

Scrutinizer's Report on Postal Ballot

[Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s. DHANLAXMI BANK LIMITED
Dhanalakshmi Bank Buildings, Naickanal,
Thrissur – 680001.

Dear Sir,

Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the Resolution set-out in the Notice dated 09th May, 2025, through Postal Ballot.

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of M/s. Dhanlaxmi Bank Limited ("the Company") on the resolution contained in postal ballot notice dated 09th May, 2025 for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ('SS-2') issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 General Circular No 9/2024 dated September 19, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October 2024 (collectively referred to as "SEBI Circulars")




2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot process through remote e- voting, on the resolution contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by KFin Technologies Limited ("KFin"), India the authorized agencies engaged by the Company.
3. We, submit herewith our report on the results of remote e-voting together with postal ballot as under:-
 1. The Postal Ballot Notices were sent through email on May 13, 2025 to all the Shareholders, whose name(s) were appearing in the Register of Members/list of beneficiaries records as on Friday, May 09, 2025.
 2. The Postal Ballot Notice was also available on the Company's website at <https://www.dhanbank.com> Website of stock exchange where equity shares of the Company are listed i.e. "BSE Limited" at www.bseindia.com respectively, and National Stock Exchange of India Limited at www.nseindia.com and on the website of the RTA at <https://evoting.kfintech.com>.
 3. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 4. The Public Advertisement with respect to dispatch of Notices and conducting of remote e-voting was published in an English Newspaper "Business Standard" (in English) and vernacular newspaper "Kerala Kaumudi" (in Malayalam) having a wide circulation, in their respective editions dated Wednesday, 14th May, 2025.
 5. The Company has provided the remote e-voting facility for its members through KFin Technologies Limited ("KFin") to enable them to cast their votes electronically.
 6. The remote e-voting period commenced on Sunday, May 18, 2025 9.00 AM (IST) and ended on Monday, June 16, 2025 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Monday, June 16, 2025 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
 7. The Members of the Company as on the "cut-off" date i.e. Friday, May 09, 2025 were entitled to vote on the resolutions in the Postal Ballot Notice.
 8. Corporate Members has provided the copy of the resolutions passed by their Board of Directors for authorization to exercise its votes.



9. After close of remote e-voting, the votes cast were unblocked on Monday, June 16, 2025 after 5.00 PM (IST) in the presence of two witnesses, who are not in the employment of the Company, Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of KFin Technologies Limited ("KFin"), (i.e.) [https://ris.kfintech.com/client services/mobilereg/mobileemailreg.aspx](https://ris.kfintech.com/client/services/mobilereg/mobileemailreg.aspx) based on such reports the results of the e-voting is generated.
10. We submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from KFin Technologies Limited ("KFin"), India website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 1: <u>Special Business</u> Special Resolution: Approval for appointment of Shri. Ashutosh Khajuria (DIN: 05154975) as Independent Director of the Bank								
E-Voting	15,86,35,368	431	15,86,10,414	99.98	42	24,954	0.02	11,248

11. The Resolution is passed as Special Resolution with requisite majority.
12. The Resolution is deemed to be passed on the last date of e-voting, i.e., 16th June 2025.
13. You may accordingly declare the result of the voting by Postal Ballot.

For V Suresh Associates



V Suresh
Senior Partner

Practising Company Secretaries

M. No. F2969

C. P. NO. 6032

Peer Review Cert. No: 6366/2025

UDIN: F002969G000609685

Place: Chennai
Date: 16.06.2025