

Ref. No.CO:CS:RC:2018-19:040

May 07, 2018

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,

**Sub: Intimation of the Twenty Third Annual General Meeting of the Bank
and Book Closure**

BSE Scrip Code No.: 532772

NSE SYMBOL: DCBBANK

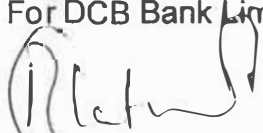
This is to inform the Exchanges that the Twenty Third Annual General Meeting (the 23rd AGM) of the Members of the Bank will be held on Saturday, June 02, 2018 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, K. C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020. We enclose herewith copy of the 23rd AGM Notice dated April 14, 2018 for your record.

Pursuant to the Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, May 26, 2018 to Saturday, June 02, 2018 (both days inclusive) for the purpose of the 23rd AGM and payment of dividend, if any, for the financial year ended on March 31, 2018.

Please take note of the above in compliance with the requirements under Regulation 42 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For DCB Bank Limited


Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl.: As above



NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of DCB BANK LIMITED ("the Bank") will be held on Saturday, June 2, 2018 at 2.30 p.m. at the Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 to transact the following:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2018 together with the Reports of the Auditors and Directors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Shaffiq Dharamshi (DIN-06925633), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration for the Financial Year ending March 31, 2019 and in that connection to consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT subject to approval of the Reserve Bank of India ("RBI") and such other regulatory authorities, as may be applicable, and pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the RBI, from time to time and pursuant to the resolution passed by the Members at the Twenty-First Annual General Meeting held on June 1, 2016 appointing M/s. Deloitte, Haskins & Sells, Chartered Accountants (Registration No.117365W) as the Statutory Auditors of the Bank to hold office for four (4) years from the conclusion of the Twenty First Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting, the appointment of M/s. Deloitte, Haskins & Sells, Chartered Accountants (Registration No. 117365W) as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting, be and is hereby ratified by the Members of the Bank and the Board of Directors of the Bank is authorized to fix their remuneration and other terms and conditions for the Financial Year ending March 31, 2019."

Special Business:

5. Appointment of Mr Jamal Pradhan (DIN-00308504) as Non-Executive Director, liable to retire by rotation

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and Section 10 A (2A) of Banking Regulation Act, 1949, Mr. Jamal Pradhan (DIN-00308504), who was appointed as Non- Executive Director by the Board of Directors with effect from October 16, 2017, be and is hereby appointed as a Non-Executive Director of the Bank liable to retire by rotation."

6. Appointment of Mr. Iqbal Khan (DIN-07870063) as a Non-Executive Director, liable to retire by rotation

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and Section 10 A (2A) of Banking Regulation Act, 1949, Mr. Iqbal Khan (DIN-07870063), who was appointed as an Additional Director with effect from 15th July 2017 and who holds office up to the date of this Annual General Meeting of the Bank, be and is hereby appointed as a Non-Executive Director of the Bank, liable to retire by rotation."

7. Appointment of Mr. Ashok Barat (DIN-00492930) as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Section 10 A(2A) of the Banking Regulation Act, 1949, Mr. Ashok Barat (DIN-00492930), who was appointed as an Additional Director with effect from March 22, 2018 be and is hereby appointed as Independent Director of the Bank from March 22, 2018 for a period of five years and shall not be liable to retire by rotation."

8. Re-appointment of Mr. Nasser Munjee (DIN-00010180) as Non-Executive (Part-time) Chairman of the Bank and payment of Honorarium to him

To consider and if thought fit, to pass the following resolutions as 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 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 letter No. DBOD.Appt No.961/29.03.001/2017-18 dated July 28, 2017 (hereinafter referred to as RBI Letter), approval of Members of the Bank be and is hereby given to the re-appointment of Mr. Nasser

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Munjee as Non-Executive (Part-time) Chairman of the Bank for a period of three (3) years from August 19, 2017 to August 18, 2020.

RESOLVED FURTHER THAT as approved by the RBI Letter, 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 Managing Director & CEO.

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 three years from April 29, 2018 to April 28, 2021 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.”

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

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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”.

11. 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 22nd Annual General Meeting held on June 1, 2017 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, Securities Premium and its free reserves, provided that the total outstanding amount so borrowed by the Bank shall not at any time exceed ₹ 3,200 Crore (Rupees Three Thousand Two 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”.

12. Amendments in the Object Clause of the Memorandum of Association of the Bank

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the rules made thereunder (including the Companies (Incorporation) Rules, 2014), the applicable provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, subject to approval of the Registrar of Companies, Mumbai, Maharashtra, (“ROC”), the RBI and such other approvals as may be necessary or required, the Clause III (Objects Clause) of the Memorandum of Association of the Bank be and is hereby altered by inserting / modifying the following clauses and remaining sub-clauses be re-numbered accordingly:

A) In Clause III (A):

I. Clause 2(b) which is appearing as “the lending or advancing of money with or without security” be substituted with the following: **“the lending or advancing of money with or without security (e.g. Loan, overdraft or on cash credit on other accounts or in any other manner with or without security of movable or immovable properties, bills of exchange, hundis, promissory notes, coupons, drafts, railway receipts, warrants, debentures, certificates, scrips and other instruments, and securities whether transferable or negotiable or not)”**

II. Clause 2(f) which is appearing as “the buying and selling of foreign exchange including foreign Bank notes” be substituted with the following: **“act as foreign exchange dealer, the buying and selling of foreign exchange including foreign bank notes, foreign currency options, forward covers, swaps of all kinds and to transact for itself or on behalf of any persons, body corporate, company, corporation, society, firm or association of persons whether incorporated or not, all kinds of transactions in foreign currencies”**

III. Insertion of following new Clauses after the existing clause 2(l):

m) Issuing of credit cards and all kinds of securities;

n) Carrying on any other business specified in clause (b) to clause (n) of the subsection (1) of section 6 of the Banking Regulation Act, 1949 (10 of 1949), and such other forms of business which the Central Government has pursuant to clause (o) of sub-section (1) of the Section 6 of that Act, specified or may from time to time specify by notification in the official Gazette as a form of business in which it would be lawful for a banking company to engage.

IV. Insertion of following new clause after the existing Clause 6:

6 (a) To deposit money with other banks by way of current deposits, fixed deposits, and otherwise with or without interest, to accept bills of exchange, hundies and other negotiable instruments and to endorse the same to bankers and do all such banking business as are generally done by bankers with bankers and others.

B) In Clause III (B):

I. Clause 18 which is appearing as “Doing business of equipment leasing, hire purchase, merchant banking, mutual funds, custodial services and carry on business of factoring and to do any other business that Reserve Bank of India and the Government permits from time to time.” be substituted with the following: **“Doing business of equipment leasing, hire purchase, merchant banking, investment banking, portfolio investment management, mutual funds, custodial services and carry on business of factoring and to do any other business that Reserve Bank of India and the Government permits from time to time.”**

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II. Insertion of following new clause after the existing Clause 22 :

22(a) To form, establish or promote any other company, body corporate or any other entity either as subsidiary of this company or otherwise for the purpose of carrying on any of the business or activities of the company or for the purpose of acquiring or taking over all or any of the property, rights and liabilities of such company, body corporate, or any other entity or for any other purpose which may directly or indirectly benefit the company.

C) Clause (C) Other Objects : Header of the Clause to be updated as per Companies Act, 2013 to **“Matters which are necessary for furtherance of the objects specified in IIIA”**

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as “Board” and the expression shall also include a duly constituted Committee thereof) be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in

connection with or incidental to give effect to the above resolution, including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Bank.”

Place: Bengaluru

Date: April 14, 2018

CIN:L99999MH1995PLC089008

By Order of the Board of Directors

DCB Bank Limited

Registered Office:

Peninsula Business Park,
6th floor, 601 & 602, Tower A,

Senapati Bapat Marg,

Lower Parel, Mumbai 400 013.

Website: www.dcbbank.com

e-mail: investorgrievance@dcbbank.com

Rubi Chaturvedi

Company Secretary

NOTES:

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

A person shall not act as Proxy for more than Fifty (50) Members and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights. A person holding more than 10 percent of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- 2) The instrument appointing the proxy (as per the format provided hereinafter), in order to be effective, should be duly stamped, completed and signed and deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the meeting.
- 3) MEMBER / PROXY/AUTHORISED REPRESENTATIVES SHOULD BRING THE ATTENDANCE SLIP SENT HERewith, DULY FILLED IN, FOR ATTENDING THE MEETING AND THE IDENTIFICATION FORMS DULY FILLED IN ALONG WITH THEIR COPIES OF ANNUAL REPORT AND ACCOUNTS.
- 4) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the business at Item nos. 5 to 12 of the Notice is annexed hereto.
- 5) The Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, May 26, 2018 to Saturday, June 2, 2018 (both days inclusive). Dividend will be paid to Members whose names appear on the record of Depositories (NSDL and CDSL) on Friday, May 25, 2018 (for shares held in demat mode) and in the Register of Members of the Bank (for shares held

in physical mode) updated as on the Book Closure Dates. The dividend will be paid to the Members within the stipulated time.

- 6) An updated list of Unpaid Dividend (FY 2016-17) as of March 31, 2018 is hosted on website of the Bank at <http://www.dcbbank.com/cms/showpage/page/for-shareholder>. 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.
- 7) Members holding shares in physical form are requested to address all their correspondence including bank details, change of address, mandates 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.
- 8) Since shares of the Bank are traded on the stock exchanges compulsorily in demat mode, Shareholders holding shares in physical mode are strongly advised to get their shares dematerialised.
- 9) The Shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Bank to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at dcbbankgogreen@linkintime.co.in or to the Bank at investorgrievance@dcbbank.com. The Annual Report of the Bank and other documents proposed to be sent through e-mail would also be made available on the Bank's website at <http://www.dcbbank.com/cms/showpage/page/about-us-keyfinancials>

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10) E-Voting:

The Bank has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all Members of the Bank to enable them to cast their votes electronically on the resolutions mentioned in the notice of the 23rd Annual General meeting (AGM) of the Bank dated April 14, 2018 (the AGM Notice). The facility for voting/e-voting shall also be made available at the AGM and the Members attending the AGM and who have not already cast their votes through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. 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. E-voting is optional.

In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Bank has fixed Friday, May 25, 2018 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date only.

INSTRUCTION FOR REMOTE E-VOTING

The Bank is pleased to offer Remote E-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- I. The Remote E-voting period begins on Wednesday, May 30, 2018 at 10.00 a.m. (IST) and ends on Friday, June 01, 2018 at 05.00 p. m. (IST). During this period, Members of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, May 25, 2018, may cast their votes electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Friday, June 01, 2018.
- II. The Members should log on to the Remote E-voting website: www.evotingindia.com.
- III. Click on the tab "Shareholders/Members".
- IV. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Bank
- V. Next, enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password should be used.

VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number, printed on Attendance Slip, in the PAN Field.
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. #There are 2 fields provided. Any one detail to be entered. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (IV).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for Remote E-voting on the resolutions contained in this Notice.
- XI. Click on the Electronic Voting Sequence Number (EVSN) of "DCB Bank Limited".
- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by

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clicking on “Click here to print” option on the Voting page.

XVII. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVIII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the AppStore and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XIX. Note for Non – Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdeskevoting@cdslindia.com.
- After receiving the login details, a compliance user should

be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk at 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.

XX. In case you have any queries or issues regarding Remote E-voting, you may contact Mr. Rakesh Dalvi, Dy. Manager, CDSL, or Helpdesk: 1800225533 or refer the Frequently Asked Questions (FAQs) and Remote E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11) Details of Director seeking appointment / re-appointment in the Annual General Meeting scheduled on Saturday, June 2, 2018 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), are as below:

Name of Director	Mr. Jamal Pradhan	Mr. Iqbal Khan	Mr. Ashok Barat
Date of Birth	14-12-1968	25-05-1978	05-12-1956
Date of the original Appointment	15-01-2013	15-07-2017	22-03-2018
Date of the last re-appointment	N.A	N.A	N.A.
Expertise in Specific Functional area	SSI and Exports	Legal Expert	Finance, M&A, Strategy, Management Assurance and Governance.
Qualification	B.Com. OPM from Harvard Business School 2012 (Executive Education Program-Owner President Management Program)	JD (Juris Doctorate); LL.B. (Bachelor of Laws); and B.Sc Computer Science	B.Com, FCA and FCS
Board Membership of other Public Limited companies as on March 31, 2018	1	NIL	2
Chairman/ Member of the Committee of the Board of Directors of the Bank as on March 31, 2018	Chairman: NIL Member: i. IT Strategy Committee ii. Customer Service Committee iii. Fraud Reporting & Monitoring Committee	NIL	Chairman: NIL Member: NIL
Chairman/ member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2018.			
a. Audit Committee	NIL	NIL	1
b. Stakeholders' Relationship Committee	NIL	NIL	NIL
c. Other Committees	NIL	NIL	2
Number of equity Shares held in the Bank as on March 31, 2018	4,718	NIL	NIL

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Name of Director	Mr. Shaffiq Dharamshi	Mr. Nasser Munjee	Mr. Murali M. Natrajan
Date of Birth	23-01-1967	18-11-1952	23-03-1962
Date of the original Appointment	13-01-2015	29-06-2005	29-04-2009
Date of the last re-appointment	None	01-06-2016 (w.e.f. 19-08-2014)	01-06-2015 (w.e.f. 29-04-2015)
Expertise in Specific Functional area	Risk Management	Economics, Finance, Banking, Agriculture, Co-operation.	Banking
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, 2018	None in India	7	None
Chairman/ Member of the Committee of the Board of Directors of the Bank as on March 31, 2018	Chairman: NIL Member: 1. Audit Committee	Chairman: 1.Executive Committee 2.Capital Raising Committee 3.Corporate Social Responsibility Committee Member: 1.Nomination and Remuneration Committee	Chairman: 1.Wilful Defaulter Review Committee Member: 1.Capital Raising Committee 2. Risk Management Committee 3. Corporate Social Responsibility 4. Fraud Reporting & Monitoring Committee 5. Customer Service Committee
Chairman/ member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2018.	None in India		None
a. Audit Committee	NIL	Chairman - 5 Member - 1	NIL
b. Stakeholders' Relationship Committee	NIL	NIL	NIL
c. Other Committees	NIL	Chairman: 5 Member : 9	NIL
Number of equity Shares held in the Bank as on March 31, 2018	NIL	4,401	19,50,000

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 April 14, 2018:

ITEM NO.5

Appointment of Mr. Jamal Pradhan as Non-Executive Director

Mr. Jamal Pradhan was appointed as an Independent Director at the Annual General Meeting held on June 6, 2014. In the month of October, 2017, Mr. Jamal Pradhan informed the change in his status from Independent Director to Non-independent Director, which was taken on record by the Board in its meeting, held on October 16, 2017 with immediate effect. The Board of Directors re-appointed him as a Non-executive Director w.e.f. October 16, 2017. Post change in the status of Mr. Pradhan, the Bank continues to meet the criteria set under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for number of Independent Directors on the Board of the Bank.

The Board recommends appointment of Mr. Jamal Pradhan as a Non-Executive Director of the Bank, who shall be liable to retire by

rotation.

None of the Directors except Mr. Jamal Pradhan, or Key Managerial Personnel or their respective relatives are, directly or indirectly, concerned or interested financially or otherwise in the passing of the Resolution at Item No.5.

ITEM NO.6

Appointment of Mr. Iqbal Khan as Non-Executive Director

The Board of Directors have pursuant to Section 161 of the Companies Act, 2013 read with Article 122 of the Articles of Association of the Bank appointed Mr. Iqbal Khan as an Additional Non-Executive Director of the Bank, at their meeting held on July 15, 2017 and Mr. Khan holds office up to the date of the forthcoming Annual General Meeting. It is proposed to appoint him as a Non-Executive Director of the Bank, who shall be liable to retire by rotation.

Mr. Iqbal Khan is a Partner at Shardul Amarchand Mangaldas & Co., a leading firm of Solicitors and a member of the Private Equity and

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Mergers & Acquisitions Practice Group. He finished his J.D. from Columbia Law School (as a Harlan Fisk Stone Scholar) and LL.B. from London School of Economics and Political Science. He is not related to any other Director of the Bank. The relevant particulars concerning Mr. Iqbal Khan are set out in the statement attached to the Notice and in the Directors' Report. The Board is of the view that the Bank would benefit from the experience of Mr. Iqbal Khan and his joining the Board will enable drawing synergies with the promoters. Accordingly the Board recommends his appointment as a Non-Executive Director.

None of the Directors other than Mr. Iqbal Khan nor any Key Managerial Personnel or their respective relatives are, in any way interested in the Resolution at Item No.6 of the Notice. Promoters of the Bank the Aga Khan Fund for Economic Development, S.A. and Platinum Jubilee Investments Ltd. shall be deemed to be interested in the Resolution at item no. 6 of the Notice.

ITEM NO.7

Appointment of Mr. Ashok Barat as Independent Director

The Board of Directors have pursuant to Section 161 of the Companies Act, 2013 read with Article 122 of the Articles of Association of the Bank appointed Mr. Ashok Barat as an Additional Director in the category of Independent Director on March 22, 2018 and Mr Barat holds office till the date of the forthcoming Annual General Meeting of the Bank.

Mr. Barat is a Fellow Member of the Institute of Chartered Accountants of India and a Fellow Member of the Institute of Company Secretaries of India. His major areas of influence and impact have been finance, M&A, strategy, management assurance and governance. Relevant details are separately given in the statement attached to the notice and Directors' Report.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for his appointment as an Independent Director. The Board has recommended his appointment as an Independent Director, for a period five years from March 22, 2018.

None of the Directors other than Mr. Ashok Barat, nor any Key Managerial Personnel or their respective relatives are, in any way interested in the Resolution at Item No.7 of the Notice.

ITEM NO.8

Re-appointment of Mr. Nasser Munjee as Non-Executive (Part time) Chairman and payment of Honorarium to him

The Board of Directors at the meeting held on April 14, 2017 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 for a further period of 3 years w.e.f. August 19, 2017 till August 18, 2020. RBI has vide its letter No.DBOD. Appt No.961/29.03.001/2017-18 dated July 28, 2017 approved his re-appointment. RBI while approving his re-appointment for 3 years from August 19, 2017 also approved 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 three years from August 19, 2017 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 as Managing Director & CEO

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, 2015 to April 28, 2018 in the Twentieth AGM held on June 1, 2015 as per the approval of the Reserve Bank of India vide letter DBR.Appt. No.14260/29.03.001/2014-2015 dated March 31, 2015.

The Board of Directors at the meeting held on October 16, 2017 had approved and had 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 for a further period of 3 years from April 29, 2018 up to April 28, 2021 on the following terms, subject to approval of RBI:

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Sr. No.	Remuneration	Approved by Board and recommended to RBI
1.	Salary (basic)	₹ 25,589,760/- per annum.
2.	Dearness allowance	NIL
3.	House Rent allowance	Currently the MD & CEO has been provided accommodation by the Bank and hence no payment of HRA is made to him. Note: Refer Point No.1 Residence, under Perquisites
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 ₹ 21,540,557/- per annum.
	TOTAL	₹ 47,130,317/-
	PERQUISITES:	
1.	Residence	Fully furnished accommodation OR In case no residential accommodation is provided by Bank then the Bank should pay ₹ 65.00 lakh per annum as Housing Allowance. Note: Currently the MD & CEO has been provided accommodation by the Bank and hence no payment is made to him
2.	Use of bank's cars: (i) Official purpose. (ii) For private purposes on compensating the bank with suitable amount	Two Cars Yes (One car) 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 lakh per annum If no car availed, allowance @ ₹ 65,000/- per month per car to meet the expenses on a net of tax basis.
3.	Provident Fund	As per Bank's rules. (12% of Basic) (₹ 3,070,771/- per annum)
4.	Gratuity	As per Payment of Gratuity Act.
5.	Pension	N.A.
6.	Travelling and Halting Allowance	Actual for 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 (maximum upto 24 times of monthly basic salary). Health Insurance and hospitalization policy to cover Mr. Murali M. Natrajan & his dependant family Members premia not exceeding ₹ 120,000/- per annum. Reimbursement of routine medical expenses on actual basis incurred by him or his dependant family Members not exceeding ₹ 50,000/- per annum. (The same would 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/- per annum
9.	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-imbursement of expenses at actuals.
	Membership of Club	Two Clubs (Cost of admission and contribution).
	Bonus	As recommended by Nomination & Remuneration Committee Meeting and approved by the Board, subject to RBI approval
	Housing Loan(s)	N.A.
	Other Loan(s)	N.A.
10.	LEAVE	
	Annual Leave	30 days per financial year
	Sick Leave	
	Leave fare concession	₹ 2,878,115/- per annum. (Payment as per Bank's policy and taxability / tax exemption as per Income Tax Act, 1961).

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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 three years from April 29, 2018 to April 28, 2021

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.

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.

ITEM NO. 10

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 a private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Bank, by a special resolution, for each of the offers or invitations/ subscriptions. In case of offer or invitation for subscription of nonconvertible 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 shareholders had passed a special resolution at the last Annual General Meeting (AGM) held on June 1, 2017 and the Bank raised the full amount of ₹ 450 Cr in two subsequent tranches in the month of November 2017 (₹ 300 Cr) and January 2018 (₹ 150 Cr). 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 shareholders' 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 23rd AGM which shall be valid for one year from the date of the Shareholders' approval.

Further, considering the features of the revised guidelines issued by RBI on issue of long term bonds/ Basel III Tier I /Tier II bonds and the fact that these bonds will also assist the Bank in reducing asset liability mismatches, the Board of Directors has proposed to obtain the consent of the Members of the Bank for borrowing/ raising funds in Indian/ foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to ₹ 300 Cr (Rupees Three 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 special resolution as set out at in Item No. 10 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. 10 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. 10.

ITEM NO.11

Increase in Borrowing Powers

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Bank (apart from the deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Bank's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company, Securities Premium and 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 22nd AGM held on June 1, 2017.

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.11 of the accompanying Notice for the approval of the Members of the Bank

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by way of 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.11.

ITEM NO.12

12. Amendments in the Object Clause of the Memorandum of Association of the Bank

In line with the growth in business, the Bank has been offering various products to its customers. The Bank intends to widen the scope of its product and services offering and diversify into other business activities as permitted by the Reserve Bank of India or the Government of India. To enable the Bank to expand the product and services and/or commence any other permitted business activities, it is proposed to amend certain object clauses and insert new object clauses under the Object Clause of the Memorandum of Association of the Company as set out in the resolution above.

The above amendment would be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai, the Reserve Bank of India and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the existing and the proposed Memorandum of Association is available on the Bank's website at <http://www.dcbbank.com/cms/showpage/page/for-shareholder> for perusal by the Members and is also available for inspection of the Members at the Registered Office of the Bank between 10.00 a.m to 3.00 p.m on all working days upto June 1, 2018.

Your Directors, therefore, recommend the passing of the Special Resolution set forth in Item No. 12 of this Notice for the approval of the members.

None of the Directors nor Key Managerial Personnel and their relatives is, in any way, concerned with or interested, financially or otherwise, in the Resolution at Item No. 12 of this Notice.

Place: Bengaluru

Date: April 14, 2018

CIN:L99999MH1995PLC089008

Registered Office:

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

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By Order of the Board of Directors

DCB Bank Limited

Rubi Chaturvedi
Company Secretary