

Scrutinizer's Report

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

Dated: 18th March, 2025

To,
The Chairman
M/s. DHANLAXMI BANK LIMITED,
Regd.off: P.B No.9, Dhanalakshmi Buildings, Naickanal,
Thrissur, Kerala-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 Extra-Ordinary General Meeting of M/s. Dhanlaxmi Bank Limited, held on 18th March, 2025 Tuesday at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I, V Suresh, Senior Partner of 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 process and ascertaining the requisite majority, on the resolutions contained in the notice dated 22nd February, 2025 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, 21/2021 dated December 14, 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 09/2024 dated September 19, 2024 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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and October 03, 2024 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the Extra-Ordinary General Meeting of M/s. Dhanlaxmi Bank Limited, held on 18th March, 2025 Tuesday at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

We were also appointed as Scrutinizer to scrutinize the remote e-voting process during the said Extra-Ordinary General Meeting.



The notice dated 22nd February, 2025 was sent to the shareholders in respect of the below mentioned resolutions passed at the Extra-Ordinary General Meeting 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 Standard" and in a vernacular newspaper "Kerala Kaumudi" edition on Dated 24th February, 2025.

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 Extra-Ordinary General Meeting 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 09.00 A.M (IST) on Saturday, March 15, 2025 to 05.00 P.M (IST) on Monday, March 17, 2025 (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 Corporate members who had participated in the remote e-voting had provided scanned copy of the resolutions passed at the Meetings of their respective Board of Directors for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the Extra-Ordinary General Meeting through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. Wednesday, March 12, 2025 were entitled to vote on the resolutions (items no. 1 & 2 as set out in the notice of the Extra-Ordinary General Meeting of the Company.)

After the closure of remote e-voting at the Extra-Ordinary General Meeting, the report on voting done at the Extra-Ordinary General Meeting and the votes cast under remote e-voting facility prior to the Extra-Ordinary General Meeting 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 Extra-Ordinary General Meeting, was prepared.



The consolidated results are as follows:

Resolution No 1: Special Business

Special Resolution: *Appointment of Shri. P. Suriaraj (DIN - 10901432) as Executive Director 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	16,58,39,551	121	16,58,33,643	99.99	15	5,908	0.01	-	1,081
E-Voting at EGM	13,00,085	43	13,00,085	100.00	-	-	-	-	-
TOTAL	16,71,39,636	164	16,71,33,728	99.99	15	5,908	0.01	-	1,081

Resolution No 2: Special Business

Special Resolution: *Authorization of the Board of Directors of the Bank to Issue Redeemable Secured / Unsecured Non-Convertible Debentures (NCDs).*

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	16,58,39,482	124	16,58,34,673	99.99	12	4,809	0.01	-	1,150
E-Voting at EGM	13,00,085	42	13,00,084	99.99	1	1	0.01	-	-
TOTAL	16,71,39,567	166	16,71,34,757	99.99	13	4,810	0.01	-	1,150

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: F002969F004116782

