

Ref. No.CO:CS:RC:2024-25:085

June 12, 2024

BSE Limited,  
P J Towers,  
Dalal Street, Fort,  
Mumbai – 400001.

National Stock Exchange of India Limited,  
Block G, Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051.

**Scrip Code: 532772**

**SYMBOL: DCBBANK**

Dear Sirs,

**Sub: Proceedings and Voting Results of the 29<sup>th</sup> Annual General Meeting (AGM) of DCB Bank Limited (“the Bank”)**

This is to inform you that the 29<sup>th</sup> Annual General Meeting (“AGM”) of DCB Bank Limited (“the Bank”) was held today i.e. Wednesday, June 12, 2024 at 2.30 p.m. (IST) through two-way Video Conferencing / Other Audio Visual Means, to transact the business as set out in the AGM Notice dated May 15, 2024 (“Notice”). All the items of business contained in the Notice were transacted and passed by the Members with the requisite majority.

The AGM commenced at 2:30 P.M. (IST) and concluded at 4.38 P.M. (IST).

Pursuant to the requirement under Regulation 30 & Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with other applicable provisions, we are pleased to submit herewith the followings:

- 1) Summary of Proceeding of the AGM of the Bank as provided in **Annexure - A**
- 2) Combined voting results of the remote e-Voting together with the voting conducted during the proceedings of the AGM in relation to the items of business transacted at the AGM, as required under Regulation 44 of the SEBI Listing Regulations as provided in **Annexure - B**
- 3) The Scrutinizer’s Report dated June 12, 2024, 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 combined Voting Results along with the Scrutinizer’s Report dated June 12, 2024 are also being hosted and made available on the Bank’s website at [www.dcbbank.com](http://www.dcbbank.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com)

Please take the above on your record.

Yours faithfully,  
For DCB Bank Limited

Rubi Chaturvedi  
Company Secretary &  
Compliance Officer

Encl.: As above

**Summary of the proceedings of the 29<sup>th</sup> Annual General Meeting (AGM)**

The 29<sup>th</sup> Annual General Meeting (AGM) of DCB Bank Limited (“the Bank”) was held on Wednesday, June 12, 2024 at 2.30 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Ms. Rubi Chaturvedi, Company Secretary of the Bank welcomed all the Members to the AGM and briefed them on certain points relating to the participation at the AGM through VC. She also confirmed that the Statutory Registers and relevant certificates were available for inspection of the Members.

All the Directors and Key Managerial Personnel of the Bank were present at the AGM through VC. The Management team of the Bank was also present at the AGM. The respective Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were also present at the AGM. The Scrutinizers, representatives of the Joint Statutory Auditors and the Secretarial Auditors were also present at the AGM through VC.

Mr. Farokh N. Subedar, Chairman of the Bank chaired the AGM. Since the requisite quorum was present, the Chairman called the Meeting to order. The Chairman welcomed the members present and introduced all the Directors of the Bank. The Chairman then delivered his speech giving a brief outline about the Bank’s performance.

With the consent of the Members, the Notice convening the Meeting was taken as read. He also informed the Members that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications or adverse observations or comments.

Mr. Praveen Kutty, the Managing Director & CEO of the Bank then expressed his thoughts to the Members. Thereafter, Mr. Ravi Kumar, Chief Financial Officer of the Bank made a presentation on the Bank’s financial performance and Mr. Gaurav Mehta, Head Marketing, Investor Relations, PR & Corporate Communication & CSR made a presentation on CSR activities of the Bank.

In terms of the Notice dated May 15, 2024 convening this AGM, the following items of business were transacted at the AGM through remote e-voting:

<b>Ordinary Business:</b>		
<b>Resolution Number</b>	<b>Resolution</b>	<b>Type of Resolution</b>
1	To consider and adopt the audited Financial Statements for the Financial Year ended 31st March, 2024 together with the Reports of the Auditors and the Board of Directors thereon.	Ordinary Resolution
2	To declare dividend of Rs.1.25 per Equity Share of Rs.10/- each, for the Financial Year 31st March, 2024	Ordinary Resolution
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.	Ordinary Resolution
4	Appointment of the joint Statutory Auditors for the financial year 2024-25 and to fix their overall audit fees	Ordinary Resolution
5	Approval for the payment of additional remuneration to M/s. B S R & Co. LLP, Chartered Accountant, one of the Joint Statutory Auditors of the Bank, for FY 2023-24	Ordinary Resolution

<b>Special Business:</b>		
6	Appointment of Mr. Praveen Achuthan Kutty (DIN:10329590) as a Director of the Bank	Ordinary Resolution
7	Appointment of Mr. Praveen Achuthan Kutty (DIN:10329590) as the Managing Director & Chief Executive Officer of the Bank,	Ordinary Resolution
8	Raising of Funds by issue of bonds/ debentures/securities on Private Placement basis	Special Resolution
9	Issue of equity shares / other securities convertible into equity shares (“Securities”) through Qualified Institutions Placement (QIP)	Special Resolution
10	Increase in Borrowing Powers	Special Resolution
11	Approval for payment of remuneration to Mr. Farokh N. Subedar (DIN: 00028428), Non-Executive Part Time Chairman of the Bank for the Financial Year 2024-25	Special Resolution

The Chairman then invited the Members, who had registered themselves as Speakers, to express their views, make comments and seek clarifications on the operations and financial performance of the Bank and on the resolutions mentioned above. Thereafter, the Managing Director & CEO and Chairman responded to the queries asked and clarifications sought by the Members.

The Chairman thanked the Members for attending and participating at the AGM. He also thanked the Directors for joining the meeting. He informed the members that the e-voting facility shall remain open for another 30 minutes after conclusion of the meeting, to enable the members to cast their votes, who had not already voted by means of remote e-voting.

The Chairman authorized Ms. Rubi Chaturvedi, Company Secretary of the Bank to receive and declare the voting results. He informed the Members that the combined voting results of the remote e-Voting together with the voting conducted during the proceedings of the AGM along with the Scrutinizer’s Report, will be placed on the Bank’s website at [www.dcbbank.com](http://www.dcbbank.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) .

He informed that the results will also be forwarded to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

The Chairman thanked the Members, Directors and all the stakeholders for joining the AGM of the Bank and concluded the meeting at 4.38 p.m. (IST).

**DCB BANK LIMITED**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	<b>Date of the Annual General Meeting (AGM)</b>	<b>Wednesday, June 12, 2024</b>
2	<b>Total number of shareholders as on the Cut-off date i.e., Wednesday, June 05, 2024</b>	<b>2,54,129</b>
3	<b>Number of Shareholders present in the meeting through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable * Not Applicable *
4	<b>Number of Shareholders present in the meeting through VC/OAVM (including shareholders attended through webcast):</b>  Promoters and Promoter Group:  Public:	  2  101

\*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

Rubi Chaturvedi  
Company Secretary &  
Compliance Officer

Place: Mumbai  
Date: June 12, 2024

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, 2024 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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public- Institutions	E-Voting	132292135	96135881	72.6694	96135881	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96135881	72.6694	96135881	0	100.0000
Public- Non Institutions	E-Voting	134598420	5316251	3.9497	5275483	40768	99.2331	0.7669
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316251	3.9497	5275483	40768	99.2331
<b>Total</b>		313090789	147652366	47.1596	147611598	40768	99.9724	0.0276
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend of Rs.1.25 per Equity Share of Rs.10/- each, for the Financial Year ended March 31, 2024				
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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public-Institutions	E-Voting	132292135	96573032	72.9998	96573032	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96573032	72.9998	96573032	0	100.0000
Public- Non Institutions	E-Voting	134598420	5316431	3.9498	5314856	1575	99.9704	0.0296
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316431	3.9498	5314856	1575	99.9704
<b>Total</b>		313090789	148089697	47.2993	148088122	1575	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	

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

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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public-Institutions	E-Voting	132292135	96573032	72.9998	95438168	1134864	98.8249	1.1751
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96573032	72.9998	95438168	1134864	98.8249
Public- Non Institutions	E-Voting	134598420	5316231	3.9497	5296708	19523	99.6328	0.3672
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316231	3.9497	5296708	19523	99.6328
<b>Total</b>		313090789	148089497	47.2992	146935110	1154387	99.2205	0.7795
<b>Whether resolution is Pass or Not.</b>							Yes	

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

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 and fixation of their overall audit fees				
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	100.0000	46200234	0	100.0000	0.0000
	Poll	46200234	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public- Institutions	E-Voting		96573032	72.9998	95800519	772513	99.2001	0.7999
	Poll	132292135	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	132292135	96573032	72.9998	95800519	772513	99.2001	0.7999
Public- Non Institutions	E-Voting		5316223	3.9497	5315157	1066	99.9799	0.0201
	Poll	134598420	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	134598420	5316223	3.9497	5315157	1066	99.9799	0.0201
<b>Total</b>		313090789	148089489	47.2992	147315910	773579	99.4776	0.5224
<b>Whether resolution is Pass or Not.</b>							Yes	

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



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for the payment of additional remuneration to M/s. B S R & Co. LLP, Chartered Accountant, one of the Joint Statutory Auditors of the Bank, for 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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public-Institutions	E-Voting	132292135	96220311	72.7332	95562451	657860	99.3163	0.6837
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96220311	72.7332	95562451	657860	99.3163
Public- Non Institutions	E-Voting	134598420	5316223	3.9497	5302847	13376	99.7484	0.2516
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316223	3.9497	5302847	13376	99.7484
<b>Total</b>		313090789	147736768	47.1866	147065532	671236	99.5457	0.4543
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Praveen Achuthan Kutty (DIN: 10329590) as a Director 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	100.0000	46200234	0	100.0000	0.0000
	Poll	46200234	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public- Institutions	E-Voting		96573032	72.9998	96570781	2251	99.9977	0.0023
	Poll	132292135	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	132292135	96573032	72.9998	96570781	2251	99.9977	0.0023
Public- Non Institutions	E-Voting		5316223	3.9497	5312521	3702	99.9304	0.0696
	Poll	134598420	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	134598420	5316223	3.9497	5312521	3702	99.9304	0.0696
<b>Total</b>		313090789	148089489	47.2992	148083536	5953	99.9960	0.0040
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Praveen Achuthan Kutty (DIN: 10329590) as the Managing Director & Chief Executive Officer 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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public-Institutions	E-Voting	132292135	96573032	72.9998	96573032	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96573032	72.9998	96573032	0	100.0000
Public- Non Institutions	E-Voting	134598420	5316223	3.9497	5312530	3693	99.9305	0.0695
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316223	3.9497	5312530	3693	99.9305
<b>Total</b>		313090789	148089489	47.2992	148085796	3693	99.9975	0.0025
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (8)								
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
	<b>Total</b>	46200234	46200234	100.0000	46200234	0	100.0000	0.0000
Public- Institutions	E-Voting	132292135	96573032	72.9998	96573032	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	132292135	96573032	72.9998	96573032	0	100.0000	0.0000
Public- Non Institutions	E-Voting	134598420	5316423	3.9498	5312131	4292	99.9193	0.0807
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	134598420	5316423	3.9498	5312131	4292	99.9193	0.0807
<b>Total</b>		313090789	148089689	47.2993	148085397	4292	99.9971	0.0029
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (9)								
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 (QIP)				
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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public-Institutions	E-Voting	132292135	96573032	72.9998	96471172	101860	99.8945	0.1055
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96573032	72.9998	96471172	101860	99.8945
Public- Non Institutions	E-Voting	134598420	5316323	3.9498	5312079	4244	99.9202	0.0798
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316323	3.9498	5312079	4244	99.9202
<b>Total</b>		313090789	148089589	47.2992	147983485	106104	99.9284	0.0716
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Borrowing Powers				
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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public- Institutions	E-Voting	132292135	96573032	72.9998	96573032	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96573032	72.9998	96573032	0	100.0000
Public- Non Institutions	E-Voting	134598420	5316223	3.9497	5307132	9091	99.8290	0.1710
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316223	3.9497	5307132	9091	99.8290
<b>Total</b>		313090789	148089489	47.2992	148080398	9091	99.9939	0.0061
<b>Whether resolution is Pass or Not.</b>							Yes	

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

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of remuneration to Mr. Farokh N. Subedar (DIN: 00028428), Non-Executive Part Time Chairman of the Bank for the Financial Year 2024-25				
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
	<b>Total</b>		46200234	46200234	100.0000	46200234	0	100.0000
Public-Institutions	E-Voting	132292135	96573032	72.9998	96570781	2251	99.9977	0.0023
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		132292135	96573032	72.9998	96570781	2251	99.9977
Public- Non Institutions	E-Voting	134598420	5316231	3.9497	5292952	23279	99.5621	0.4379
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		134598420	5316231	3.9497	5292952	23279	99.5621
<b>Total</b>		313090789	148089497	47.2992	148063967	25530	99.9828	0.0172
<b>Whether resolution is Pass or Not.</b>							Yes	

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



**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](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

12<sup>th</sup> June, 2024

To,  
The Chairman  
**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 29<sup>th</sup> Annual General Meeting of your Bank held on Wednesday, 12<sup>th</sup> June, 2024 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.



**S. N. Viswanathan**  
Partner





**SCRUTINIZER'S REPORT**

<b>Name of the Bank</b>	DCB Bank Limited
<b>Type of Meeting</b>	29 <sup>th</sup> Annual General Meeting
<b>Day, Date &amp; Time</b>	Wednesday, 12 <sup>th</sup> June, 2024 at 02:30 p.m. (IST)
<b>Deemed Venue</b>	601 & 602, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
<b>Mode</b>	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 for the 29<sup>th</sup> Annual General Meeting ("AGM") of DCB Bank Limited (hereinafter referred to as "the Bank") held on Wednesday, 12<sup>th</sup> June, 2024 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 Notices were published in **Business Standard** (English newspaper) and **Pudhari** (Marathi newspaper), having electronic editions, 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.:

- a) Prior to the dispatch of Notice, on **14<sup>th</sup> May, 2024**, 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);
- b) Post the dispatch of Notice, on **18<sup>th</sup> May, 2024**, pursuant to the provisions of the Companies Act, 2013 and the relevant rules made thereunder;





# **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 **17<sup>th</sup> May, 2024**.
- 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 **17<sup>th</sup> May, 2024** by e-mail to **2,28,692** Members whose email-ids were registered with the Bank/ Depositories.

### **3. Cut-off date**

Voting rights were reckoned as on **Wednesday, 05<sup>th</sup> June, 2024**, being the cut-off date for the purpose of deciding the entitlements of Members for remote e-voting and e-voting during the AGM.

### **4. Remote e-voting process**

#### **4.1. Agency**

The Bank appointed Central Depository Services (India) Limited (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 opened at **09:00 a.m. (IST) on Saturday, 08<sup>th</sup> June, 2024 and was closed at 05:00 p.m. (IST) on Tuesday, 11<sup>th</sup> June, 2024**, and during this period, the 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 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.

*Report of Scrutinizer on remote e-voting and voting by Members during the  
29<sup>th</sup> AGM of DCB Bank Limited held on 12<sup>th</sup> June, 2024*





# **S. N. ANANTHASUBRAMANIAN & CO**

## **Company Secretaries**

- 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 Members need to be restricted to 26% of the total voting rights of all the members of the Bank. However, none of the Members along with their associates hold more than 26% of the total voting rights of all the members of the Bank.
- 6.3 All the votes cast by the Members were found to be valid.

### **7. Results**

- 7.1 Consolidated results with respect to Agenda Item Nos. 1 to 11 as set out in the Notice of the AGM dated 15<sup>th</sup> May, 2024 are enclosed herewith.
- 7.2 Based on the aforesaid results, we report that the 07 (Seven) Ordinary Resolutions as set out in Item Nos. 1 to 7 and 04 (Four) Special Resolutions as set out in Item Nos. 8 to 11 of the Notice of the AGM dated 15<sup>th</sup> May, 2024 have been passed with the requisite majority.

**For S. N. ANANTHASUBRAMANIAN & Co.**

**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review No.: 5218/2023**

**S. N. Viswanathan**

**Partner**

**ACS: 61955 | COP No.: 24335**

**ICSI UDIN: A061955F000564072**

**12<sup>th</sup> June, 2024 | Thane**





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

**CONSOLIDATED RESULTS**

Item No. 1: To receive, consider and adopt the audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	404	14,72,87,912	23	3,23,686	427	14,76,11,598	99.9724
Dissent	3	40,768	0	0	3	40,768	0.0276
Total	407	14,73,28,680	23	3,23,686	430	14,76,52,366	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 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries



S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335  
ICSI UDIN: A061955F000564072  
12<sup>th</sup> June, 2024 | Thane



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

**CONSOLIDATED RESULTS**

Item No. 2: To declare dividend of Rs. 1.25 per Equity Share of Rs. 10/- each, for the Financial Year 31<sup>st</sup> March, 2024.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	403	14,77,64,436	23	3,23,686	426	14,80,88,122	99.9989
Dissent	5	1,575	0	0	5	1,575	0.0011
<b>Total</b>	<b>408</b>	<b>14,77,66,011</b>	<b>23</b>	<b>3,23,686</b>	<b>431</b>	<b>14,80,89,697</b>	<b>100.0000</b>

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 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335  
ICSI UDIN: A061955F000564072  
12<sup>th</sup> June, 2024 | 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	364	14,66,11,424	23	3,23,686	387	14,69,35,110	99.2205
Dissent	47	11,54,387	0	0	47	11,54,387	0.7795
<b>Total</b>	<b>411</b>	<b>14,77,65,811</b>	<b>23</b>	<b>3,23,686</b>	<b>434</b>	<b>14,80,89,497</b>	<b>100.0000</b>

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 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*S. N. Viswanathan*

S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane





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

**CONSOLIDATED RESULTS**

Item No. 4: To appoint M/s Varma & Varma, Chartered Accountants (Registration No. 004532S) as Joint Statutory Auditors of the Bank for a continuous period of three (3) years from FY 2024-25 to FY 2026-27 and to fix their overall audit fees.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	394	14,69,92,224	23	3,23,686	417	14,73,15,910	99.4776
Dissent	18	7,73,579	0	0	18	7,73,579	0.5224
Total	412	14,77,65,803	23	3,23,686	435	14,80,89,489	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 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335  
ICSI UDIN: A061955F000564072  
12<sup>th</sup> June, 2024 | Thane





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

**CONSOLIDATED RESULTS**

Item No. 5: To approve the payment of additional remuneration to M/s. B S R & Co. LLP, Chartered Accountant, one of the Joint Statutory Auditors of the Bank, for FY 2023-24.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	381	14,67,41,846	23	3,23,686	404	14,70,65,532	99.5457
Dissent	27	6,71,236	0	0	27	6,71,236	0.4543
<b>Total</b>	<b>408</b>	<b>14,74,13,082</b>	<b>23</b>	<b>3,23,686</b>	<b>431</b>	<b>14,77,36,768</b>	<b>100.0000</b>

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335  
ICSI UDIN: A061955F000564072  
12<sup>th</sup> June, 2024 | Thane







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

**CONSOLIDATED RESULTS**

Item No. 6: To appoint Mr. Praveen Achuthan Kutty (DIN: 10329590) as a Director of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	398	14,77,59,850	23	3,23,686	421	14,80,83,536	99.9960%
Dissent	8	5,953	0	0	8	5,953	0.0040%
<b>Total</b>	<b>406</b>	<b>14,77,65,803</b>	<b>23</b>	<b>3,23,686</b>	<b>429</b>	<b>14,80,89,489</b>	<b>100.0000%</b>

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*S. N. Viswanathan*



S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane



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

**CONSOLIDATED RESULTS**

Item No. 7: To appoint Mr. Praveen Achuthan Kutty (DIN: 10329590) as the Managing Director & Chief Executive Officer of the Bank, for a period of three (3) years, w.e.f. April 29, 2024, on the terms and conditions relating to the said appointment, including remuneration, as approved by RBI.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	400	14,77,62,110	23	3,23,686	423	14,80,85,796	99.9975%
Dissent	6	3,693	0	0	6	3,693	0.0025%
Total	406	14,77,65,803	23	3,23,686	429	14,80,89,489	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 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries



S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane



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

**CONSOLIDATED RESULTS**

Item No. 8: To raise funds by issue of bonds/ debentures/ securities on private placement basis.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	398	14,77,61,711	23	3,23,686	421	14,80,85,397	99.9971%
Dissent	9	4,292	0	0	9	4,292	0.0029%
<b>Total</b>	<b>407</b>	<b>14,77,66,003</b>	<b>23</b>	<b>3,23,686</b>	<b>430</b>	<b>14,80,89,689</b>	<b>100.0000%</b>

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*S. N. Viswanathan*

S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane





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

CONSOLIDATED RESULTS

Item No. 9: To issue Equity Shares/ other securities convertible into Equity Shares (“Securities”) through Qualified Institutions Placement (QIP).

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	393	14,76,59,799	23	3,23,686	416	14,79,83,485	99.9284%
Dissent	17	1,06,104	0	0	17	1,06,104	0.0716%
<b>Total</b>	<b>410</b>	<b>14,77,65,903</b>	<b>23</b>	<b>3,23,686</b>	<b>433</b>	<b>14,80,89,589</b>	<b>100.0000%</b>

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 05<sup>th</sup> May, 2023 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*S. N. Viswanathan*



S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane



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

CONSOLIDATED RESULTS

Item No. 10: To increase the Borrowing Powers.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	389	14,77,56,712	23	3,23,686	412	14,80,80,398	99.9939%
Dissent	17	9,091	0	0	17	9,091	0.0061%
<b>Total</b>	<b>406</b>	<b>14,77,65,803</b>	<b>23</b>	<b>3,23,686</b>	<b>429</b>	<b>14,80,89,489</b>	<b>100.0000%</b>

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 10** of the Notice of the AGM dated 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

S. N. Viswanathan  
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane





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

**CONSOLIDATED RESULTS**

Item No. 11: To approve the payment of remuneration to Mr. Farokh N. Subedar (DIN: 00028428), Non-Executive Part Time Chairman of the Bank for the Financial Year 2024-25 which would be in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Bank for said Financial Year.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	380	14,77,40,281	23	3,23,686	403	14,80,63,967	99.9828%
Dissent	27	25,530	0	0	27	25,530	0.0172%
Total	407	14,77,65,811	23	3,23,686	430	14,80,89,497	100.0000%

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 11** of the Notice of the AGM dated 15<sup>th</sup> May, 2024 has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

S. N. Viswanathan  
Partner



ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955F000564072

12<sup>th</sup> June, 2024 | Thane