

**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 raising of resources by means of borrowings including, inter alia, Subordinated Non-Convertible Debentures (NCDs) /Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank in domestic or overseas markets / currencies to the identified eligible persons, on Private Placement basis.

The proposed Special Resolutions and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating the material facts and the reasons thereof are appended herewith. Postal Ballot Form is also enclosed for consideration by the Members.

The Board of Directors of the Bank has appointed Mr. S. N. Ananthasubramanian (C.P.No.1774) Practicing Company Secretary or failing him Mrs. Aparna Gadgil (C.P.No.8430), Practicing Company Secretary, 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 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Bank is pleased to provide electronic voting (“**Remote E-voting**”) 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. 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 Wednesday, March 23, 2016 at the Corporate Office of the Bank at 6th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 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 securities 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.dccbanc.com](http://www.dccbanc.com).

The resolution, 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. Monday, March 21, 2016.

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

**AGENDA ITEM NO.1**

**Raising of Funds by issue of bonds/ debentures/ securities on private placement basis.**

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

“**RESOLVED THAT** pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made there under, Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 including any amendment, the applicable provisions of the Banking Regulation Act, 1949, as amended, and the rules, circulars and guidelines issued by Reserve Bank of India (“**RBI**”) from time to time (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) including RBI, the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “**Board**” and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013) for borrowing/raising of funds in Indian/foreign currency by issue of debt securities including but not limited to refinance from term lending institutions and non-convertible debentures, bonds (including bonds forming part of Tier I capital/Tier II Capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long terms infrastructure bonds or such other bonds as may be permitted by RBI from time to time) in domestic and/or overseas market, on a private placement basis and /or for making offers and /or invitations therefor and /or issue(s)/issuances therefor, on private placement basis, for a period of one year from the date hereof, in one or more tranches and /or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board , as per the structure and within the limits permitted by RBI, of an amount not exceeding ₹ 300 crore (Rupees Three Hundred crore), within the overall borrowing limits of the Bank, as approved by the Members from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank or any Committee of the Board or such other persons as may be authorized by the Board, be and are hereby authorized to negotiate, modify and finalize the terms and conditions of the debt securities and sign the relevant documents/agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution”.

## **AGENDA ITEM NO.2**

### **Increase in borrowing powers**

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

“**RESOLVED THAT** in supersession of the resolution passed by the Members of the Bank on September 30, 2003 and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the rules notified thereunder along with the Articles of Association of the Bank, the consent of the Bank be and is hereby accorded to the Board for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the Bank’s bankers) may exceed the aggregate of the paid-up capital of the Bank and its free reserves, provided that the total outstanding amount so borrowed by the Bank shall not at any time exceed ₹ 1,500 crore (Rupees One Thousand Five Hundred crore only) or the aggregate of the paid up capital and free reserves, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution”.

Place: Mumbai  
Date: Monday, February 15, 2016

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 Monday, March 21, 2016.
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 Monday, March 21, 2016. 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-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai 400078, 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 Monday, February 15, 2016 (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 Sunday, February 21, 2016 at 9.00 a.m. (IST) and ends on Monday, March 21, 2016 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. Monday, February 15, 2016, may cast their votes electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00p.m (IST) on Monday, March 21, 2016.
- II. The Members should log on to the Remote E-voting website: [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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 Form, in the PAN Field.
<b>Dividend Bank Details OR Date of Birth (DOB) #</b>	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](http://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](mailto: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](mailto: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. Wency Furtado, Dy. Manager, CDSL, or Helpdesk: 18002005533 or refer the Frequently Asked Questions (FAQs) and Remote E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated Monday, February 15, 2016.**

#### **Item No.1**

#### **Raising of Funds by issue of bonds/ debentures/ securities on private placement basis**

The Bank has been borrowing funds to meet the business requirements within the limits approved by the Members by way of issuance of various debt securities (bonds/debentures) as permitted by Reserve Bank of India ("RBI") and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable laws, from time to time.

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Bank is permitted to make a private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Bank, by a special resolution, for each of the offers or invitations/ subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Bank passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Further, considering the attractive features of the revised guidelines issued by RBI on issue of long term bonds/ Basel III Tier I /Tier II bonds and the fact that these bonds will also assist the Bank in reducing asset-liability mismatches, the Board of Directors has proposed to obtain the consent of the members of the Bank for borrowing/ raising funds in Indian/ foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 300 crore (Rupees Three Hundred crore), in one or more tranches in domestic and /or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations, which enable investments in such instruments.

Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Laws.

Accordingly, the approval of Members is being sought by way of special resolution as set out at in Item No. 1 of this Notice for borrowing/raising funds in Indian/ foreign currency by issue of debt securities on private placement basis.

Your Directors recommend the special resolution, as set forth in Item No. 1 of this Notice for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested in the passing of Resolution at Item No.1.

## **Item No.2**

### **Increase in borrowing powers**

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Bank (apart from the deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Bank's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves, require the approval of the Members by way of special resolution.

Under Section 180 of the Act, the aforementioned powers of the Board can be exercised only with the prior consent of the Members of the Bank by a Special Resolution. Such an approval from the members was last secured in the 8th Annual General Meeting held on September 30, 2003.

Considering the growth in business and operations of the Bank, opportunity to raise attractive borrowings as per the recent guidelines of the RBI on Issue of Long Term Bonds by Banks for financing including that of Infrastructure and Affordable Housing, relaxation in Basel III guidelines on limit of Tier II capital to be considered for Capital Fund purpose as well as opportunity to obtain refinance from term lending institutions, your approval is being sought to increase the borrowing limits to Rs.1,500 crore (Rupees One Thousand Five Hundred Crore).

Your Directors recommend the Resolutions at Item No. 2 of the accompanying Notice for the approval of the Members of the Bank by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Bank or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 2

Place: Mumbai  
Date: Monday, February 15, 2016

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