Independent Director. For the detailed terms and conditions of appointment of Independent Director, please refer Bank's website: www.dcbbank.com	Appointment as a Non-Executive, Independent Director. For the detailed terms and conditions of appointment of Independent Director, please refer Bank's website: www.dcbbank.com
Details of Remuneration sought to be paid	He shall be paid remuneration in capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings	He shall be paid remuneration in capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings