

SH: 64/ 2020-21

September 30, 2020

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

Sub: Scrutinizer's Report of 93rd Annual General Meeting

Further to our letter no SH: 63 /2020-21 dated September 30, 2020, please find the enclosed Consolidated Scrutinizer's Report of the 93rd Annual General Meeting held on Wednesday, September 30, 2020.

Please take the same on record.

Thanking you,

Yours faithfully,



Venkatesh. H

Company Secretary & Secretary to the Board

Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman of the 93rd (Ninety third) Annual General Meeting of the Equity Shareholders of **Dhanlaxmi Bank Limited** held on Wednesday, 30th September, 2020 at 11.00 A.M. through Video Conferencing.

Dear Sir,

I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **Dhanlaxmi Bank Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process in respect of the below mentioned resolutions proposed at the 93rd Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30th September, 2020 at 11.00 A.M. through Video Conferencing ('VC'), submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting by the shareholders on the resolutions proposed in the notice of the 93rd Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer for the e-voting process is limited to providing a consolidated scrutinizer's report to the Chairman based on the reports generated from the electronic voting system.
2. The company held the meeting through VC on 30th September, 2020 in accordance with the General Circular dated 05th May 2020 read with General Circulars dated 08th April 2020 and 13th April 2020 respectively, issued by the Ministry of Corporate Affairs (MCA).
3. The facility for e-voting remained open from 9.00 A.M. on September 27, 2020 to 5.00 P.M. on September 29, 2020. The company had also provided e-voting facility to the shareholders present at the meeting through VC and who had not cast their vote earlier
4. The equity shareholders holding shares on the cut-off date, i.e. September 24, 2020, were entitled to vote on the resolutions stated in the notice of the meeting.

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5. On conclusion of voting at the meeting on September 30, 2020, the votes cast through e-voting were unblocked in the presence of two witnesses not in the employment of the company.

6. The consolidated result of e-voting is as under:

a) Item No. 1 – Ordinary Resolution:

To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2020 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
151	8,01,06,531	99.97

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	26,377	0.03

(iii) *Invalid* votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) Item No. 2 – Ordinary Resolution:

To appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
143	8,01,01,352	99.96

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	31,556	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) **Item No. 3 - Ordinary Resolution:**

To re-appoint Sri. Gopinathan C. K. as Director of the Bank.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
136	8,01,01,357	99.96

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	29,551	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

d) **Item No. 4 - Ordinary Resolution:**

To authorize the Board of Directors to arrange for the audit of the Bank's branches and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
145	8,01,06,104	99.97

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	26,804	0.03

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

e) **Item No. 5 – Special Resolution:**

To Increase the Authorised Share Capital and consequent alteration to the Memorandum of Association & Articles of Association of the Bank.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
145	7,96,05,816	99.90

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	76,792	0.10

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f) **Item No. 6 – Ordinary Resolution:**

To appoint Sri. G. Subramonia Iyer as Independent Director of the Bank.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
141	8,01,01,752	99.96

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	29,336	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g) Item No. 7 – Ordinary Resolution:

To appoint Dr. (Capt.) Suseela Menon R as Independent Director of the Bank.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
140	8,01,02,372	99.96

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	28,616	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

h) Item No. 8 – Ordinary Resolution:

To appoint Sri. G. Rajagopalan Nair as Independent Director of the Bank.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
140	8,01,02,372	99.96

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	28,616	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

i) **Item No. 9 – Ordinary Resolution:**

To appoint Sri. P. K. Vijayakumar as Independent Director of the Bank.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
141	8,01,02,385	99.96

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	28,603	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

j) **Item No. 10 – Ordinary Resolution:**

To approve the appointment of Sri. Sunil Gurbaxani as Managing Director & CEO of the Bank.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
112	76,21,692	9.51

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
42	7,25,08,496	90.49

(iii) *Invalid* votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

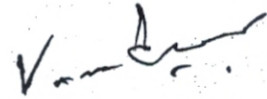
Thanking you,

Place: Thrissur

Date: 30.09.2020

UDIN: F004177B000820696

Yours faithfully,



M Vasudevan, FCS

M. VASUDEVAN F.C.S.
FCS 4177 / CP 2437
COMPANY SECRETARY
SOORYA GARDENS APARTMENTS
PALIYAM ROAD, THRISSUR-680 001