

SH:134 / 2023-24

September 30, 2023

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: Voting Results of 96th Annual General Meeting

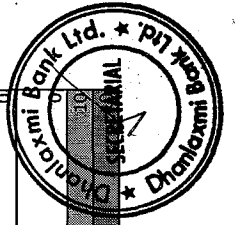
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith the voting results along with consolidated Scrutinizer's Report of the 96th Annual General Meeting of the Bank held on Saturday, September 30, 2023.

Please take the same on record.

Thanking you,

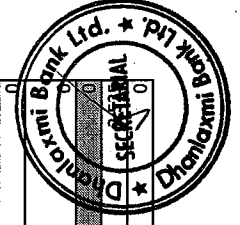
Yours faithfully,

Venkatesh.H
Company Secretary & Secretary to the Board



Category	No. of shares held (1)		No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	Mode of Voting	Postal Ballot (if applicable)								
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total			0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,71,08,939	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total			0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	2,13,17,389	2,13,17,389	9.4365	2,12,73,419	43,970	99.7937	0.2062	0	1,025
	Poll	2,177	2,177	0.0010	2,133	44	97.9788	2.0211	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total			9.4375	2,12,75,552	44,014	99.7936	0.2064	0	1,025
Total	25,30,12,084	2,13,19,566	8.4263	2,12,75,552	44,014	99.7936	0.2064	0	1,025	

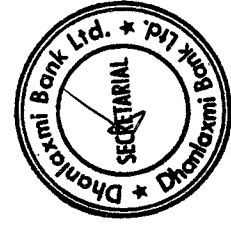
Resolution No.	ORDINARY - To appoint Joint Statutory Central Auditors for the Bank.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	No. of shares held (1)		No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Mode of Voting	Postal Ballot (if applicable)									
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total			0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,12,91,404	2,12,91,404	9.4250	2,12,78,582	12,822	99.9397	0.0602	0	10
	Poll	2,177	2,177	0.0010	2,177	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total			9.426	2,12,80,759	12,822	99.9398	0.0602	0	10
Total	25,30,12,084	2,12,93,581	8.4160	2,12,80,759	12,822	99.9398	0.0602	0	10	



Resolution No. 4										
ORDINARY - Authorizing the Board of Directors to appoint and fix the remuneration of branch auditors.										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,71,08,939	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting		2,13,00,389	9.4290	2,12,77,224	23,165	99.8912	0.1087	0	25
	Poll		2,177	0.0010	2,177	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,13,02,566	9.43	2,12,79,401	23,165	99.8913	0.1087	0	25
Total		25,20,12,084	2,13,02,566	8.4196	2,12,79,401	23,165	99.8913	0.1087	0	25

Resolution No. 5										
SPECIAL - To approve the Alteration of Articles of Association of the Bank.										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,71,08,939	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting		2,12,88,889	9.4239	2,12,75,781	13,108	99.9384	0.0615	0	0
	Poll		2,177	0.0010	2,177	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,12,88,889	9.4239	2,12,75,781	13,108	99.9384	0.0615	0	0
Total		2,71,08,939	2,13,02,566	8.4196	2,12,79,401	23,165	99.8913	0.1087	0	25

Public- Non Institutions	Postal Ballot (if applicable)																			
Total	Total																			
		0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0	0
		2,12,91,066	9,42,29	2,12,77,958	13,108	99,9384	0.0616	99,9384	0.0616	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0	2525
		2,12,91,066	8,41,50	2,12,77,958	13,108	99,9384	0.0616	99,9384	0.0616	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0	2525
Resolution No.	6																			
Resolution required: (Ordinary/Special)	SPECIAL - To Increase the Authorised Share Capital and consequent alteration to the Memorandum of Association & Articles of Association of the Bank.																			
Whether promoter/promoter group are interested in the agenda/resolution?	Yes																			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained										
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0										
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0										
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0										
	Total	0	0	0.0000	0	0	0.0000	0.0000	0	0										
Public- Institutions	E-Voting	2,71,08,939	0	0.0000	0	0	0.0000	0.0000	0	0										
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0										
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0										
	Total	2,71,08,939	0	0.0000	0	0	0.0000	0.0000	0	0										
Public- Non Institutions	E-Voting	22,59,03,145	2,12,98,687	9.4282	2,12,76,300	22,387	99.8948	0.1051	0	1,725										
	Poll	0	2,177	0.0010	2,177	0	100.0000	0.0000	0	0										
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0										
	Total	22,59,03,145	2,13,00,864	9.4292	2,12,78,477	22,387	99.8949	0.1051	0	1,725										
	Total	25,30,12,084	2,13,00,864	8.4159	2,12,78,477	22,387	99.8949	0.1051	0	1,725										





Scrutinizer's Report

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

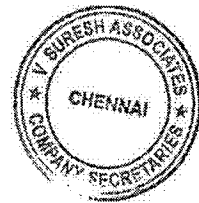
Dated: 30th September, 2023

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).

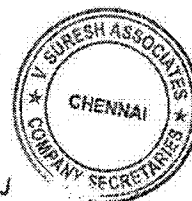
The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

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.) <https://evoting.kfintech.com> and remote e-voting at the AGM, was prepared.



The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

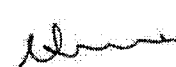
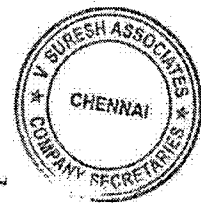
Ordinary Business: Adoption of the Bank's audited financial statements for the financial year ended March 31, 2023 together with the reports of the Board of Directors' and Auditors' thereon.

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	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.

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	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

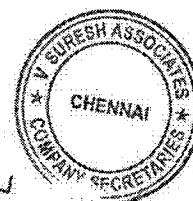
Ordinary Business: Appointment of Joint Statutory Central Auditors for the Bank

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	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

Resolution No 4: Ordinary Resolution

Special Business: Authorizing 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	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



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Resolution No 5: Special Resolution

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

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	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

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.

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	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



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

