

Ref. No.CO:CS:RC:2022-23:066

June 22, 2022

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.

Scrip Code: 532772

SYMBOL: DCBBANK

Dear Sirs,

Sub: Proceedings and Voting Results of the 27th Annual General Meeting (AGM)

This is to inform you that the 27th Annual General Meeting (“AGM”) of the Shareholders of the Bank was held today i.e. on Wednesday, June 22, 2022 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, Circular no.11/2021 dated 15th January 2021, Circular no.19/2021 dated 08th December 2021, Circular no.21/2021 dated 14th December 2021 and Circular no.02/2022 dated 5th May 2022 and SEBI Circular dated 12th May, 2020 and 15th January 2021 (“Circulars”)

The AGM commenced at 2:30 P.M. (IST) and concluded at 4.30 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 June 22, 2022, 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 Voting Results along with the Scrutinizer's Report dated June 22, 2022 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 27th Annual General Meeting

The 27th Annual General Meeting of the Members of DCB Bank Limited ("the Bank") was held on Wednesday, June 22, 2022 at 2.30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

All the Directors and Key Managerial Personnel of the Bank were present for the meeting.

The Scrutinizer, representatives of the Joint 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: Members attended the AGM virtually in person or through authorized representative were considered for the purpose of Quorum. In terms of the circulars issued by MCA and SEBI the requirement of appointing proxies had been dispensed with.

Mr. Murali M. Natrajan – MD & CEO of the Bank informed the members present that Mr. Nasser Munjee had retired from the position of Chairman and Director of the Bank after completing a glorious journey of 16 consecutive years on the Board of the Bank. He further informed the Members present that the Board of Directors at its meeting held on January 14, 2022 had appointed Ms. Rupa Devi Singh as Part-Time Chairperson of the Bank, subject to approval of the Reserve Bank of India and the Shareholders of the Bank. He then introduced her to the members present and requested to Chair the meeting.

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

The Chairperson 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/facility for voting at AGM from 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 June 19, 2022 and ended at 5.00 p.m. (IST) on June 21, 2022. 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 Ms. Aparna Gadgil and failing her Mr. Viswanathan N.S. 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 Chairperson, the Deputy Chief Financial Officer of the Bank made presentation on DCB Bank's Performance and Mr. Gaurav Mehta (Head Marketing, Investor Relations, PR & Corporate Communication & CSR) made presentation on CSR projects undertaken by the Bank for information of the Shareholders.

The Chairperson then delivered her 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 as under:

Ordinary Business		
Resolution no.	Resolution	Type of Resolution
1	Adoption of the Audited Financial Statements for the Financial Year ended March 31, 2022 together with the Reports of the Auditors and Directors thereon	Ordinary Resolution
2	To declare dividend of ₹1.00 per Equity Share of ₹10/- each, for the Financial Year ended March 31, 2022.	Ordinary Resolution
3	Re-appointment of Mr. Iqbal Khan (DIN-07870063), as Director of the Bank who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4	Appointment of the joint Statutory Auditors for the financial year 2022-23	Ordinary Resolution
Special Business		
5	Raising of Funds by issue of bonds/debentures/securities on Private Placement basis	Special Resolution
6	Issue of equity shares / other securities convertible into equity shares ("Securities") through Qualified Institutions Placement	Special Resolution
7	Re-appointment of Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO of the Bank	Ordinary Resolution

The Chairperson 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 Chairperson / Managing Director & CEO replied to the queries raised by the Members.

The Chairperson 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. She 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 Chairperson informed the members present 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 Chairperson thanked the Members, Directors and all the stakeholders for attending and participating in the meeting

The meeting concluded at 4.30 p.m. (IST)

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DCB BANK LIMITED

Voting Results		
Sr. No.	Particulars	Details
1	Date of the Annual General Meeting (AGM)	Wednesday, June 22, 2022
2	Total number of shareholders as on the Record Date [June 15, 2022]	1,95,945
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 81

*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: June 22, 2022

Resolution (1)

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements for the Financial Year ended March 31, 2022 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	155659755	110584222	71.0423	110584222	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	155659755	110584222	71.0423	110584222	0	100.0000	0.0000
Public- Non Institutions	E-Voting	109169824	5143637	4.7116	5143595	42	99.9992	0.0008
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190447	4.7545	5190405	42	99.9992	0.0008
Total		311029813	161974903	52.0770	161974861	42	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

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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 declare dividend of ₹1.00 per Equity Share of ₹10/- each, for the Financial Year ended March 31, 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	155659755	110881196	71.2331	110881196	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	155659755	110881196	71.2331	110881196	0	100.0000	0.0000
Public-Non Institutions	E-Voting	109169824	5143797	4.7117	5142858	939	99.9817	0.0183
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190607	4.7546	5189668	939	99.9819	0.0181
Total		311029813	162272037	52.1725	162271098	939	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

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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				Re-appointment of Mr. Iqbal Khan (DIN-07870063), as Director of the Bank 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	155659755	110881196	71.2331	90167051	20714145	81.3186	18.6814
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	155659755	110881196	71.2331	90167051	20714145	81.3186	18.6814
Public-Non Institutions	E-Voting	109169824	5143797	4.7117	5136697	7100	99.8620	0.1380
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190607	4.7546	5183507	7100	99.8632	0.1368
Total		311029813	162272037	52.1725	141550792	20721245	87.2306	12.7694
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

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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				Appointment of the joint Statutory Auditors for the financial year 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	155659755	110881196	71.2331	110291339	589857	99.4680	0.5320
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	155659755	110881196	71.2331	110291339	589857	99.4680	0.5320
Public-Non Institutions	E-Voting	109169824	5143797	4.7117	5143071	726	99.9859	0.0141
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190607	4.7546	5189881	726	99.9860	0.0140
Total		311029813	162272037	52.1725	161681454	590583	99.6361	0.3639
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

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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				Raising of Funds by issue of bonds/ debentures/securities on Private Placement basis				
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	155659755	110881196	71.2331	109330458	1550738	98.6014	1.3986
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	155659755	110881196	71.2331	109330458	1550738	98.6014	1.3986
Public-Non Institutions	E-Voting	109169824	5143797	4.7117	5141516	2281	99.9557	0.0443
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190607	4.7546	5188326	2281	99.9561	0.0439
Total		311029813	162272037	52.1725	160719018	1553019	99.0430	0.9570
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

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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				Issue of equity shares / other securities convertible into equity shares ("Securities") through Qualified Institutions Placement				
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	155659755	110881196	71.2331	107882771	2998425	97.2958	2.7042
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	155659755	110881196	71.2331	107882771	2998425	97.2958	2.7042
Public-Non Institutions	E-Voting	109169824	5143797	4.7117	5140386	3411	99.9337	0.0663
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190607	4.7546	5187196	3411	99.9343	0.0657
Total		311029813	162272037	52.1725	159270201	3001836	98.1501	1.8499
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

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Resolution (7)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO 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	155659755	110881196	71.2331	90459934	20421262	81.5828	18.4172
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	155659755	110881196	71.2331	90459934	20421262	81.5828	18.4172
Public-Non Institutions	E-Voting	109169824	5143797	4.7117	5143360	437	99.9915	0.0085
	Poll		46810	0.0429	46810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	109169824	5190607	4.7546	5190170	437	99.9916	0.0084
Total		311029813	162272037	52.1725	141850338	20421699	87.4151	12.5849
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

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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, 2022

To,
The Chairperson
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 27th Annual General Meeting of your Bank held on Wednesday, 22nd June, 2022 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.




Viswanathan N. S.
Partner



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

SCRUTINIZER'S REPORT

Name of the Bank	DCB Bank Limited
Type of Meeting	27th Annual General Meeting
Day, Date & Time	Wednesday, 22nd June, 2022 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 during the 27th Annual General Meeting (“AGM”) of DCB Bank Limited (hereinafter referred to as ‘the Bank’) held on Wednesday, 22nd June, 2022 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 **28th May, 2022**, 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.



*Report of Scrutinizer on remote e-voting and voting by Members during the
27th AGM of DCB Bank Limited held on 22nd June, 2022*



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, 2022**.
- 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, 2022** by e-mail to **1,68,917** 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

- 3.1 Voting rights were reckoned as on **Wednesday, 15th June, 2022**, 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 7 of the Notice of AGM dated 07th May, 2022.

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. (IST) on Sunday, 19th June, 2022 till 05:00 p.m. (IST) on Tuesday, 21st June, 2022** 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.





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

5. Voting at the AGM

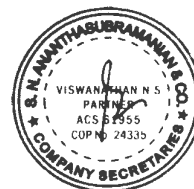
- 5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access, after closure of period 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 rights of all the members of the Bank.

7. Results

- 7.1 Consolidated results with respect to Item Nos.1 to 7 as set out in the Notice of the AGM dated 07th May, 2022 are enclosed herewith.





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

7.2 Based on the aforesaid results, we report that the 05 (Five) Ordinary Resolutions as set out in Item Nos. 1 to 4 and Item No. 7 and 02 (Two) Special Resolutions as set out in Item No. 5 and 6 of the Notice of the AGM dated 07th May, 2022 have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

OV Viswanathan

Viswanathan N. S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955D000519621

22nd June, 2022 | Thane





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, 2022 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	274	16,19,28,051	13	46,810	287	16,19,74,861	99.9999
Dissent	3	42	0	0	3	42	0.0001
Total	277	16,19,28,093	13	46,810	290	16,19,74,903	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 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

Viswanathan N. S.

Viswanathan N. S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955D000519621

22nd June, 2022 | Thane





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 2: To declare dividend of Rs.1.00 per Equity Share of Rs.10/- each, for the Financial Year 31st March, 2022

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	274	16,22,24,288	13	46,810	287	16,22,71,098	99.9994
Dissent	5	939	0	0	5	939	0.0006
Total	279	16,22,25,227	13	46,810	292	16,22,72,037	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 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

On behalf of

Viswanathan N. S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955D000519621

22nd June, 2022 | Thane





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	215	14,15,03,982	13	46,810	228	14,15,50,792	87.2306
Dissent	64	2,07,21,245	0	0	64	2,07,21,245	12.7694
Total	279	16,22,25,227	13	46,810	292	16,22,72,037	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 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries



Viswanathan N. S.
Partner



ACS: 61955 | COP No. : 24335
ICSI UDIN: A061955D000519621
22nd June, 2022 | Thane

Report of Scrutinizer on remote e-voting and voting by Members during the 27th AGM of DCB Bank Limited held on 22nd June, 2022



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 4: To appoint S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W/E300004) 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	267	16,16,34,644	13	46,810	280	16,16,81,454	99.6361
Dissent	12	5,90,583	0	0	12	5,90,583	0.3639
Total	279	16,22,25,227	13	46,810	292	16,22,72,037	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 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries



Viswanathan N. S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955D000519621

22nd June, 2022 | Thane





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 5: Raising of 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	267	16,06,72,208	13	46,810	280	16,07,19,018	99.0430
Dissent	12	15,53,019	0	0	12	15,53,019	0.9570
Total	279	16,22,25,227	13	46,810	292	16,22,72,037	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 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries


Viswanathan N. S.
Partner



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22nd June, 2022 | Thane



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 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	268	15,92,23,391	13	46,810	281	15,92,70,201	98.1501
Dissent	11	30,01,836	0	0	11	30,01,836	1.8499
Total	279	16,22,25,227	13	46,810	292	16,22,72,037	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 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

Viswanathan N. S.

Viswanathan N. S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955D000519621

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S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

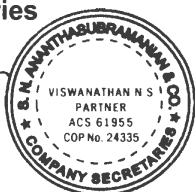
Item No. 7: To re-appoint Mr. Murali M. Natrajan, (DIN 00061194) as the Managing Director and CEO of the Bank for a period of two years from April 29, 2022 to April 28, 2024.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	231	14,18,03,528	13	46,810	244	14,18,50,338	87.4151
Dissent	48	2,04,21,699	0	0	48	2,04,21,699	12.5849
Total	279	16,22,25,227	13	46,810	292	16,22,72,037	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 07th May, 2022 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries


Viswanathan N. S.
Partner



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Report of Scrutinizer on remote e-voting and voting by Members during the 27th AGM of DCB Bank Limited held on 22nd June, 2022