

Ref. No.CO:CS:RC:2023-24:097

June 22, 2023

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400023.

National Stock Exchange of India Limited,
Block G, Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Scrip Code: 532772

SYMBOL: DCBBANK

Dear Sirs,

Sub: Proceedings and Voting Results of the 28th Annual General Meeting (AGM) of DCB Bank Limited (“the Bank”)

This is to inform you that the 28th Annual General Meeting (“AGM”) of the DCB Bank Limited (“the Bank”) was held today i.e. Thursday, June 22, 2023 at 2.30 p.m. (IST) through two-way Video Conferencing / Other Audio Visual Means, to transact the business as set out in the AGM Notice dated May 5, 2023 (“Notice”). All the items of business contained in the Notice were transacted and passed by the Members with the requisite majority.

The AGM commenced at 2:30 P.M. (IST) and concluded at 04:20 P.M. (IST).

Pursuant to the requirement under Regulation 30 & Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with other applicable provisions, we are pleased to submit herewith the followings:

- 1) Summary of Proceeding of the AGM of the Bank as provided in **Annexure - A**
- 2) Combined voting results of the remote e-Voting together with the voting conducted during the proceedings of the AGM in relation to the items of business transacted at the AGM, as required under Regulation 44 of the Listing Regulations as provided in **Annexure - B**
- 3) The Scrutinizer’s Report dated June 22, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as provided in **Annexure - C**

The combined Voting Results along with the Scrutinizer’s Report dated June 22, 2023 are also being hosted and made available on the Bank’s website at www.dcbbank.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com

Please take the above on your record.

Yours faithfully,
For DCB Bank Limited

Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl.: As above

Annexure-A

Summary of the proceedings of the 28th Annual General Meeting (AGM)

The 28th Annual General Meeting (AGM) of DCB Bank Limited (“the Bank”) was held on Thursday, June 22, 2023 at 2.30 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Ms. Rubi Chaturvedi, Company Secretary of the Bank welcomed all the Members to the AGM and briefed them on certain points relating to the participation at the AGM through VC. She also confirmed that the Statutory Registers and relevant certificates were available for inspection of the Members.

All the Directors and Key Managerial Personnel of the Bank were present at the AGM through VC. The Management team of the Bank was also present at the AGM. The respective Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were also present at the AGM. The Scrutinizers, representatives of the Joint Statutory Auditors and the Secretarial Auditors were also present at the AGM through VC.

Mr. Farokh N. Subedar, Chairman of the Bank chaired the AGM. Since the requisite quorum was present, the Chairman called the Meeting to order. The Chairman welcomed the members present and introduced all the Directors on Board of the Bank. The Chairman then delivered his speech giving a brief outline about the Bank’s performance.

With the consent of the Members, the Notice convening the Meeting was taken as read. He also informed the Members that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications or adverse observations or comments.

Mr. Murali M. Natrajan, the Managing Director & CEO of the Bank then expressed his thoughts to the Members. Thereafter, Mr. Ravi Kumar, Chief Financial Officer of the Bank made a presentation on the Bank’s financial Performance and Mr. Gaurav Mehta, Head Marketing, Investor Relations, PR & Corporate Communication & CSR made a presentation on CSR activities of the Bank.

In terms of the Notice dated May 5, 2023 convening this AGM, the following items of business were transacted at the AGM through remote e-voting:

Ordinary Business:		
Resolution Number	Resolution	Type of Resolution
1	To consider and adopt the audited Financial Statements for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors and the Board of Directors thereon.	Ordinary Resolution
2	To declare dividend of Rs.1.25 per Equity Share of Rs.10/- each, for the Financial Year 31st March, 2023	Ordinary Resolution
3	To appoint a Director in place of Mr. Iqbal Khan (DIN: 07870063), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4	To appoint M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W100022) together with M/s Sundaram & Srinivasan, Chartered Accountants, (Registration No. 004207S) as Joint Statutory Central Auditors of the Bank.	Ordinary Resolution

Special Business:		
5	Raising of funds by issue of bonds/debentures/securities on private placement basis in one or more tranches for an amount not exceeding Rs.500 Crore in aggregate for additional Tier I and Tier II capital within the overall borrowing limits of the Bank.	Special Resolution
6	Issue of equity shares / other securities convertible into equity shares ("Securities") through Qualified Institutions Placement in one or more tranches for an aggregate amount not exceeding Rs.500 crore.	Special Resolution
7	To approve the appointment of Ms. Lakshmy Chandrasekaran (DIN: 00240466) as an Independent Director of the Bank for a period of three years from 14th April, 2023 to 13th April, 2026.	Special Resolution
8	To take note of the appointment of Mr. Farokh Nariman Subedar (DIN: 00028428) as Non-Executive Part-Time Chairman of the Bank for a period of three years with effect from 31st January, 2023 and to approve payment of remuneration.	Special Resolution
9	Alteration of Article of Association of the Bank.	Special Resolution

The Chairman then invited the Members, who had registered themselves as Speakers, to express their views, make comments and seek clarifications on the operation and financial performance of the Bank and on the resolutions mentioned above. Thereafter, the Managing Director & CEO and Chairman responded to the queries asked and clarifications sought by the Members.

The Chairman thanked the Members for attending and participating at the AGM. He also thanked the Directors for joining the meeting. He informed the members that the e-voting facility shall remain open for another 15 minutes after conclusion of the meeting, to enable the members to cast their votes, who had not already voted by means of remote e-voting.

The Chairman authorized Ms. Rubi Chaturvedi, Company Secretary of the Bank to receive and declare the voting results. He informed the Members that the combined voting results of the remote e-Voting together with the voting conducted during the proceedings of the AGM along with the Scrutinizer's Report, will be placed on the Bank's website at www.dcbbank.com and on the website of CDSL at www.evotingindia.com. He informed that the results will also be forwarded to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com

The Chairman thanked the Members, Directors and all the stakeholders for joining the AGM of the Bank and concluded the meeting at 4.20 p.m. (IST).

DCB BANK LIMITED

Voting Results		
Sr. No.	Particulars	Details
1	Date of the Annual General Meeting (AGM)	Thursday, June 22, 2023
2	Total number of shareholders as on the Record Date [June 15, 2023]	1,81,376
3	Number of Shareholders present in the meeting through proxy: Promoters and Promoter Group: Public:	 Not Applicable * Not Applicable *
4	Number of Shareholders present in the meeting through VC/OAVM (including shareholders attended through webcast): Promoters and Promoter Group: Public:	 2 86

*Since this AGM was held through Video Conferencing/Other Audio Visual Means, the facility to attend the AGM through proxy was not available for this AGM.

For DCB Bank Limited

Rubi Chaturvedi
Company Secretary &
Compliance Officer

Place: Mumbai
Date: June 22, 2023

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the audited Financial Statements for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors and the Board of Directors thereon.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public- Institutions	E-Voting	162931280	125920088	77.2842	125920088	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	125920088	77.2842	125920088	0	100.0000	0.0000
Public- Non Institutions	E-Voting	102599019	5330340	5.1953	5330320	20	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5330340	5.1953	5330320	20	99.9996	0.0004
	Total	311730533	177450662	56.9244	177450642	20	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend of Rs.1.25 per Equity Share of Rs.10/- each, for the Financial Year 31st March, 2023				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
Public- Non Institutions	E-Voting	102599019	5331055	5.1960	5331035	20	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331055	5.1960	5331035	20	99.9996	0.0004
	Total	311730533	178149099	57.1484	178149079	20	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Iqbal Khan (DIN: 07870063), who retires by rotation and being eligible, offers himself for re-appointment.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	125206802	1411008	98.8856	1.1144
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	125206802	1411008	98.8856	1.1144
Public- Non Institutions	E-Voting	102599019	5331055	5.1960	5329445	1610	99.9698	0.0302
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331055	5.1960	5329445	1610	99.9698	0.0302
	Total	311730533	178149099	57.1484	176736481	1412618	99.2071	0.7929
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W100022) together with M/s Sundaram & Srinivasan, Chartered Accountants, (Registration No. 004207S) as Joint Statutory Central Auditors of the Bank.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126299021	77.5167	125122470	1176551	99.0684	0.9316
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126299021	77.5167	125122470	1176551	99.0684	0.9316
Public- Non Institutions	E-Voting	102599019	5331055	5.1960	5330979	76	99.9986	0.0014
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331055	5.1960	5330979	76	99.9986	0.0014
	Total	311730533	177830310	57.0462	176653683	1176627	99.3383	0.6617
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Raising of funds by issue of bonds/debentures/securities on private placement basis in one or more tranches for an amount not exceeding Rs.500 Crore in aggregate for additional Tier I and Tier II capital within the overall borrowing limits of the Bank.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	124161848	2455962	98.0603	1.9397
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	124161848	2455962	98.0603	1.9397
Public- Non Institutions	E-Voting	102599019	5331030	5.1960	5330998	32	99.9994	0.0006
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331030	5.1960	5330998	32	99.9994	0.0006
	Total	311730533	178149074	57.1484	175693080	2455994	98.6214	1.3786
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of equity shares / other securities convertible into equity shares ("Securities") through Qualified Institutions Placement in one or more tranches for an aggregate amount not exceeding Rs.500 crore.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	126071772	546038	99.5688	0.4312
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	126071772	546038	99.5688	0.4312
Public- Non Institutions	E-Voting	102599019	5331030	5.1960	5330001	1029	99.9807	0.0193
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331030	5.1960	5330001	1029	99.9807	0.0193
	Total	311730533	178149074	57.1484	177602007	547067	99.6929	0.3071
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Ms. Lakshmy Chandrasekaran (DIN: 00240466) as an Independent Director of the Bank for a period of three years from 14th April, 2023 to 13th April, 2026.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
Public- Non Institutions	E-Voting	102599019	5331030	5.1960	5330001	1029	99.9807	0.0193
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331030	5.1960	5330001	1029	99.9807	0.0193
	Total	311730533	178149074	57.1484	178148045	1029	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To take note of the appointment of Mr. Farokh Nariman Subedar (DIN: 00028428) as Non-Executive Part-Time Chairman of the Bank for a period of three years with effect from 31st January, 2023 and to approve payment of remuneration.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
Public- Non Institutions	E-Voting	102599019	5331030	5.1960	5329412	1618	99.9696	0.0304
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331030	5.1960	5329412	1618	99.9696	0.0304
	Total	311730533	178149074	57.1484	178147456	1618	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Article of Association of the Bank.				
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	46200234	100.0000	46200234	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public-Institutions	E-Voting	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	162931280	126617810	77.7124	126617810	0	100.0000	0.0000
Public- Non Institutions	E-Voting	102599019	5331055	5.1960	5330967	88	99.9983	0.0017
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	102599019	5331055	5.1960	5330967	88	99.9983	0.0017
	Total	311730533	178149099	57.1484	178149011	88	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) – 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

22nd June, 2023

To,

The Chairman

DCB Bank Limited

601 & 602, Tower A,

Peninsula Business Park

Senapati Bapat Marg, Lower Parel,

Mumbai – 400 013

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Members during the 28th Annual General Meeting of your Bank held on Thursday, 22nd June, 2023 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

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

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S. N. Viswanathan
Partner



SCRUTINIZER'S REPORT

Name of the Bank	DCB Bank Limited
Type of Meeting	28th Annual General Meeting
Day, Date & Time	Thursday, 22nd June, 2023 at 02:30 p.m. (IST)
Deemed Venue	601 & 602, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members for the 28th Annual General Meeting ("AGM") of DCB Bank Limited (hereinafter referred to as 'the Bank') held on Thursday, 22nd June, 2023 at 02:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on voting on the resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

- 2.1 Pursuant to the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in **Business Standard** (English newspaper) and **Pudhari** (Marathi newspaper), having electronic editions on **26th May, 2023**, specifying the date and time of the AGM, availability of the notice on Bank's website and website of the Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Bank, manner of voting through remote e-voting or through e-voting system during the AGM, etc.

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*Report of Scrutinizer on remote e-voting and voting by Members during the
28th AGM of DCB Bank Limited held on 22nd June, 2023*



S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

- 2.2 The Bank hosted the notice of AGM on its website, website of Central Depository Services (India) Limited ("CDSL") (e-voting Agency) and also submitted the same to BSE Limited and National Stock Exchange of India Limited on **30th May, 2023**.
- 2.3 The Bank informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Link Intime India Private Limited, the Registrar and Share Transfer Agents ("RTA") of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Bank completed dispatch of Notice of AGM on **30th May, 2023** by e-mail to **1,59,147** Members whose email-ids were registered with the Bank/ Depositories.
- 2.4 As informed to us, no Member has registered his/her e-mail id pursuant to the advertisements made by the Bank.

3. Cut-off date

Voting rights were reckoned as on **Thursday, 15th June, 2023**, being the cut-off date for the purpose of deciding the entitlements of Members for remote e-voting and e-voting during the AGM, in respect of agenda item Nos.1 to 9 of the Notice of AGM dated 05th May, 2023.

4. Remote e-voting process

4.1. Agency

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

4.2. Remote e-voting period

Remote e-voting platform was opened from **09:00 a.m. (IST) on Monday, 19th June, 2023 and was closed on Wednesday, 21st June, 2023 at 05:00 p.m. (IST)** and the Members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

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5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during 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.

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.

6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by Members during the AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.

6.2 Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of Promoter Members needs to be restricted to 26% of the total voting rights of all the members of the Bank.

6.3 However, none of the Promoter Members along with their associates hold more than 26% of the total voting rights of all the members of the Bank.

7. Results

7.1 Consolidated results with respect to Agenda Item Nos.1 to 9 as set out in the Notice of the AGM dated 05th May, 2023 are enclosed herewith.

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S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

7.2 Based on the aforesaid results, we report that the 04 (Four) Ordinary Resolutions as set out in Item Nos. 1 to 4 and 05 (Five) Special Resolutions as set out in Item No. 5 to 9 of the Notice of the AGM dated 05th May, 2023 have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

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S. N. Viswanathan

Partner

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ICSI UDIN: Pending for UDIN Generation

22nd June, 2023 | Thane

CONSOLIDATED RESULTS

Item No. 1: To consider and adopt the audited Financial Statements for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors and the Board of Directors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	322	17,74,47,239	10	3,403	332	17,74,50,642	99.9999
Dissent	2	20	0	0	2	20	0.0001
Total	324	17,74,47,259	10	3,403	334	17,74,50,662	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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S. N. Viswanathan

Partner

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22nd June, 2023 | Thane

CONSOLIDATED RESULTS

Item No. 2: To declare dividend of Rs.1.25 per Equity Share of Rs.10/- each, for the Financial Year 31st March, 2023

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	325	17,81,45,676	10	3,403	335	17,81,49,079	99.9999
Dissent	2	20	0	0	2	20	0.0001
Total	327	17,81,45,696	10	3,403	337	17,81,49,099	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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S. N. Viswanathan

Partner

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S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

CONSOLIDATED RESULTS

Item No. 3: To appoint a Director in place of Mr. Iqbal Khan (DIN: 07870063), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	301	17,67,33,078	10	3,403	311	17,67,36,481	99.2071
Dissent	28	14,12,618	0	0	28	14,12,618	0.7929
Total	329*	17,81,45,696	10	3,403	339*	17,81,49,099	100.0000

* Two (2) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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S. N. Viswanathan
Partner

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ICSI UDIN: Pending for UDIN Generation

22nd June, 2023 | Thane

Report of Scrutinizer on remote e-voting and voting by Members during the 28th AGM of DCB Bank Limited held on 22nd June, 2023



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

CONSOLIDATED RESULTS

Item No. 4: To appoint M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W100022) together with M/s Sundaram & Srinivasan, Chartered Accountants, (Registration No. 004207S) as Joint Statutory Central Auditors of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	313	17,66,50,280	10	3,403	323	17,66,53,683	99.3383
Dissent	15	11,76,627	0	0	15	11,76,627	0.6617
Total	328*	17,78,26,907	10	3,403	338*	17,78,30,310	100.0000

* Two (2) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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22nd June, 2023 | Thane

Report of Scrutinizer on remote e-voting and voting by Members during the 28th AGM of DCB Bank Limited held on 22nd June, 2023



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

CONSOLIDATED RESULTS

Item No. 5: Raising of funds by issue of bonds/debentures/securities on private placement basis in one or more tranches for an amount not exceeding Rs.500 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	316	17,56,89,688	9	3,392	325	17,56,93,080	98.6214
Dissent	10	24,55,983	1	11	11	24,55,994	1.3786
Total	326	17,81,45,671	10	3,403	336	17,81,49,074	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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22nd June, 2023 | Thane

Report of Scrutinizer on remote e-voting and voting by Members during the 28th AGM of DCB Bank Limited held on 22nd June, 2023



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 6: Issue of equity shares / other securities convertible into equity shares (“Securities”) through Qualified Institutions Placement in one or more tranches for an aggregate amount not exceeding Rs.500 crore.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	318	17,75,98,604	10	3,403	328	17,76,02,007	99.6929
Dissent	9	5,47,067	0	0	9	5,47,067	0.3071
Total	327*	17,81,45,671	10	3,403	337*	17,81,49,074	100.0000

* One (1) Member has not cast all his votes in same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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Report of Scrutinizer on remote e-voting and voting by Members during the 28th AGM of DCB Bank Limited held on 22nd June, 2023



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

CONSOLIDATED RESULTS

Item No. 7: To approve the appointment of Ms. Lakshmy Chandrasekaran (DIN: 00240466) as an Independent Director of the Bank for a period of three years from 14th April, 2023 to 13th April, 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	320	17,81,44,642	10	3,403	330	17,81,48,045	99.9994
Dissent	6	1,029	0	0	6	1,029	0.0006
Total	326	17,81,45,671	10	3,403	336	17,81,49,074	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

CONSOLIDATED RESULTS

Item No. 8: To take note of the appointment of Mr. Farokh Nariman Subedar (DIN: 00028428) as Non-Executive Part-Time Chairman of the Bank for a period of three years with effect from 31st January, 2023 and to approve payment of remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	316	17,81,44,053	10	3,403	326	17,81,47,456	99.9991
Dissent	10	1,618	0	0	10	1,618	0.0009
Total	326	17,81,45,671	10	3,403	336	17,81,49,074	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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S. N. ANANTHASUBRAMANIAN & CO Company Secretaries

CONSOLIDATED RESULTS

Item No. 9: Alteration of Article of Association of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	323	17,81,45,619	9	3,392	332	17,81,49,011	99.9999
Dissent	4	77	1	11	5	88	0.0001
Total	327	17,81,45,696	10	3,403	337	17,81,49,099	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 05th May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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