

Ref. No.CO:CS:RC:2021-22:290

March 23, 2022

BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
1st floor Dalal Street.
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, 5th floor, Plot No. C/1,
G Block Bandra – Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip Code: 532772

NSE Symbol: DCBBANK

Dear Sir/Madam,

Subject: Intimation of the results of Postal Ballot (through Remote e-Voting)

This has reference to our letter Ref. No.CO:CS:RC:2021-22:264 dated February 16, 2022 enclosing the Postal Ballot Notice dated February 9, 2022 along with Explanatory Statement seeking approval of the members of DCB Bank Limited (the Bank), to transact the following Special Business:

Resolution No.	Particulars	Type of Resolution (Ordinary/Special)
1	Appointment of Mr. Tarun Balram (DIN: 02445298) as Independent Director of the Bank	Special Resolution
2	Appointment of Mr. Thiyagarajan Kumar (DIN: 00735914) as Independent Director of the Bank	Special Resolution

Pursuant to the provisions under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that both the above mentioned Special Resolutions have been passed by the Members of the Bank with the requisite majority. The resolutions are deemed to have passed on March 22, 2022 (the last date specified for remote e-voting).

The Scrutinizer's Report and Voting Results are enclosed herewith for your record. The same will also be made available on website of the Bank at <http://www.dcbbank.com>.

Please take the above information on record.

Yours faithfully,
For DCB Bank Limited

RUBI
CHATURVEDI
DI

Digitally signed by
RUBI CHATURVEDI
Date: 2022.03.23
17:18:55 +05'30'

Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl.: As above

Resolution-wise disclosure:

Resolution Number 1

Appointment of Mr. Tarun Balram (DIN: 02445298) as Independent Director

Resolution required: (Ordinary / Special)							Special Resolution	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	46200234	46200234	100.00	46200234	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	46200234	46200234	100.00	46200234	0	100.00	0.00
Public-Institutions	E-Voting	150394598	104884392	69.74	104884392	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	150394598	104884392	69.74	104884392	0	100.00	0.00
Public- Non Institutions	E-Voting	114075131	3055628	2.68	3044744	10884	99.64	0.36
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	114075131	3055628	2.68	3044744	10884	99.64	0.36
Total		310669963	154140254	49.62	154129370	10884	99.99	0.01

Resolution Number 2

Appointment of Mr. Thiyagarajan Kumar (DIN: 00735914) as Independent Director.

Resolution required: (Ordinary / Special)							Special Resolution	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	46200234	46200234	100.00	46200234	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	46200234	46200234	100.00	46200234	0	100.00	0.00
Public-Institutions	E-Voting	150394598	104884392	69.74	104884392	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	150394598	104884392	69.74	104884392	0	100.00	0.00
Public- Non Institutions	E-Voting	114075131	3055928	2.68	3043458	12470	99.59	0.41
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	114075131	3055928	2.68	3043458	12470	99.59	0.41
Total		310669963	154140554	49.62	154128084	12470	99.99	0.01



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,
The Managing Director & CEO,
DCB BANK LIMITED
CIN: L99999MH1995PLC089008
601 & 602, Peninsula Business Park,
6th floor, Tower A, Senapati Bapat Marg,
Lower Parel, Mumbai- 400013

We are pleased to present the report on the Postal Ballot conducted by **DCB Bank Limited ("the Bank")** seeking consent of its Members for the Special Resolutions as contained in the Notice of Postal Ballot dated **09th February, 2022**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Bank on 09th February, 2022 to conduct the Postal Ballot as contained in the Notice dated **09th February, 2022**.
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 22/ 2020 dated 15th June, 2020, General Circular No. 33/ 2020 dated 28th September, 2020, General Circular No. 39/ 2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No.20/2021 Dated 08th December, 2021 (**collectively referred to as "MCA circulars"**), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013"



*Scrutinizer's Report on Postal Ballot conducted by DCB Bank Limited
vide Notice dated 09th February, 2022*



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

read with rules made thereunder on account of COVID – 19 pandemic, issued by the Ministry of Corporate Affairs, Government of India, Members' approval by way of Special Resolution was sought for the following:

- i. Appointment of Mr. Tarun Balram (DIN: 02445298) as Independent Director.
- ii. Appointment of Mr. Thiagarajan Kumar (DIN: 00735914) as Independent Director.

3. Notice of the Postal Ballot.

- 3.1. The Bank had hosted the Notice of Postal ballot on its website and the website of Central Depository Services (India) Limited (CDSL) (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 16th February, 2022.
- 3.2. Pursuant to the MCA circulars, Notice was published on 17th February, 2022 in Business Standard (English Newspaper) and in Pudhari (Marathi Newspaper).
- 3.3. The Bank has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **11th February, 2022 ("the cut-off date")**, the Bank has completed sending of Postal Ballot Notice through E-Mail on 16th February 2022 to 1,60,101 Members who had registered their email-ids with the Bank / Depositories.
- 3.4. As informed to us, no member has registered/ updated his/her email-id with the Bank pursuant to the Notice of Postal Ballot dated **09th February, 2022**.
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, only through remote e-voting system, on e-voting platform provided by CDSL from **Monday, 21st February, 2022 at 9.00 a.m. (IST) to Tuesday, 22nd March, 2022 at 5.00 p.m. (IST)**.
5. **625** Members had cast their votes on the remote e-voting platform till **5:00 p.m. (IST) on Tuesday, 22nd March, 2022**.



*Scrutinizer's Report on Postal Ballot conducted by DCB Bank Limited
vide Notice dated 09th February, 2022*

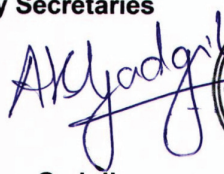


S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

6. Members' demographic details and their voting rights were provided by Link Intime (India) Private Ltd., Registrar & Share Transfer Agent of the Bank whereas their voting pattern details were provided by Central Depository Services (India) Limited (CDSL) (e-voting Agency).
7. Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of an individual Member needs to be restricted to 26% of the total voting rights of all the members of the Bank. However, no Member is holding 26% or above shares/voting rights in the Bank.
8. After the scrutiny of the remote e-voting results, we report that the Special Resolutions as contained the Notice of Postal Ballot dated 09th February, 2022 have been passed with requisite majority.

We have annexed with this report, the analysis of the result of the Resolutions as contained in the said Notice.

For S.N. Ananthasubramanian & Co.
Company Secretaries



Ms. Aparna Gadgil

Partner

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23rd March, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 1: Appointment of Mr. Tarun Balram (DIN: 02445298) as an Independent Director

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	577	15,41,29,370	99.9929
Dissent	47	10,884	0.0071
Total	624	15,41,40,254	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 1 of the Notice of Postal Ballot dated 09th February, 2022 has been passed with **requisite majority**.

For S.N. Ananthasubramanian & Co.
Company Secretaries

Ms. Aparna Gadgil
Partner

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23rd March, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 2: Appointment of Mr. Thiagarajan Kumar (DIN: 00735914) as Independent Director.

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	572	15,41,28,084	99.9919
Dissent	53	12,470	0.0081
Total	625	15,41,40,554	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 2 of the Notice of Postal Ballot dated 09th February, 2022 has been passed with **requisite majority**.

For S.N. Ananthasubramanian & Co.
Company Secretaries



Ms. Aparna Gadgil
Partner

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23rd March, 2022 | Thane