

Ref. No.CO:CS:RC:2021-22:089

July 20, 2021

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 023.

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Dear Sirs/Madam,

Sub: 26th Annual General Meeting- Submission of Annual Report 2020-21 and Intimation of the Record Date (Cut-off Date)

BSE Scrip Code No.: 532772

NSE SYMBOL: DCBBANK

This is to inform that the Twenty-Sixth Annual General Meeting (“AGM”) of the Bank will be held on **Friday, August 13, 2021 at 2.30 p.m.** (IST) via Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith copy of the Annual Report of the Bank including Notice of the AGM for the financial year ended March 31, 2021.

In view of Covid-19 pandemic, Annual Report 2020-21 including Notice of the 26th AGM is being sent simultaneously through E-mails to all the Members of the Bank whose E-mail Ids are registered with the Bank / Depositories as per the relevant Circulars by MCA and SEBI.

Pursuant to Regulation 42 of the SEBI Listing Regulations, the Bank has fixed **Friday, August 06, 2021** as the Record Date (“Cut-Off-Date”) for reckoning the voting entitlement of the Members of the Bank for the AGM.

Please take on record the above in compliance with Regulation 34, 42 and other applicable Regulations, if any, of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,
For DCB Bank Limited

Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl:

- 1) Notice of the 26th Annual General Meeting scheduled on August 13, 2021
- 2) Copy of the Annual Report FY 2020-21

DCB Bank Limited

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting (“the AGM”) of the Members of DCB BANK LIMITED (“the Bank”) will be held on Friday, August 13, 2021 at 2.30 p.m. (IST) via Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following:

Ordinary Business:

1. To consider and adopt the audited Financial Statements for the Financial Year ended March 31, 2021 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Shaffiq Dharamshi (DIN-06925633), who retires by rotation and being eligible, offers himself for re-appointment.
3. To revise the term of office of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W/E300004) Statutory Auditors of the Bank and in this regard to consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the Resolution of the Members of the Bank that was passed at the 25th Annual General Meeting held on July 11, 2020, and subject to applicable law and regulations (as may be amended, restated, modified, replaced from time to time), the term of office for M/s. S R Batliboi & Associates LLP, Chartered Accountants, (ICAI Registration No.101049W/E300004) as Statutory Auditors of the Bank be revised from a term of 4 years to a term of 3 years, i.e. 3 years from the FY 2020-21 till (and including) the FY 2022-23, and that for the remainder of this revised term, M/s. S R Batliboi & Associates LLP shall act as joint Statutory Auditors of the Bank with such other joint Statutory Auditor(s) as the Bank may appoint (subject to the approval of RBI and the Members of the Bank), at an overall audit fees of ₹1.30 crore (Rupees One Crore and Thirty Lakhs Only) per annum for FY 2021-22 and FY 2022-23 to be allocated by the Bank between M/s. S R Batliboi & Associates LLP and such joint Statutory Auditors as may be mutually agreed between the Bank and the said joint Statutory Auditors, depending upon their respective scope of work, and additionally out of pocket expenses, outlays and taxes as applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the

Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to implementation of the Resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective joint Statutory Auditor(s), negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.”

4. To appoint joint Statutory Auditors and in this regard to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules thereunder and pursuant to Section 30 of the Banking Regulation Act, 1949 and guidelines issued by the Reserve Bank of India (RBI) including any amendments, modifications, variations or re-enactments thereof and approval of the RBI in this regard, M/s Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules and the guidelines issued by RBI dated April 27, 2021, be and are hereby appointed as the joint Statutory Auditors of the Bank, to hold office for a period of 3 (three) years with effect from the FY 2021-22 till and including the FY 2023-24, subject to the approval of the RBI for each year during this tenure, for the purpose of audit including reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity

on account of conditions as may be stipulated by the RBI and / or any other authority.

RESOLVED FURTHER THAT subject to applicable law and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), M/s Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S) and M/s. S R Batliboi & Associates LLP, Chartered Accountants (ICAI Registration No. 101049W/E300004) who were already appointed as Statutory Auditors of the Bank at the 25th Annual General Meeting held on July 11, 2020, shall act as joint Statutory Auditors of the Bank for the remainder of the term of M/s. S R Batliboi & Associates LLP, at overall audit fees of ₹ 1.30 crore (Rupees One Crore and Thirty Lakhs Only) per annum for FY 2021-22 and FY 2022-23, to be allocated by the Bank between M/s. S R Batliboi & Associates LLP and M/s Sundaram & Srinivasan as the joint Statutory Auditors, as may be mutually agreed between the Bank and the said joint Statutory Auditors, depending upon their respective scope of work, and additionally out of pocket expenses, outlays and taxes as applicable and that M/s Sundaram & Srinivasan shall thereafter act as joint Statutory Auditors of the Bank with such other new joint Statutory Auditor(s) who will be appointed by the Bank subject to prior permission of RBI and approval of the Members of the Bank from FY 2023-24 onwards.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.”

Special Business:

5. 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 at the 25th AGM held on July 11, 2020 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 approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank 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 ₹ 6,500 crore (Rupees Six Thousand Five Hundred crore) 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”.

6. Raising of Funds by issue of bonds/ debentures/ securities on Private Placement basis

To consider and if thought fit, to pass 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 the Reserve Bank of India (“RBI”) from

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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 non-convertible debentures and 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 the RBI, long terms infrastructure bonds or such other bonds as may be permitted by the 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 the RBI, of an amount not exceeding ₹ 500 crore (Rupees Five Hundred crore), in aggregate for additional Tier I and Tier II capital 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 or Committee of 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".

7. Issue of equity shares / other securities convertible into equity shares ("Securities") through Qualified Institutions Placement:

To consider, and if thought fit, to pass 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, 2018 ("ICDR Regulation"), 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 Members 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 VI of ICDR Regulations, such number of Equity Shares to Qualified Institutional Buyers as defined under Chapter VI 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 ₹ 500 crore (Rupees Five Hundred crore 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 176 of Chapter VI 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 a period of 365 days 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.

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.”

8. Re-appointment of Mr. Nasser Munjee (DIN 00010180), Non-Executive (Part Time) Chairman of the Bank and payment of Honorarium.

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by

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the Reserve Bank of India, the provisions of the Companies Act, 2013 and rules made thereunder, approval accorded by the Reserve Bank of India vide its e-mail dated August 17, 2020 (hereinafter referred to as RBI Approval), approval is hereby given to the re-appointment of Mr. Nasser Munjee as Non-Executive (Part Time) Chairman of the Bank for a period of one year from August 19, 2020 to August 18, 2021.

RESOLVED FURTHER THAT as per the RBI Approval, Mr. Nasser Munjee be paid honorarium of ₹ 24.00 lakh per annum plus reimbursement of actual business related expenses and payment of one club membership fee.”

9. Re-appointment of Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO of the Bank

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, Section 10-A and other applicable provisions of the Banking Regulations Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India and subject to the approvals, as may be necessary from the Reserve Bank of India and other concerned authorities or bodies and subject to the conditions as may be prescribed by any of them while granting such approvals, the Members of the Bank do hereby approve the re-appointment of Mr. Murali M. Natrajan (DIN-00061194) as the Managing Director and Chief Executive Officer of the Bank for a period of one years from April 29, 2021 to April 28, 2022 upon such terms and conditions, including remuneration, as set out in the Explanatory Statement to the Resolution as per Item No. 9 of the Notice of the Annual General Meeting.

RESOLVED FURTHER THAT pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable rules, applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval from the Reserve Bank of India in this regard, approval of the Members be and is hereby given, to authorize

the Nomination and Remuneration Committee of the Board to recommend and the Board of Directors of the Bank to decide on the annual increase in the remuneration, including bonus, up to 15% of the previous year’s annual remuneration including bonus paid, if any, during that year.

RESOLVED FURTHER THAT the Board (including any duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

By Order of the Board of Directors
DCB Bank Limited

Place: Mumbai
Date: July 20, 2021

Rubi Chaturvedi
Company Secretary

Registered Office:
CIN:L99999MH1995PLC089008
Peninsula Business Park,
6th floor, 601 & 602, Tower A,
Senapati Bapat Marg,
Lower Parel, Mumbai 400 013.

NOTES:

1. In view of the continuing global Covid-19 pandemic, as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) holding of the Annual General Meetings (AGM) or other general meetings of the companies are permitted through video conferencing (VC) or other audio visual means (OAVM) till December 31, 2021, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Twenty Sixth AGM (the AGM) of the Bank is being held through VC / OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend AGM and cast vote for the Members is not available for this AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
4. In line with the MCA Circulars No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, Notice of the 26th AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Bank's website www.dcbbank.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evotingindia.com.
5. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the business at Item Nos. 3 to 9 of the Notice is annexed hereto.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment in this AGM is annexed.
7. Considering the situation developing around Covid-19 in the country and related uncertainty that it creates, the Board of Directors of the Bank considered it prudent not to propose any dividend for the year ended March 31, 2021.
8. The Bank has fixed Friday, August 6, 2021 as the Record Date [Cut-off Date] for the purpose of the 26th AGM and reckoning entitlement for voting on the Resolutions contained in this Notice. The remote e-Voting /voting rights of the Members/beneficial owners shall be reckoned on the Equity Shares held by them as on August 6, 2021 (the Cut-off Date) only.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote at the AGM.
10. Members holding shares in physical form are requested to address all their correspondence pertaining to change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Registrar and Transfer Agents (RTA) viz. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
11. Since transfer of securities of listed companies in physical mode has been discontinued with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities, shares of the Bank are traded on the stock exchanges compulsorily in demat mode and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Bank or Bank's Registrars and Transfer Agents (RTA), Link Intime India Private Limited for assistance, if any, in this regard.

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12. The Members who are holding shares in demat form and have not yet registered their Bank details, e-mail IDs, mobile numbers and other KYC Details are requested to register the same with their Depository Participant at the earliest, to enable the Bank to use the same for making payment of their dividend, whenever declared, contact them and serving documents to them electronically, hereinafter. Members holding shares in physical mode are requested to provide, if not provided earlier, their e-mail IDs, mobile numbers, Bank Details and other KYC Documents including PAN, to the RTA sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Bank at investorgrievance@dcbbank.com or online facility that may be provided and communicated by the RTA Separately.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Bank on or before August 9, 2021 through email on investorgrievance@dcbbank.com. The same will be replied by the Bank suitably.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends (including the dividend so transferred to the IEPF in the history) are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline.
16. Members, whose dividend has remained unpaid, are requested to contact the Registrar and Transfer Agents (RTA) viz. Link Intime India Private Limited or Share Department of the Bank to claim their unclaimed dividend.
17. In accordance with the General Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 read with the circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular dated May 12, 2020 read with circular dated January 15, 2021 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively

referred to as "Applicable Circulars"), electronic copies of the Integrated Annual Report for FY 2020-21 and this Notice inter-alia indicating the process and manner of e-Voting along with instructions to attend the AGM through Video-Conferencing / Other Audio-Visual Means are being sent by e-mail to those Members whose e-mail addresses have been made available to the Bank / Depository Participants. For Members who have not registered their e-mail addresses, kindly register the same on the Registrar and Transfer Agent (RTA's) website at the link https://linkintime.co.in/EmailReg/email_register.html as physical copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the Covid-19 (Coronavirus) pandemic and the Applicable Circulars.

18. Members who have not updated their latest email address in the records of the Bank / their depository participant are requested to update the same before July 31, 2021. The Notice and documents will be sent by email only to those Members who register their email addresses prior to this date.

19. E-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the applicable MCA Circulars, the Bank is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.

The Bank has appointed Mr. S. N. Ananthasubramanian (FCS 4206 & COP 1774) and failing him Ms. Aparna Gadgil (ACS 14713 & COP 8430) of M/s. S. N. ANANTHASUBRAMANIAN & Co., Company Secretaries, Thane as the Scrutinizer for conducting the remote e-Voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Bank has fixed August 6, 2021 as the 'Cut-off Date'. The remote e-Voting /voting rights of the Members/beneficial

owners shall be reckoned on the equity shares held by them as on the Cut-off Date only.

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on August 10, 2021 at 9.00 a.m. (IST) and ends on August 12, 2021 at 5.00 p.m. (IST). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 6, 2021 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

- (iv) **(a) Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat Mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users, who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking thee-Voting menu, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are provided to e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

Type of shareholders	Login Method
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) **(b) Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual shareholders holding shares in Demat form.**

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Bank/ Depository Participant are requested to send an email to Registrar and Transfer Agent(RTA) at rnt.helpdesk@linkintime.co.in or the Bank at investorgrievance@dcbbank.com.
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. <ul style="list-style-type: none"> • 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

DCB Bank Limited

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the Resolutions contained in this Notice.
- (viii) Click on the Electronic Voting Sequence Number (EVSN) for DCB Bank Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Additional Facility for Non-Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Bank at the email address viz. investorgrievance@dcbbank.com , if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/OAVM to attend meeting will be available where EVSN of DCB Bank Limited (the Bank) will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance through e-mail during the period from August 06, 2021 (9.00 a.m. IST) to August 08, 2021 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at investorgrievance@dccb.com.
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till August 08, 2021 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at investorgrievance@dccb.com. These queries will be replied to by the Bank suitably by email.
9. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing

so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Bank's email id investorgrievance@dccb.com/RTA email id rnt.helpdesk@linkintime.co.in
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Instructions

The result of the voting will be announced within two working days after the conclusion of the meeting on the Bank's website at www.dccb.com, website of CDSL at www.evotingindia.com and communicated to the Stock Exchanges.

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20. Details of Directors seeking appointment / re-appointment

Details of Directors seeking appointment / re-appointment in the 26th AGM scheduled on August 13, 2021 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), are given below:

Name of Director	Mr. Shaffiq Dharamshi	Mr. Nasser Munjee	Mr. Murali M.Natrajan
Date of Birth	September 11, 1964	November 18, 1952	March 23, 1962
Date of the original Appointment	January 13, 2015	June 29, 2005	April 29, 2009
Date of the last Appointment/ Re-appointment	June 02, 2018 Non-Independent Director	August 19, 2020 Non-Independent Director - Non-Executive (Part Time) Chairman	April 29, 2021 Executive Director (MD & CEO)
Expertise in Specific Functional area	Risk Management	Economics, Finance, Banking, Accountancy & Audit, Agriculture and rural economy, Co-operation,	Accountancy & Audit, Banking, Economics, Small-scale industry, Information Technology, Risk Management, Human Resource Development, Product Development & Marketing
Qualification	Master of Science In Economics/Analysis, Design and Management Of Information Systems	M.Sc. (Econ)	B.Com (Hons) and FCA
Board Membership of other Public Limited companies as on March 31, 2021	None in India	1) Tata Motors Finance Solutions Limited 2) Quantum Equity Advisors private Limited 3) Tata Motors Finance Limited 4) TMF Holdings Limited 5) Miracle Feet Foundation for Eliminating Club Foot 6) Indian Institute for Human Settlements 7) AGA Khan Rural Support Programme (India)	None

Name of Director	Mr. Shaffiq Dharamshi	Mr. Nasser Munjee	Mr. Murali M.Natrajan
Names of Listed Entities in which the person holds Directorship	None in India	1) Ambuja Cements Limited 2) Housing Development Finance Corporation Limited 3) The Indian Hotels Company Limited 4) Cummins India Limited 5) DCB Bank Limited	None
Chairman/ Member of the Committee of the Board of Directors of the Bank as on March 31, 2021	Chairman: None Member: 1. Audit Committee	Chairman: 1) Corporate Social Responsibility 2) Capital Raising Committee Member: 1) Nomination & Remuneration Committee	Chairman: 1) Wilful Defaulters Review Committee Member: 1) Fraud Reporting & Monitoring Committee of Board 2) Risk Management Committee of Board 3) Corporate Social Responsibility Committee of Board 4) Customer Service Committee of Board 5) Information & Technology Strategy Committee of Board 6) Capital Raising Committee of Board
Chairman/ Member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2021.			
a. Audit Committee	None in India	Chairman: 1) Cummins India Limited 2) Indian Hotels Co. Ltd. Member: 1) Ambuja Cements Limited 2) HDFC Limited	None

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Name of Director	Mr. Shaffiq Dharamshi	Mr. Nasser Munjee	Mr. Murali M.Natrajan																																								
b. Stakeholders' Relationship Committee	None in India	None	None																																								
c. Other Committees	None in India	<table border="1"> <thead> <tr> <th colspan="2">CSRC</th> </tr> </thead> <tbody> <tr> <td>Member</td> <td>Ambuja Cements Limited</td> </tr> <tr> <td>Member</td> <td>Cummins India Limited</td> </tr> <tr> <td>Member</td> <td>Indian Hotels Co.Ltd.</td> </tr> <tr> <td>Member</td> <td>Tata Motors Finance Limited</td> </tr> <tr> <td>Member</td> <td>TMF Holdings Limited</td> </tr> <tr> <td>Member</td> <td>Tata Motors Finance Solutions Limited</td> </tr> <tr> <th colspan="2">NRC</th> </tr> <tr> <td>Member</td> <td>Ambuja Cements Limited</td> </tr> <tr> <td>Member</td> <td>Cummins India Limited</td> </tr> <tr> <td>Member</td> <td>Ambuja Cements Limited</td> </tr> <tr> <td>Member</td> <td>HDFC Limited</td> </tr> <tr> <td>Member</td> <td>Tata Motors Finance Limited</td> </tr> <tr> <td>Member</td> <td>TMF Holdings Limited</td> </tr> <tr> <td>Member</td> <td>Tata Motors Finance Solutions Limited</td> </tr> <tr> <th colspan="2">RMC</th> </tr> <tr> <td>Chairman</td> <td>HDFC Limited</td> </tr> <tr> <td>Chairman</td> <td>Indian Hotels Co.Ltd.</td> </tr> <tr> <td>Member</td> <td>Cummins India Limited</td> </tr> <tr> <td>Member</td> <td>Ambuja Cements Limited</td> </tr> </tbody> </table>	CSRC		Member	Ambuja Cements Limited	Member	Cummins India Limited	Member	Indian Hotels Co.Ltd.	Member	Tata Motors Finance Limited	Member	TMF Holdings Limited	Member	Tata Motors Finance Solutions Limited	NRC		Member	Ambuja Cements Limited	Member	Cummins India Limited	Member	Ambuja Cements Limited	Member	HDFC Limited	Member	Tata Motors Finance Limited	Member	TMF Holdings Limited	Member	Tata Motors Finance Solutions Limited	RMC		Chairman	HDFC Limited	Chairman	Indian Hotels Co.Ltd.	Member	Cummins India Limited	Member	Ambuja Cements Limited	None
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Corporate Social Responsibility Committee (CSRC), Nomination & Remuneration Committee (NRC) Risk Management Committee (RMC)																																											
Number of equity Shares held in the Bank as on March 31, 2021	None	4,401	2,100,000																																								

Explanatory Statement as required under Section 102(1) and any other applicable provisions of the Companies Act, 2013 annexed to and forming part of the Notice dated July 20, 2021:

Item No. 3 & 4: Revision in the term of office of M/s. S R Batliboi & Associates LLP, Chartered Accountants & appointment joint Statutory Auditors

The Members of the Bank at the 25th Annual General Meeting held on July 11, 2020 had approved the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W/E300004) as the Statutory Auditors of the Bank for a period of 4 (four) years commencing from the FY 2020-21 till (and including) the FY 2023-24.

Subsequently, the Reserve Bank of India (“RBI”) has on April 27, 2021, issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)(“RBI Guidelines”). In terms of the RBI Guidelines, the Statutory Auditors have to be appointed for a term of 3 years. The RBI Guidelines are applicable from the FY 2021-22. Therefore, the term of office of M/s. S R Batliboi & Associates LLP as Statutory Auditors of the Bank will need to be revised from 4 years to 3 years, i.e. 3 years from the FY 2020-21 till (and including) the FY 2022-23.

Further as per the RBI Guidelines, given that the Bank’s asset size is more than the stipulated threshold in this regard, the Bank will need to appoint a minimum of two joint Statutory Auditors. Therefore, for the remainder of the term of M/s. S R Batliboi & Associates LLP, LLP, they will need to act as joint Statutory Auditors of the Bank, with such other joint Statutory Auditor(s) as the Bank may appoint.

Accordingly, the approval of the Members of the Bank is required in modification of the Resolution passed by the Members of the Bank at the 25th Annual General Meeting held on July 11, 2020, and subject to applicable law and regulations (as may be amended, restated, modified, replaced from time to time), to revise the term of office for M/s. S R Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Bank from a term of 4 years to a term of 3 years, i.e. 3 years from the FY 2020-21 till (and including) the FY 2022-23, and that for the remainder of this revised term, M/s. S R Batliboi & Associates LLP shall act as joint Statutory Auditors of the Bank with such other joint Statutory Auditor(s) as the Bank may appoint (subject to the approval of RBI and the Members of the Bank).

The Board of Directors of the Bank vide its Resolution dated July 5, 2021 had recommended M/s Sundaram &

Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S) being the first preferred firm to the RBI for appointment as joint Statutory Auditors of the Bank, for a period of 3 (Three) years with effect from the FY 2021-22 till and including the FY 2023-24 subject to the approval of the RBI for each year during their tenure.

The Bank has received approval of the Reserve Bank of India for the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants as the joint Statutory Auditors of the Bank.

M/s Sundaram & Srinivasan, Chartered Accountants (ICAI Registration No. 004207S) is a partnership firm established in 1943 with registered office in Chennai. They have strong presence in Southern India and provide audit and related services across India.

Considering the past experience of the firm in audit of private sector banks, the Board recommends the appointment of M/s Sundaram & Srinivasan, Chartered Accountants (ICAI Registration No. 004207S) as the joint Statutory Auditors of the Bank.

Accordingly, the approval of Members of the Bank is required pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules there under and pursuant to Section 30 of the Banking Regulation Act, 1949 and guidelines issued by the RBI including any amendments, modifications, variations or re-enactments thereof, for appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules and the guidelines issued by RBI dated April 27, 2021, as the joint Statutory Auditors of the Bank, to hold office for a period of 3 (Three) years with effect from the FY 2021-22 till and including the FY 2023-24, subject to the approval of the RBI for each year during this tenure, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and/or any other authority.

Further, subject to applicable law and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), M/s.Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S) and M/s. S R Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No.101049 W/E300004), who were already appointed as Statutory Auditors of the Bank at the 25th Annual General Meeting held on July 11, 2020),

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shall act as joint Statutory Auditors of the Bank for the remainder of the term of M/s. S R Batliboi & Associates LLP and that M/s. Sundaram & Srinivasan, shall thereafter act as joint Statutory Auditors of the Bank with such new joint Statutory Auditor(s) who will be appointed by the Bank subject to prior permission of RBI and approval of the Members of the Bank from FY 2022-23 onwards.

M/s. S R Batliboi & Associates LLP and M/s Sundaram & Srinivasan, as joint Statutory Auditors, shall be paid the overall audit fees of ₹ 1.30 crore (Rupees One Crore and Thirty Lakhs Only) per annum for FY 2021-22 and FY 2022-23, with authority to the Board (including any Committee thereof) to allocate the overall audit fees between M/s. S R Batliboi & Associates LLP and M/s. Sundaram & Srinivasan, as may be mutually agreed between the Bank and the said joint Statutory Auditors, depending upon their respective scope of work, and additionally out of pocket expenses, outlays and taxes as applicable.

The Board of Directors recommends the appointment of the selected Statutory Auditor Firms as the Bank's joint Statutory Auditors based on a review of their profile, experience and specialization in audit of banking and financial service sector.

Your Board recommends the passing of the Resolutions in Item Nos. 3 & 4 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of the Resolutions in item Nos. 3 & 4.

Item No. 5 - 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 Bank 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 at the 25th AGM held on July 11, 2020 by which the Borrowing limit was increased to ₹ 5,500 crore.

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 Additional Tier I and /or 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 as specified in the Resolution.

Your Board recommends the Resolution at Item No.5 of the accompanying Notice for the approval of the Members of the Bank by way of a Special Resolution

None of the Directors or Key Managerial Personnel of the Bank or their respective relatives is concerned or interested in the passing of the Special Resolution at Item No.5.

Item No. 6 - 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 the 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 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. While the Members had passed a Special Resolution at the last AGM held on July 11, 2020, in case the Bank needs to or gets an opportunity to raise such funds hereinafter during the period of about one year from the forthcoming AGM, it will require Members' fresh approval at that time which could be time consuming. Hence it is proposed to seek approval of the Members once again in the forthcoming 26th AGM which shall be valid for one year from the date of the Members' approval.

Further, considering the features of the revised guidelines issued by the 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 the RBI, up to ₹ 500 crore (Rupees Five Hundred crore only) in aggregate, for additional Tier I and Tier II capital, 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 applicable laws.

Accordingly, the approval of Members is being sought by way of a Special Resolution as set out at in Item No. 6 of this Notice for borrowing / raising funds in Indian / foreign currency by issue of debt securities on private placement basis.

Your Board recommends the Special Resolution, as set forth in Item No. 6 of this Notice for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel or their respective relatives is concerned or interested in the passing of the Special Resolution at Item No.6.

Item No. 7 -Issue of equity shares / other securities convertible into equity shares (“Securities”) through 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 VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) for an amount not exceeding ₹ 500 crore (Rupees Five Hundred crore only), through a Qualified Institutions Placement.

The Bank proposes to grow secured retail assets (e.g. housing loans, gold loans etc.), 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 11.5% capital adequacy on incremental assets, the proceeds of the issue of Equity Shares would enable the Bank to add approximately ₹ 4,348 crore 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 Item No.7 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. 7 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.

DCB Bank Limited

Item No. 8 - Re-appointment of Mr. Nasser Munjee (DIN 00010180), Non-Executive (Part Time) Chairman of the Bank and payment of Honorarium.

The Board of Directors at the meeting held on April 28, 2020 had approved and recommended to the Reserve Bank of India (RBI) the re-appointment of Mr. Nasser Munjee as Non-Executive (Part Time) Chairman of the Bank w.e.f. August 19, 2020 and had recommended for approval of the Reserve Bank of India (RBI). RBI has vide an e-mail dated August 17, 2020 approved his re-appointment for one year w.e.f. August 19, 2020 as per the existing terms and conditions i.e. payment of Honorarium of ₹ 24.00 Lakh per annum, reimbursement of actual business related expenses and payment of club membership fee to him.

The Board of Directors recommends Members to accord their approval for the re-appointment of Mr. Munjee as Non-Executive (Part Time) Chairman of the Bank for further period of one year w.e.f. August 19, 2020 and payment of Honorarium, reimbursement of actual business related expenses and payment of club membership fee as approved by RBI and passing of the Ordinary Resolution as set out in Item No. 8 of the Notice. Mr. Munjee is not entitled to sitting fees for attending the meetings of the Board / Committees.

None of the Directors other than Mr. Nasser Munjee nor any Key Managerial Personnel or their respective relatives are, in any way interested in the Resolution at Item No. 8 of the Notice.

Item No.9 - Re-appointment of Mr. Murali M. Natrajan, (DIN 00061194) as Managing Director and CEO of the Bank

Mr. Murali M. Natrajan was last re-appointed as Managing Director and CEO of the Bank for a period of three years from April 29, 2018 to April 28, 2021 in the Twenty Third AGM held on June 2, 2018 as per the approval of the Reserve Bank of India vide letter DBR.Appt. No.9537/29.03.001/2017-2018 dated April 23, 2018.

The Board of Directors at the meeting held on September 16, 2020 had approved and recommended to the Reserve Bank of India (RBI) the re-appointment of the Mr. Murali M. Natrajan as Managing Director and CEO of the Bank. The Reserve Bank of India vide letter DOR.GOV.No. 37539/29.03.001/2021-22 dated April 15, 2021 has approved re-appointment of Mr. Murali M. Natrajan as Managing Director and CEO of the Bank for further period of one year from April 29, 2021 up to April 28, 2022 on the existing terms given below by RBI:

Sr. No.	Remuneration	Amount
1.	Salary (basic)	₹ 2,39,90,400/- p.a..
2.	Dearness allowance	NIL
3.	House Rent allowance	Yes. Fully furnished accommodation OR in case no residential accommodation is provided by the Bank then the Bank should pay ₹ 55.50 lakh p.a. as Housing Allowance
4.	Conveyance allowance	NIL
5.	Entertainment allowance	Entertainment expenses reasonably incurred will be reimbursed against presentation of receipts /evidence.
6.	Other allowance, if any (Please specify)	a) Gas & Electricity charges b) Water charges Actuals at reasonable rates. c) Consolidated Benefit Allowance of ₹ 2,01,94,272/- p.a.
PERQUISITES:		
1	Residence	Yes, fully furnished accommodation OR In case no residential accommodation is provided by Bank then the Bank should pay ₹ 55.50 lakhs p.a. as Housing Allowance.
2.	Use of Bank's cars:	Two Cars
	(i) Official purpose.	Yes (One car)
	(ii) For private purposes on compensating the Bank with suitable amount	Second car for private use. Running and maintenance on Bank account. Reimbursement of salary, bonus, uniform, etc. to 2 drivers restricted in aggregate to ₹ 3 lakhs per annum. If no car availed, allowance at ₹ 50,000/- per month per car to meet the expenses on a net of tax basis.
3.	Provident Fund	As per the Bank's rules. (12% of Basic) ₹ 28,78,848/- p.a
4.	Gratuity	As per the Payment of Gratuity Act.

Sr. No.	Remuneration	Amount
5.	Pension	N.A.
6.	Traveling and Halting Allowance	Actual for the Bank's business.
7.	Insurance & Medical benefits	Group Personal Accident Insurance & Critical Illness cover as per policy of the Bank. Group Insurance for actual death as per Scheme for employees (up to 24 times of monthly basic salary). Health Insurance and hospitalization policy to cover Mr. Murali M. Natrajan & his dependent family members premia not exceeding ₹ 1,20,000/- p.a. Reimbursement of routine medical expenses on actual basis incurred by him or his dependent family members not exceeding ₹ 50,000/- p.a. (The same should be allowed to be claimed on net of tax basis in case of non-availability of bills).
8.	Meal Allowance	Meal Allowance of ₹ 30,000/- p.a.
9.	Other Benefits	
	Use of Telephone / Fax	Use of two Telephones and one Cellular phone 1 as Telephone 1 as Fax machine Blackberry / iPhone / any other handheld phone instrument for official purpose / other internet connectivity as the case may be. Re-imbursment of expenses at actual.
	Membership of Club	Two Clubs (Cost of admission and contribution).
	Housing Loan(s)	N.A.
	Other Loan(s) (F&F / vehicles, etc.)	N.A.
10.	Leave fare concession	₹ 26,78,115/- p.a. (Payment as per the Bank's policy and taxability / tax exemption as per Income Tax Act, 1961).

The Board of Directors recommends the re-appointment of Mr.Murali M. Natrajan as Managing Director & CEO of the Bank for a further period of one year from April 29, 2021 to April 28, 2022.

Mr. Natrajan shall be entitled to an annual increase in remuneration being limited to 15% of the previous year's annual remuneration inclusive of the bonus paid, if any, for that Financial Year, which will be subject to prior RBI approval.

Mr. Natrajan is not entitled to sitting fees for attending the meetings of the Board / Committees.

None of the Directors other than Mr. Murali M. Natrajan, nor any Key Managerial Personnel or their respective relatives are, in any way, interested in the Resolution at Item No. 9 of the Notice.

By Order of the Board of Directors
DCB Bank Limited

Place:Mumbai
Date: July 20, 2021

Rubi Chaturvedi
Company Secretary

Registered Office:
CIN:L99999MH1995PLC089008
Peninsula Business Park,
6th floor, 601 & 602, Tower A,
Senapati Bapat Marg,
Lower Parel, Mumbai 400 013.