Ref. No.CO:CS:HVB:2016-17:036 May 06, 2016

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 First Annual General Meeting and Book Closure

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

This is to inform the Exchanges that the Twenty First Annual General Meeting (the 21st AGM) of the Members of the Bank will be held on Wednesday, June 01, 2016 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 21st AGM Notice dated April 15, 2016 for your record.

Pursuant to the Section 91 of the Companies Act, 2013 and for the purpose of the 21st AGM, the Register of Members and Share Transfer Books of the Bank will remain closed from Thursday, May 26, 2016 to Wednesday, June 01, 2016 (both days inclusive).

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,

DCB BANK LIMITED CS Dept. CO-MUMBAI

H. V. Barve
Company Secretary &
Compliance Officer

Encl.: As above

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of DCB BANK LIMITED ("the Bank") will be held at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 on Wednesday, June 1, 2016 at 2.30 p.m. to transact the following:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Audited Profit and Loss Account of the Bank for the financial year ended on that date and the Reports of the Directors and Auditor's thereon.

2. To appoint Statutory Auditors of the Bank and authorize the Board of Directors of the Bank to fix their remuneration and in that connection to consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to approval of the Reserve Bank of India ("RBI") and pursuant to Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed there under including any statutory modification or re-enactment thereof for the time being in force, M/s. Deloitte, Haskins & Sells, Chartered Accountants (Registration No. 117365W) be and are hereby appointed as the Statutory Auditors of the Bank for a period commencing from the conclusion of the 21st Annual General meeting till the conclusion of 25th Annual General Meeting at a remuneration and on the terms and conditions as may be fixed by the Board of Directors of the Bank."

3. To appoint a Director in place of Mr. Nasser Munjee (DIN-00010180), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

4. 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 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 crore (Rupees Three Hundred crore only), 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, 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".

5. Ratification of Bonus paid to the Managing Director & Chief Executive Officer for FY 2014-15.

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

"RESOLVED 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, if any, applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board at its meeting held on April 13, 2015 and approved by the Board of Directors at their meeting held on April 14, 2015 and approval of the Reserve Bank of India vide letter DBR.Appt. No.2713/29.03.001/2015-2016 dated August 24, 2015 in this regard, payment of ₹10,000,000/- (Rupees One Crore only) made to Managing Director & Chief Executive Officer Mr. Murali M. Natrajan, as Bonus for the Financial Year 2014-15, be and is hereby ratified."

Place: Hyderabad
Date: April 15, 2016
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

H. V. Barve
Company Secretary

NOTES:

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

   A person shall not act as Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights. A person holding more than 10 percent of the total share capital of the 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 businesses at item nos. 2, 4 and 5 of the Notice is annexed hereto.

5) The Register of Members and Share Transfer Books of the Bank will remain closed from Thursday, May 26, 2016 to Wednesday, June 1, 2016 (both days inclusive).

6) Members holding shares in physical form are requested to address all their correspondence including change of address, mandates etc. to the Registrar and Transfer Agents (RTA) viz. M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.

7) Since shares of the Bank are traded on the stock exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strongly advised to get their shares dematerialised.

8) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Bank to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at dcbbankgogreen@linkintime.co.in or to the Bank at investorgrievance@dcbbank.com. 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 as under:

   http://www.dcbbank.com/cms/showpage/page/about-us-key-financials

9) 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 21ST Annual General Meeting of the Bank, dated April 15, 2016 (the AGM Notice).

   The facility for voting shall also be made available at the venue of the 21ST AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. 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 M/s S. N. Ananthasubramanian & Co.(COP-1774), Practicing 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 Wednesday, May 25, 2016 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 Sunday, May 29, 2016 at 10.00 a.m. (IST) and ends on Tuesday, May 31, 2016 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. Wednesday, May 25,2016, may cast their votes electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00p.m (IST) on Tuesday, May 31, 2016.

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 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. 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 Corporates.
- 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 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.

XIX In case you have any queries or issues regarding Remote E-voting, you may contact Mr. Wency Furtado, Dy. Manager, CDSL, or Helpdesk: 18002005533 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.

10) Details of Director seeking appointment / re-appointment in the Annual General Meeting scheduled on Wednesday, June 1, 2016 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), are as under:

Name of Director	**Mr. Nasser Munjee**
Date of Birth	November 18, 1952
Date of the original Appointment	June 29, 2005
Date of the last re-appointment	June 1, 2015 (w.e.f.August 19, 2014)
Expertise in Specific Functional area	Economics, Finance, Banking, Agriculture, Co-operation.
Qualification	M.Sc. (Econ)
Board Membership of other Public Limited companies as on March 31, 2016	9
Chairman/ Member of the Committee of the Board of Directors of the Bank as on March 31, 2016	Chairman: 1.Executive Committee 2.Capital Raising Committee 3.Corporate Social Responsibility Committee Member: 1.Nomination and Remuneration Committee
Chairman/ member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2016.	
a. Audit Committee	Chairman - 5 Member - 1
b. Stakeholders' Relationship Committee	NIL
c. Other Committees	Chairman: 4 Member : 12
Number of equity Shares held in the Bank as on March 31, 2016	4401

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated April 15, 2016:

ITEM NO. 2

Appointment of Statutory Auditors:

M/s. B S R & Co. LLP have completed a continuous term of four years as Bank's Statutory Auditors and in accordance with the Banking Regulation Act, 1949 are not eligible for re-appointment, beyond four years.

The Reserve Bank of India vide letter Ref. No. DBS.ARS. No.11937/08.37:005/2015-16 dated April 12, 2016 has approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 117365W) as Statutory Auditors for the financial year 2016-17 for their first year.

The Board recommends approval by the Members of the Ordinary Resolution as indicated in Item No.2 of the accompanying notice.

None of the Directors or Key Managerial Personnel and their relatives are, directly or indirectly, concerned or interested financially or otherwise in the passing of Resolution at Item No.2.

ITEM NO. 4

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 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 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 shareholders had passed a special resolution in the last financial year (dated March 21, 2016) by Postal Ballot, it will have a validity of 1 year i.e. upto March 20, 2017. In case the Bank needs to or gets an opportunity to raise such funds post such validity, 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 this financial year so that the validity could be extended upto May 31, 2017.

Further, considering the attractive 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 crore (Rupees Three Hundred crore only), 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 Laws.

Accordingly, the approval of Members is being sought by way of special resolution as set out at in Item No. 4 of this Notice for borrowing/raising funds in Indian/ foreign currency by issue of debt securities on private placement basis.

Your Directors recommend the special resolution, as set forth in Item No. 4 of this Notice for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel and their relatives are, directly or indirectly, concerned or interested financially or otherwise in the passing of the Special Resolution at Item No.4.

ITEM NO.5

Ratification of Bonus paid to the Managing Director & Chief Executive Officer (MD & CEO) for FY 2014-15.

At the last Annual General Meeting (AGM) held on June 1, 2015, the shareholders of the Bank, inter-alia, approved the revision in remuneration to Mr. Murali M. Natrajan, MD & CEO w.e.f. April 1, 2014 as per the terms mentioned in the explanatory statement of the notice of the said last AGM. As the bonus is recommended by the Nomination & Remuneration Committee and approved by the Board after the end of the financial year and considered by the Reserve Bank of India (RBI) thereafter, the said statement did not include bonus payment to the MD & CEO for the financial year 2014-15. RBI has subsequently approved the bonus of Rs.1.00 crore vide their letter DBR.Appt.No.2713/29.03.001/2015-2016 dated August 24, 2015 and the same was paid to Mr. Murali M. Natrajan, MD & CEO during the financial year 2015-16.

Your Board therefore, recommends passing of the Resolution as set out in Item No.5 of the Notice ratifying payment of bonus to MD & CEO of the Bank.

None of the Directors or Key Managerial Personnel other than Mr Murali M. Natrajan, and their relatives are, directly or indirectly, concerned or interested financially or otherwise in the passing of Resolution at Item No.5.

Place: Hyderabad
Date: April 15, 2016
CIN:L99999MH1995PLC089008

By Order of the Board of Directors
DCB Bank Limited

H. V. Barve
Company Secretary

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