

Ref. No.CO:CS:HVB:2017-18:023

April 17, 2017

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: Voting Results of Postal Ballot (including e-voting) pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Hereinafter referred as "Listing Regulations")

Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act'), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Bank had conducted Postal Ballot (including e-voting) for seeking approval of shareholders by way of Special Resolutions for:

1. Issue of Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement and
2. Change in place of keeping and inspection of registers, returns etc.

In this context, we wish to inform the Exchange that the shareholders of the Bank have approved both the aforesaid Special Resolutions proposed by the Bank, by requisite majority.

We enclose herewith results of the Postal Ballot (including e-voting) in the format prescribed under Regulation 44 of the Listing Regulations (Annexure-I) along with the Scrutinizer's Report (Annexure-II) dated April 15, 2017. The results of the Postal Ballot (including e -voting) in the attached results have been rounded off to nearest integer in accordance with the Scrutinizers' report.

Please take the above information/documents on your records in compliance with the requirements.

Thanking you,
Yours faithfully,
For DCB Bank Limited


H. V. Barve
Company Secretary &
Compliance Officer

Encl.: As above



DCB Bank Limited

Annexure-I

Outcome of Voting through Postal Ballot (including E-voting)

| | | | |
|---|-------------------------------------|---------------------------------------|--|
| Date of the AGM/EGM /Last date of receiving Postal Ballot Form/E-voting | Saturday, April 15, 2017 | | |
| Total number of shareholders on record date (i.e. March 3, 2017-cut-off date) | 180,420 | | |
| No. of shareholders present in the meeting either in person or through proxy:-Casted their votes through Postal Ballot/E-voting | Promoters and Promoter Group | Public | |
| | Postal Ballot : 3 E-voting : NIL | Postal Ballot : 294 E-voting : 278 | |
| No. of Shareholders attended the meeting through Video Conferencing | Promoters and Promoter Group | Public | |
| | Not Applicable | | |

Agenda- wise

The mode of voting for all the resolutions was Postal Ballot / E-voting conducted from March 17, 2017 to April 15, 2017. Resolution wise combined results of the Postal Ballot and E-voting are given below.



DCB Bank Limited

| Resolution Required : (Special) | | 1 - Issue of Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement | | | | | | |
|---|----------------|---|------------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held # | No. of votes polled \$ | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ |
| Promoter and Promoter Group** | E-Voting | 46200234 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 42767310 | 92.5695 | 4267310 | 0 | 100.00 | 0 |
| | Total | | 42767310 | 92.5695 | 4267310 | 0 | 100.00 | 0 |
| Public Institutions | E-Voting | | 80772173 | 64.1255 | 80772173 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 125959506 | 1080000 | 0.8574 | 1080000 | 0 | 100.00 | 0 |
| | Total | | 81852173 | 64.9829 | 81852173 | 0 | 100.00 | 0 |
| Public Non Institutions | E-Voting | | 8023244 | 7.1030 | 8020293 | 2951 | 99.9632 | 0.0368 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 112955663 | 269576 | 0.2387 | 268154 | 1422 | 99.4725 | 0.5275 |
| | Total | | 8292820 | 7.3417 | 8288447 | 4373 | 99.9473 | 0.0527 |
| Total | | 285115403 | 132912303 | 46.6170 | 132907930 | 4373 | 99.9967 | 0.0033 |

Voting rights are in proportion to shares held as on Cut-off Date i.e. March 3, 2017.

\$ Only valid votes polled subject to applicable cap, if any, are mentioned.

* Promoter and Promoter group who were holding 46200234 equity shares as on March 3, 2017 (The cut-off Date) had exercised voting rights equivalent to their holding. In Compliance with Section 12(2) of the Banking Regulation Act, 1949, their voting rights have been restricted to 42767310 votes, being 15% of the Bank's paid up equity capital as on the cut-off Date.



| Resolution Required : (Special) | | 2 - Change in place of keeping and inspection of registers, returns etc. | | | | | | |
|---|----------------|--|------------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held # | No. of votes polled \$ | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3]=\frac{[2]}{[1]}*100$ | [4] | [5] | $[6]=\frac{[4]}{[2]}*100$ | $[7]=\frac{[5]}{[2]}*100$ |
| Promoter and Promoter Group** | E-Voting | 46200234 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 42767310 | 92.5695 | 4267310 | 0 | 100.00 | 0 |
| | Total | | 42767310 | 92.5695 | 4267310 | 0 | 100.00 | 0 |
| Public Institutions | E-Voting | | 80772173 | 64.1255 | 80772173 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 125959506 | 1080000 | 0.8574 | 1080000 | 0 | 100.00 | 0 |
| | Total | | 81852173 | 64.9829 | 81852173 | 0 | 100.00 | 0 |
| Public Non Institutions | E-Voting | | 8023241 | 7.1030 | 8019165 | 4076 | 99.9492 | 0.0508 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 112955663 | 234947 | 0.2080 | 234270 | 677 | 99.7118 | 0.2882 |
| | Total | | 8258188 | 7.3110 | 8253435 | 4753 | 99.9424 | 0.0576 |
| Total | | 285115403 | 132877671 | 46.6049 | 132872918 | 4753 | 99.9964 | 0.0036 |

Voting rights are in proportion to shares held as on Cut-off Date i.e. March 3, 2017.

\$ Only valid votes polled subject to applicable cap, if any, are mentioned.

* Promoter and Promoter group who were holding 46200234 equity shares as on March 3, 2017 (The cut-off Date) had exercised voting rights equivalent to their holding. In Compliance with Section 12(2) of the Banking Regulation Act, 1949, their voting rights have been restricted to 42767310 votes, being 15% of the Bank's paid up equity capital as on the cut-off Date.



SCRUTINIZER'S REPORT

To,
The Managing Director & CEO,
DCB Bank Limited
CIN: **L99999MH1995PLC089008**
6th Floor, Tower A,
Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai- 400 013.

We are pleased to present the Report on the **POSTAL BALLOT** conducted by the Bank to pass two Special Resolutions as contained in the Notice of Postal Ballot dated **March 07, 2017**.

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as Scrutinizer by the Bank on March 07, 2017 to conduct the Postal Ballot as contained in the Notice dated **March 07, 2017**.
2. Members approval was sought for:
 - a) Issue of Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement.
 - b) Change in place of keeping and inspection of registers, returns maintained u/s 88 of the Companies Act, 2013.
3. 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)**, as on **March 3, 2017 (cut-off date)**, the Bank completed dispatch of the Notice of Postal Ballot:
 - In physical form by **registered post** to **4936** members and by **airmail** to **17** members on **11.03.2017**
 - In physical form **by courier** to **75665** shareholders on **14.03.2017**
 - By email to **99802** members who had registered their email-ids with the Bank/ Depositories on **15.03.2017**.



Scrutinizer's Report on DCB Bank Limited Postal Ballot

4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:
 - In case of Postal Ballot Form mailed to them by the Bank, in pre-paid envelopes addressed to me on or before close of working hours at **5:00 p.m. on Saturday, April 15, 2017.**
 - In case of remote e-Voting, votes to be cast electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL) upto **5:00 p.m. on Saturday, April 15, 2017.**
5. We received **297** Postal Ballot Forms and **278** Members cast their votes on the e-Voting platform, till **5:00 p.m. on Saturday, April 15, 2017.**
6. With the support of **M/s. Link Intime India Pvt. Ltd.**, the Registrar & Transfer Agents (RTA) of the Bank, the Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with RTA and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by RTA.
8. The votes, if any, cast by a member(s) both in, Postal Ballot Form and e-Voting having been identified, votes cast through remote e-Voting only were considered valid.
9. Aga Khan Fund for Economic Development S.A.(AKFED) and Platinum Jubilee Investment Ltd. (PJI), the Promoter and Promoter's Associate respectively of the Bank, who were together holding **4,62,00,234** equity shares as on the Cut-off Date, have exercised voting rights equivalent to their holding. However, in compliance with Section 12(2) of the Banking Regulation Act, 1949, their voting rights have been restricted to **4,27,67,310** votes being **15%** of the Bank's issued and paid up Equity Capital as on the Cut-off Date.
10. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting result, I report that the Special Resolutions as contained in the Postal Ballot Notice dated March 7, 2017 have been passed with requisite majority.



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

Firm Registration No. P1991MH040400

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

We have annexed with this Report, the details of the Postal Ballot and e-Voting and the analysis of the Result of the Special Resolutions as contained in the aforesaid Notice.



Aparna Gadgil

C.P.No. 8430

April 15, 2017

Thane

Details of the Postal Ballot & e-Voting

| A | Postal Ballot | Item No.1 | Item No. 2 |
|----------|---|------------------|-------------------|
| 1 | Number of Forms received from Members | 297 | 297 |
| 2 | Number of Forms rejected / not considered for reasons as stated below:- | | |
| | a. Signature mismatch | 11 | 11 |
| | b. Not signed | 4 | 4 |
| | c. Not voted | 19 | 44 |
| | Total Invalid Forms | 34 | 59 |
| | Number of Valid Forms (1-2) | 263 | 238 |
| | | | |
| B | e-Voting | | |
| 1 | Number of Members who participated in e-Voting. | 278 | 278 |
| 2 | Invalid e-Votes/Not voted | 0 | 1 |
| | Number of Valid e-Voters (1-2) | 278 | 277 |
| | | | |
| C | Total Valid Voters (A+B) | 541 | 515 |



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 Firm Registration No. P1991MH040400

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

Result of Postal Ballot

| Particulars | Number of | | Number of Votes contained in | | | % | |
|--------------|------------|---------------------|------------------------------|--------------------|---------------------|---------------------|---------------|
| | e-Voters | Postal Ballot Forms | Total | e-Votes | Postal Ballot Forms | | Total |
| Assent | 266 | 258 | 524 | 8,87,92,466 | 4,41,15,464 | 13,29,07,930 | 100.00 |
| Dissent | 12 | 5 | 17 | 2,951 | 1,422 | 4,373 | 0.00 |
| Total | 278 | 263 | 541 | 8,87,95,417 | 4,41,16,886 | 13,29,12,303 | 100.00 |

Based on the aforesaid result, we report that, the **Special Resolution** as contained in Item No. 1 of the Postal Ballot Notice dated March 7, 2017, has been passed with **requisite majority**.



Aparna Gadgi
 C.P.No. 8430

April 15, 2017
Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

Firm Registration No. P1991MH040400

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

| Item No. 2: Change in place of keeping and inspection of registers, returns maintained u/s 88 of the Companies Act, 2013. | Number of | | | Number of Votes contained in | | | % |
|---|------------|---------------------|------------|------------------------------|---------------------|---------------------|---------------|
| | e-Voters | Postal Ballot Forms | Total | e-Votes | Postal Ballot Forms | Total | |
| Assent | 263 | 234 | 497 | 8,87,91,338 | 4,40,81,580 | 13,28,72,918 | 100.00 |
| Dissent | 14 | 4 | 18 | 4,076 | 677 | 4,753 | 0.00 |
| Total | 277 | 238 | 515 | 8,87,95,414 | 4,40,82,257 | 13,28,77,671 | 100.00 |

Based on the aforesaid result, we report that, the **Special Resolution** as contained in Item No. 2 of the Postal Ballot Notice dated March 7, 2017 ~~has~~ been passed with **requisite majority**.




Aparna Gadgil
C.P.No. 8430
April 15, 2017
Thane