

SH:134 / 2023-24

September 30, 2023

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

Dear Sir,

Sub: Voting Results of 96th Annual General Meeting

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith the voting results along with consolidated Scrutinizer's Report of the 96th Annual General Meeting of the Bank held on Saturday, September 30, 2023.

Please take the same on record.

Thanking you,

Yours faithfully,

Venkatesh.H Company Secretary & Secretary to the Board

Corporate Office : Dhanlaxmi Bank Limited, Corporate Office, Punkunnam, Thrissur, Kerala-680 002. Ph: 0487 7107100, 2226100

			DHANI AXMI BANK	~						
Date of the AGM/EGM			30-09-2023							
Total number of shareholders on record date			119689							
No. of shareholders present in the meeting either in person or through proxy:	er in person or throu									
Promoters and Promoter Group:			Not Applicable							
Public:										
No. of Shareholders attended the meeting through Video Conferencing	igh Video Conferent									
Promoters and Promoter Group:			0							
Public:	-		47							
Resolution No.										
-	ORDINARY - To rec	eive, consider and a	idopt the Bank's Au	ORDINARY - To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2023 and the Profit & Loss Account for the year ended on that date together with the reports of	t as at March 31, 2	2023 and the Profit	& Loss Account for	the year ended on	that date together	with the reports of
Resolution required: (Ordinary/ Special)	the Board of Direc	the Board of Directors and Auditors thereon.	lereon.						344	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							10.5 miles 11.5 miles 11.4 miles		
				% of Votes Polled			% of Votes in	% of Votes		
Сатеели	Mode of Voting	No. of shares held No. (1)	of votes ed (2)	on outstanding shares (3)=[(2)/(1)]* 100 f	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
6.08000	E-Voting			0.0000						
	Poll	Ċ	0	0.000	0	0	0.0000	0.0000	0	0
Downster and Dromoter Groun	Postal Ballot (if annlicable)	<u> </u>	0	0.000	- 0	0	0.0000	0.0000	0	0
	Total		0		0				1684	1 III X0
	E-Voting		0		0					0
	Poll	71 08 939		0.0000	0	0	0.0000	0.0000	0	0
Public-Institutions	Postal Ballot (if applicable)		0	0.0000	0				0	0
	Total		0	0	0 1 一册	0	0.0000	0.0000 0.0000	0	0
	E-Voting		2,12,90,384		2,12,75,988	3 14,396				50,030
	Poll	77 59 03 145	2,177	0.0010	2,177	0	100.000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)			0.0000	0	0	0.000	0.0000	0	0
	Total	NOU OF ULS	2,12,92,561	9.4256	2,12,78,165	14,396	259,99,0324	0.0676		50030
Kesolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Di himself for re-appointment.	point a Director in t ointment.	he place of Shri. Go	ORDINARY - To appoint a Director in the place of Shri. Gopinathan C.K (DIN-01236752) who retires by rotation under Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.)1236752) who re	tires by rotation un	der Section 152 of 1	the Companies Act,	2013 and being eli	gible, offers
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	•									and the second
									Ya 1	SECREXARIAL +
									, Or	R
										Moximi Bort

																																N. S.	lid	IAL) *	DIT THE
Votes Abstained	0	0	0	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0	0	c	D C	1.025	0	P	o	1025	1025						Votes Abstained	0	0	0	0	Ö	0			10			Nox Nox	101 10	C Second	Contraction of the second
Votes Invalid		Ö	0	0	0	0							0 + 0	0						Votes Invalid		0	0	0.000	0	0			0 0			0		0	
% of Votes against on votes polled (7)=[(5)/(2)]*100		0.0000	0,000.0			0.0000							0.2064	0.2064					% of Votes	against on votes polled [(7)=[(5)/(2)]*100		0.000	0.000.0	0:0000	0.000	0.0000		0.0000						0.0602	
% of Votes in favour on votes polled (6)=[(4)/(2)]*100		0.0000	0.0000			0.0000		0.000				0.0000		66/1636				100 M 100	% of Votes in	favour on votes polled (6)=[(4)/(2)]*100		0.0000		0.0000	0.000	0.0000		0.0000						69,9398	
No. of Votes – against (5)			0		0	0		C	43.97				44,014	44,014						No. of Votes – against (5)		0	0	0	0				0			0	12,822	12,822	
No. of Votes – in favour (4)			0						2.12.73.41					2,12,75,552						No. of Votes – in favour (4)		0	0	0 (100 (100 (100 (100 (100 (100 (100 (1	0			0	7 17 79 50					2,12,80,759	
% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		0.0000	0.000			0.0000		00000	9.4365			0.0000	9.4375	8.4263		tors for the Bank.		121	% of Votes Polled	on outstanding shares (3)=[(2)/(1)]* 100		0.000	0.000	0.000	0.000			0.0	0 4750			0	Alt -	8.4150	
No. of votes polled (2)	0		o	0.000	0				2.13.17.389	2		0	2,13,19	2,13,19,566				Projection in the Par		No. of votes polled (2)	0	0	0	0	0			0	0 10 11 10	6			2,12,9	2,12,93,581	
No. of shares held No. of votes (1) polled (2)		c	5			0 20 12 0	555'00'T 1'7				22,59,03,145			25,30,12,084		ORDINARY - To appoint Joint Statutory Central Audi			_	No. of shares held No. of votes (1) polled (2)		с 	<u> </u>			000 00 12 0	959,47,2				22,59,03,145			25,30,12,084	
Mode of Voting	E-Voting	Poli	Postal Ballot (if applicable)	Total	E-Voting	Poll	Postal Ballot (if	applicable) Total	E-Voting	Poll	Postal Ballot (if	applicable)	Total 🗧	Total	3	ORDINARY - To ap		Yes T		Mode of Voting	E-Voting	Poll	Postal Ballot (if applicable)	Total	E-Voting	Poll	Postal Ballot (if	applicable)	I Otal E Victing	E-VULIIG Poll	Postal Ballot (if	applicable)	Total	Total	
Category			Promoter and Promoter Group				1. 1. 1. 1					Public- Non Institutions			Recolution No	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are	interested in the agenda/resolution?		Category			Promoter and Promoter Group					Public- institutions				Public- Non Institutions			

Resolution No.	4										
Resolution required: (Ordinary/ Special)	ORDINARY - Autho	ORDINARY - Authorizing the Board of Directors to ap	Directors to appoint	point and fix the remuneration of branch auditors	eration of branch a	uditors.					
interested in the agenda/resolution?	Yes									(1) 10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
				% of Votes Polled			% of Votes in	% of Votes			
				standing			favour on votes	against on votes			
Category	Mode of Voting	No. of shares held No. of votes (1) polled (2)		shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
	E-Voting		0		0			0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000		0	
Promoter and Promoter Group	Postal Ballot (if annlicable)	5	C		C	C	00000		C	0	
	Total		0	0000	121 121			0:000			
	E-Voting		0	0.0000	0	0	00000				
	Poll	050 00 12 0	0	0.0000	0		0.0000	0.0000			
	Postal Ballot (if	Z,/ I,U8,333					0000 0				
Public-Institutions	applicable) Total		0	nonn:n			0.000	0000		D	
	E-Voting		2.13.00.389	9.4290	2.12.77.22	23.16					
	Poll		2,177	0.0010							
	Postal Ballot (if	- 22,59,03,145									
Public- Non Institutions	applicable)		0	0.0000		0			0	0	
	Total			9.43	2	23,165				25	
	1004	25,41,12,084	090070/07/2	84196	1056712112	23,103	5 150 FS	10100 M		2	
Resolution No.	5										
Resolution required: (Ordinary/ Special)	SPECIAL - To appro	SPECIAL - To approve the Alteration of Articles of Ass	Articles of Associat	sociation of the Bank.							
Whether promoter/ promoter group are interested in the arenda/resolution?	Yes										
	2										
				% of Votes Polled			% of Votes in	% of Votes			
-				standing			favour on votes	against on votes			
Category	Mode of Voting	No. of shares held No. of votes		shares [13]=[(2)/(1)]* 100 [4	No. of Votes – in favour (4)	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
L	E-Voting		0		0						
	Poll		0	0.000							
Promoter and Promoter Group	Postal Ballot (if applicable)	5	0	0.0000	G	0	0000.0	0000.0	0	C	
	Total		0	0.000							
	E-Voting		0	00000							
	Poll		0	0.0000					0	(
	Postal Ballot (if	2,/1,08,939								a imi.	
Public-Institutions	applicable)		0	0.000		0				2010	
	Total		0	0							id.
	E-Voting Poli		2,12,88,889	9.4239 0.0010	2,12,75,781	13,108	99.9384 100.000	0.0615		+	() × ()
_	10.	ן אז גם חז אז גר של אז גר	1	27000				2000			12
										and and Boat	

0 (2525				Votes Abstained	Ö					0	C		1,725	Ó	C	1725
000					0	0	C	50		0	0	C	0	0	0	
0.0000	ation of the Bank		% of Votes against on votes	polled polled [(4)/(2)]*100 [(7)=[(5)/(2)]*100 [Votes Invalid	0.0000	0.0000		00000	0.0000	0.000	0.0000	0.0000	0.1051	0.0000	0.0000	0,1051
0000.0 9356;00 18356;00	6 SPECIAL - To Increase the Authorised Share Capital and consequent alteration to the Memorandum of Association & Articles of Association of the Bank		otes in on votes	polled (6)=[(4)/(2)]*100							0.0000	0:000	99.8948	100.000	00000	99.8949
0 0	dum of Association			No. of Votes – against (5)		0					0	0	22,387	0	0	22,387
0 2,12,77,958	on to the Memoran			No. of Votes – in favour (4)	0	0	C	40000 AD - 40	o	0	0	0	2,12,76,300	2,177	0	2,12,78,477
0.0000	onsequent alteratio		% of Votes Polled on outstanding	shares [3)=[(2)/(1)]* 100 favour (4)	0.0000	0.0000		0.0000	0.0000	0.0000	00000	0	9.4282	0.0010	0.0000	64 9.4292 189
0 2,12,91,066	share Capital and c				0	0	C	0	0	0	0	0	2,12,98,687	2,177	0	2,13,00,864
25,30(12,084	se the Authorised S			No. of shares held No. of votes (1) polled (2)			<u> </u>			2.71.08.939				22,59.03.145		25,30,12,084
Postal Ballot (if applicable) Total Total	6 SPECIAL - To Increa	Yes		Voting	E-Voting	Poll	Postal Ballot (if applicable)	Total	E-Voting	Poll	Postal Ballot (if applicable)	Total	E-Voting	Poll	Postal Ballot (if applicable)	Fotal a france
		42-3-								4						
Public- Non Institutions	Resolution No. Resolution required: (Ordinary/ 5pecial)	Whether promoter/promoter group are interested in the agenda/resolution?		Category			Promoter and Promoter Group				Public- Institutions				Public- Non Institutions	

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Scrutinizer's Report

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

Dated: 30th September, 2023

To The Chairman **M/s. DHANLAXMI BANK LIMITED** Dhanalakshmi Bank Building, Naickanal Trichur -680001.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting 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 96th Annual General Meeting of M/s. Dhanlaxmi Bank Limited, held on Saturday, September 30, 2023 at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

We, V Suresh Associates, Practising Company Secretaries, 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 remote e-voting & Voting through Instapoll process and ascertaining the requisite majority, on the resolutions contained in the notice dated September 04,2023 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, and 21/2021 dated December 14, 2021 Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and the SEBI vide its Circular No. SEBI /HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 96th Annual General Meeting (AGM) of the members of the Company, held on Saturday, September 30, 2023 at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

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The notice dated September 04,2023, as confirmed by the Company 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 aforesaid MCA & SEBI Circulars.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Line" and in a vernacular newspaper "Kerala Kaumudi" edition on Dated 08th September,2023

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 96th Annual General Meeting (AGM) of the members of the Company. Our 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 Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Wednesday, September 27, 2023 (9.00 A.M. IST) to Friday, September 29, 2023 (5.00 P.M. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

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 24, 2023 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 96th AGM of the Company).

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

Thereafter, the consolidated results containing, 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, were generated from the e-voting website of M/s. KFin Technologies Limited (i.e.) <u>https://evoting.kfintech.com</u> and remote e-voting at the AGM, was prepared.



The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the Bank's audited financial statements for the financial year ended March 31, 2023 together with the reports of the Board of Directors' and Auditors' thereon.

		Votes in	favour of the re	esolution	Votes a	gainst the res	olution		
Voting Method	Total Valid 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	Invalid Votes	Abstained Votes
Remote E-voting	2,12,90,384	174	2,12,75,988	99.93	15	14,396	0.07	-	50,030
Voting at AGM	2,177	6	2,177	100.00	-	-		-	-
TOTAL	2,12,92,561	180	2,12,78,165	99.93	15	14,396	0.07	-	50,030

Resolution No 2: Ordinary Resolution

Ordinary Business: Appointment of Director in place of Mr. Gopinathan C.K (DIN-01236752), who retires by rotation and is eligible for re-appointment.

·		Votes i	n favour of the re	solution	Votes ag	ainst the r	esolution		
Voting Method	Total Valid 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	Invalid Votes	Abstained Votes
Remote E-voting	2,13,17,389	169	2,12,73,419	99.79	22	43,970	0.21	-	1,025
Voting at AGM	2,177	5	2,133	97.98	1	44	2.02	-	-
TOTAL	2,13,19,566	174	2,12,75,552	99.79	23	44014	0.21	-	1,025



Resolution No 3: Ordinary Resolution

		Votes i	n favour of the re	solution	Votes ag	ainst the r	esolution		
Voting Method	Total Valid 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	Invalid Votes	Abstained Votes
Remote E-voting	2,12,91,404	177	2,12,78,582	99.94	15	12,822	0.06	-	10
Voting at AGM	2,177	6	2,177	100.00	-	-	-	-	-
TOTAL	2,12,93,581	183	2,12,80,759	99.94	15	12,822	0.06	-	10

Ordinary Business: Appointment of Joint Statutory Central Auditors for the Bank

Resolution No 4: Ordinary Resolution

Special Business: Authorizing the Board of Directors to appoint and fix the remuneration of branch auditors.

		Votes in	favour of the re	esolution	Votes ag	ainst the res	olution		
Voting Method	Total Valid 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	Invalid Votes	Abstained Votes
Remote E-voting	2,13,00,389	172	2,12,77,224	99.89	19	23,165	0.11	-	25
Voting at AGM	2,177	6	2,177	100.00	-	-	-		-
TOTAL	2,13,02,566	178	2,12,79,401	99.89	19	23,165	0.11		25



Resolution No 5: Special Resolution

		Votes i	n favour of the re	solution	Votes ag	ainst the r	esolution		
Voting Method	Total Valid 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	Invalid Votes	Abstained Votes
Remote E-voting	2,12,88,889	171	2,12,75,781	99.94	17	13,108	0.06	-	2,525
Voting at AGM	2,177	6	2,177	100.00		-	-	-	•
TOTAL	2,12,91,066	177	2,12,77,958	99.94	17	13,108	0.06	-	2,525

Special Business: Approving the Alteration of Articles of Association of the Bank.

Resolution No 6: Special Resolution

Special Business: Increasing the Authorised Share Capital and consequent alteration to the Memorandum of Association & Articles of Association of the Bank.

		Votes i	n favour of the re	solution	Votes ag	ainst the r	esolution		
Voting Method	Total Valid 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	Invalid Votes	Abstained Votes
Remote E-voting	2,12,98,687	173	2,12,76,300	99.89	15	22,387	0.11	-	1,725
Voting at AGM	2,177	6	2,177	100.00	-	-	-	-	-
TOTAL	2,13,00,864	179	2,12,78,477	99.89	15	22,387	0.11		1,725

All the resolutions have been passed with requisite majority.

Thanking you, Yours Faithfully,

For V Suresh Associates

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V Suresh Senior Partner Practising Company Secretaries Membership No. 2969 CP No. 6032 UDIN: F002969E001142382

