DhanlaxmiBank
established 1927

SH: 122 / 2016-17 September 30, 2016

The General Manager Department of Corporate Services **BSE Limited** I Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400 001	The Manager Listing Department **National Stock Exchange of India Limited** 'Exchange Plaza', Bandra – Kurla Complex Bandra (E), Mumbai – 400 051

Dear Sir,

Sub: Compliance of Reg. 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to Reg. 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith the voting results of the 89th Annual General Meeting held on September 29, 2016 along with the Consolidated Scrutinizer's Report in this regard.

Kindly take the same on record.

Thanking you,

Yours faithfully,

Santosh Kumar Barik
Company Secretary

	DHANLAXMI BANK
Date of the AGM/EGM	29-09-2016
Total number of shareholders on record date	87953
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	222
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To adopt Financial Results for the year ended 31st March 2016							
promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
	E-Voting		5375000	14.9721	5375000	0	100.0000	0.0000



	Poll	35900017	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
	E-Voting	173946602	1499584	0.8621	1495584	4000	99.7332	0.2667
	Poll		69330323	39.8572	69330323	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70829907	40.7193	70825907	4000	99.9944	0.0056
	Total	209846619	76204907	36.3146	76200907	4000	99.9948	0.0052

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint any one of the following firms of Chartered Accountants as Statutory Central Auditors of the Bank and authorizing the Board for fixing their remuneration:-_x00D_ _x00D_ (i) M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S)_x00D_ (ii) M/s. Balan & Co., Chartered Accountants, Kochi (Firm Regn. No. 340S)_x00D_ (iii) M/s. Sankar & Moorthy, Chartered Accountants, Kozhikode (Firm Regn. No. 003575S)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100



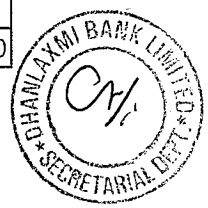
Promoter and Promoter Group	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1499584	0.8621	1493186	6398	99.5733	0.4266
	Poll		69330423	39.8573	69330323	100	99.9998	0.0001
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70830007	40.7194	70823509	6498	99.9908	0.0092
	Total	209846619	76205007	36.3146	76198509	6498	99.9915	0.0085

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Sri. Arun Rao M.G, Additional Director as Director of the Bank							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		0	0.0000	00	0	0.0000	0.0000



Promoter and Promoter Group	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1499584	0.8621	1493386	6198	99.5866	0.4133
	Poll		69330223	39.8572	69286123	44100	99.9363	0.0636
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70829807	40.7193	70779509	50298	99.929	0.071
	Total	209846619	76204807	36.3145	76154509	50298	99.9340	0.0660

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Sri. P.S Sreekumar, Additional Director as Director of the Bank							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		0	0.0000	00	0	0.0000	0.0000



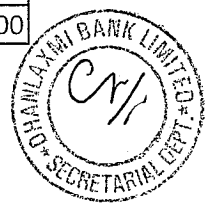
Promoter and Promoter Group	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1499584	0.8621	1495386	4198	99.7200	0.2799
	Poll		69330223	39.8572	69286123	44100	99.9363	0.0636
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70829807	40.7193	70781509	48298	99.9318	0.0682
	Total	209846619	76204807	36.3145	76156509	48298	99.9366	0.0634

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Sri. C.K Gopinathan, Additional Director as Director of the Bank							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000



Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1499584	0.8621	1495336	4248	99.7167	0.2832
	Poll		69330323	39.8572	69286223	44100	99.9363	0.0636
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70829907	40.7193	70781559	48348	99.9317	0.0683
	Total	209846619	76204907	36.3146	76156559	48348	99.9366	0.0634

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Branch Auditors in consultation with Statutory Auditor							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000



Promoter and Promoter Group	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1499584	0.8621	1493586	5998	99.6000	0.3999
	Poll		69306123	39.8433	69306123	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70805707	40.7054	70799709	5998	99.9915	0.0085
	Total	209846619	76180707	36.3030	76174709	5998	99.9921	0.0079

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To issue of redeemable secured/unsecured Non-convertible debentures (NCDs)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000



Promoter and Promoter Group	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1498984	0.8617	1495184	3800	99.7464	0.2535
	Poll		69330323	39.8572	69330323	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70829307	40.7189	70825507	3800	99.9946	0.0054
	Total	209846619	76204307	36.3143	76200507	3800	99.9950	0.0050

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To increase issued and paid-up capital by further issue of Equity Shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000

DHANLAXMI BANK LIMITED * SECRETARIAL DEPT *

Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	35900017	5375000	14.9721	5375000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5375000	14.9721	5375000	0	100	0
Public- Non Institutions	E-Voting	173946602	1499584	0.8621	1493586	5998	99.6000	0.3999
	Poll		69330223	39.8572	69310123	20100	99.9710	0.0289
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		70829807	40.7193	70803709	26098	99.9632	0.0368
	Total	209846619	76204807	36.3145	76178709	26098	99.9658	0.0342



M. VASUDEVAN B.Com; F.C.S.
PRACTISING COMPANY SECRETARY

Surya Gardens Apartments
Paliyam Road, Thrissur-680 001
Ph: 0487 2331112(O), 2381070(R)
E-mail : mvasufcs@gmail.com

Consolidated Scrutinizer's Report

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

To,

The Chairman of the 89th (Eighty ninth) Annual General Meeting of the Equity Shareholders of Dhanlaxmi Bank Limited held on 29th September, 2016 at Vadakke Samooham Kalyanamandapam, Thrissur at 10.00 AM.

Dear Sir,

I, **M Vasudevan (FCS)**, appointed as Scrutinizer for the purpose of scrutinizing e-voting process and voting by use of ballot in respect of the below mentioned resolutions, at the 89th Annual General Meeting of the Equity Shareholders of Dhanlaxmi Bank Limited, held on 29th September, 2016 at Vadakke Samooham Kalyanamandapam, Thrissur at 10.00 AM, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 89th 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 ballot 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. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Cont'd....2

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll (Consolidated e-voting and Instapoll) is as under:

i) Item No. 1 – Ordinary Resolution
To adopt Financial Results for the year ended 31st March 2016.

a) Voted ***in favour*** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
91	7,62,00,907	99.99%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	4,000	0.01%

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
2	290

ii) Item No. 2 – Ordinary Resolution
To appoint any one of the following as Statutory Auditors and authorizing the Board for fixing their remuneration-

1. **M/s. Sridhar & Co., Chartered Accountants, Thiruvanathapuram (Firm Regn. No. 003978S)**
2. **M/s. Balan & Co., Chartered Accountants, Kochi (Firm Regn. No. 340S)**
3. **M/s. Sankar & Moorthy, Chartered Accountants, Calicut (Firm Regn. No. 003575S)**

Cont'd...3

M. VASUDEVAN, F.C.S. COMPANY SECRETARY Palliyam Road, Thrissur-1

a) Voted ***in favour*** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
89	7,61,98,509	99.99%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	6,498	0.01%

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
1	190

iii) Item No. 3 – Ordinary Resolution
To appoint Sri.Arun Rao M.G, Additional Director as Director of the Bank

a) Voted ***in favour*** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
86	7,61,54,509	99.93%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	50,298	0.07%

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
3	390

Cont'd...4

M.V.VASUDEVAN, F.C.S. COMPANY SECRETARY Palliyam Road, Thrissur-1

iv) **Item No. 4 – Ordinary Resolution**
To appoint Sri.P.S Sreekumar, Additional Director as Director of the Bank

a) Voted ***in favour*** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
87	7,61,56,509	99.94%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	48,298	0.06%

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
3	390

v) **Item No. 5 – Ordinary Resolution**
To appoint Sri. C.K Gopinathan, Additional Director as Director of the Bank

a) Voted ***in favour*** of the resolution *(includes Physical and E voting)*:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
88	7,61,56,559	99.94%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	48,348	0.06%

Cont'd...5

M.VASUDEVAN, F.C.S. COMPANY SECRETARY

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
2	290

vi) Item No. 6 – ordinary Resolution
To appoint Branch Auditors in consultation with Statutory Auditor

a) Voted ***in favour*** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
87	7,61,74,709	99.99%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	5,998	0.01%

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
4	24,490

vii) Item No. 7 – Special Resolution
To issue of redeemable secured/unsecured Nonconvertible debentures (NCDs)

a) Voted ***in favour*** of the resolution *(includes Physical and E voting)*:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
90	7,62,00,507	99.99%

Cont'd...6



b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	3,800	0.01%

c) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
2	290

viii) Item No. 8 – Special Resolution
To increase issued and paid-up capital by further issue of Equity Shares

a) Voted ***in favour*** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
86	7,61,78,709	99.97%

b) Voted ***against*** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	26098	0.03%

d) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
3	390

M. VASUDEVAN, F.C.S. COMPANY SECRETARY Ballyram Road, Thrissur-1

Cont'd...7

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place:Thrissur

Date: 29.09.2016

Yours faithfully,

M Vasudevan, FCS

M.VASUDEVAN, F.C.S.
FCS 4177/CP 2437
COMPANY SECRETARY
SOORYA GARDENS APARTMENTS
PALIYAM ROAD, THRISSUR - 680 006