

Charting a Steady Course

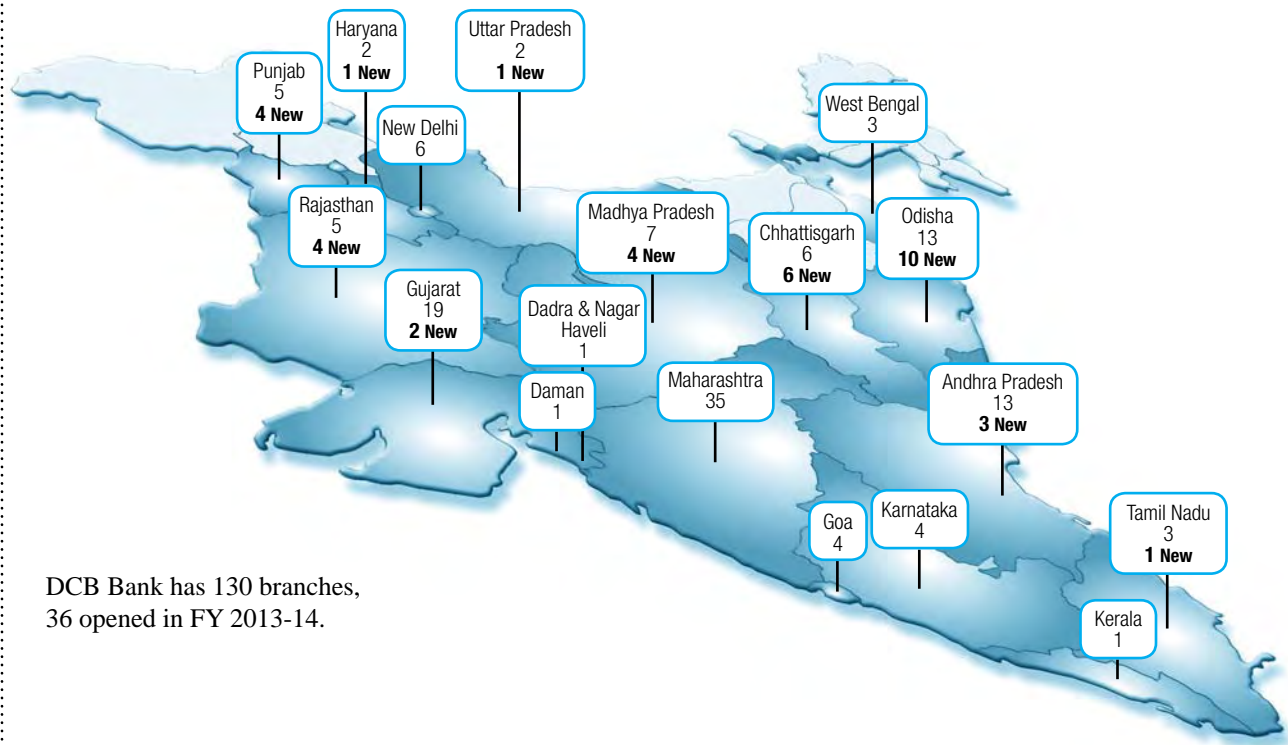


ANNUAL REPORT 2013-14

DCB BANK

DCB Bank Limited (Formerly Development Credit Bank Limited)

DCB Bank's growing branch presence across India



DCB Bank has 130 branches,
36 opened in FY 2013-14.

Map not to scale. Only for graphical representation.

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DCB Bank Vision

Our vision is to be the most innovative and responsive neighbourhood community Bank in India serving entrepreneurs, individuals and businesses.

DCB Bank Values

Treat Everyone with Dignity – Respect

Do What is Right – Ethical

Be Open & Transparent – Fair

Sense of Urgency, Passion & Energy – Dynamic

Go the Extra Mile, Find Solutions – Stretch

Improve Continuously – Excellence

Play as a Team, To Win – Teamwork

Support the Society – Contribute

Charting a steady course



Over the years, DCB has charted a predetermined course to a well stated objective. Its waypoints have been achieved quarter by quarter and year by year for almost five years. We have navigated the ship in macro economic headwinds and we will continue to stay the course.

To achieve this has not been easy in a deteriorating external environment. This has been a period of high interest rates, weak GDP growth, very low industrial output and strained cash flows. DCB anticipated some of these trends and took measured steps to avoid the pains that the external environment was bound to inflict. Internalizing the external environment and adapting to it has helped to ensure that DCB has remained on course.

We are fully committed to drive both internal efficiency as well as customer centricity. After all “we are what we do”. We are fully committed to making DCB an admired beacon for banking done the right way. Everytime and Everywhere.

COMPANY INFORMATION**Board of Directors**

Mr. Nasser Munjee
Chairman

Mr. Murali M. Natrajan
MD & CEO

Mr. Altaf Jiwani

Mr. Amin Manekia

Mr. Suhail Nathani

Mr. Sukh Dev Nayyar

Mr. Imran Contractor

Mr. Keki Elavia

Mr. C. Narasimhan

Mr. Nalin Shah

Mr. S. Sridhar

Mr. Jamal Pradhan

Mr. Darius Udwadia –
up to 14-01-2014

Senior Management Team

Mr. Murali M. Natrajan
Managing Director & CEO

Mr. Bharat Sampat
Chief Financial Officer

Mr. Abhijit Bose
Head – Retail Assets & Strategic
Alliances

Mr. Aditya Prasad
Head – Credit

Mr. Ajay Mathur
Head – Commercial Vehicles &
Collections

Mr. Damodar Agarwal
Head – Alternate Channels & Retail
Securitisation

Mr. Gaurav Mehta
Head Marketing, PR & Communication

Ms. Hamsaz Vasunia
Head – Human Resources

Mr. J. K. Vishwanath
Chief Credit Officer

Mr. K. K. Pandey
Head – Channel Sales & Emerging
Markets

Mr. Krishna Ramasankaran
Head – Credit (Retail Assets)

Mr. Manoj Joshi
Business Head – SME & MSME

Mr. Narendranath Mishra
Head – Agri & Inclusive Banking

Mr. Pankaj Sood
Head – Retail Liabilities, TCB & Third
Party Distribution

Mr. Praveen Kutty
Head – Retail & SME Banking

Mr. R. Venkatesh
Head – HR, Technology & Operations

Mr. Rajesh Verma
Head – Treasury, Corporate Banking,
FIG & Trade Finance

Mr. Ravi Kumar
Chief Internal Auditor

Mr. Sameer Jaini
Chief Technology Officer

Mr. Sachin Patange
Chief Compliance Officer

Mr. Sridhar Seshadri
Financial Controller

Mr. Sukesh Bhowal
Head – Mortgages & Loan Against
Gold

Company Secretary

Mr. H. V. Barve

Statutory Auditors

B S R & Co. LLP
Chartered Accountants, Mumbai
(Registration No.101248W)

Registered Office

DCB Bank Limited
(Formerly Development Credit Bank
Limited)
601 & 602, Peninsula Business Park,
6th Floor, Tower A,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

CHAIRMAN'S STATEMENT 2013-14

Institution building is a gradual and painstaking process. It requires patience and perseverance. Since 2005, DCB needed to be transformed into a viable and sustainable banking operation which could subsequently expand its footprint in the country. I am very pleased to report that many years of concentrated efforts by the MD & CEO along with the management team has produced consistent improvement across the Bank. We are slowly but surely earning the respect of our stakeholders. We have a long way to go. We have to continue to be patient and relentlessly pursue our chosen path taking a few careful steps at a time.

Few years ago, we took the view that the Bank would address systematically and sequentially, a whole range of transformational activities which would produce the results we see today. Quarter by quarter and year by year most of the key indicators have shown steady improvement.

We achieved an Operating Profit this year of ₹187.96 crores and a Profit after Tax of ₹151.36 crores a growth of 49% and 48% respectively over the previous year. Deposits crossed the ₹10,000 crore mark; Advances crossed ₹8,000 crores and our Balance Sheet grew by ₹1,644 crores and was just short of ₹13,000 crores. Our Capital Adequacy under Basel III was 13.71%. The critical fact is that these results were achieved despite a punishing external environment demonstrating that the Bank is capable of producing desired results despite major challenges. This was only possible because we had the determination to stick to a path of cautious and gradual profitable growth.

The Indian economy continued to register a quarterly GDP growth that has declined over many quarters. Interest rates continued to be high with extremely tight liquidity conditions prevailing. Industrial production crossed into negative territory and manufacturing output registered a 22 year low. Inflation continued to remain at high levels. This has had a severe impact on MSME / SMEs. New job creation is weak. Aggregate demand in the economy continues to fall with massive over capacity in the system right across FMCG, Commercial Vehicles and Cement. The entire infrastructure sector has continued to stagnate. These conditions created serious cash flow issues resulting in rising NPAs for NBFCs and banks.

The Bank's results have to be seen in this context. Owing to the proactive actions taken by the Bank anticipating the problems that lie ahead, we were able to avoid much of the consequences of a deteriorating external environment. Gross NPAs decreased by ₹77

crores and the overall NPA coverage ratio was 81%. We began our expansionary phase of operations by opening 36 new branches during the financial year majority of which were in semi-urban and rural areas. We hope to continue this expansion during FY 2015 which can enable the Bank to increase CASA Balances.

A major activity during the year was to place an enormous emphasis on building the "culture" of DCB in which every employee finds a place and is strongly connected with colleagues. This is what we call the "DCBian Spirit". I believe strongly that a culture that is steeped in integrity, fairness and caring will produce a work environment that is enabling for each and every member of the institution. It permits each individual to grow and maximize his or her potential. Our human resource activities now constitute a large menu of choices for our employees for enhancing technical knowledge, self development as well as an innovative spirit. As an organization we encourage innovations that lead to more effective systems and processes which simplify the front face that deals with the customer. Problem solving is a major skill which is being institutionalized so that customers who do face a problem can be secure in the knowledge that it can be fixed without undue stress or inconvenience.

Culture is what keeps people energized, passionate about what they do and constantly innovative. In the years ahead, we hope that DCB will reap the benefits that a strong and enabling culture can produce. I would like to think that this will give us a competitive edge over others and we seek to build both competitive and comparative advantages.

This year we used a nautical metaphor: Charting a Steady Course. We have achieved every single way point that we charted, always using a compass to keep us on course in stormy seas that constantly push us in one direction or another. And the external environment was stormy indeed. We have always been conscious of Seneca, the 1st century stoic, who maintained that "if you do not know to which port you are sailing, no wind is favourable". DCB has demonstrated that we know where we are headed and we have pointed our sails in a manner that we are confident of reaching our goal despite stormy waters we experience.

Nasser Munjee

Chairman

April 15, 2014

NOTICE TO MEMBERS

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of DCB BANK LIMITED (FORMERLY DEVELOPMENT CREDIT BANK LIMITED) ("the Bank") will be held at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 on Friday, June 06, 2014 at 2.30 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Audited Profit and Loss Account of the Bank for the financial year ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint Statutory Auditors of the Bank and authorize the Board of Directors of the Bank to fix their remuneration and in that connection to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to approval of the Reserve Bank of India ("RBI") and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, M/s. B S R & Co. LLP, Chartered Accountants (Registration No.101248W) be and are hereby appointed as the Statutory Auditors of the Bank for further period of up to two financial years starting from April 1, 2014, subject to prior approval of Reserve Bank of India and ratification by shareholders in the subsequent Annual General Meetings, at a remuneration and on the other terms and conditions as may be fixed by the Board of Directors."

Special Business:**3. Appointment of Mr. Altaf Jiwani as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Altaf Jiwani (holding DIN 05166241), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years."

4. Appointment of Mr. Amin Manekia as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Amin Manekia (holding DIN 00053745), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years."

5. Appointment of Mr. Suhail Nathani as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s),

the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Suhail Nathani (holding DIN 01089938), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years."

6. Appointment of Mr. Sukh Dev Nayyar as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sukh Dev Nayyar (holding DIN 01676752), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years."

7. Appointment of Mr. Imran Contractor as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Imran Contractor (holding DIN 06382169), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years."

8. Appointment of Mr. Keki Elavia as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Keki Elavia (holding DIN 00003940), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years."

9. Appointment of Mr. C. Narasimhan as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. C. Narasimhan (holding DIN 02133263), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose

term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years.”

10. Appointment of Mr. Nalin Shah as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Nalin Shah (holding DIN 00882723), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years.”

11. Appointment of Mr. S. Sridhar as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. S. Sridhar (holding DIN 00004272), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years.”

12. Appointment of Mr. Jamal Pradhan as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Jamal Pradhan (holding DIN 00308504), an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with effect from 1st April 2014 for a period of upto five years.”

13. Amendments in Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder and any statutory modifications or re-enactment thereof for the time being in force, and subject to the necessary approvals required, if any, in this regard from Reserve Bank of India (“RBI”) and/or the Securities and Exchange Board of India (“SEBI”) and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by RBI and/or SEBI; which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorized Committee

or individual Director) is hereby authorized to accept as it may deem fit; consent of the Members of the Bank be and is hereby accorded to the alteration of the Bank’s Articles of Association in the manner and to the extent hereinafter provided:

A. The text of the existing Article 84 - ‘Quorum at General Meeting’, be substituted with the following:

“Thirty members personally present or such number as may be prescribed by the relevant Companies Act or other Regulations, if any, from time to time shall be quorum for a General Meeting.”

B. The text of the existing Article 96 - ‘Voting Rights of shareholders’, be substituted with the following:

“No person holding shares in the Company shall, in respect of any shares held by him, exercise voting rights on poll in excess of ten per cent of the total voting rights of all the members of the Company or such other percentage of the total voting rights of all members of the Company as may be directed by the Reserve Bank of India from time to time.”

C. The text of the existing Article 56A - ‘Acquisition or Transfer/ Transmission of shares requiring RBI approval’, be modified as under:

“Any acquisition or request for transfer of shares by a person/group which would take his/ her/ its holding to a level of 5% or more or such other percentage of the total paid-up capital of the Company as may be prescribed by the Reserve Bank of India from time to time shall be considered only with the prior approval of Reserve Bank of India”

“RESOLVED FURTHER THAT subject to the necessary approvals required, if any, in this regard from RBI and/or SEBI and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by RBI and/or SEBI; which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorized Committee or individual Director) be and is hereby authorized to accept as it may deem fit.”

“RESOLVED FURTHER THAT the Articles of Association of the Bank, duly modified as aforesaid, be and is hereby adopted as the Articles of Association of the Bank.”

“AND RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/ matters arising with respect to the above matter, including without limitation, to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, to take such further incidental and ancillary steps in this regard as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

14. Issue of Securities/shares, including issue of Securities/shares to Qualified Institutional Buyers

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

“RESOLVED THAT pursuant to Section 62(1)(c) 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 Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 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 (X) any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force), (XX) the enabling provisions of the Bank’s Memorandum and Articles of Association, the Listing Agreements entered into by the Bank with stock exchanges on which the Bank’s shares are listed, (XXX) any approval, consent, permission or sanction of SEBI and/ or Ministry of Finance (Department of Economic Affairs) and/or Ministry of Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), as applicable and required, approvals, consents, permissions or sanctions of other concerned authorities, within or outside India, and (XXXX) 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 (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Bank as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, including by way of a qualified institutional placement under Chapter VIII of ICDR Regulations, such number of Equity Shares, Global Depository Receipts (“GDRs”), Foreign Currency Convertible Bonds (“FCCBs”), and/ or any other financial instruments convertible into Equity Shares (including warrants or otherwise in registered or bearer form) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities without detachable warrants with rights exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as “the Securities”) or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, to any eligible person, including Qualified Institutional Buyers as defined under Chapter VIII of ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), Venture Capital Funds (foreign or Indian), Foreign Institutional Investors, Indian and/ or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, stabilizing agents and/or any other categories of investors, 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

₹300 crores (Rupees Three Hundred Crores only) or equivalent thereof in one or more foreign currency and/or Indian Rupees, inclusive of such premium as may be fixed on the Securities by offering the Securities in one or more countries through public issue(s) by prospectus, private placement(s) or a combination thereof 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 including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment 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) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency as the Board may in its absolute discretion deem fit or appropriate.”

RESOLVED FURTHER THAT

- (a) the Securities 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
- (b) the relevant date for the determination of applicable price for the issue of the Securities shall be as per the guidelines prescribed by SEBI, GOI, RBI through its various departments or any other regulator and the pricing of equity shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/guidelines/statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of the Securities shall, inter alia, be subject to the following terms and conditions -

- (a) in the event of the Bank making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- (b) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any other corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and to approvals, consents or permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the Securities may have such features and attributes or any terms or combination of the terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a qualified institutional placement pursuant to ICDR Regulations:

- (a) the relevant date for determination of price of equity shares or such other securities, shall be the date of the meeting at which the Board decides to open the proposed issue of Securities, or such other time as may be permitted under ICDR Regulations from time to time;
- (b) the allotment of Securities 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 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 final offer document(s) determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) and other applicable provisions, if any of the Companies Act 2013 as well as applicable provisions of the Companies Act, 1956, if any, in respect of any Securities as may be required either on pari passu basis or otherwise, 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 Securities 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.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offering of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering thereof and all Equity Shares so issued and allotted shall be subject to the Bank's Memorandum and Articles of Association and shall rank pari passu with the existing equity shares of the Bank in all respects unless otherwise specified in the relevant terms.

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s)

or Committee of Directors/ Company Secretary/other person authorized by the Board to give effect to the aforesaid Resolutions and is authorized to take such steps and to do all such acts, deed, matters and things and accept any alteration(s) or amendment(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- (a) Approving the draft / final offer documents and filing the same with any other authority or persons as may be required;
- (b) Approving the issue price, the number of Securities to be allotted, the basis of allocation and allotments of Securities;
- (c) To affix the Common Seal of the Bank on any agreement(s)/ document(s) as may be required to be executed in connection with the above in accordance with the Bank's Articles of Association;
- (d) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities;
- (e) Opening such bank accounts and demat accounts as may be required for the offering;
- (f) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transaction;
- (g) To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- (h) Making applications for listing of the Equity Shares of the Bank on one or more of the stock exchange(s), within or outside India and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s).

AND RESOLVED FURTHER THAT in addition to all applicable Indian laws the Securities issued in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they may be listed or that may in any other manner apply to such Securities or provided for in the terms of their issue."

Place: Gurgaon
Date: April 15, 2014

CIN:L99999MH1995PLC089008

Registered Office:

601 & 602,
Peninsula Business Park,
6th floor, Tower A,
Senapati Bapat Marg,
Lower Parel, Mumbai 400 013.

Website: www.dcbbank.com

e-mail ID: investorgrievance@dcbbank.com

By Order of the Board of Directors
DCB Bank Limited
(Formerly
Development Credit Bank Limited)

H. V. Barve
Company Secretary

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER

OF THE BANK. A person shall not act as Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the bank carrying voting rights. A person holding more than 10 percent of the total share capital of

the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- 2) The instrument appointing the proxy (as per the format provided hereinafter), in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the meeting.
- 3) MEMBER / PROXY SHOULD BRING THE ATTENDANCE SLIP SENT HEREWITH, DULY FILLED IN, FOR ATTENDING THE MEETING.
- 4) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the businesses at item nos. 2 to 14 of the Notice is annexed hereto.
- 5) The Register of Members and Share Transfer Books of the Bank will remain closed from Friday, May 30, 2014 to Friday, June 06, 2014 (both days inclusive).
- 6) Members holding shares in physical form are requested to address all their correspondence including change of address, mandates etc. to the RTA viz. M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
- 7) Since shares of the Bank are traded on the stock exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strongly advised to get their shares dematerialised.
- 8) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Bank to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at dcbbankgogreen@linkintime.co.in or to the Bank at investorgrievance@dcbbank.com.

Please note that as a member of the Bank, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report and other documents of the Bank, proposed to be sent through e-mail, upon receipt of a requisition from you, at any time. The Annual Reports of the Bank and other documents proposed to be sent through e-mail would also be made available on the Bank's website: <http://www.dcbbank.com/about/financials.html> and http://www.dcbbank.com/about/investor_relations.html respectively.

Those shareholders who have though registered e-mails with DP, but written to the Bank / RTA for receipt of communication in physical form, will be sent this notice physically.

- 9) E-Voting:
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 on the resolutions mentioned in the notice of 19th Annual General Meeting of the Bank dated April 15, 2014 (the AGM Notice). The Bank has appointed Mr. S. N. Ananthasubramanian, Practicing

Company Secretary or failing him Ms. Malati Kumar, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on April 25, 2014. 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 (EVSNS)" along with "DCB 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	In case you have voted before on CDSL's e-voting system, enter your existing password. 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 AGM Notice and other documents have been e-mailed to you.	Enter the unique password mentioned in the e-mail vide which the AGM Notice and other documents have been e-mailed to you
• For members whose e-mail addresses are not registered with the Bank/ Depository Participant	In case you have voted before on CDSL's e-voting system, enter your existing password. In case you are using the CDSL's e-voting system for the first time, enter the unique password printed on the Attendance Slip sent to you.	Enter the unique password printed on the Attendance Slip sent to you.
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.

- 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 resolutions contained in the AGM Notice only.
- vii. Members holding shares in Demat form and using e-voting system for first time, 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 at least 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**