

SECRETARIAL COMPLIANCE REPORT OF DHANLAXMI BANK LIMITED
FOR THE YEAR ENDED 31.03.2022

We, V Suresh Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Dhanlaxmi Bank Limited("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

for the year ended 31.03.2022, in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;(no events during the audit period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (no events during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(no events during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (no events during the audit period)



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (no events during the audit period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. As on 31.03.2022, the Board of Directors of the Bank had 6 Directors, including 2 Nominee Directors of Reserve Bank of India. The matter with regard to the appointment of directors on the Board of the Bank is pending before the Hon'ble High Court of Kerala. Consequently, the Annual General Meeting (AGM) held on 29.09.2021 was also adjourned in deference with the directions of the Hon'ble High Court of Kerala, after considering all the other Agenda items listed in the Notice of AGM. Necessary disclosures in this regard were made by the Bank to the Stock Exchanges.

Sr.No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL



(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **(NOT APPLICABLE)**

Sr.No	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended..	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity.
1	<p>The Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 contains provisions regarding constitution of Nomination and Remuneration Committee. There were only 2 Members in the Nomination & Remuneration Committee between 24th May 2020 to 29th June 2020 and 1 member only from 30th June 2020 to 17th July 2020. This was on account of the retirement of Mr. B Ravindran Pillai, Non-Executive Director and member of the Committee on 24th May, 2020 and resignation of Mr. Sajeew Krishnan, Independent Director and member of the committee on 29th June 2020. However, this information has been disclosed by the company to the Stock Exchanges in the Corporate Governance report submitted for the quarter ended 30th June 2020. Further, the Bank reconstituted the Nomination and Remuneration Committee with 4 members, at the Board Meeting held on 17th July 2020.</p>	31.03.2021	<p>As informed in the previous report, the Bank reconstituted the Nomination and Remuneration Committee with 4 members, at the Board Meeting held on 17th July 2020. The constitution of Nomination and Remuneration Committee was as per the regulatory guidelines throughout the financial year 2021-22.</p>	<p>Action taken as mentioned by the Company.</p>



(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Chennai
Date:28.05.2022

For V Suresh Associates
Practising Company Secretaries



V Suresh
Senior Partner
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C.P.No. 6032

Peer Review Cert. No. :667/2020
UDIN: F002969D000418428