

Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman of the 92nd (Ninety second) Annual General Meeting of the Equity Shareholders of **Dhanlaxmi Bank Limited** held on Friday, 30th August, 2019 at 10.00 A.M. at Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur.

Dear Sir,

I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **Dhanlaxmi Bank Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process and voting by use of ballot at the 92nd Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30th August, 2019 at 10.00 A.M. at Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur, in respect of the below mentioned resolutions pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 92nd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report to the Chairman based on the reports generated from the electronic voting system and the reports generated electronically for voting by use of ballots at the meeting.
2. In accordance with the notice of the meeting sent to all the members and the public notice pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility for e-voting remained open from 9.00 A.M. on August 27, 2019 to 5.00 P.M. on August 29, 2019. The facility for voting by using ballots was also made available at the venue of the meeting.
3. The equity shareholders holding shares on the cut-off date, i.e. August 23, 2019, were entitled to vote on the resolutions stated in the notice of the meeting.

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4. On the conclusion of voting at the meeting the locked ballot box was opened in the presence of two witnesses and ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes cast through remote e-voting were unblocked after conclusion of voting at the meeting in the presence of two witnesses not in the employment of the company.
7. The consolidated result of remote e-voting and poll is as under:

a) Item No. 1 – Ordinary Resolution:

To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2019 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	1,94,36,478	
Voting by ballot	72	8,72,94,361	
Total	119	10,67,30,839	99.9999

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	20	
Voting by ballot	Nil	Nil	
Total	1	20	0.0001

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	350

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b) Item No. 2 – Ordinary Resolution:

To appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	43	1,94,34,755	
Voting by ballot	72	8,72,94,361	
Total	115	10,67,29,116	99.998

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	1,780	
Voting by ballot	Nil	Nil	
Total	5	1,780	0.002

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	350

c) Item No. 3 – Ordinary Resolution:

To re-appoint Sri. Gopinathan C.K. as Director of the Bank.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	1,94,34,337	
Voting by ballot	72	8,72,94,361	
Total	111	10,67,28,698	99.997

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(ii) Voted **against** the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	2,951	
Voting by ballot	Nil	Nil	
Total	9	2,951	0.003

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	350

d) Item No. 4 – Ordinary Resolution:

To appoint Sri. B. Ravindran Pillai as Director of the Bank.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	1,94,34,037	
Voting by ballot	72	8,72,94,361	
Total	111	10,67,28,398	99.997

(ii) Voted **against** the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	2,951	
Voting by ballot	Nil	Nil	
Total	9	2,951	0.003

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	350

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e) Item No. 5 – Ordinary Resolution:

To appoint Sri. Sajeew Krishnan as Director of the Bank.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	38	1,94,33,545	
Voting by ballot	72	8,72,94,361	
Total	110	10,67,27,906	99.997

(ii) Voted *against* the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	2,953	
Voting by ballot	Nil	Nil	
Total	10	2,953	0.003

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	350

f) Item No. 6 – Ordinary Resolution:

To authorize the Board of Directors to arrange for the audit of the Bank's branches and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors.

(i) Voted *in favour* of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	44	1,94,35,550	
Voting by ballot	72	8,72,94,361	
Total	116	10,67,29,911	99.999

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(ii) Voted **against** the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	1,038	
Voting by ballot	Nil	Nil	
Total	4	1,038	0.001

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	350

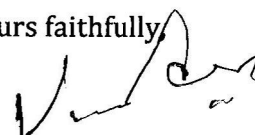
8. The ballots and all other relevant records were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Thrissur

Date: 30.08.2019

Yours faithfully,



M Vasudevan, FCS

M. VASUDEVAN F.C.S.
FCS 4177 / CP 2437
COMPANY SECRETARY
SOORYA GARDENS APARTMENTS
PALIYAM ROAD, THRISSUR-680 001