

Ref. No.CO:CS:RC:2018-19:061

June 04, 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.

BSE Scrip Code No.: **532772**

NSE SYMBOL: **DCBBANK**

Dear Sirs,

Sub: Details of Voting Results in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Hereinafter referred as "Listing Regulations") pertaining to the 23rd Annual General Meeting (AGM) of the Bank held on June 02, 2018

With reference to the above and in compliance with the requirements under Regulation 44 of the Listing Regulations, we hereby furnish details of the Voting Results, as under:

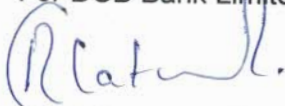
- 1. Date of the AGM/ EGM: Saturday, June 2, 2018**
- 2. Total number of shareholders on the Cut-off Date (May 25, 2018): 1,80,678**
- 3. No. of shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group : 2
Public : 178
- 4. No. of Shareholders attended the meeting through Video Conferencing**

Promoters and Promoter Group: Not Applicable
Public : Not Applicable
- 5. Details of Voting (Agenda-wise) : As per Annexure-I**

Thanking you,

Yours faithfully,
For DCB Bank Limited



Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl.: As above



DCB Bank Limited

Corporate & Registered Office: 6th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra
CIN: L99999MH1995PLC089008 Tel: +91 22 66187000 Fax: +91 22 66589970 Website: www.dccb.com

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

4th June, 2018

To,

The Chairman

DCB Bank Limited

CIN: L99999MH1995PLC089008

Peninsula Business Park, 6th floor,

601 &602, Tower A, Senapati Bapat Marg,

Lower Parel, Mumbai- 400013

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by Members at the 23rd Annual General Meeting (AGM) held on Saturday, 2nd June, 2018.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.



S.N. Ananthasubramanian

Partner

SCRUTINIZER'S REPORT

| | |
|------------------|---|
| NAME OF THE BANK | DCB BANK LIMITED |
| MEETING | 23 rd ANNUAL GENERAL MEETING |
| DAY, DATE & TIME | SATURDAY, 2 ND JUNE, 2018 AT 2:30 P.M |
| VENUE | RAMA & SUNDRI WATUMULL AUDITORIUM, K.C. COLLEGE, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI- 400020 |

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as Voting at the 23rd Annual General Meeting (AGM) of **DCB Bank Limited** (hereinafter referred to as **the Bank**).

2. Dispatch of Notice convening the Meeting

The Bank has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the purpose of e-voting, the Bank completed dispatch of the Notice of the AGM as under:

- On **7th May, 2018** by email to **1,09,508** members who had registered their email-ids with the Bank.
- On **5th May, 2018** by Registered Post to **4,002** and on **7th May, 2018** by courier to **67,688** members in physical form.
- On **5th May, 2018** by Air Mail to **21** members in physical form.



3. Cut - off date

The Voting rights were reckoned as on **Friday, 25th May, 2018** being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-Voting and voting at the meeting.

4. Remote e-Voting Process

4.1 Agency

The Bank has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

4.2 Remote e-Voting period

Remote e-Voting platform was open from **Wednesday, 30th May, 2018 at 10:00 a.m. till Friday, 1st June, 2018 at 5:00 p.m.** and members were required to cast their votes electronically conveying their assent or dissent in respect of all the Resolutions on the remote e-Voting platform provided by CSDL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.



- 5.2 Accordingly, CSDL the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios numbers and shareholding of the Members who had cast their votes through remote e-Voting.
- 5.3 The Bank had authorised Link Intime India Private Limited (Link) to provide tab-based e-voting facility at the venue of the meeting for Members to vote on all the Resolutions.

6. Counting Process

- 6.1 After the Chairman announced the commencement of voting, Link provided tab-based voting facility.
- 6.2 On completion of voting at the Meeting, Link provided us with the List of Members who had cast their votes, with their holding details and details of votes cast on all the Resolutions.
- 6.3 The votes were reconciled with the records maintained by the Bank and Link with respect to the authorizations/ proxies lodged with the Bank.
- 6.4 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. S. N Viswanathan and Ms. Shivani Abhyankar and downloaded the remote e-Voting results.
- 6.5 Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of promoter Members other than Central Government needs to be restricted to 15% of the total voting rights of all the members of the Bank.



6.6 However, none of the promoter Members along with their associates hold more than 15% of the total voting rights of all the members of the Bank. The promoters have exercised their full voting rights and the same have been considered.

7. Results

7.1 We observed that

- a) **97** Members had cast their votes at the meeting.
- b) **150** Members had cast their votes through remote e-voting.

7.2 The Consolidated Result with respect to each item on the Agenda is enclosed.

7.3 Based on the aforesaid result, we report that, **Nine Ordinary Resolutions** as contained in Item No. 1 to Item No. 9 and **Three Special Resolutions** as contained in Item No. 10 to Item No. 12 of the Notice of the AGM dated 14th April, 2018 have been passed with **requisite majority**.




S.N. Ananthasubramanian
Partner

FCS No. 4206

COP No: 1774

Date : 4th June, 2018

Place : Thane

Details of members who have abstained from voting on the Resolutions.

| Resolution No. | Remote e-voting | | Voting at the AGM | |
|----------------|-----------------|-------|-------------------|-------|
| | Number | Votes | Number | Votes |
| 1 | - | - | - | - |
| 2 | - | - | - | - |
| 3 | 1 | 250 | 1 | 261 |
| 4 | 1 | 250 | 1 | 261 |
| 5 | 1 | 250 | 1 | 261 |
| 6 | 1 | 250 | 1 | 261 |
| 7 | 1 | 250 | 1 | 261 |
| 8 | - | - | - | - |
| 9 | 1 | 250 | - | - |
| 10 | - | - | 1 | 261 |
| 11 | - | - | 1 | 261 |
| 12 | 1 | 250 | 1 | 261 |



Item No. 1: Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2018 together with Report of Auditors and Directors.

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 150 | 9,28,65,458 | 96 | 4,93,17,589 | 246 | 14,21,83,047 | 100.00 |
| Dissent | 0 | 0 | 1 | 261 | 1 | 261 | 0.00 |
| Total | 150 | 9,28,65,458 | 97 | 4,93,17,850 | 247 | 14,21,83,308 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.1** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.





S.N. Ananthasubramanian
Partner

FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

Item No. 2: Declaration of dividend on Equity shares

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 148 | 9,28,65,108 | 95 | 4,93,16,589 | 243 | 14,21,81,697 | 100.00 |
| Dissent | 2 | 350 | 2 | 1,261 | 4 | 1,611 | 0.00 |
| Total | 150 | 9,28,65,458 | 97 | 4,93,17,850 | 247 | 14,21,83,308 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.2** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S.N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS No.: 4206

COP No.: 1774

Date : 4th June, 2018

Place: Thane

Item No. 3: Re-appointment of Mr. Shaffiq Dharamshi (DIN: 06925633) as Director of the Company.

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|----------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 80 | 5,59,21,544 | 96 | 4,93,17,589 | 176 | 10,52,39,133 | 74.02 |
| Dissent | 69 | 3,69,43,664 | 0 | 0 | 69 | 3,69,43,664 | 25.98 |
| Total | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.3** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.




S.N. Ananthasubramanian
Partner

FCS No.: 4206

COP No.: 1774

Date : 4th June, 2018

Place: Thane

Item No. 4: Ratification of Appointment of Statutory Auditors and to fix remuneration for the Financial Year ended 31st March, 2019

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 143 | 9,12,92,804 | 96 | 4,93,17,589 | 239 | 14,06,10,393 | 98.89 |
| Dissent | 6 | 15,72,404 | 0 | 0 | 6 | 15,72,404 | 1.11 |
| Total | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.4** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.




S.N. Ananthasubramanian
Partner

FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

Item No. 5: Appointment of Mr. Jamal Pradhan (DIN: 00308504) as Non-Executive Director of the Bank

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|----------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 147 | 8,55,09,048 | 96 | 4,93,17,589 | 243 | 13,48,26,637 | 94.83 |
| Dissent | 2 | 73,56,160 | 0 | 0 | 2 | 73,56,160 | 5.17 |
| Total | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.5** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

Item No. 6: Appointment of Mr. Iqbal Khan (DIN: 07870063) as Non-Executive Director of the Bank

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|----------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 143 | 8,55,08,820 | 96 | 4,93,17,589 | 239 | 13,48,26,409 | 94.83 |
| Dissent | 6 | 73,56,388 | 0 | 0 | 6 | 73,56,388 | 5.17 |
| Total | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.6** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner


FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

Item No. 7: Appointment of Mr. Ashok Barat (DIN: 00492930) as Independent Director of the Bank

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|-------------|-------------------|-------------|--------|--------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.7** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.



S.N. Ananthasubramanian
Partner

FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Item No. 8: Re-appointment of Mr. Nasser Munjee (DIN: 00010180) as Non-Executive (Part Time) Chairman of the Bank and payment of Honorarium to him.

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 128 | 8,26,21,408 | 96 | 4,93,17,589 | 224 | 13,19,38,997 | 92.79 |
| Dissent | 22 | 1,02,44,050 | 1 | 261 | 23 | 1,02,44,311 | 7.21 |
| Total | 150 | 9,28,65,458 | 97 | 4,93,17,850 | 247 | 14,21,83,308 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.8** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
 Partner

FCS No.: 4206
 COP No.: 1774

Date : 4th June, 2018
 Place: Thane

Item No. 9: Re-appointment of Mr. Murli M. Natarajan (DIN: 00061194) as Managing Director & CEO of the Bank

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 148 | 9,28,65,158 | 96 | 4,93,17,589 | 244 | 14,21,82,747 | 100.00 |
| Dissent | 1 | 50 | 1 | 261 | 2 | 311 | 0.00 |
| Total | 149 | 9,28,65,208 | 97 | 4,93,17,850 | 246 | 14,21,83,058 | 100.00 |

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.9** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

Item No. 10: Raising of Funds by issue of bonds/ debentures/ securities on Private Placement basis of an amount not exceeding Rs. 300 crore in aggregate for additional Tier I and Tier II capital within the overall borrowing limits of the Bank.

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 148 | 9,28,64,958 | 96 | 4,93,17,589 | 244 | 14,21,82,547 | 100.00 |
| Dissent | 2 | 500 | 0 | 0 | 2 | 500 | 0.00 |
| Total | 150 | 9,28,65,458 | 96 | 4,93,17,589 | 246 | 14,21,83,047 | 100.00 |

Based on the aforesaid result, **Special Resolution** as contained in **Item No.10** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS No.: 4206

COP No.: 1774

Date : 4th June, 2018

Place: Thane

Item No. 11: Increase in Borrowing Powers not exceeding Rs. 3200 crore or the aggregate of the paid up capital and free reserves, whichever is higher.

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 149 | 9,28,65,338 | 96 | 4,93,17,589 | 245 | 14,21,82,927 | 100.00 |
| Dissent | 1 | 120 | 0 | 0 | 1 | 120 | 0.00 |
| Total | 150 | 9,28,65,458 | 96 | 4,93,17,589 | 246 | 14,21,83,047 | 100.00 |

Based on the aforesaid result, **Special Resolution** as contained in **Item No.11** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS No.: 4206
COP No.: 1774

Date : 4th June, 2018
Place: Thane

Item No. 12: Amendments in the Objects Clause of the Memorandum of Association of the Bank.

| Particulars | Remote e-Voting | | Voting at the AGM | | Total | | Percentage (%) |
|----------------|-----------------|--------------------|-------------------|--------------------|------------|---------------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 148 | 9,28,65,158 | 96 | 4,93,17,589 | 244 | 14,21,82,747 | 100.00 |
| Dissent | 1 | 50 | 0 | 0 | 1 | 50 | 0.00 |
| Total | 149 | 9,28,65,208 | 96 | 4,93,17,589 | 245 | 14,21,82,797 | 100.00 |

Based on the aforesaid result, **Special Resolution** as contained in **Item No.12** of the Notice of the AGM dated 14th April, 2018 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS No.: 4206

COP No.: 1774

Date : 4th June, 2018

Place: Thane