

SH: 67/ 2021-22

September 30, 2021

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
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Dear Sir,

**Sub: Scrutinizer's Report of 94<sup>th</sup> Annual General Meeting**

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Further to our letter no SH: 65/2021-22 dated September 29, 2021, please find enclosed Consolidated Scrutinizer's Report of the 94<sup>th</sup> Annual General Meeting held on Wednesday, September 29, 2021.

Please take the same on record.

Thanking you,

Yours faithfully,



Venkatesh. H

Company Secretary & Secretary to the Board

V Suresh FCS

Phone : 044 – 4211 1701

PCS • Insolvency Professional • Regd. Valuer of Financial Assets

E-mail: vsureshpcs@gmail.com

No.28, 1<sup>st</sup> Floor, Ganapathy Colony, III<sup>rd</sup> Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 and the**  
**Companies (Management and Administration) Rules, 2014, as amended]**

Dated: 29.09.2021

To  
The Chairman  
M/s.Dhanlaxmi Bank Limited  
Dhanalakshmi Bank Building,  
Naickanal, Thrissur,  
Kerala – 680 001.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 94<sup>th</sup> Annual General Meeting of M/s. Dhanlaxmi Bank Limited held on Wednesday, September 29, 2021 at 11:00 A.M IST through video conferencing ('VC') / other audio visual means ('OAVM').**

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Dhanlaxmi Bank Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM and ascertaining the requisite majority, on the resolutions contained in the notice dated September 03, 2021 issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 39/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, December 31, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 for the 94<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, September 29, 2021 at 11:00 A.M IST, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

As confirmed by the Company, the notice dated September 03, 2021 was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and December 31, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 & January 15, 2021.



The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means and Book Closure was published in an English newspaper "Business Line" all editions and in a vernacular newspaper "Jannabhumi" in their respective editions on September 07, 2021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 94<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. KFin Technologies Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Sunday, September 26, 2021 (9.00 A.M. IST) to Tuesday, September 28, 2021 (5.00 P.M. IST) (both days inclusive).

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution/Power of Attorney passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

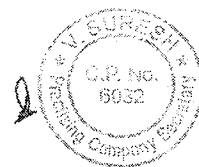
The Company had also provided Instapoll facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e., September 23, 2021 were entitled to vote on the resolutions (items nos. 1 to 4 as set out in the notice of the 94<sup>th</sup> AGM of the Company.)

After the closure of remote e-voting, first stage of unblocking was done on 28.09.2021. Subsequently, after closure of Instapoll at the AGM, second stage of Unblocking was done.

Thereafter, the consolidated results were prepared based on the report generated from the e-voting website of M/s. KFin Technologies Private Limited (i.e.) <https://evoting.kfintech.com> inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote through remote e-voting and remote e-voting during the AGM,.

The consolidated results are as follows:



**Resolution No 1: Ordinary Resolution**

**Ordinary Business: Adoption of the audited financial statements for the financial year ended March 31, 2021 together with the reports of the Board of Directors' and Auditors' thereon.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	7,27,58,188	139	7,20,73,221	99.06	10	6,84,162	0.94	-	700
Voting at AGM	75,371	4	75,371	100.00	-	-	-	-	-
<b>Total</b>	<b>7,28,33,559</b>	<b>143</b>	<b>7,21,48,592</b>	<b>99.06</b>	<b>10</b>	<b>6,84,162</b>	<b>0.94</b>	<b>-</b>	<b>700</b>

**Resolution No 2: Ordinary Resolution**

**Ordinary Business: Re-appointment of Sri. Gopinathan C K (DIN – 01236752), as a Director of the Company.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	7,27,58,188	134	7,27,48,745	99.99	15	8,738	0.01	-	600
Voting at AGM	75,371	4	75,371	100.00	-	-	-	-	-
<b>Total</b>	<b>7,28,33,559</b>	<b>138</b>	<b>7,28,24,116</b>	<b>99.99</b>	<b>15</b>	<b>8,738</b>	<b>0.01</b>	<b>-</b>	<b>600</b>



**Resolution No 3: Ordinary Resolution**

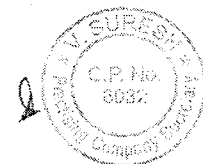
**Ordinary Business: Appointment of Statutory Auditors M/s. P B Vijayaraghavan & Co., Chartered Accountants, Chennai and Authorization to the Board of Directors to fix their Remuneration.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	7,27,58,188	128	2,50,95,439	34.49	21	4,76,61,944	65.51	-	700
Voting at AGM	75,371	4	75,371	100.00	-	-	-	-	-
<b>Total</b>	<b>7,28,33,559</b>	<b>132</b>	<b>2,51,70,810</b>	<b>34.56</b>	<b>21</b>	<b>4,76,61,944</b>	<b>65.44</b>	<b>-</b>	<b>700</b>

**Resolution No 4: Ordinary Resolution**

**Special Business: Authorization to the Board of Directors to appoint and fix the Remuneration of Branch Auditors.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	7,27,58,188	129	2,50,95,489	34.49	20	4,76,61,894	65.51	-	700
Voting at AGM	75,371	4	75,371	100.00	-	-	-	-	-
<b>Total</b>	<b>7,28,33,559</b>	<b>133</b>	<b>2,51,70,860</b>	<b>34.56</b>	<b>20</b>	<b>4,76,61,894</b>	<b>65.44</b>	<b>-</b>	<b>700</b>



The Resolutions 1 & 2 have been passed with requisite majority.

The Resolutions 3 & 4 have not been passed by the shareholders of the Bank.

The Results may be released accordingly.

Thanking you,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
CP No. 6032  
UDIN: F002969C001045978

