

SH: 66 / 2021-22

September 30, 2021

<p>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</p>	<p>The Manager Listing Department <b>National Stock Exchange of India Limited</b> 'Exchange Plaza', Bandra - Kurla Complex Bandra (E), Mumbai – 400 051</p>
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Dear Sir,

**Sub: Summary of Proceedings of 94<sup>th</sup> Annual General Meeting (adjourned)**

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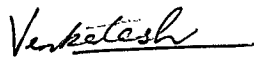
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter no: 65/2021-22 dated September 29, 2021 on voting results of 94<sup>th</sup> Annual General Meeting, please find enclosed a summary of the proceedings of the 94<sup>th</sup> Annual General Meeting (adjourned) of the Bank held on Wednesday, September 29, 2021(AGM).

A copy of Chairman's Speech is enclosed as Annexure.

Please take the same on record.

Thanking you,

Yours faithfully,



Venkatesh. H  
Company Secretary & Secretary to the Board

**Summary of Proceedings of the 94<sup>th</sup> Annual General Meeting of the Shareholders of Dhanlaxmi Bank Limited, Thrissur held on Wednesday, September 29, 2021 at 11.00 A.M(IST) through Video Conferencing**

The 94<sup>th</sup> Annual General Meeting (hereinafter referred to as the “Meeting”) of the Members of Dhanlaxmi Bank Limited was held on Wednesday, September 29, 2021 at 11.00 A.M (IST) through Video Conferencing. The Meeting was held in compliance with General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act,2013 and the Rules made there under.

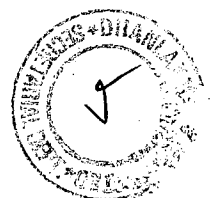
The Company Secretary informed the Members that the facility for joining the Meeting through Video Conferencing is made available for the Members. He also informed that the Bank has taken all steps to enable the Members to participate and vote electronically on all the resolutions being considered at the Meeting in terms of above said circulars and along with other provisions of the Companies Act 2013, and rules made there under.

Shri.G.Subramonia Iyer, Part-Time Chairman of the Bank chaired the meeting and joined the meeting through VC from Mumbai. Chairman welcomed the Members, Directors, Auditors and other officers of the Bank to the Meeting. He introduced the Directors, Secretarial Auditors and Statutory Auditors who had joined the Meeting from respective locations through VC, to the Members.

The following Directors were present in the Meeting:-

1. Shri.G.Subramonia Iyer joined through VC from Mumbai
2. Shri.Shivan J.K, Managing Director & CEO, joined through VC from the Bank’s Corporate Office at Thrissur
3. Shri.Gopinathan C.K., joined through VC from the Bank’s Corporate Office at Thrissur
4. Dr.(Capt.) Suseela Menon R-Chairperson of Stakeholders Relationship Committee and Nomination & Remuneration Committee, joined through VC from the Bank’s Corporate Office at Thrissur
5. Shri. G. Rajagopalan Nair- Chairman of Audit Committee, joined through VC from Trivandrum

The Bank’s executives, including Shri. Ramesh A J, Chief Financial Officer, joined the Meeting through VC from the Bank’s Corporate Office at Thrissur.



Shri.P.B Santhanakrishnan, Partner of M/s. P.B Vijayaraghavan & Co., Statutory Central Auditors of the Bank, joined through VC from Chennai and Shri.V.Suresh, Practicing Company Secretary and Senior Partner of M/s.V.Suresh & Associates, joined through VC from Chennai.

The requisite quorum having been present at the Meeting, Chairman declared the Meeting to be in order and welcomed the Members to the Meeting. After Chairman's welcome address, Company Secretary provided the general instructions pertaining to the Meeting to the Members.

With the consent of the Members present, the Notice of the 94<sup>th</sup> Annual General Meeting, Directors' Report and the Independent Auditor's Report for the financial year 2020-21, circulated to the Members, were taken as read.

Thereafter, clarifications were provided by Chairman and Managing Director&CEO to all the queries by the Shareholders.

The following item of businesses, were transacted at the Meeting:-

Ordinary Business

1. Adoption of the Bank's Audited Balance Sheet as at March 31, 2021 and the Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report – Ordinary Resolution
2. Re-appointment of Sri. Gopinathan C.K as Director - Ordinary Resolution
3. Appointment of Statutory Central Auditors and authorizing the Board to fix their remuneration - Ordinary Resolution

Special Business

4. Authorizing the Board to arrange for the audit of the Bank's branches and to appoint and fix the remuneration of branch auditors - Ordinary Resolution

The Members were informed that the Bank provided the facility to cast the votes electronically on all resolutions set forth in the Notice. Members who had not cast their votes electronically and who were participating in the Meeting had the opportunity to cast their votes during the Meeting through the e-voting system provided by KFin Technologies Private



Limited (“KFin”). Shri.V.Suresh, Practicing Company Secretary and Senior Partner of M/s.V.Suresh & Associates was appointed as Scrutinizer to supervise the e-voting process. The Members were informed that the results of the voting would be announced by the Bank within the regulatory timelines and the same would be made available on the websites of Bank, Stock Exchanges and KFin. It was further informed that there would be no voting by show of hands and no facility for the appointment of proxies by the Members.

Chairman informed the members that the e-voting was open for 15 minutes for Members who have not cast their votes during the remote e-voting period.

Chairman then thanked all the shareholders for attending the 94<sup>th</sup> Annual General Meeting of the Bank and informed that the Meeting is not concluded and adjourned for a month as per order dated September 29,2021, by the Hon’ble High Court of Kerala in WP(C) 19758/21 and WP(C) 20425/21.

35 Shareholders were present in the AGM through Video Conferencing.



Venkatesh. H  
Company Secretary & Secretary to the Board



## Chairman's Message

Dear Shareholders,

FY 2021 has been indeed a challenging year and the pandemic has upset all plans and re-defined the way we work and live.

The Government of India and the regulator RBI, with their timely policies and guidelines, have been supportive and brought out innovative measures to address the economic disruptions created by the pandemic. The entire public and private banking system went through numerous changes to adapt and serve the changing needs of the people with contactless payments, encouraging online e-commerce and digitisation of sales and services during these testing times.

The Indian financial system and capital markets have displayed remarkable resilience. Kudos must go to the regulators who have consistently been responsive to the needs of the economy. The regulators took feedback from the ground level and have taken measured steps in a consensual manner. The support announced by RBI stood at RS.15.7 trillion, which is equivalent to 8% of GDP. Securities and Exchange Board of India (SEBI) has been working at a frenetic pace, with the single objective of ensuring normalcy of all market operations throughout the pandemic. As a result, Indian companies raised a record equity capital of Rs.1.9 trillion in FY21. The Government announced direct benefit transfers to vulnerable economic segments and credit guarantee schemes for micro, small and medium enterprises.

Your Bank gave utmost priority to employee safety and well-being and provided a safe and healthy work environment. The Bank acted rapidly to establish remote working solutions, and putting in place measures to enable smooth functioning from any location. I thank the regulators for their continued support and guidance in the Board. I thank the shareholders for being proactive and agreeing to resolutions to increase our equity capital, confirmation of newly inducted independent directors and for giving an overwhelming positive vote for the MD&CEO.

Despite the challenging environment, our Bank's financial position remained strong and continued to make progress on strategic objectives. The Bank continued to strengthen the deposit and loan position during FY 2020-21. The employees demonstrated immense professionalism and dedication towards the successful navigation of these challenges. On behalf of the Board, I would like to thank all employees for their dedication and response during this difficult period, and upholding the Bank's vision "Banking on relationships".



I take this opportunity to congratulate the Management and staff on moving to the new Corporate Office Building at Punkunnam, Thrissur during April 2021.

With best wishes,  
Chairman, Dhanlaxmi Bank

