

Ref. No.CO:CS:RC:2019-20:064

June 03, 2019

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.

BSE Scrip Code No.: **532772**

NSE SYMBOL: **DCBBANK**

Dear Sirs,

Sub: Details of Voting Results in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Hereinafter referred as "Listing Regulations") pertaining to the 24th Annual General Meeting (AGM) of the Bank held on June 01, 2019

With reference to the above and in compliance with the requirements under Regulation 44 of the Listing Regulations, we hereby furnish details of the Voting Results, as under:

1. **Date of the AGM/ EGM: Saturday, June 1, 2019**
2. **Total number of shareholders on the Cut-off Date (May 24, 2019): 167,443**
3. **No. of shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group : 3
Public : 167
4. **No. of Shareholders attended the meeting through Video Conferencing**

Promoters and Promoter Group: Not Applicable
Public : Not Applicable
5. **Details of Voting (Agenda-wise) : As per Annexure-I**

Thanking you,

Yours faithfully,
For DCB Bank Limited



Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl.: As above



DCB Bank Limited

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 /Tel 25345648 / 2543 2704 /email snaco@snaco.net /website www.snaco.net

01st June, 2019

To,

The Chairman

DCB Bank Limited

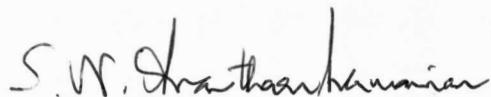
CIN: L99999MH1995PLC089008

Peninsula Business Park, 6th floor,
601 & 602, Tower A, Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by Members at the 24th Annual General Meeting (AGM) held today.

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



S. N. Ananthasubramanian

Partner

SCRUTINIZER'S REPORT

Name Of The Bank	DCB Bank Limited
Meeting	24th Annual General Meeting
Day, Date & Time	Saturday, 01st June, 2019 At 2:30 P.M
Venue	Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai- 400020

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as Voting conducted at the 24th Annual General Meeting (AGM) of **DCB Bank Limited** (hereinafter referred to as **the Bank**).

2. Dispatch of Notice convening the AGM

The Bank informed that on the basis of the Register of Members and the list of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of 26th April, 2019, the Bank completed dispatch of the Notice of the AGM as under:

- On **06th May, 2019** by **Registered/Speed Post** to **3,157** and on **07th May, 2019** by **Courier** to **61,766** members in physical form.
- On **07th May, 2019** by **E-mail** to **1,02,583** members who had registered their email-ids with the Bank or their Depository Participant.

3. Cut - off date

The Voting rights were reckoned as on **Friday, 24th May, 2019** being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-Voting and voting at the AGM.



4. Remote e-Voting Process

4.1 Agency

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

4.2 Remote e-Voting period

Remote e-Voting platform was open from **10:00 a.m. (IST) on Wednesday, 29th May, 2019 till Friday, 31st May, 2019 at 5:00 p.m. (IST)** and members were required to cast their votes electronically conveying their assent or dissent in respect of all the Resolutions on the remote e-Voting platform provided by CSDL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 at 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 but not the manner in which they have voted.

5.2 Accordingly, CSDL 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.



5.3 The Bank had authorised Link Intime India Private Limited (Link) to provide tab-based e-voting facility at the venue of the AGM for Members to vote on all the Resolutions.

5.4 After the Chairman announced the commencement of voting, Link provided tab-based voting facility.

6. Counting Process

6.1 On completion of voting at the AGM, Link provided us with the list of Members who had cast their votes, their holding details and details of votes cast on all the Resolutions.

6.2 The votes were reconciled with the records maintained by the Bank and Link, the Registrar and Share Transfer Agent of the Bank (RTA), with respect to the authorizations/ proxies lodged with the Bank.

6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Ms. Shivani Abhyankar and Ms. Shivangi Abhyankar and downloaded the remote e-Voting results.

6.4 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 15% of the total voting rights of all the members of the Bank.

6.5 However, none of the promoter Members along with their associates hold more than 15% of the total voting rights of all the members of the Bank.



7. Results

7.1 We observed that

- a) **100** Members had cast their votes at the AGM.
- b) **183** Members had cast their votes through remote e-Voting.

7.2 Consolidated Result with respect to each item on the Agenda is enclosed.

7.3 Based on the aforesaid result, we report that, **Four Ordinary Resolutions** as contained in Item No. 1 to Item No. 4 and **Seven Special Resolutions** as contained in Item No. 5 to Item No. 11 of the Notice of the AGM dated 18th April, 2019 have been passed with **requisite majority**.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS : 4206

COP No. : 1774

1st June, 2019

Thane

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 /Tel 25345648 / 2543 2704 /email snaco@snaco.net /website www.snaco.net

Summary of Members who have logged into remote e-Voting portal but abstained from voting.

Resolution No.	Remote e-voting	
	Number	Votes
1	4	4,86,001
2	-	-
3	-	-
4	2	20
5	-	-
6	-	-
7	-	-
8	-	-
9	1	15
10	-	-
11	-	-

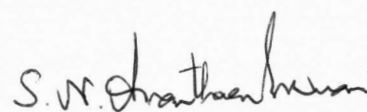


CONSOLIDATED RESULTS

Item No. 1: Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2019 together with Report of Auditors and Directors thereon.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	179	11,29,55,241	99	4,86,74,266	278	16,16,29,507	99.99
Dissent	0	0	1	261	1	261	0.01
Total	179	11,29,55,241	100	4,86,74,527	279	16,16,29,768	100.00

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.1** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.




S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

Thane

Report of Scrutinizer on remote e-Voting and voting by Members of DCB Bank Limited at the 24th AGM held
on 01st June, 2019

CONSOLIDATED RESULTS

Item No. 2: Declaration of dividend on Equity shares

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	182	11,34,40,942	97	4,86,74,014	279	16,21,14,956	99.99
Dissent	1	300	3	513	4	813	0.01
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.2** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

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CONSOLIDATED RESULTS

Item No. 3: Re-appointment of Mr. Amin Manekia (DIN-00053745) as a Director.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	167	10,50,53,879	99	4,86,74,266	266	15,37,28,145	94.83
Dissent	16	83,87,363	1	261	17	83,87,624	5.17
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.3** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

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CONSOLIDATED RESULTS

Item No. 4: Ratification of Appointment of Statutory Auditors and to fix their remuneration for the Financial Year ended 31st March, 2020

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	162	10,58,88,947	99	4,86,74,266	261	15,45,63,213	95.34
Dissent	19	75,52,275	1	261	20	75,52,536	4.66
Total	181	11,34,41,222	100	4,86,74,527	281	16,21,15,749	100.00

Based on the aforesaid result, **Ordinary Resolution** as contained in **Item No.4** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

Thane

Report of Scrutinizer on remote e-Voting and voting by Members of DCB Bank Limited at the 24th AGM held on 01st June, 2019

CONSOLIDATED RESULTS

Item No. 5: Re-appointment of Mr. Altaf Jiwani (DIN: 05166241) as an Independent Director.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	181	11,34,41,054	99	4,86,74,266	280	16,21,15,320	99.99
Dissent	2	188	1	261	3	449	0.01
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.5** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

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CONSOLIDATED RESULTS

Item No. 6: Re-appointment of Mr. Imran Contractor (DIN: 06382169) as an Independent Director.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	178	11,34,40,874	99	4,86,74,266	277	16,21,15,140	99.99
Dissent	5	368	1	261	6	629	0.01
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.6** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2018

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Report of Scrutinizer on remote e-Voting and voting by Members of DCB Bank Limited at the 24th AGM held
on 01st June, 2019

CONSOLIDATED RESULTS

Item No. 7: Re-appointment of Mr. C Narasimhan (DIN: 02133263) as an Independent Director.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	182	11,34,41,227	99	4,86,74,266	281	16,21,15,493	99.99
Dissent	1	15	1	261	2	276	0.01
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.7** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.




S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

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CONSOLIDATED RESULTS

Item No. 8: Re-Appointment of Mr. S. Sridhar (DIN: 00004272) as an Independent Director.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	168	10,48,72,168	99	4,86,74,266	267	15,35,46,434	94.71
Dissent	15	85,69,074	1	261	16	85,69,335	5.29
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.8** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

Thane

CONSOLIDATED RESULTS

Item No. 9: Increase in Borrowing Powers not exceeding Rs. 4,000 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	179	11,34,40,767	99	4,86,74,266	278	16,21,15,033	99.99
Dissent	3	460	1	261	4	721	0.01
Total	182	11,34,41,227	100	4,86,74,527	282	16,21,15,754	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.9** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS No. : 4206

COP No. : 1774

1st June, 2019

Thane

Report of Scrutinizer on remote e-Voting and voting by Members of DCB Bank Limited at the 24th AGM held on 01st June, 2019

CONSOLIDATED RESULTS

Item No. 10: 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	182	11,34,41,237	99	4,86,74,266	281	16,21,15,503	99.99
Dissent	1	5	1	261	2	266	0.01
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.10** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian

S. N. Ananthasubramanian
Partner



FCS No. : 4206

COP No. : 1774

1st June, 2019

Thane

Report of Scrutinizer on remote e-Voting and voting by Members of DCB Bank Limited at the 24th AGM held on 01st June, 2019

CONSOLIDATED RESULTS

Item No. 11: Amendments in the Objects Clause of the Memorandum of Association of the Bank.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	182	11,34,41,192	99	4,86,74,266	281	16,21,15,458	99.99
Dissent	1	50	1	261	2	311	0.01
Total	183	11,34,41,242	100	4,86,74,527	283	16,21,15,769	100.00

Based on the aforesaid result, **Special Resolution** as contained in **Item No.11** of the Notice of the AGM dated 18th April, 2019 has been **passed with requisite majority**.

S. N. Ananthasubramanian

S. N. Ananthasubramanian
Partner



FCS No. : 4206

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1st June, 2019

Thane