

Ref. No.CO:CS:RC:2019-20:059

May 27, 2019

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 2018-19

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

We enclose herewith Annual Secretarial Compliance Report dated May 22, 2019 issued by M/s. S. N. ANANTHASUBRAMANIAN & CO., Practicing Company Secretaries for the Financial Year ended March 31, 2019, 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,



Bharat Sampat
Chief Financial Officer

Encl: as above



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email snaco@snaco.net | Website www.snaco.net

To,

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 2018-19

We have been engaged by **DCB BANK LIMITED** (hereinafter referred to as 'the Company') bearing **CIN:L99999MH1995PLC089008** whose equity shares and non-convertible debentures 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 Company to maintain records, devise proper systems to ensure compliance with provisions of 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 Company with provisions of 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. The Annual Secretarial Compliance Report is enclosed.

S. N. Ananthasubramanian



S. N. Ananthasubramanian

Partner

FCS : 4206

COP No. : 1774

Date : 22nd May, 2019

Place : Thane

Secretarial Compliance Report of DCB Bank Limited
(CIN No L99999MH1995PLC089008) for
the year ended 31st March 2019

We have examined:

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

for the year ended **31st March 2019** (“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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR)
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018) – **Not Applicable as there was no reportable event during the Financial Year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018) - **Not applicable as the Company has not bought back / proposes to buy-back any of its securities during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) 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;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 effective till 2nd October, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as effective from 3rd October, 2018 ;
- and circulars/ guidelines issued thereunder;

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, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Reg (44)(3) of LODR: The listed entity shall submit to the stock exchange, within forty eight hours of the conclusion of its General Meeting, details regarding the voting results in the format specified by the Board.	The AGM of the Company was held on 2 nd June 2018. The Voting Results were filed with BSE on 8 th June 2018.	While the Voting Results were filed with NSE in time, it was filed with BSE with delay due to technical issues experienced by the Company.
2	Point 13 of Para A Part A of Sch III of Reg 30 of LODR: Proceedings of AGM to be filed within 24 hours.	The same was filed within 48 hours.	As the day following the day of AGM was Sunday (non working day), the proceedings were filed on the next working day i.e. Monday.
3	Point 4(h) of Para A Part A of Sch III of Reg 30 of LODR: Financial Results to be intimated to stock exchange within 30 minutes of the closure of Board Meeting	The Board at its meeting held on 14 th April, 2018 approved financial results for the quarter and year ended 31st March, 2018. The meeting ended at 3.15 p.m. The disclosure of the approved financial results was made to the NSE at 4.08 p.m.	While the disclosure of approved financial results were made to BSE in time, it was disclosed to NSE with delay of 23 minutes due to technical issues experienced by the Company.



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4	Specifications relating to ISIN numbers of Debt securities issued under SEBI (Issue and Listing of Debt Securities) Regulations, 2008 : SEBI circular dated 30th June 2017 As per Clause 3 of the SEBI circular dated 30th June 2017, Statement is to be submitted within 15 working days from the end of every half year.	The statement was filed beyond 15 days of the half year ended 31st March, 2018	The Statement was filed on 27 th April 2018.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions 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 thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not Applicable since this report is issued for the first time and accordingly no action was required to be taken by the Company]**

For S.N Ananthasubramanian & Co.

Company Secretaries

Firm Registration No. P1991MH040400

S. N. Ananthasubramanian



S. N. Ananthasubramanian

Partner

FCS : 4206

COP No. : 1774

Date : 22nd May, 2019

Place : Thane