

**S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

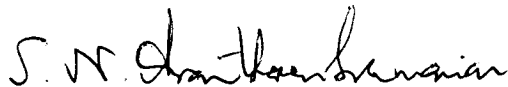
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

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 thank you for appointing us as the Scrutinizer for the remote e-Voting and voting by your members, at the 21st Annual General Meeting (AGM) of your Bank held on Wednesday, 1st June, 2016 at 2:30 p.m.

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



S. N. Ananthasubramanian

C.P No. 1774

Date: 2nd June 2016

Place: Thane

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	DCB Bank Limited
MEETING	21 st Annual General Meeting
DATE & TIME	Wednesday, 1 st June 2016 at 2:30 p. m
VENUE	Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020

1. Appointment as Scrutinizer:

We were appointed as the Scrutinizer for the remote e-voting as well as the electronic voting conducted at the 21st Annual General Meeting (21st AGM) of **DCB Bank Limited** (hereinafter referred to as the **Bank**) held on Wednesday, 1st June 2016 at 02:30 p.m. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020

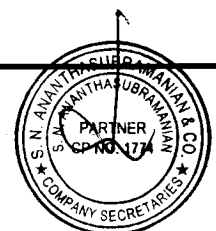
2. Dispatch of Notice convening the Meeting

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), the Bank completed dispatch of the Notice of the AGM as under:-

- On May 05, 2016 by e-mail to **1,06,573** members who had registered their e-mail-ids with the Bank/ Depositories.
- On May 05, 2016 and May 06, 2016 by courier to **87,321** members and by Speed Post/Registered Post to **6,480** members in physical form.

3. Cut-off date

The Voting rights were reckoned as on **Wednesday, 25th May 2016**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.



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4. Remote e-Voting

4.1 Agency:

The Company had appointed **Central Depository Services (India) Limited (CDSL)** as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting:

Remote e-Voting platform was open from **10:00 a.m. on Sunday, 29th May 2016** to **5:00 p.m. on Tuesday, 31st May 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.

5. Voting at the AGM:

5.1 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.

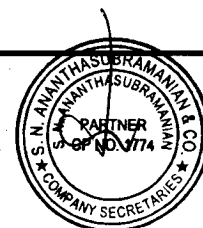
5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id/ Client Id, folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 Link Intime India Private Limited, the Registrar and Transfer Agent of the Bank (RTA) provided Tab based e-voting facility to the members who attended the meeting.

6. Counting Process

6.1 On completion of voting at the meeting, Link Intime India Private Limited, the Registrar and Transfer Agent of the Bank (RTA) provided us with the list of members who had cast their votes, their holding details and details of vote cast on the resolution.

Report of Scrutinizer on remote e-Voting & e-Voting by members of DCB Bank Limited at the 21st AGM



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- 6.2 The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.
- 6.3 I unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. S N Viswanathan and Mr. Aditya Ambastha and downloaded the remote e-Voting results.
- 6.4 In terms of section 12(2) of Banking Regulation Act, 1949 (as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12, 2016), no person holding shares in a banking company shall, in respect of any shares held by him, exercise voting rights (on poll) in excess of **Fifteen percent** of the total voting rights of all the shareholders of the banking company.
- 6.5 Accordingly in respect of Aga Khan Fund for Economic Fund SA and Platinum Jubilee Investments Ltd., promoters of the Bank who were holding **4,62,00,234** equity shares as on 25th May 2016 and have exercised voting rights equivalent to their holding, in view of the aforesaid provision, their voting rights have been restricted to **4,26,85,758** votes being 15% of the total voting rights of all the members of the Bank as on 25th May 2016.

7. Results

- 7.1 We observed that
 - a) 102 members had cast their votes at the meeting.
 - b) 116 members had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 21st AGM dated 15th April 2016 is enclosed.



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7.3 Based on the aforesaid results, we report that four Ordinary Resolutions as contained in Item No. 1 to Item No. 3 and Item No.5 and one Special Resolution as contained in Item No. 4 of the Notice of the 21st AGM dated 15th April, 2016, have been passed with requisite majority.

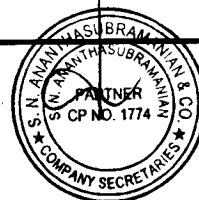


S. N. Ananthasubramanian

C.P No. 1774

Date: 2nd June 2016

Place: Thane



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Consolidated Results

Item No.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.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	116	5,92,96,476	97	4,52,43,072	213	10,45,39,548	99.99
Dissent	0	0	05	544	05	544	0.01
Abstain	0	0	0	0	0	0	0.00
Total	116	5,92,96,476	102	4,52,43,616	218	10,45,40,092	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated 15th April, 2016, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian

C.P No. 1774

Date: 02nd June, 2016

Place: Thane



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Consolidated Results

Item No.2: To appoint M/s. Deloitte, Haskins & Sells, Chartered Accountants (Registration No. 117365W) as Statutory Auditors of the Bank for a period commencing from conclusion of 21st Annual General Meeting till conclusion of 25th Annual General Meeting at a remuneration and terms and conditions as may be fixed by Board of Directors of the Bank.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	112	5,78,47,660	97	4,52,43,072	209	10,30,90,732	98.61
Dissent	04	14,48,816	04	283	08	14,49,099	01.39
Abstain	0	0	01	261	01	261	00.00
Total	116	5,92,96,476	102	4,52,43,616	218	10,45,40,092	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated 15th April, 2016, has been passed with requisite majority.



S. N. Ananthasubramanian

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Consolidated Results

Item No. 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.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	5,63,63,588	97	4,52,43,072	207	10,16,06,660	97.19
Dissent	06	29,32,888	05	544	11	29,33,432	02.81
Abstain	0	0	0	0	0	0	00.00
Total	116	5,92,96,476	102	4,52,43,616	218	10,45,40,092	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.3 of the Notice dated 15th April, 2016, has been passed with requisite majority.

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Consolidated Results

Item No.4: Raising of Funds by issue of bonds/ debentures/ securities on Private Placement basis.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	108	5,87,84,947	97	4,52,43,072	205	10,40,28,019	99.51
Dissent	08	5,11,529	05	544	13	5,12,073	00.49
Abstain	0	0	0	0	0	0	00.00
Total	116	5,92,96,476	102	4,52,43,616	218	10,45,40,092	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No.4 of the Notice dated 15th April, 2016, has been passed with requisite majority.

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Consolidated Results

Item No.5: Ratification of Bonus paid to the Managing Director & Chief Executive Officer for FY 2014-15.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	114	5,92,96,458	95	4,52,42,872	209	10,45,39,330	99.99
Dissent	02	18	07	744	09	762	00.01
Abstain	0	0	0	0	0	0	00.00
Total	116	5,92,96,476	102	4,52,43,616	218	10,45,40,092	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No.5 of the Notice dated 15th April, 2016, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian

C.P No. 1774



Date: 02nd June 2016

Place: Thane

Report of Scrutinizer on remote e-Voting & e-Voting by members of DCB Bank Limited at the 21st AGM