Dear Sir,


Please take the same on record.

Thanking you,

Yours faithfully,

Venkatesh H
Company Secretary & Secretary to the Board
SECRETARIAL COMPLIANCE REPORT OF DHANLAXMI BANK LIMITED FOR THE YEAR ENDED 31.03.2020

I, M Vasudevan FCS, Practising Company Secretary, have examined:

(a) all the documents and records made available to me 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,
(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") 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;
(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;
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Cont’d......2.
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
(j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

and circulars/guidelines issued thereunder;

and based on the above examination, I 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, except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>None</td>
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</tbody>
</table>

(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:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken E.g. fines, warning letter, debarment, etc.</th>
<th>Observations/remarks of the Practicing Company Secretary, if any.</th>
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<tbody>
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None

Cont’d......3.
(d) The listed entity has taken the following actions to comply with the observations made in
previous reports:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Details of familiarization programmes imparted to independent directors not uploaded to website of the Bank.</td>
<td>31.03.2019 Details of familiarization programmes held during the Financial year 2019-20 uploaded to the website.</td>
<td>Complied with.</td>
<td></td>
</tr>
</tbody>
</table>

Place: Thrissur
Date: 28.07.2020
UDIN: F004177B000514808

Signature: 
Name of Company Secretary in practice: M Vasudevan
FCS No.: 4177
C P No.: 2437

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