

SH:112 / 2024-25

September 17, 2024

The General Manager Department of Corporate Services <b>BSE Limited</b> I Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400 001	The Manager, Listing Department, <b>National Stock Exchange of India Limited</b> 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai – 400 051
---	--

Dear Sir,

**Sub: Voting Results of Postal Ballot**

---

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results and Scrutinizer's Report of Postal Ballot on the following Resolution as set out in the Notice of Postal Ballot dated August 12, 2024: -

- Appointment of Shri. Ajith Kumar K.K (DIN 08504660) as Managing Director and Chief Executive Officer of the Bank and approve his terms and conditions of appointment including remuneration.

The Resolution has been approved by the Shareholders of the Bank with requisite majority.

The Resolution will be deemed to have been passed on the last date of e-voting i.e. on Tuesday, September 17, 2024.

Please take the same on record

Thanking you,

Yours faithfully,

**Venkatesh.H**  
**Company Secretary & Secretary to the Board**

Company Name	DHANLAXMI BANK
Date of the AGM/EGM	191529
Total number of shareholders on record date	
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	
Public:	0

SPECIAL - Appointment of Shri. Ajith Kumar K.K as Managing Director And Chief Executive Officer of the Bank and to Approve His Terms and										
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	0	0	0.0000	00	0	0.0000	0.0000		
	Poll	0	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	14627688	583886	3.9916	583886	0	100.0000	0.0000		
	Poll	14627688	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	14627688	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	238384396	58367277	24.4845	58328840	38437	99.9341	0.0658		
	Poll	238384396	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	238384396	0	0.0000	00	0	0.0000	0.0000		
Total		253012084	58951163	23.2997	58912726	38437	99.9348	0.0652		





**Scrutinizer's Report on Postal Ballot**

**[Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]**

To,  
The Chairman  
**M/s. DHANLAXMI BANK LIMITED**  
Dhanalakshmi Bank Buildings, Naickanal,  
Thrissur – 680001.

Dear Sir,

**Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the Resolution set-out in the Notice dated 12<sup>th</sup> August, 2024, through Postal Ballot.**

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of M/s. Dhanlaxmi Bank Limited (**"the Company"**) on the resolution contained in postal ballot notice dated **12<sup>th</sup> August, 2024** for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ('SS-2') issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 (collectively referred to as "SEBI Circulars").



*[Handwritten signature]*

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot process through remote e- voting, on the resolution contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by KFin Technologies Limited ("KFin"), India the authorized agencies engaged by the Company.
3. We, submit herewith our report on the results of remote e-voting together with postal ballot as under:-
  1. The Postal Ballot Notices were sent through email on August 13, 2024 to all the Shareholders, whose name(s) were appearing in the Register of Members/list of beneficiaries records as on Friday, August 09, 2024.
  2. The Postal Ballot Notice was also available on the Company's website at <https://www.dhanbank.com> Website of stock exchange where equity shares of the Company are listed i.e. "BSE Limited" at [www.bseindia.com](http://www.bseindia.com) respectively, and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of the RTA at <https://evoting.kfintech.com>.
  3. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  4. The Public Advertisement with respect to dispatch of Notices and conducting of remote e-voting was published in an English Newspaper "Business Standard" (in English) and vernacular newspaper "Kerala Kaumudi" (in Malayalam) having a wide circulation, in their respective editions dated Wednesday, 14<sup>th</sup> August, 2024.
  5. The Company has provided the remote e-voting facility for its members through KFin Technologies Limited ("KFin") to enable them to cast their votes electronically.
  6. The remote e-voting period commenced on Monday, August 19, 2024 9.00 AM (IST) and ended on Tuesday, September 17, 2024 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Tuesday, September 17, 2024 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
  7. The Members of the Company as on the "cut-off" date i.e. Friday, August 09, 2024 were entitled to vote on the resolutions in the Postal Ballot Notice.
  8. A Corporate Member has provided the copy of the resolution passed by their Board of Directors for authorization to exercise its votes.





9. After close of remote e-voting, the votes cast were unblocked on Tuesday, September 17, 2024 after 5.00 PM (IST) in the presence of two witnesses, who are not in the employment of the Company, Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of KFin Technologies Limited ("KFin"), (i.e.) <https://ris.kfintech.com/client/services/mobilereg/mobileemailreg.aspx> based on such reports the results of the e-voting is generated.
10. We submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from KFin Technologies Limited ("KFin"), India website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
<b>ITEM NO. 1:</b> <u>Special Business</u>  <u>Special Resolution:</u>  Appointment of Shri. Ajith Kumar K.K (DIN: 08504660) as Managing Director and Chief Executive Officer of the bank and approve his terms and conditions of appointment including remuneration.								
<b>E-Voting</b>	<b>5,89,50,063</b>	<b>626</b>	<b>5,89,11,626</b>	<b>99.93</b>	<b>58</b>	<b>38,437</b>	<b>0.07</b>	<b>9,026</b>

11. The Resolution is passed as Special Resolution with requisite majority.
12. The Resolutions are deemed to be passed on the last date of e-voting, i.e., 17<sup>th</sup> September 2024.
13. You may accordingly declare the result of the voting by Postal Ballot.

**For V Suresh Associates**



*[Handwritten Signature]*

V Suresh  
Senior Partner

Practising Company Secretaries

M. No. F2969

C. P. NO. 6032

Peer Review Cert. No: 667/2020

UDIN: F002969F001238225

Place: Chennai  
Date: 17.09.2024