

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 and the Companies (Passing of the resolution by Postal Ballot) Rules, 2011 made thereunder, the Bank is seeking the consent of its members in respect of the Special Business proposed to be passed by Postal Ballot, more specifically provided in the appended Resolution.

The Bank has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary or failing him Ms. Aparna Gadgil, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced at the Registered Office of the Bank. The Results will be communicated to the Stock Exchanges on which the Company's equity shares are listed. The Results will also be hosted on the Bank's website: www.dcbbank.com and published in the newspapers for the information of the Members.

In the event the Special Resolution, as set out herein below, is assented to by the requisite majority of members by means of Postal Ballot, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolution.

Item of special business requiring consent of members through Postal Ballot:

1. Proposal for change of name of the Bank from 'Development Credit Bank Limited' to 'DCB Bank Limited'

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

"RESOLVED THAT subject to the approval of the Central Government the consent of the Members be and is hereby accorded in terms of Section 21 and other applicable provisions, if any, of the Companies Act, 1956, to the name of the Bank being changed from "Development Credit Bank Limited" to "DCB Bank Limited".

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of Directors of the Bank (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors, which the Board may have constituted or hereinafter may constitute, to which the Board have delegated or may delegate all or any of its powers, from time to time) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as it may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may in its absolute discretion deem fit."

By Order of the Board
For Development Credit Bank Limited

Mumbai,
September 2, 2013

H.V.Barve
Company Secretary

Notes

1. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. The Notice is being sent to all the members whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on August 30, 2013.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on August 30, 2013.
4. The Bank is pleased to provide e-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Bank to enable them to cast their votes electronically instead of dispatching physical Postal Ballot. E-voting is optional. The instructions for e-Voting are as under:
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
 - ii. Now click on "Shareholders" to cast your votes
 - iii. Now, select the "Electronic Voting Sequence Number (EVSN)" alongwith "DEVELOPMENT CREDIT BANK LIMITED" from the drop down menu and click on "SUBMIT"
 - iv. Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	For NSDL :- 8 characters DP ID followed by 8 digits Client ID For CDSL :- 16 digits beneficiary ID	Folio Number registered with the Bank
Password		
For members whose e-mail addresses are registered with the Bank/Depository Participant	<ul style="list-style-type: none">• Enter your existing password in case you have voted before on CDSL's e-voting system• Enter the unique password mentioned in the e-mail vide which the Postal Ballot Notice has been e-mailed to you in case you are using the CDSL's e-voting system for the first time	Enter the unique password mentioned in the e-mail vide which the Postal Ballot Notice has been e-mailed to you
For members whose e-mail addresses are not registered with the Bank/Depository Participant	<ul style="list-style-type: none">• Enter your existing password in case you have voted before on CDSL's e-voting system• Enter the unique password printed on your Postal Ballot Form in case you are using the CDSL's e-voting system for the first time	Enter the unique password printed on your Postal Ballot Form
PAN Number*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department	

* Members who have not updated their PAN with the Bank/Depository Participant are requested to use the default number DCBEV1234Z in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT"
 - vi. Members holding shares in Physical form will then reach directly to the voting screen. The password and default number can be used only for e-voting on the resolution contained in this Postal Ballot Notice only.
 - vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat holders for voting for resolution(s) 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**.
 - viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
 - ix. On the voting page, you will see Resolution Description and option for voting YES/NO against Resolution Description. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution.
 - x. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
 - xi. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - xii. 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.
 - xiii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizer@snaco.net with a copy marked to helpdesk.evoting@cdslindia.com.
 - xv. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
 - xvi. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
5. Members, who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with the postal ballot form.
 6. Members, who have received the Postal Ballot Notice by e-mail and who do not wish to avail the electronic voting facility, such members may send a request for obtaining the Notice and physical Postal Ballot Form from the Share Transfer Agents of the Bank, viz., Link Intime India Pvt. Ltd., Unit: Development Credit Bank Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078. On receipt of such request, the Share Transfer Agents will despatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on October 7, 2013. Postal Ballot Forms received after this date and time shall be strictly treated as if the reply from the Members has not been received.
 7. Members are requested to cast their vote on the Postal Ballot only through one mode (physical Postal Ballot Form or e-voting). In case members cast their votes through both the modes, votes cast through e-voting shall only be considered and votes cast through Postal Ballot Form would be rejected.
 8. The voting period starts from 10.00 a.m. on September 7, 2013 and ends at 6.00 p.m. on October 7, 2013. The voting module shall be disabled by CDSL for voting thereafter.
 9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A (2) OF THE COMPANIES ACT, 1956

Your Bank, over a period, post its conversion from Co-operative entity into a Joint Stock Company, has developed itself as a Private Sector Bank and the words "Development Credit Bank" (DCB) have been a brand for the Bank over a period of last few years. However, your Board feels that the Bank should refresh its brand to be more focused on new age customers and stakeholders. Your Board also feels that it is in line with the strategy of becoming a leading retail Bank. Your Board therefore feels that the name of the Bank should be changed from Development Credit Bank Limited to DCB Bank Limited. The suggested new name continues as an acronym with the stakeholders and reflects the business transacted by the Bank.

The Reserve Bank of India (RBI) in terms of Section 49B of the Banking Regulation Act, 1949 has conveyed their 'No Objection' for the proposed change of name to DCB Bank Limited vide letter DBOD.DSBD No. 2686 / 16.01.132 / 2013-14 dated August 21, 2013 subject to the Bank complying with other statutory requirements. The Registrar of Companies (ROC), Maharashtra, Mumbai, vide letter dated August 26, 2013 has made the aforesaid name, viz., "DCB Bank Limited" available to the Bank for adoption. In terms of Section 21 of the Companies Act, 1956, the name of a Bank can be changed by passing a Special Resolution by the members and upon approval of the Central Government signified in writing. It is, therefore, proposed to pass the Special Resolution, as contained in the Notice, by postal ballot in terms of Section 192A of the Companies Act, 1956.

Your Board proposes and recommends the change of name and requests your approval for the same.

None of the Directors of the Bank, directly or indirectly, is concerned or interested in the passing of the aforesaid Special Resolution except as a member of the Bank.

By Order of the Board
For Development Credit Bank Limited

Mumbai,
September 2, 2013

H.V.Barve
Company Secretary

Enclosures:

1. Postal Ballot Form
2. Postage pre-paid self-addressed Envelope