

Ref. No.CO:CS:HVB:2017-18: 068

June 2, 2017

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 of the 22nd Annual General Meeting (AGM)

BSE Scrip Code No.: 532772

NSE SYMBOL: DCBBANK

Pursuant to the requirements under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations] read with item 13 of Para A of Part A of Schedule III of the Listing Regulations, we hereby submit Proceedings of the 22nd Annual General Meeting of the Bank held on June 1, 2017.

You are requested to take the same on your record.

Yours faithfully,
For DCB Bank Limited


H. V. Barve
Company Secretary &
Compliance Officer

Encl.: As above



PROCEEDINGS OF THE 22nd ANNUAL GENERAL MEETING (THE AGM) OF DCB BANK LIMITED UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 [THE LISTING REGULATIONS]

Meeting Day, Date & Time : Thursday, June 01, 2017 at 2.30 p.m.

Venue : Rama & Sundri Watumull Auditorium,
K.C. College, Dinshaw Wacha Road,
Churchgate, Mumbai 400 020

Chairman : Mr. Nasser Munjee, Chairman of the Bank
took the Chair in terms of Article 86 of the
Articles of Association of the Bank.

Members attending the Meeting : 188 Members were present in person, 6
Members were represented by Proxies
and 3 Members were represented through
Authorized Representatives.

Quorum : The requisite quorum, as required under
Section 103 of the Companies Act, 2013,
was present.

1. At 2.30 p.m. Mr. Nasser Munjee occupied the Chair and there being adequate quorum of shareholders present he called the meeting to be in order. He then welcomed all the shareholders at the meeting and then introduced the Directors present on the dais, and also recognised the presence of Mr. Imran Contractor as the Chairman of Audit Committee and the Stakeholders Relationship Committee as well as presence of the Chairman of Nomination and Remuneration Committee at the meeting. Two out of the twelve directors had sought leave of absence and therefore did not attend the AGM.
2. As there were no qualifications, observations or adverse comments in the Auditor's report, the same was not read at the meeting.
3. The Chairman mentioned about availability of Statutory Registers and Certificates for inspection in terms of the requirements of the Companies Act, 2013 and the Rules framed thereunder. He then confirmed to the Members present having received six (6) valid proxies representing in aggregate, 16.10% shares of the Bank's Paid-up equity capital.



4. The Chairman then addressed the Shareholders. This was followed by a presentation to the Shareholders on the operations of the Bank, made by the Chief Financial Officer of the Bank.
5. The Chairman then took up the Ordinary as well as Special Business, *seriatim*, in accordance with the Notice of the AGM.
6. While explaining the voting procedure, the Chairman informed the shareholders that in compliance with the Companies Act, 2013 and the Listing Regulations, the Bank had provided electronic voting (Remote e-voting) facility to the members, to enable them to cast their votes electronically. The Remote e-voting facility was open for voting for 3 days from Monday, May 29, 2017 at 10.00 a.m. up to 5.00 p.m. on Wednesday, May 31, 2017.

He then mentioned that similar voting facility was made available at the AGM venue to the members present, in person or through proxies, to vote in proportion to the shares held by them, if they had not already voted through the remote e-voting. The Chairman requested such shareholders to cast their votes electronically using the facility made available at the venue.

The Chairman further mentioned that the shareholders, who had already cast their votes using remote e-voting, were not eligible to cast their votes again at the AGM.

The Shareholders were also informed that the Board had appointed M/s. S.N. Ananthasubramanian & Co. (CP No.1774), Practising Company Secretaries, as 'Scrutinizer', for conducting the e-voting process for the AGM in a fair and transparent manner and had authorised to scrutinize the votes cast at the AGM as well as through remote e-voting and to submit combined Voting Results in compliance with the provisions of the Companies Act, 2013.

8. The Chairman invited the shareholders present to speak, *inter-alia*, seek further details on the annual report, operations of the Bank, and to make suggestions and give their views, if any. The shareholders were given the opportunity to speak, one by one, in the order in which they had given their names. The Chairman responded to the queries raised / explanation sought by the shareholders. He once again requested members to cast their votes.
10. After receipt of confirmation from all the shareholders present about participation in the voting process at the venue; the Chairman informed that combined Results of the voting shall be declared within two days at the Corporate Office of the Bank and will be submitted to the stock exchanges and would also be hosted on the Bank's website as well as website of the Voting Agency (CDSL), thereafter.



Based on the consolidated Scrutinizer's Report dated June 02, 2017, all Resolutions, as set out in the Notice of the 22nd Annual General Meeting dated April 14, 2017, were passed by the Members with the requisite majority. The Results are being informed simultaneously to the stock exchanges separately, in the prescribed format.

For DCB BANK LIMITED



H. V. Barve
Company Secretary &
Compliance Office

Mumbai
June 02, 2017

