

# DCB BANK

September 29, 2014

The General Manager  
Department of Corporate Relations  
**BSE Limited**  
Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai -400 001

The Vice President  
Listing Department  
**The National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051

**Sub: Qualified Institutions Placement of equity shares of face value Rs. 10 each ("the Equity Shares") by DCB Bank Limited (the "Bank") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") and Section 42 of the Companies Act, 2013 (including the rules made thereunder) ("the QIP")**

Dear Sir/ Madam,

We wish to inform you that subsequent to the approval accorded by the Board of Directors of the Bank, at its meeting held on April 15, 2014 and the approval of the shareholders of the Bank by way of a special resolution dated June 6, 2014 for the QIP, the Board of Directors of the Bank today, i.e., September 29, 2014, *inter alia* passed the following resolutions:

- Authorising the opening of the QIP on September 29, 2014, 2014. Attached herewith as **Annexure A**;
- Approving the preliminary placement document dated September 29, 2014, 2014 in connection with the QIP, (the "Preliminary Placement Document"); and
- Approval of the floor price for the QIP.

We further wish to inform you that the 'Relevant Date' for this purpose, in terms of Regulation 81(c)(i) of the SEBI ICDR Regulations, is September 29, 2014 and accordingly the floor price in respect of the aforesaid QIP, based on the pricing formula as prescribed under Regulation 85(1) of the SEBI ICDR Regulations is Rs. 86.45 per Equity Share. Pursuant to Regulation 85 of the SEBI ICDR Regulations the Bank may offer a discount of not more than 5% on the floor price so calculated for the QIP.

We request you to take the above on record and the same be treated as compliance under the applicable clauses(s) of the Listing Agreement.

Thanking you,  
Yours Faithfully,  
For DCB Bank Limited

  
H.V. Barve  
Company Secretary



**DCB Bank Limited**

(Formerly Development Credit Bank Limited)

Corporate & Registered Office: 6<sup>th</sup> Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013  
CIN: L99999MH1995PLC089008 Tel: +91 22 66187000 Fax: +91 22 66589970 Website: www.dccb.com

Extracts of Minutes of the meeting of the Board of Directors of DCB Bank Limited held on Monday, September 29, 2014 at 5.30 p.m. at the Business Center Room 'Agenda 1', Vivanta by Taj – President, 90, Cuffe Parade, Mumbai - 400005

## QIP Issue:

“RESOLVED THAT the proposed issue of equity shares of face value of Rs.10 each of the Bank (the “Equity Shares”) not exceeding Rs.275.00 crores (Rupees Two Hundred Seventy Five crores) (including premium), through a qualified institutions placement (the “Issue”) in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”) and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 be and is hereby opened.

## RESOLVED FURTHER THAT:

- a) the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. September 29, 2014.
- b) the floor price is Rs.86.45 per share, as calculated pursuant to Regulation 85(1) of the SEBI Regulations before any discount is noted.
- c) Regulation 85 of the SEBI ICDR Regulations provides that the issuer may offer a discount of not more than 5% on the floor price so calculated for the qualified institutions placement. Accordingly the issue price for the issue of Equity Shares issued pursuant to the Chapter VIII of the SEBI ICDR Regulations, based on the provisions of the Regulation 85 or any other applicable provisions of the SEBI Regulations, will be decided by the Board of Directors / Committee thereof
- d) the QIP Issue of equity shares of face value of Rs.10 each of the Bank (the “Equity Shares”) not exceeding Rs.275.00 crores (Rupees Two Hundred Seventy Five crores) (including premium) be and is hereby opened today, pursuant to Chapter VIII of the SEBI Regulations.
- e) the drafts of the Preliminary Placement Document, the Placement Agreement dated September 29, 2014 between the Bank and the Sole Global Coordinators and Book Running Lead Managers and the Escrow Agreement dated September 29, 2014 between the Bank, the Sole Global Coordinators and Book Running Lead Managers and Escrow Agent, a copy of each of which was placed before the Board duly initialled by the Managing Director and CEO for the purpose of identification, be and are hereby approved



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- f) Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorized to make any changes to the Preliminary Placement Document and the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable.
- g) Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorized to sign the Preliminary Placement Document and the Placement Document on behalf of the Board of Director of the Bank, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the book-running lead managers engaged for the Issue and the Escrow Agreement with the escrow agent appointed for the purposes of the Issue.
- h) a copy of the foregoing resolution and the Preliminary Placement Document be filed with the stock exchanges where the equity shares of the Bank are listed and also be forwarded to, or filed with such other concerned authorities, as may be required.
- i) Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorized either on their own or through relevant agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable.
- j) Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited and the National Stock Exchange of India Limited, the SEBI or any other governmental or regulatory authority in connection with the Issue."



True Copy

Company Secretary  
29-09-2014

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