

DCB BANK

Ref. No.CO:CS:HVB:2015-16:226

March 22, 2016

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. Raising of Funds by issue of bonds/ debentures/ securities on private placement basis; and
2. Increase in borrowing powers

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.

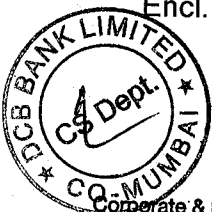
We enclose herewith results of the Postal Ballot (including e-voting) in the format prescribed under Regulation 44 of the Listing Regulations (Annexure-I) along with the Scrutinizer's Report (Annexure-II) dated March 22, 2016.

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

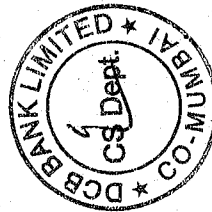
Corporate & Registered Office: 6th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
CIN: L99999MH1995PLC089008 Tel: +91 22 66187000 Fax: +91 22 66589970 Website: www.dccb.com

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

Date of the AGM/EGM /Last date of receiving Postal Ballot Form/E-voting	Monday, March 21, 2016	
Total number of shareholders on record date (i.e. February 15, 2016-cut-off date)	206,305	
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
No. of Shareholders attended the meeting through Video Conferencing	Postal Ballot : 3 E-voting : NIL	Postal Ballot : 592 E-voting : 253
	Promoters and Promoter Group	Public
		Not Applicable

Agenda- wise

The mode of voting for all the resolutions was Postal Ballot/E-voting conducted from February 21, 2016 to March 21, 2016. Resolution wise combined results of the Postal Ballot and E-voting are given below.



For DCB BANK LIMITED

H. V. Barve
Company Secretary
ACS-3317

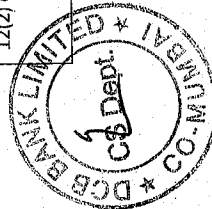
DCB BANK LIMITED

1 - Raising of Funds by issue of bonds/ debentures/ securities on private placement basis									
No									
Resolution Required : (Special)		Whether promoter/ promoter group are interested in the agenda/resolution?							
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	[7]={[5]/[2]}*100
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100		
Promoter and Promoter Group	E-Voting	46200234	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		28411096	*100	28411096	0	100.0000	0.0000	
	Total		28411096	100.0000	28411096	0	100.0000	0.0000	
Public Institutions	E-Voting	103470280	68084487	65.8010	68084487	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		1643323	1.5882	1643323	0	100.0000	0.0000	
	Total		69727810	67.3892	69727810	0	100.0000	0.0000	
Public Non Institutions	E-Voting	134440449	1968255	1.4640	1964150	4105	99.7914	0.2086	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		8164638	6.0727	8150285	14353	99.8284	0.1716	
	Total		10132893	7.5367	10114435	18458	99.8212	0.1788	
Total		284110963	108271799	38.109	108253341	18458	99.9773	0.0227	

Voting rights are in proportion to shares held as on Cut-off Date i.e. February 15, 2016.

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

* Promoter and Promoter group who were holding 46200234 equity shares as on 15.02.2016 (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 28411096 votes, being 10% of the Bank's paid up equity capital as on the cut-off Date.



For DCB BANK LIMITED

[Signature]

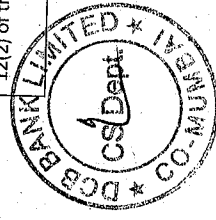
H. V. Barve
Company Secretary

DCB BANK LIMITED

Resolution Required : (Special)		2 - Increase in borrowing powers													
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		0	0.0000	0	0	0.0000	0.0000							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	46200234	28411096	*100	28411096	0	100.0000	0.0000							
	Total		28411096	100.0000	28411096	0	100.0000	0.0000							
Public Institutions	E-Voting		68084487	65.8010	67918687	165800	99.7565	0.2435							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	103470280	1643323	1.5882	1643323	0	100.0000	0.0000							
	Total		69727810	67.3892	69562010	165800	99.7622	0.2378							
Public Non Institutions	E-Voting		1968255	1.4640	1964419	3836	99.8051	0.1949							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	134440449	8139462	6.0541	8115446	24016	99.7085	0.2915							
	Total		10107717	7.5181	10079865	27852	99.7273	0.2727							
Total		284110963	108246623	38.1001	108052971	193652	99.8211	0.1789							

Voting rights are in proportion to shares held as on Cut-off Date i.e. February 15, 2016.
 \$ Only valid votes polled subject to applicable cap, if any, are mentioned.

* Promoter and Promoter group who were holding 46200234 equity shares as on 15.02.2016 (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 28411096 votes, being 10% of the Bank's paid up equity capital as on the Cut-off Date.



DCB BANK LIMITED

(Handwritten Signature)

M. V. Barve
 Company Secretary
 ACS-3317

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

Building No. 10, Flat No. 26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SCRUTINIZER'S REPORT

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

(CIN: L99999MH1995PLC089008)

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 **February 15, 2016**.

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Bank on **February 15, 2016** to conduct the Postal Ballot as contained in the Notice dated **February 15, 2016**.
2. Members approval was sought for:
 - a) Raising of funds by issue of bonds/ debentures/ securities on private placement basis.
 - b) Increase in borrowing powers.
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 **February 15, 2016**, the Bank completed dispatch of the Notice of Postal Ballot:
 - On **February 19, 2016**, in physical form to **7,353** members by registered/speed post and to **88,131** members by courier; and
 - On **February 19, 2016**, by email to **110,821** members who had registered their email-ids with the Bank/ Depositories.
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:



Scrutinizer's Report on DCB Bank Limited Postal Ballot

**TRUE COPY
For DCB BANK LIMITED**

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**H. V. Barvo
Company Secretary
ACS-3317**

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

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- 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 Monday, March 21, 2016.
 - 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 Monday, March 21, 2016.
5. I received **595** Postal Ballot Forms and **253** members cast their votes on the e-Voting platform, till 5:00 p.m. on Monday, March 21, 2016.
 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 **46,200,234** 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 **2,84,11,096** votes being 10% 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 February 15, 2016 have been passed with requisite majority.

I 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.


S. N. Ananthasubramanian

S. N. Ananthasubramanian
C.P.No. 1774

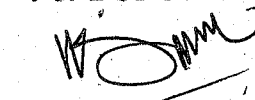
22nd March, 2016

Thane

Scrutinizer's Report on DCB Bank Limited Postal Ballot

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For DCB BANK LIMITED

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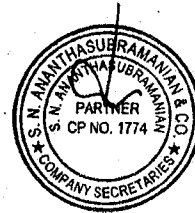

H. V. Barve
Company Secretary
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Details of the Postal Ballot & e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	595
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	17
	b. Duplicate	-
	c. Not signed	04
	d. Not voted	13
	e. Voted for Both	01
	f. Board Resolution not attached	06
	g. Already voted through e-voting	02
	Total Invalid Forms	43
	Number of Valid Forms (A)	552
B	e-Voting	
1	Number of Members who participated in e-Voting.	253
2	Invalid e-Voters	0
	Number of Valid e-Voters (B)	253
C	Total (A+B)	805



Scrutinizer's Report on DCB Bank Limited Postal Ballot

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H. V. Barve
**H. V. Barve
Company Secretary
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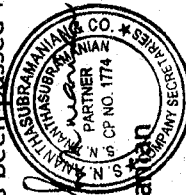
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Result of Postal Ballot

Item No. 1: Raising of funds by issue of bonds/ debentures/ securities on private placement basis.	Number of			Number of Votes contained in			%
	Particulars	e-Voters	Postal Ballot Forms	Total	e-Votes	Postal Ballot Forms	
Assent	244	531	775	7,00,48,637	3,82,04,704	10,82,53,341	99.98
Dissent	09	21	30	4,105	14,353	18,458	0.02
Total	253	552	805	7,00,52,742	3,82,19,057	10,82,71,799	100.00

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 1 of the Postal Ballot Notice dated February 15, 2016, has been passed with requisite majority.



S. N. Ananthasubramanian

S. N. Ananthasubramanian
C.P.No. 1774
22nd March, 2016
Thane

TRUE COPY
FOR DCB BANK LIMITED

H. V. Bavo

H. V. Bavo
Company Secretary
ACS-3317

Scrutinizer's Report on DCB Bank Limited Postal Ballot

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Item No. 2: Increase in borrowing powers.

Particulars	Number of		Number of Votes contained in			%	
	e-Voters	Postal Ballot Forms	Total	e-Votes	Postal Ballot Forms		Total
Assent	240	458	698	6,98,83,106	381,69,865	10,80,52,971	99.82
Dissent	13	33	46	1,69,636	24,016	1,93,652	0.18
Total	253	491	744	7,00,52,742	381,93,881	10,82,46,623	100.00

Note : Members comprising in 61 folios amounting to 25,176 votes did not vote on this resolution.

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 2 of the Postal Ballot Notice dated February 15, 2016, has been passed with requisite majority.



S.N. Ananthasubramanian
S. N. Ananthasubramanian

C.P.No. 1774

22nd March, 2016
Thane

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FOR DCB BANK LIMITED

H.V. Barve
Company Secretary
ACS-3317

Scrutinizer's Report on DCB Bank Limited Postal Ballot