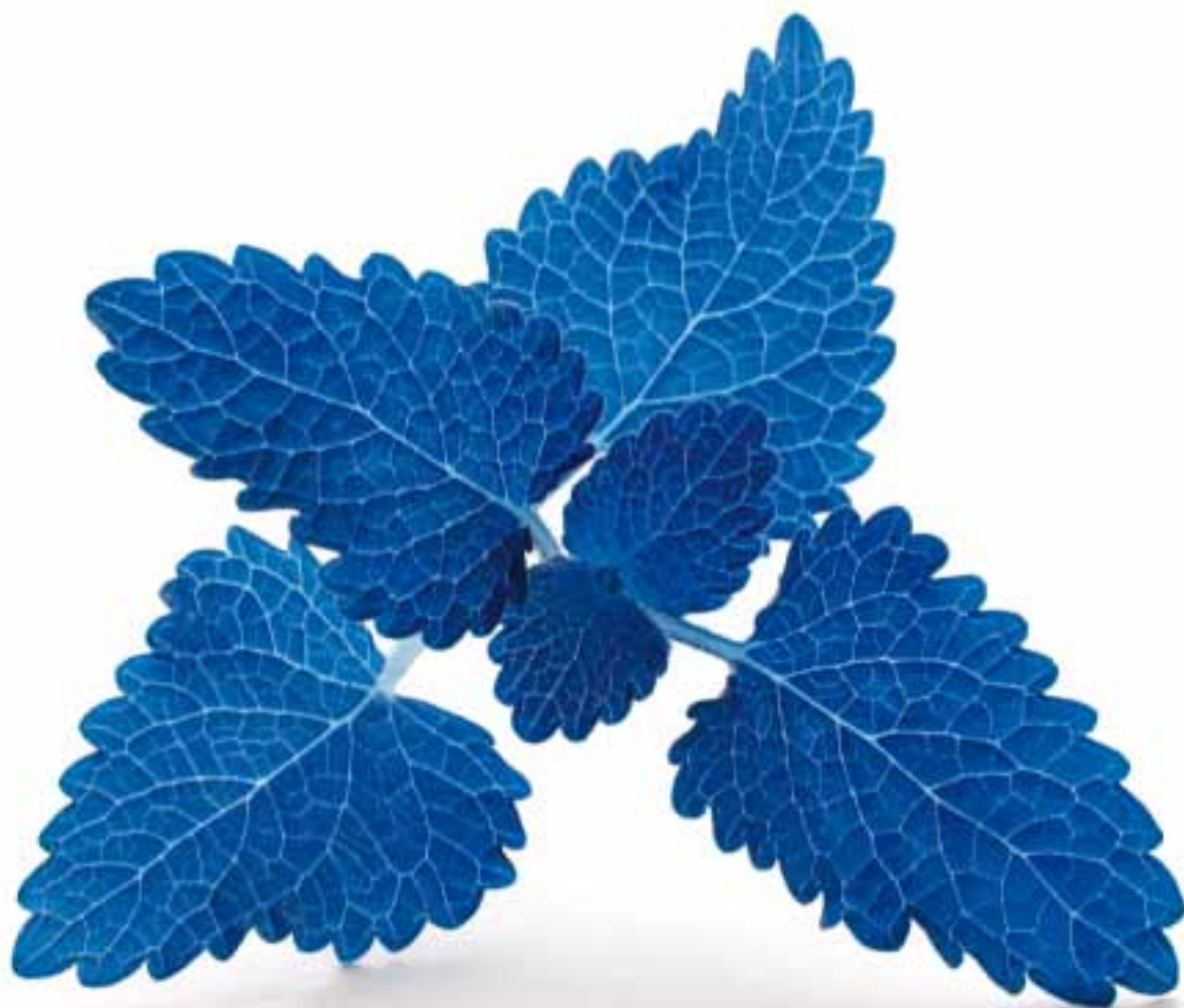
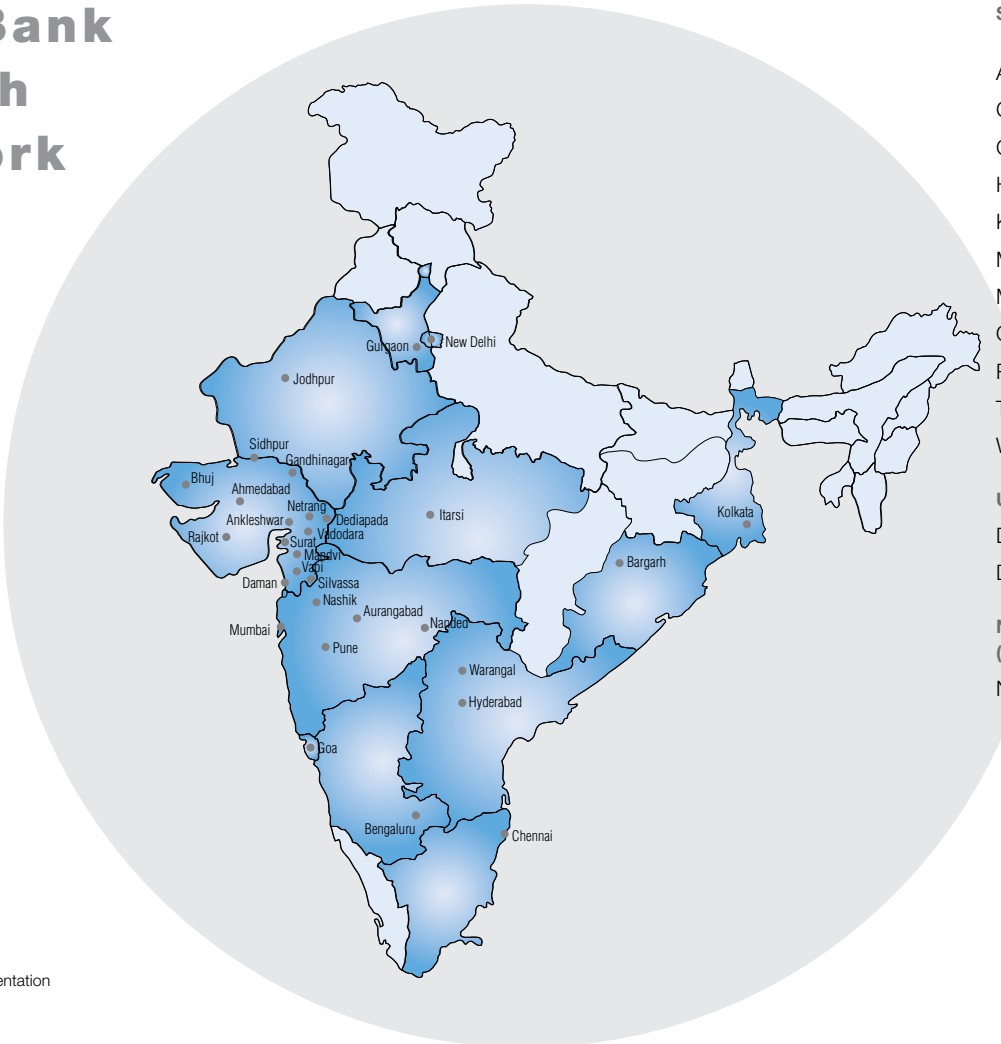


DCB BANK

The Art of the Possible



DCB Bank Branch Network



States	Branch Network
Andhra Pradesh	10
Goa	4
Gujarat	14
Haryana	1
Karnataka	4
Madhya Pradesh	1
Maharashtra	35
Odisha	1
Rajasthan	1
Tamil Nadu	2
West Bengal	3
Union Territories	
Daman	1
Dadra & Nagar Haveli	1
National Capital Region (NCR)	
New Delhi	6

Map not to scale.
Only for graphical representation

Contents

Attendance & Proxy Form	03
DCB Bank Company Information	06
Chairman's Statement	07
Directors' Report	12
Corporate Governance	20

Auditors' Report	32
Balance Sheet	34
Profit & Loss Account	35
Cash Flow Statement	36
Schedules	37
Basel II	65

Vision

Our vision is to be the most innovative and responsive neighbourhood community Bank in India serving entrepreneurs, individuals and businesses.

Values

Treat Everyone with Dignity – Respect

Do What is Right – Ethical

Be Open & Transparent – Fair

Sense of Urgency, Passion & Energy – Dynamic

Go the Extra Mile, Find Solutions – Stretch

Improve Continuously – Excellence

Play as a Team, To Win – Teamwork

Support the Society – Contribute

The theme of this year's annual report is 'The Art of the Possible'. The Art of the Possible is knowing where you are headed and focusing your attention and energy on making that journey possible. Without clarity of objectives most of us are buffeted by the winds and gales blowing from every direction and we happen to land up wherever these forces are taking us. We have failed to point our ship and to set our sails according to where we would like to go.

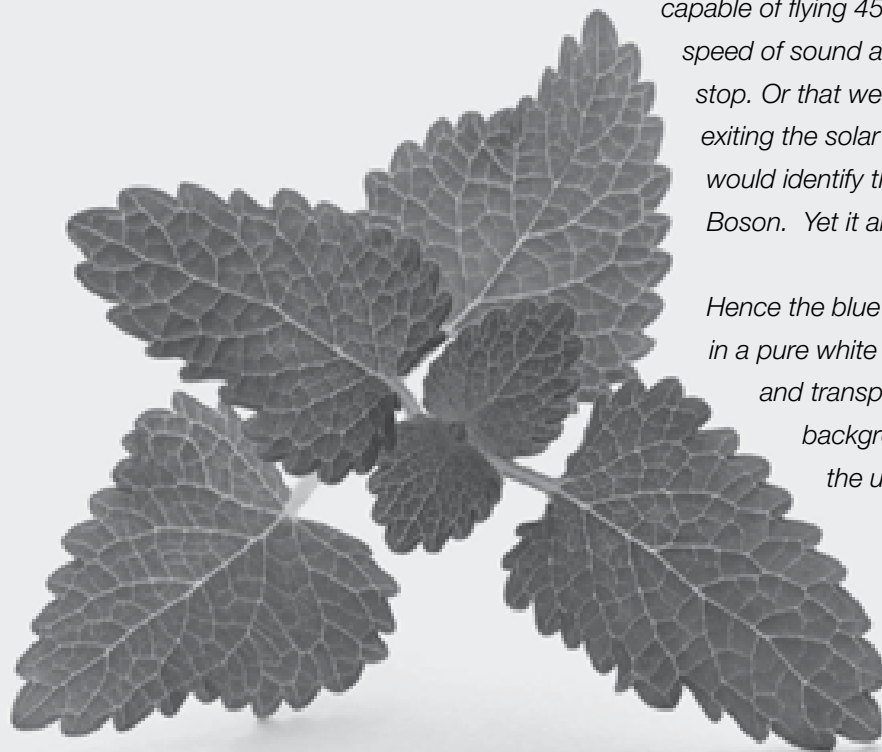
But the really interesting idea is the very opposite: The Art of the Impossible. Impossibility is the limited ability of our brains to imagine something completely different. We thought in the 1960s and 1970s that the break up of the Soviet Union peacefully was impossible. Nobody would have believed at that same time that instant wireless personal communication was possible nor that the entire stock of world knowledge would be available instantly on a world wide network called the internet. Or that we were

capable of flying 450 people near the speed of sound across the globe non stop. Or that we would see a spacecraft exiting the solar system. Or that we would identify the God Particle or Higgs Boson. Yet it all came to pass.

Hence the blue leaves embedded in a pure white background. Truth and transparency provides the background to achievement of the unexpected.

DCB Bank is reinventing itself in a completely different way. The "impossible" is possible.

The Art of the Possible



DEVELOPMENT CREDIT BANK LIMITED

DCB BANK

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

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and address of the Shareholder	

- 1) I hereby record my presence at the SEVENTEENTH ANNUAL GENERAL MEETING of the Bank being held on Friday, June 1, 2012, at 2.30 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020.
- 2) Signature of the Shareholder/Proxy Present
- 3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- 4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

DEVELOPMENT CREDIT BANK LIMITED

DCB BANK

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

PROXY FORM

	FOR OFFICE USE ONLY	
	REGD. FOLIO / DP ID & CLIENT ID	
	PROXY NO.	
	NO. OF SHARES	

I/We _____ of _____ in the district of _____ being a member/members of DEVELOPMENT CREDIT BANK LIMITED, hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the SEVENTEENTH ANNUAL GENERAL MEETING of the Bank to be held on Friday, June 1, 2012, at 2.30 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020 and any adjournment thereof.

Signed this _____ day of _____ 2012.

Affix
revenue
stamp

Signature _____

Note: The Proxy Form must be deposited at the Registered Office of the Bank not less than 48 hours before the time for holding the meeting.

Products for our times

India's 1st multi-purpose reloadable prepaid card has been voted best in the world in its category. An easy alternative to cash, no bank account is required unlike other cards. It is accepted at more than 500,000 Visa merchant establishments, 10,000 ItzCash merchants and for cash withdrawal at over 65,000 ATMs.

DCB Bank ITZ Cash Freedom Prepaid Card
Charge karo. Swipe karo



Voted best in the world at the Paybefore awards in Las Vegas, USA 2012.

- Voted best in the world for "Best Customer Value Proposition" category.
- India's 1st multi-purpose reloadable prepaid card.
- Easy alternative to cash and works just like cash.
- Unlike other cards, no bank account is required to get this card.
- Accepted at more than 5,00,000 Visa merchant establishments.
- Accepted at over 10,000 ItzCash merchants for digital payments.
- Initial load only ₹1,000. Easily reloadable.
- Raised minimum amount ₹250, maximum ₹50,000.
- Cash withdrawal at over 65,000 Visa ATMs. Free withdrawal at DCB Bank ATMs.
- Card valid for 5 years.
- Option to open a New Frills DCB Account with the card, at no additional cost.

For more details and to apply for this card, call: 08264 32863 or email: cbnra.paid@dcbbank.com

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DCB BANK

A unique current account that rewards you with cash and also helps you save cash each time you spend using your DCB Debit Card.

DCB SmartGain Current Account
An account that pays you cash.
An account that saves you cash.

Earn up to ₹ 6,000 p.a. as cash back in your account.



DCB BANK

DCB PayLess Card
Save more. Enjoy more.



NOW SAVE UP TO ₹ 5,000 p.a.

DCB BANK

A secured card against a fixed deposit that brings you a host of benefits and services with international acceptance, more savings, more flexibility and exciting offers.

DCB NRI Services
Feel at home while you are away



DCB BANK

DCB NRI Services provides complete financial solutions for customers residing overseas. We offer a host of products and services, from DCB NRE / NRO Accounts and Term Deposits to DCB Wealth Management Solutions for Non Resident Indians.

Instant loans from ₹ 25,000 to ₹ 1,000,000 are available against gold jewellery / ornaments with tenures ranging from 1 year to 3 years. The loan amount can be as high as 80% of the appraised gold value. Unlocking the value of gold has never been so easy and convenient.

DCB Loan Against Gold

Turn your idle gold into instant cash

Avail loan amount up to
₹ 10,00,000



DCB BANK

DCB Elite Savings Account

Your lucky number.
Now your account number.

Earn upto **₹ 20,000 p.a.**
as cash back in your account.



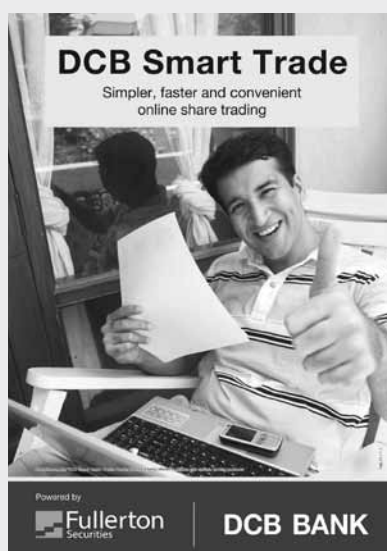
DCB BANK

DCB Elite Savings Account is a unique account for a privileged few, loaded with powerful benefits and services. This account allows you to choose your lucky number as your bank account number.

Simpler, faster and convenient online share trading at the click of a few buttons. A 3-in-1 account that integrates Online Trading and Demat Account with DCB Savings Account.

DCB Smart Trade

Simpler, faster and convenient online share trading



Powered by
Fullerton Securities

DCB BANK

DCB ON THE GO
Instant Mobile Banking



DCB On The Go - Instant Mobile Banking service that helps you perform banking transactions from regular enquiries to financial transactions in your savings and current account on your mobile phone. This service is compatible with GSM mobile phones and is currently offered FREE of cost to DCB Bank customers.

Why DCB On The Go?

- Instant transfer of funds to DCB Bank / Non-DCB Bank accounts in India using Interbank Mobile Payment Service (IMPS).
- Completely secure and safe.
- Bank of your convenience. No need to visit a branch.
- Carry out all the regular transactions like request for cheque book, stop cheque, mini statements and much more.

Exciting new features:

- Create new Fixed Deposit and inquire about the status of existing Fixed Deposit.
- Now shop online for books, apparel, gifts etc along with your banking requirements.
- Transfer funds up to ₹ 50,000 from your DCB Bank account to other bank accounts with IMPS.

DCB On The Go is available through the following channels:

- **JIME**: Download the JIME application on your handheld device and start accessing your bank account.
- **GPS**: GPS Banking allows you to access your accounts through GPS enabled mobile browsers.
- **SMS**: SMS channel offers mobile banking through "Push" and "Pull" SMS alert services.

DCB Bank Customer Care
Email: customer.care@dcbbank.com
Call: 020-123456789 • Toll Free: 1800 123 4567
Website: www.dcbbank.com

sms DCBGO to 5626360

DCB BANK

Instant Mobile Banking service that helps you perform banking transactions from regular enquiries to financial transactions in your savings and current account on your mobile phone. This service is currently offered FREE of cost to DCB Bank customers.

COMPANY INFORMATION

Board of Directors

Mr. Nasser Munjee
Chairman

Mr. Murali M. Natrajan
Managing Director & CEO

Ms. Nasim Devji

Mr. A. A. Sabuwala

Mr. D. E. Udwadia

Mr. Narayan K. Seshadri

Mr. R. A. Momin

Mr. Suhail Nathani

Mr. Sukh Dev Nayyar

Mr. Amin Manekia
w.e.f. January 12, 2012

Mr. Altaf Jiwani
w.e.f. January 12, 2012

Mr. Shabir Suleman Kassam
Up to January 12, 2012

Senior Management Team

Mr. Murali M. Natrajan
Managing Director & CEO

Mr. Bharat Sampat
Chief Financial Officer

Mr. Abhijit Bose
Head Retail Assets & Strategic Alliances

Mr. J. K. Vishwanath
Chief Credit Officer

Mr. Praveen Kutty
Head Retail & SME Banking

Mr. Rajesh Verma
Head Treasury, Correspondent Banking & Trade Finance

Mr. Ravi Kumar
Chief Internal Auditor

Mr. R. Venkatesh
Head HR, Technology & Operations

Mr. Sachin Patange
Chief Compliance Officer

Mr. Sridhar Seshadri
Financial Controller

Company Secretary

Mr. H. V. Barve

Statutory Auditors

S.R. Batliboi & Co.
Chartered Accountants, Mumbai

CHAIRMAN'S STATEMENT 2011-2012

The financial year 2011-12 was a stormy one for the financial sector in India. Monetary policy was progressively tightened ostensibly to rein in inflation but had the negative consequence of slowing growth, capital expenditure in the economy and discouraging investment and stimulating saving. The last quarter of the financial year was characterized by extremely tight liquidity conditions with interest rates, as a consequence, not showing any signs of easing. At the margin, banks were raising deposits at 10% per annum and paying even higher rates for CDs. The macro-economy, as a consequence showed underperformance, restrained foreign investment and led to a dramatic devaluation of the rupee.

DCB Bank has had a solid year of performance

I am happy to report that the Bank, despite these difficult circumstances, continued to show positive growth in all its vital parameters. While Operating Profit stayed almost flat at ₹ 83.82 crore, the Bank registered a Net Profit of ₹ 55.08 crore and grew its Balance Sheet to ₹ 8,676.85 crore as of March 31, 2012. Despite very difficult conditions with respect to both Liabilities and Assets, the Bank grew its Customer Deposits by ₹ 765 crore and Advances by ₹ 1,002 crore earning a Net Margin of 3.25%. The CASA ratio remains high at 32%.

Raising capital was a major objective during the year. Trying economic circumstances made capital raising a difficult exercise. I am happy to report that despite a difficult environment, the Bank raised capital in March through a QIP ₹ 94.01 crore and a Preferential Issue of Capital to three investors of ₹ 98.75 crore totaling ₹ 192.76 crore and taking the Capital Adequacy Ratio (CAR) under Basel II to 15.41%.

Given the strong performance of the Bank over the past 15 months, RBI permitted DCB Bank to open 12 branches in major cities in the country and also permitted the Bank to open branches in Tier 2 to Tier 6 locations without prior approval. Branch expansion will help the Bank to improve its key parameters (CASA deposits, retail loans and priority sector lending) as it goes forward. Our ATM network increased substantially this year enhancing the Bank's visibility and fee income. During the year, the Bank installed 182 new ATMs taking the total number of ATMs to 320.

Over three years ago, the Bank adopted a strategic thrust towards neighborhood banking and creating an innovative and responsive approach focusing attention on local communities. I am happy to report that, with consistent effort, we are now achieving results with respect to this strategy. Our branches and back office capabilities have been steadily enhanced to provide best-in-class services in each of our adopted segments. Our target market was Retail Lending (Mortgages), Micro SME and SME, and mid Corporates. This year we have demonstrated our ability to grow each segment and to maintain a quality portfolio in all new lending over the past three years.

On the liability side of the Balance Sheet, the Bank has been extremely innovative and energetic. We have introduced several new deposit products (Smart Gain, Elite Savings for HNIs), developed a vibrant Non Resident Indian portfolio, succeeded in establishing our wealth management services and introduced the DCB ITZ Cash Freedom Card which recently won an international award. Our traditional community banking services have thrived in both Deposits and Advances.

People

None of this achievement would have been possible without the active effort of our staff and management at all levels. Driven by strong and determined leadership, every internal system and process has been combined to produce an outcome which enhances the holistic progress of the Bank. Synergy is the force that leverages results: it produces more than the sum total of its constituent parts. The Bank is achieving synergy through a disciplined people management system and an ownership by staff of the tasks before us as we move forward.

The complexity within is reflected in one single outcome: the Bank is the first bank in India to announce annual results within thirteen days of the end of the financial year. In order to achieve this all the very elements of everyday housekeeping has to be up to date with no serious challenges that need to be resolved. We are committed to being the best in class in whatever we do.

The Art of the Possible

This phrase is often associated with Bismark's quip that "Politics is the art of the possible". The Bank's emergence in the past five years is a demonstration of the Art of the Possible. It seemed almost impossible and yet it has emerged. Both concepts of possibility and impossibility are intertwined. At DCB Bank we set ourselves a goal well beyond that reachable in the immediate future following Arnold Toynbee's advice:

It is a paradoxical but profoundly true and important principle of life that the most likely way to reach a goal is to be aiming not at that goal itself but at some more ambitious goal beyond it.

This coupled with Cynthia Clark's comment:

"To imagine the unimaginable is the highest use of the imagination"

We firmly believe that setting our goals and objectives clearly, being consistent with them and moving in rhythm with the environment around us is the surest way of making our journey successful. We cannot force the pace of change – we will conform to what is reasonable with respect to our own capacities and the environment we face.

Nasser Munjee

Chairman

April 13, 2012

NOTICE TO MEMBERS

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of DEVELOPMENT CREDIT BANK LIMITED ("the Bank") will be held at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 on Friday, June 01, 2012 at 2.30 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 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 Auditors thereon.
2. To appoint a Director in place of Mr. D. E. Udwadia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sukh Dev Nayyar, who retires by rotation, and, being eligible, offers himself for re-appointment.
4. 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 with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to approval of Reserve Bank of India ("RBI") and pursuant to Section 224 and other applicable provisions, if any, of the Companies Act 1956 including any statutory modification or re-enactment thereof for the time being in force, M/s. B S R & Co., Chartered Accountants, (Regn. No.101248W) be and are hereby appointed as the Statutory Auditors of the Bank, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank at a remuneration and on the other terms and conditions as may be fixed by the Board of Directors."

Special Business:**5. Appointment of Branch Auditors**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, ("the Act") the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with the Statutory Auditors, such person who is qualified to be appointed as Auditor of the Bank under Section 226 of the Act, as the Branch Auditors as and when required, to audit the Accounts in respect of the Branch Offices of the Bank; at a remuneration and on the other terms and conditions as may be fixed by the Board of Directors."

6. Appointment of Director Mr. Amin Manekia

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Amin Manekia, who was appointed as an Additional Director of the Bank by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and who holds office only upto the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the said Act has been left at the Registered Office of the Bank by a member signifying his intention to propose him as a candidate for the office of Director, be and is hereby appointed as a Director of the Bank."

7. Appointment of Director Mr. Altaf Jiwani

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Altaf Jiwani, who was appointed as an Additional Director of the Bank by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and who holds office only upto the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the said Act has been left at the Registered Office of the Bank by a member signifying his intention to propose him as a candidate for the office of Director, be and is hereby appointed as a Director of the Bank."

8. Remuneration to Chairman

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of all applicable laws including in particular the Banking Regulation Act, 1949, and the Companies Act, 1956 and subject to the approval of the Central Government, consent be and is hereby granted to the payment of a monthly remuneration of ₹ 100,000/- (Rupees One lakh only) with effect from August 19, 2011 plus club membership and reimbursement of actual business related expenses to Mr. Nasser Munjee, Part-time Chairman of the Bank until August 18, 2014, and that the Board of Directors (to mean and include any committee thereof constituted by the Board) be and is hereby authorised to do all acts, deeds, matters and things as may be necessary and to accept such terms and conditions as may be prescribed by the Central Government in his behalf."

Place: Bengaluru

Date: April 13, 2012

Registered Office:

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

By Order of the Board of Directors

For Development Credit Bank Limited

H. V. Barve

Company Secretary