

Ref. No.CO:CS:RC:2021-22:039

May 12, 2021

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 023.

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

Dear Sirs,

Annual Secretarial Compliance Report for the Financial Year 2020-21

BSE Scrip Code No.: 532772 **NSE SYMBOL: DCBBANK**

We enclose herewith Annual Secretarial Compliance Report dated May 06, 2021 issued by M/s. S. N. ANANTHASUBRAMANIAN & CO., Practicing Company Secretaries for the Financial Year ended March 31, 2021, in terms of Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No.CIR/CFD/CMD1/27/2019 dated 8th February 2019.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

RUBI

CHATURVEDI

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RUBI CHATURVEDI
Date: 2021.05.12
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Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl: as above



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,
The Board of Directors,
DCB BANK LIMITED
CIN: L99999MH1995PLC089008
601 & 602, Peninsula Business Park
6th floor, Tower A, Senapati Bapat Marg,
Lower Parel, Mumbai 400013

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2020-2021

We have been engaged by **DCB BANK LIMITED** (hereinafter referred to as 'the Bank') bearing **CIN: L99999MH1995PLC089008** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Bank to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Bank with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Due to the pandemic caused by COVID-19 and prevailing lockdowns/restrictions on movement of people imposed by the Government, for the purpose of issuing the Report, we have conducted our audit remotely based on the records and information made available to us by the Company electronically

Annual Secretarial Compliance Report is enclosed

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
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S. N. Ananthasubramanian
Partner
FCS: 4206 | COP No.: 1774
6th May, 2021 : Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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**SECRETARIAL COMPLIANCE REPORT OF DCB BANK LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2021**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **DCB Bank Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31st March, 2021 ('Review Period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable as there was no reportable event during the Financial Year under review;**
- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities And Exchange Board of India (Bankers To An Issue) Regulations, 1994;
- (h) Securities And Exchange Board of India (Depositories And Participants) Regulations, 2018.

and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Refer Annexure A**

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 606/2019

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
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S. N. Ananthasubramanian
Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206C000252388
6th May, 2021
Thane



S. N. ANANTHASUBRAMANIAN & CO Company Secretaries

Annexure A

Sr.No	Observation of Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2013: There was delay in submission of the disclosure of Related Party Transactions for the half-year ended March 2019 required to be made to BSE and NSE by 5 days	2019-2020	Since then, there has been no delay in submissions to be made to exchanges under the said regulation.	None
2	Point 13 of Para A Part A of Sch III of Reg 30 of LODR: There was delay in submission of the proceedings of AGM held on 1 st June 2019 to BSE and NSE by a day.	2019-2020	The Bank has duly submitted the proceedings of AGM held on 11 th July 2020 within the prescribed time limit.	None



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NARAYANAN SATYAMANGALAM
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