

SH: 122 / 2022-23

December 30, 2022

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

Sub: Summary of Proceedings of 95th Annual General Meeting.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter no: 118/2022-23 dated December 30, 2022 on voting results, please find enclosed a summary of the proceedings of the 95th Annual General Meeting of the Bank held on Friday, December 30, 2022.

Please take the same on record.

Thanking you,

Yours faithfully,

Venkatesh. H
Company Secretary & Secretary to the Board

Summary of Proceedings of the 95th Annual General Meeting of the Shareholders of Dhanlaxmi Bank Limited, Thrissur held on Friday, December 30, 2022 at 11.00 A.M(IST) through Video Conferencing

The 95th Annual General Meeting (hereinafter referred to as “the Meeting”) of the Members of Dhanlaxmi Bank Limited (hereinafter referred to as “the Bank”) was held on Friday, December 30, 2022 at 11.00 A.M (IST) through Video Conferencing. The Meeting was held in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made there under and the circulars dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, December 14, 2021 and May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI”) w.r.t the conduct of general meetings through video conferencing.

The Company Secretary informed the Members that the facility for joining the Meeting through Video Conferencing was 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. Rajagopalan Nair, Independent Director of the Bank chaired the meeting and joined the meeting through VC from Thiruvananthapuram. Chairman welcomed the Members, Directors, Statutory Auditors, Secretarial Auditors and other officers of the Bank to the Meeting. He introduced the Directors, the Statutory Auditors and Secretarial Auditors who had joined the Meeting from respective locations through video conferencing, to the Members.

The following Directors were present in the Meeting: -

1. Shri. G. Rajagopalan Nair, Independent Director & Chairman of the Meeting, who joined through VC from Thiruvananthapuram
2. Shri. Shivan J.K, Managing Director & CEO, who joined through VC from the Bank's Corporate Office at Thrissur
3. Shri. Gopinathan C.K., Director who joined through VC from the Bank's Corporate Office at Thrissur



4. Shri. K.N Madhusoodanan, Director who joined through VC from Adoor
5. Shri. Sreesankar Radhakrishnan, Director who joined through VC from Ernakulam
6. Dr. Nirmala Padmanabhan, Director who joined through VC from the Ernakulam
7. Shri. Sridhar Kalyanasundaram., Director who joined through VC from the Bank's Corporate Office at Thrissur

Shri. R. Venugopal and Shri. K.J Narayanan, representing M/s. Krishnamoorthy & Krishnamoorthy, the Statutory Central Auditors of the Bank and Shri. V. Suresh and Shri. Udaya Kumar K.R, representing the Secretarial Auditors of the Bank also joined the Meeting through VC.

The Bank's executives, including the Chief Financial Officer, joined the Meeting through VC from various locations.

The requisite quorum having been present at the Meeting, Chairman declared the Meeting to be in order. After Chairman's welcome address, the Notice of the 95th Annual General Meeting, Directors' Report and the Independent Auditor's Report for the financial year 2021-2022, circulated to the Members, were taken as read by Chairman with the consent of the Members present and the session for the Members to ask their queries was opened. The Company Secretary provided the general instructions pertaining to the Meeting to the Members. He also informed that 4 Members had registered as Speaker Shareholders and 1 another Member had registered certain queries. Only 1 Speaker Shareholder was in attendance at the Meeting. The queries related to the Bank's business growth, raising of capital, etc.

Managing Director & CEO provided clarifications to all the queries of the Speaker Shareholder and the queries registered by the other Member.

The following businesses were transacted at the Meeting: -

Ordinary Business

1. Adoption of Bank's Audited Balance Sheet as at March 31, 2022 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 authorising the Board of Directors to fix their remuneration – Ordinary Resolution

Special Business

4. Authorising the Board of Directors to appoint and fix the remuneration of branch auditors – Ordinary resolution
5. Appointment of Sri. K.N Madhusoodanan as Independent Director – Special Resolution
6. Appointment of Sri. Sreesankar Radhakrishnan as Independent Director – Special Resolution
7. Appointment of Dr. Nirmala Padmanabhan as Independent Director – Special Resolution
8. Appointment of Sri. Sridhar Kalyanasundaram as Independent Director – Special Resolution
9. Authorize the Board of Directors of the Bank to issue redeemable secured / unsecured non-convertible debentures (NCDs)

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 (“insta poll”) provided by KFin Technologies Limited (“KFin”). There would be no voting by show of hands and no facility for the appointment of proxies by the Members. Shri. V. Suresh, Practicing Company Secretary, 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.

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

After all the discussions were over, Shri. Gopinathan C.K, Director delivered the vote of thanks to the Chair and other participants of the Meeting.



Chairman thanked all the Shareholders for attending the 95th Annual General Meeting of the Bank and for their dignified conduct in the Meeting and the Meeting was concluded at 12.14 P.M after the insta poll session was over.

41 Shareholders were present in the Meeting through Video Conferencing.

Venkatesh. H

Company Secretary & Secretary to the Board