

DCB BANK

DCB Bank Limited

(CIN:L99999MH1995PLC089008)

Corporate & Registered Office: 6th floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Tel: +91 22 66187000 Fax: +91 22 66589970 Website: www.dcbbank.com

NOTICE OF POSTAL BALLOT

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

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) including any statutory modification or re-enactment thereof for the time being in force, for seeking the consent of the Members of DCB Bank Limited (the “**Bank**”) to pass the following Special Resolutions by way of Postal Ballot for (1) Issue of Equity Shares to Qualified Institutional Buyers, through a Qualified Institutions Placement, for an amount not exceeding Rs. 400 crores and (2) Change in place of keeping and inspection of registers, returns etc., other than at the Registered Office of the Bank.

The proposed Special Resolutions and Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, stating the material facts and the reasons thereof are appended herewith. Said Resolutions and Explanatory Statements thereto along with the Postal Ballot Form is being sent herewith for consideration by the Members.

The Board of Directors of the Bank has appointed Ms. Aparna Gadgil (C.P. No.8430 Membership No.ACS 14713) failing her Ms Malati Kumar (C.P.No.10980 Membership No.ACS15508), of M/s. S. N. Ananthasubramanian & Co. (C.P.No.1774) Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Bank is pleased to provide electronic voting (“**E-voting/Remote Evoting**”) facility as an alternative, to its Members to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Form.

The Bank has engaged Central Depository Services (India) Limited (“**CDSL**”) to provide the Remote E-voting facilities to the Members. E-voting is optional for shareholders. Detailed instructions regarding Remote E-voting are given in the 'Notes' to this notice.

The Scrutinizer will submit his report to the Chairman or any other Director / Officer of the Bank as authorized by the Board of Directors, after completion of the scrutiny of physical Postal Ballot Papers / e-voting but not later than two days from the date of conclusion of the postal ballot process, and the result of the Postal Ballot will be announced at 5.00 p.m. (IST) on Monday, April 17, 2017 at the Corporate Office of the Bank at 6thFloor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India and shall thereafter be published in newspapers. The result of the Postal Ballot along-with the Scrutinizer's Report shall be communicated to the Stock Exchange(s) where the Equity Shares of the Bank are listed and shall also be displayed at the Registered Office of the Bank and hosted on the Bank's website: www.dcbbank.com.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Bank for receipt of duly completed postal ballot forms or e-voting i.e. Saturday, April 15, 2017.

Members are requested to consider the following and, if deemed fit, to pass the following resolutions as special resolution:

AGENDA ITEM NO.1

Issue of Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement:

To consider, and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to sections 42 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force (“the **Act**”), the applicable provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) read with the Listing Agreement entered into by the Bank with the stock exchanges (“**Listing Agreement**”), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended from time to time and in accordance with applicable rules, regulations, guidelines, circulars and clarifications issued by Government of India (“**GOI**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities and subject to (a) any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force), (b) the enabling provisions of the Bank’s Memorandum and Articles of Association, (c) any approval, consent, permission or sanction of SEBI and/or RBI and/ or Ministry of Finance (Department of Economic Affairs), as applicable or relevant Ministry approving foreign investment, as applicable and required, approvals, consents, permissions or sanctions of other concerned authorities, within or outside India, and (d) such terms, conditions and modifications as may be prescribed by any of them while granting such approvals, consent, permissions or sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as “the **Board**” which term shall include any Committee constituted by the Board), consent of the Bank be and is hereby granted to the Board to create, offer, issue and allot in one or more tranches by way of a qualified institutions placement under Chapter VIII of ICDR Regulations, such number of Equity Shares to Qualified Institutional Buyers as defined under Chapter VIII of ICDR Regulations, whether they be holders of the shares of the Bank or not (collectively called “the **Investors**”) as may be decided by the Board in their discretion and permitted under the applicable laws and regulations, for an aggregate amount not exceeding Rs.400 crores (Rupees Four Hundred Crores only), inclusive of such premium as may be fixed on the Equity Shares at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions, as may be deemed appropriate by the Board at its absolute discretion considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/ or other advisor(s) as the Board may in its absolute discretion deem fit or appropriate in accordance with all applicable laws, rules and regulations for the time being in force in this regard (the “**Issue**”);

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted in pursuance of this Resolution shall be subject to the provisions of the Bank’s Memorandum and Articles of Association and the same shall rank *pari passu* with the existing equity shares of the Bank;

RESOLVED FURTHER THAT the Equity Shares to be issued shall be listed with the stock exchanges, where the existing equity shares of the Bank are listed;

RESOLVED FURTHER THAT the relevant date for determination of price of Equity Shares to be issued by way of the proposed issues shall be the date of the meeting at which the Board decides to open the proposed issue of Equity Shares, or such other date as may be permitted under ICDR Regulations from time to time;

RESOLVED FURTHER THAT the pricing shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the ICDR Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said ICDR Regulations;

RESOLVED FURTHER THAT the allotment of Equity Shares shall be completed within 12 months from the date of this Resolution approving the proposed issue or such other time as may be permitted under ICDR Regulations from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board or its appointed delegates/committees be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the draft as well as the final offer document(s), determining the form, proportion and manner of the issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, premium/discount amount on issue, if any, execution of various transaction documents, fixing record date, listings on one or more Stock Exchanges in India, appointing intermediaries, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue offer documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Bank as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the Issue, offer or allotment of Equity Shares and utilization of the Issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

AND RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the officials of the Bank, in such manners as the Board may in its absolute discretion deem fit.”

Agenda Item No. 2

Change in place of keeping and inspection of registers, returns etc.,

To consider, and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT with the relocation of the office of Link Intime (India) Private Limited, Registrar and Transfer Agent of the Bank (RTA) from C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai-400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, with effect from 25th February 2017, approval of members be and is hereby given to place the Registers and Returns as maintained by the Bank under Section 88 of the Companies Act, 2013 read with Rule 5(2) of Companies (Management and Administration) Rules, 2014, at the new office of Link Intime (India) Private Limited.”

Place: Mumbai
Date: March 7, 2017

By Order of the Board of Directors
DCB Bank Limited

Registered Office:
Peninsula Business Park,
6th floor, 601 & 602, Tower A,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.
Website: www.dcbbank.com
E-mail: investorgrievance@dcbbank.com
CIN:L99999MH1995PLC089008

H. V. Barve
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolutions is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form shall be hosted on Bank's website: www.dcbbank.com, as well as on e-voting website of CDSL: www.evotingindia.com
3. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Bank between 10.00 a.m. (IST) and 3.00 p.m. (IST) on all working days of the Bank from the date hereof up to Saturday, April 15, 2017.
4. The Postal Ballot Notice is being sent in electronic form to those Members whose email address is registered with their Depository Participant (in case of electronic shares holding) or with the Bank's

Registrar and Share Transfer Agents (in case of physical shareholding). Further, in case of those Members whose e-mail address is not registered, as previously mentioned, physical copy of the Postal Ballot Notice and the Postal Ballot Form are being sent, in accordance with the relevant provisions of the Companies Act, 2013 and the Rules made thereunder.

5. Members, who wish to avail physical copies of the Postal Ballot Notice / Form, will be provided the same upon request.
6. The Members voting in physical mode are requested to exercise their voting rights by using the attached Postal Ballot Form only, to be sent to the Scrutinizer in the attached pre-paid Business Reply Envelopes. No other form or photocopy of the form is permitted. Envelopes containing Postal Ballot Form deposited in person or sent by courier at the expense of the Members will also be accepted.
7. Duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on Saturday, April 15, 2017. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
8. Any Member who has not received the Postal Ballot Form may write to the Bank / Registrar & Share Transfer Agents (RTA) of the Bank viz Link Intime India Pvt. Ltd., C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, for obtaining a duplicate Form.
9. A Member can opt for only one mode of voting i.e. either through Remote E-voting or by Postal Ballot Form. If a Member casts votes by both the modes, then voting done through Remote E-voting shall prevail and Postal Ballot Form in physical shall be treated as invalid.
10. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners maintained by the Depositories as on Friday, March 3, 2017 (cut-off date). Voting rights in this regard shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date. A person, who is not a Member as on the cut-off date, should treat this Notice for information purposes only.

11. INSTRUCTION FOR REMOTE E-VOTING:

The Bank is pleased to offer Remote E-voting facility for its Members to enable them to cast their votes electronically.

The procedure and instructions for the same are as follows:

- I. The Remote E-voting period begins on Friday, March 17, 2017 at 9.00 a.m. (IST) and ends on Saturday, April 15, 2017 at 05.00 p. m (IST). During this period, Members of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, March 3, 2017, may cast their votes electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00p.m. (IST) on Saturday, April 15, 2017.
- II. The Members should log on to the Remote E-voting website: www.evotingindia.com.
- III. Click on the tab 'Shareholders/Members'.
- IV. 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. Members holding shares in Physical Form should enter Folio Number registered with the Bank
- V. Next, enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password should be used.
- VII. If you are a first time user follow the steps given below:

For member holding share in Demat Form / Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number, printed on Postal Ballot, in the PAN Field.
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. # There are 2 fields provided, Any one detail to be entered. 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 (iv),

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Remote 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.
- X. For Members holding shares in physical form, the details can be used only for Remote E-voting on the resolutions contained in this Notice.
- XI. Click on the Electronic Voting Sequence Number (EVSN) of "DCB Bank Limited".
- XII. 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.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Note for Non – Individual Shareholders and Custodians.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.
- XIX. In case you have any queries or issues regarding Remote E-voting, you may contact Mr. Rakesh Dalvi, Dy. Manager, CDSL, or Helpdesk: 18002005533 or refer the Frequently Asked Questions (FAQs) and Remote E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated Tuesday, March 7, 2017.

Item No.1

Issue of Equity Shares to Qualified Institutional Buyers through a Qualified Institutions Placement

The Special Resolution proposed in the Notice relates to the proposed issue of Equity Shares as defined in the text of the Special Resolution thereat to Qualified Institutional Buyers as defined under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") for an amount not exceeding Rs.400 crores (Rupees Four Hundred Crores only), through a Qualified Institutions Placement.

The Bank proposes to grow secured retail assets (e.g. housing loans), Micro SME, SME, mid corporate, agriculture and microfinance businesses. The risk weighted assets of the Bank are expected to rise with increase in the business level. In this backdrop, the Bank proposes to shore up its capital base through issue of Equity Shares. Assuming maintenance of conservative ratio of 11% capital adequacy on incremental assets, the

proceeds of the issue of Equity Shares would enable the Bank to add approximately Rs.3,600 crores of risk weighted assets.

The proposed issuance of Equity Shares in terms of the Special Resolution in the Notice will be in conformity with the provisions of all applicable laws.

The detailed terms and conditions for the issuance of the Equity Shares as and when made will be determined by the Board in consultation with the Merchant Bankers, Lead Managers, Advisors and such other authorities as may require to be considered by the Bank, considering the prevailing market conditions and other relevant factors. The Special Resolution seeks to give the Board powers to issue Equity Shares in one or more tranches at such time or times, at such price or prices, and to such of the Investors as are mentioned therein as the Board in its absolute discretion deems fit.

Since the Special Resolutions proposed in the Notice under Agenda No.1 may or will result in the issue of Equity Shares of the Bank otherwise than to the Members of the Bank, consent of the Members is being sought pursuant to the provisions of Sections 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable provisions, if any, of the Companies Act, 1956 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of the Special Resolutions in the Notice. The Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice, for approval of the members.

The Directors of the Bank, Key Managerial Persons and their relatives may be deemed to be concerned or interested in the Special Resolution to the extent that their respective percentage shareholding in the Bank may be affected in case of issue of Equity Shares to the Investors pursuant thereto.

Item No.2

Change in place of keeping and inspection of registers, returns etc.

Your Bank's Registrar and Transfer Agent, Link Intime (India) Pvt. Ltd. (Link Intime) has shifted their Registered Office and place of operations/business from C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, with effect from 25th February 2017. Thus all the Registers of the Company/Bank to be maintained under Section 88 of the Companies Act, 2013 and which were kept at the erstwhile premises are now being maintained at the new premises. Approval of Members, by way of Special Resolution, is being sought for keeping of the Registers, Returns, etc. in the new premises of Link Intime in terms of Section 88 of the Companies Act, 2013 read with Rule 5(2) of Companies (Management and Administration) Rules, 2014. The Board recommends the Special Resolution as set out in Item No. 2 of the accompanying Notice, for approval of the members.

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

Place: Mumbai
Date: March 7, 2017

By Order of the Board of Directors
DCB Bank Limited

Registered Office:
Peninsula Business Park,
6th floor, 601 & 602, Tower A,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.
Website: www.dcbbank.com
E-mail: investorgrievance@dcbbank.com
CIN:L99999MH1995PLC089008

H. V. Barve
Company Secretary