

Ref. No.CO:CS:RC:2021-22:109

August 13, 2021

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.

Dear Sirs,

Sub: Proceedings and Voting Results of the 26th Annual General Meeting (AGM)
BSE Scrip Code No.: 532772 **NSE SYMBOL: DCBBANK**

This is to inform you that the 26th Annual General Meeting ("AGM") of the Shareholders of the Bank was held today i.e. on Friday, August 13, 2021 at 2.30 p.m., through Video Conferencing / Other Audio Visual Means in line with the framework prescribed by the Ministry of Corporate Affairs (MCA) vide its General Circulars No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and 02/2021 dated 13th January, 2021 and SEBI Circular dated 12th May, 2020 and 15th January 2021 ("Circulars").

The AGM commenced at 2:30 P.M. (IST) and concluded at 4.50 P.M. (IST).

Pursuant to the requirement under Regulation 30 & Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") read with other applicable provisions, if any, we are pleased to submit herewith the followings:

- 1) Summary of Proceeding of the AGM as provided in **Annexure - A**
- 2) Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations **Annexure - B**
- 3) Report of the Scrutinizers dated August 13, 2021, pursuant to Section 108 of the Companies Act, 2021 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as provided in **Annexure - C**

The Voting Results along with the Scrutinizer's Report dated August 13, 2021 are also being hosted and made available on the Bank's website www.dcbbank.com and on the website of Central Depositories Services (India) Limited (CDSL) www.evotingindia.com.

Please take the above on your record in compliance with the regulatory requirements.

Yours faithfully,
For DCB Bank Limited

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Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl.: As above

Annexure-A

Summary of the proceedings of the 26th Annual General Meeting

The 26th Annual General Meeting of the Members of DCB Bank Limited ("the Bank") was held on Friday, August 13, 2021 at 2.30 p.m. (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM).

Chairman: Mr. Nasser Munjee, Chairman of the Bank, joined the AGM through VC from Dubai and took the chair in terms of Article 86 of the Articles of Association of the Bank.

Other Directors Present

Name of the Director	Designation	Location
Mr. Ashok Barat	Independent Director and Chairman of Audit Committee	joined through VC from Mumbai
Ms. Rupa Devi Singh	Independent Director and Chairman of Nomination & Remuneration Committee	joined through VC from Dehradun
Mr. Aryn Jassani	Independent Director and Chairman of Risk Management Committee	joined through VC from Mumbai
Mr. Somasundaram PR	Independent Director	joined through VC from Mumbai
Mr. Rafiq Somani	Independent Director	joined through VC from Pune
Mr. Shaffiq Dharamshi	Non-Executive (Non-Independent) Director	joined through VC from Dubai
Mr. Iqbal Ishak Khan	Non-Executive (Non-Independent) Director	joined through VC from Mumbai
Mr. Shabbir Merchant	Independent Director and Chairman of Stakeholder Relationship Committee	joined through VC from Bengaluru
Mr. Murali M. Natrajan	Managing Director & CEO	joined through VC from Mumbai

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Key Managerial Personnel Present

Name of the KMP	Designation	Location
Mr. Bharat Laxmidas Sampat	Chief Financial Officer	joined through VC from Mumbai
Ms. Rubi Chaturvedi	Company Secretary	joined through VC from Mumbai

The Scrutinizer, representatives of the Statutory Auditors and the Secretarial Auditors were also present through VC from their respective locations. The senior leadership was also present through VC from their respective locations.

Members attending the AGM: 111 Members attended the AGM virtually in person or through authorized representative which were considered for the purpose of Quorum. In terms of the circulars issued by MCA and SEBI the requirement of appointing proxies has been dispensed with.

Quorum: The requisite quorum as required under Section 103 of the Companies Act, 2013 was present and the Chairman called the Meeting in Order. The Chairman, introduced all the Directors on Board to the Shareholders.

The Chairman informed the shareholders about availability of Statutory Registers and Certificate of Auditors on ESOP for inspection of the Members.

The Members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Bank had availed Video Conference facility as well as Remote e-voting facility/voting at AGM provided by Central Depository Services (India) Limited (CDSL), to attend the meeting and also to exercise voting right by members of the Bank.

The Remote e-voting commenced at 9.00 a.m. (IST) on August 10, 2021 and ended at 5.00 p.m. (IST) on August 12, 2021. Further, the Bank had also provided the facility for e-voting during the AGM on all resolutions to facilitate the Members who were attending the meeting and had not cast their votes earlier through Remote e-voting. The Members were also informed that there would be no voting by show of hands.

The members were also informed that Mr. S. N. Ananthasubramanian and failing him Ms. Aparna Gadgil of M/s. S. N. Ananthasubramanian & Co., Company Secretaries were appointed as Scrutinizer for both remote e-voting and e-voting at the AGM to conduct the E-Voting process, in fair and transparent manner.

As per request of the Chairman, the Chief Financial Officer of the Bank made a presentation on DCB Bank's Performance for information of the Shareholders

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DCB Bank Limited

The Chairman then delivered his speech giving a brief outline about the Bank's performance. And then took up the agenda of the Meeting as set out in the Notice of the AGM for consideration

Ordinary Business		
Resolution no	Resolution	Type of Resolution
1	Adoption of the Audited Financial Statements for the Financial Year ended March 31, 2021 together with the Reports of the Auditors and Directors thereon	Ordinary Resolution
2	Re-appointment of Mr. Shaffiq Dharamshi (DIN06925633), as Director of the Bank who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3	Revision in the term of office of the existing Auditors M/s. S R Batliboi & Associates LLP, Chartered Accountants.	Ordinary Resolution
4	Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, as the Joint Statutory Auditors of the Bank	Ordinary Resolution
Special Business		
5	Increase in Borrowing Powers	Special Resolution
6	Raising of Funds by issue of bonds/debentures/securities on Private Placement basis	Special Resolution
7	Issue of equity shares / other securities convertible into equity shares ("Securities") through Qualified Institutions Placement	Special Resolution
8	Re-appointment of Mr. Nasser Munjee (DIN 00010180), Non-Executive (Part Time) Chairman of the Bank and payment of Honorarium	Ordinary Resolution
9	Re-appointment of Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO of the Bank	Ordinary 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 set out in the Notice of the AGM. The Members were given an opportunity to speak in order of their registration. After giving sufficient time to all the Members who had registered to speak, the chairman replied to the queries raised by the Members.

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The Chairman then announced that the voting results for the aforesaid resolutions would be declared within stipulated time from the conclusion of the AGM on receipt of the Scrutinizer's report and the Voting Results. He also announced that the Voting Results along with Scrutinizer's report will be placed on the Bank's website, Website of the Service Provider (CDSL) and also would be forwarded to the Stock Exchanges in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

The Chairman informed that the e-voting window shall remain open for another 15 minutes and thereafter the e-voting portal shall be disabled by CDSL. Accordingly upon completion of e-voting process or expiry of the given time of 15 minutes, whichever was early, the Meeting would stand as concluded.

The Chairman thanked the Members, Directors and all the stakeholders for attending and participating in the meeting

The meeting concluded at 4.50 p.m. (IST)

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Annexure-B

DCB BANK LIMITED

Voting Results		
Sr. No.	Particulars	Details
1	Date of the Annual General Meeting (AGM)	Friday, August 13, 2021
2	Total number of shareholders as on the Record Date [August 06,2021]	1,98,881
3	Number of Shareholders present in the meeting through proxy: Promoters and Promoter Group: Public:	Not Applicable *
4	Number of Shareholders present in the meeting through VC/OAVM (including shareholders attended through webcast): Promoters and Promoter Group: Public:	 2 109

*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

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Rubi Chaturvedi
Company Secretary &
Compliance Officer

Place: Mumbai
Date: August 13, 2021

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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 March 31, 2021 together with the Reports of the Auditors and 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	156563400	126682488	80.9145	126682488	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	156563400	126682488	80.9145	126682488	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107834379	3632405	3.3685	3632204	201	99.9945	0.0055
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	107834379	3869996	3.5888	3869795	201	99.9948	0.0052
Total		310598013	176752718	56.9072	176752517	201	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Shaffiq Dharamshi (DIN-06925633) as a Director, who retires by rotation and, being eligible, offers herself 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	156563400	127083443	81.1706	107658658	19424785	84.7149	15.2851
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	156563400	127083443	81.1706	107658658	19424785	84.7149	15.2851
Public- Non Institutions	E-Voting	107834379	3632207	3.3683	3626710	5497	99.8487	0.1513
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869798	3.5886	3864301	5497	99.8580	0.1420
Total		310598013	177153475	57.0363	157723193	19430282	89.0319	10.9681
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To revise the term of office of M/s. S R Bhatnagar & Associates LLP, Chartered Accountants (Registration No. 101049W/E300004) Statutory Auditors of the Bank, from a term of 4 years to a term of 3 years i.e. 3 years from the FY 2020-21 till (and including) the FY 2022-23.				
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	156563400	126655309	80.8971	117920211	8735098	93.1033	6.8967
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	156563400	126655309	80.8971	117920211	8735098	93.1033	6.8967
Public- Non Institutions	E-Voting	107834379	3632292	3.3684	3630516	1776	99.9511	0.0489
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869883	3.5887	3868107	1776	99.9541	0.0459
Total		310598013	176725426	56.8984	167988552	8736874	95.0562	4.9438
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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

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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 Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 0042075), as joint Statutory Auditors of the Company to hold office for a period of 3 (three) years with effect from the FY 2021-22 till and including the FY 2023-24.				
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	156563400	127083443	81.1706	126384144	699299	99.4497	0.5503
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	156563400	127083443	81.1706	126384144	699299	99.4497	0.5503
Public- Non Institutions	E-Voting	107834379	3632111	3.3682	3629924	2187	99.9398	0.0602
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869702	3.5886	3867515	2187	99.9435	0.0565
Total		310598013	177153379	57.0362	176451893	701486	99.6040	0.3960
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the Borrowing Powers of the Board of Directors upto Rs. 6,500 crore or the aggregate of the paid up capital and free reserves whichever is higher				
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	156563400	127083443	81.1706	127083443	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	156563400	127083443	81.1706	127083443	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107834379	3632405	3.3685	3631234	1171	99.9678	0.0322
	Poll		237591	0.2203	237486	105	99.9558	0.0442
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869996	3.5888	3868720	1276	99.9670	0.0330
Total		310598013	177153673	57.0363	177152397	1276	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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

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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To raise funds by issue of bonds / debentures / securities on Private Placement basis of 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	156563400	127083443	81.1706	127083443	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	156563400	127083443	81.1706	127083443	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107834379	3632405	3.3685	3628587	3818	99.8949	0.1051
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869996	3.5888	3866178	3818	99.9013	0.0987
Total		310598013	177153673	57.0363	177149855	3818	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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

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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To issue Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement 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	156563400	127083443	81.1706	127080955	2488	99.9980	0.0020
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	156563400	127083443	81.1706	127080955	2488	99.9980	0.0020
Public- Non Institutions	E-Voting	107834379	3632157	3.3683	3631174	983	99.9729	0.0271
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869748	3.5886	3868765	983	99.9746	0.0254
Total		310598013	177153425	57.0362	177149954	3471	99.9980	0.0020
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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

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Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint of Mr. Nasser Munjee (DIN 00010180), Non-Executive (Part-time) Chairman of the Bank for a period of one year from 19th August 2020 till 18th August 2021 and payment of Honorarium to him.				
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	156563400	126655309	80.8971	126114653	540656	99.5731	0.4269
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	156563400	126655309	80.8971	126114653	540656	99.5731	0.4269
Public- Non Institutions	E-Voting	107834379	3632207	3.3683	3626600	5607	99.8456	0.1544
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869798	3.5886	3864191	5607	99.8551	0.1449
Total		310598013	176725341	56.8984	176179078	546263	99.6909	0.3091
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-appointment of Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO of the Bank for a period of one year from April 29, 2021 to April 28, 2022				
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	156563400	127083443	81.1706	127083443	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	156563400	127083443	81.1706	127083443	0	100.0000	0.0000
Public- Non Institutions	E-Voting	107834379	3632177	3.3683	3628199	3978	99.8905	0.1095
	Poll		237591	0.2203	237591	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	107834379	3869768	3.5886	3865790	3978	99.8972	0.1028
Total		310598013	177153445	57.0362	177149467	3978	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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

13th August, 2021

To,

The Chairman

DCB Bank Limited

601 & 602, Peninsula Business Park,
Tower A, 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 26th Annual General Meeting of your Bank held on Friday, 13th August, 2021 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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APARNA KEDAR GADGIL
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Aparna Gadgil

Partner



SCRUTINIZER'S REPORT

Name of the Bank	DCB Bank Limited
Meeting	26th Annual General Meeting
Day, Date & Time	Friday, 13th August, 2021 at 02:30 p.m. (IST)
Deemed Venue	601 & 602, Peninsula Business Park, Tower A, 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 during the 26th Annual General Meeting ("AGM") of DCB Bank Limited (hereinafter referred to as the Bank) held on Friday, 13th August, 2021 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 General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published in **Business Standard** (English newspaper) and **Pudhari** (vernacular language newspaper), having electronic editions on **17th July, 2021 and 22nd July 2021**, 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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S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

- 2.2 The Bank hosted the notice of AGM on its website, website of CSDL (e-voting Agency) and also submitted the same to BSE Limited and National Stock Exchange of India Limited on **20th July, 2021**.
- 2.3 The Bank informed that on the basis of the Register of Shareholders 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 **21st July, 2021** by e-mail to **1,69,261** Members whose email-ids were registered with the Bank/ Depositories.

3. Cut-off date

- 3.1 Voting rights were reckoned as on **Friday, 06th August, 2021**, 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 items No.1 to 9 of the Notice of AGM dated 20th July, 2021.

4. Remote e-voting process

4.1 Agency

The Bank appointed **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 open from **09:00 a.m. on Tuesday, 10th August, 2021 till 05:00 p.m. on Thursday, 12th August, 2021** and 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.

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

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Report of Scrutinizer on remote e-voting and voting by Members during the 26th AGM of DCB Bank Limited held on 13th August, 2021



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

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 Shareholders 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 other than Central Government 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 item No.1 to 9 on the agenda as set out in the Notice of the AGM dated 20th July, 2021 are enclosed herewith.

- 7.2 Based on the aforesaid results, we report that 06 (Six) Ordinary Resolutions as set out in Item No. 1 to 4 and Item No. 8, 9 and 03 (Three) Special Resolutions as set out in Item No. 5 to 7 of the Notice of the AGM dated 20th July, 2021 have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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Aparna Gadgil

Partner

ACS: 14713 | COP No. : 8430

ICSI UDIN: A014713C000783569

13th August, 2021 | Thane

Report of Scrutinizer on remote e-voting and voting by Members during the 26th AGM of DCB Bank Limited held on 13th August, 2021



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: To consider and adopt the audited Financial Statements for the Financial Year ended March 31, 2021 together with the Reports of the Auditors and Directors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	454	17,65,14,926	9	2,37,591	463	17,67,52,517	99.9999
Dissent	6	201	0	0	6	201	0.0001
Total	460	17,65,15,127	9	2,37,591	469	17,67,52,718	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 20th July, 2021 has been **passed with requisite majority**.

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Aparna Gadgil
Partner
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13th August, 2021 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 2: To re-appoint Mr. Shaffiq Dharamshi (DIN-06925633) as a Director, who retires by rotation and, being eligible, offers him for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	371	15,74,85,602	9	2,37,591	380	15,77,23,193	89.0319
Dissent	88	1,94,30,282	0	0	88	1,94,30,282	10.9681
Total	459	17,69,15,884	9	2,37,591	468	17,71,53,475	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 20th July, 2021 has been **passed with requisite majority**.

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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 3: To revise the term of office of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W/E300004), Statutory Auditors of the Bank, from a term of 4 years to a term of 3 years, i.e. 3 years from the FY 2020-21 till (and including) the FY 2022-23.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	407	16,77,50,961	9	2,37,591	416	16,79,88,552	95.0562
Dissent	52	87,36,874	0	0	52	87,36,874	4.9438
Total	459	17,64,87,835	9	2,37,591	468	17,67,25,426	100.0000

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 20th July, 2021 has been **passed with requisite majority**.

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Aparna Gadgil
Partner
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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 4: To appoint M/s Sundaram & Srinivasan, Chartered Accountants, (ICAI Registration No. 004207S), as joint Statutory Auditors of the Company to hold office for a period of 3 (three) years with effect from the FY 2021-22 till and including the FY 2023-24.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	440	17,62,14,302	9	2,37,591	449	17,64,51,893	99.6040
Dissent	19	7,01,486	0	0	19	7,01,486	0.3960
Total	459	17,69,15,788	9	2,37,591	468	17,71,53,379	100.0000

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 20th July, 2021 has been **passed with requisite majority**.

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Aparna Gadgil
Partner

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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 5: Increase in the Borrowing Powers of the Board of Directors upto Rs. 6,500/- 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	442	17,69,14,911	8	2,37,486	450	17,71,52,397	99.9993
Dissent	19	1,171	1	105	20	1,276	0.0007
Total	461	17,69,16,082	9	2,37,591	470	17,71,53,673	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 20th July, 2021 has been **passed with requisite majority**.

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Aparna Gadgil
Partner
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CONSOLIDATED RESULTS

Item No. 6: To raise funds by issue of bonds / debentures / securities on Private Placement basis of 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	449	17,69,12,264	9	2,37,591	458	17,71,49,855	99.9978
Dissent	12	3,818	0	0	12	3,818	0.0022
Total	461	17,69,16,082	9	2,37,591	470	17,71,53,673	100.0000

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 20th July, 2021 has been **passed with requisite majority**.

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Company Secretaries

CONSOLIDATED RESULTS

Item No. 7: To issue Equity Shares to Qualified Institutional Buyers through Qualified Institutions Placement 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	445	17,69,12,363	9	2,37,591	454	17,71,49,954	99.9980
Dissent	14	3,471	0	0	14	3,471	0.0020
Total	459	17,69,15,834	9	2,37,591	468	17,71,53,425	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 20th July, 2021 has been **passed with requisite majority**.

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Aparna Gadgil
Partner
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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 8: To re-appoint Mr. Nasser Munjee (DIN 00010180), Non-Executive (Part Time) Chairman of the Bank for a period of one year from 19th August 2020 till 18th August 2021 and payment of Honorarium to him.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	426	17,59,41,487	9	2,37,591	435	17,61,79,078	99.6909
Dissent	32	5,46,263	0	0	32	5,46,263	0.3091
Total	458	17,64,87,750	9	2,37,591	467	17,67,25,341	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 20th July, 2021 has been **passed with requisite majority**.

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13th August, 2021 | Thane



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Company Secretaries

CONSOLIDATED RESULTS

Item No. 9: To re-appoint Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO of the Bank for a period of one year from April 29, 2021 to April 28, 2022.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	435	17,69,11,876	9	2,37,591	444	17,71,49,467	99.9978
Dissent	23	3,978	0	0	23	3,978	0.0022
Total	458	17,69,15,854	9	2,37,591	467	17,71,53,445	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 20th July, 2021 has been **passed with requisite majority**.

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Aparna Gadgil
Partner

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