DhanlaxmiBank
established 1927

SH: 292 /2015-16

September 30, 2015

The Manager,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir,

DHANBANK

Sub: Compliance of Clause 35A of the Listing Agreement – Disclosure of Voting Results at the 88th Annual General Meeting

Pursuant to Clause 35A of the Listing Agreement, please find below the voting results of the business transacted at the 88th Annual General Meeting of the Bank held on September 29, 2015 at Vadakke Samooha Madom, Shornur Road, Thrissur:-

Date of AGM	September 29, 2015
Total number of shareholders on the date of Book closure, i.e 23.09.2015 (Period of Book closure - 24.09.2015 to 29.09.2015, both days inclusive)	85583
No. of shareholders present in the meeting either in person or through proxy; • Promoters and Promoter Group - In person - In proxy • Public - In person - In proxy	 Nil 233 39
No. of shareholders attended the meeting through video conferencing	No video conferencing
Mode of Voting	E-Voting and Physical poll at the venue of AGM

All the resolutions mentioned in the notice of the 88th Annual General Meeting were passed.

Please also find the enclosed copy of Consolidated Scrutinizer's Report on voting at the AGM.

DHANLAXMI BANK LIMITED SECRETARIAL GROUP

DhanlaxmiBank
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(AGENDA-WISE VOTING RESULTS)

Resolution No.1 – Ordinary Resolution

To receive, consider and adopt the Bank's Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public-Others	143414133	36402985	25.3831	36400827	2158	99.994	0.0059
Total	177441619	41777985	23.5446	41775827	2158	99.9948	0.0052

Resolution No.2 – Ordinary Resolution

To appoint Statutory Central Auditors for the year 2015-16 and to authorize the Board to fix their remuneration

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public-Others	143414133	36402985	25.3831	36400481	2504	99.9931	0.0068
Total	177441619	41777985	23.5446	41775481	2504	99.994	0.006

SECRETARIAL DEPT. DHANLAXMI BANK LIMITED

Resolution No.3 – Ordinary Resolution

To appoint Dr. Lakshmy Devi K.R as an Independent Non Executive Director not liable to retire by rotation

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public-Others	143414133	36402985	25.3831	36399567	3418	99.9906	0.0093
Total	177441619	41777985	23.5446	41774567	3418	99.9918	0.0082

Resolution No.4 – Ordinary Resolution

To appoint Dr. B. Ravindran Pillai as a Non-Independent Non Executive Director liable to retire by rotation

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public-Others	143414133	36402985	25.3831	36397131	5854	99.9839	0.016
Total	177441619	41777985	23.5446	41772131	5854	99.986	0.014

DHANLAXMI BANK LIMITED SECRETARIAL GROUP

DhanlaxmiBank
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Resolution No.5 – Special Resolution

To reappoint Mr. P. Mohanan as an Independent Non Executive Director not liable to retire by rotation

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public-Others	143414133	36403215	25.3833	36397647	5568	99.9847	0.0152
Total	177441619	41778215	41778215	41772647	5568	99.9867	0.0133

Resolution No.6 – Special Resolution

To reappoint Mr. Chella K Srinivasan as an Independent Non Executive Director not liable to retire by rotation

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public-Others	143414133	36402985	25.3831	36397567	5418	99.9851	0.0148
Total	177441619	41777985	23.5446	41772567	5418	99.987	0.013

DHANLAXMI BANK LIMITED SECRETARIAL GROUP

Resolution No.7 – Special Resolution

To reappoint Mr. K. Jayakumar as an Independent Non Executive Director not liable to retire by rotation

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public- Others	143414133	36402985	25.3831	36397191	5794	99.984	0.0159
Total	177441619	41777985	23.5446	41772191	5794	99.9861	0.0139

Resolution No.8 – Ordinary Resolution

To appoint branch auditors in consultation with the Statutory Central Auditors and to fix their remuneration

Category	Shares Held (1)	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
Public – Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public- Others	143414133	36402985	25.3831	36400977	2008	99.9944	0.0055
Total	177441619	41777985	23.5446	41775977	2008	99.9952	0.0048

DHANLAXMI BANK LIMITED SECRETARIAL GROUP

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Resolution No.9 – Special Resolution

To increase issued and paid-up capital up to the extent of Rs.50 crore by further issue of Equity Shares of face value of Rs.10/- each with such premium as the Board may decide

Category	Shares Heid (1)	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 poiled (7)= [(5)/(2)]*100
Public -- Institutional Holders	34027486	5375000	15.7961	5375000		100	
Public- Others	143414133	36401995	25.3824	36397827	4168	99.9885	0.0114
Total	177441619	41776995	23.5441	41772827	4168	99.99	0.01

This is for your kind information.

Thanking you,

Yours faithfully,

Krishnan K S
Company Secretary

SECRETARIAL GROUP ✪ DHANLAXMI BANK LIMITED ✪

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 88th (Eighty eighth) Annual General Meeting of the Equity Shareholders of Dhanlaxmi Bank Limited held on 29th September, 2015 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 88th Annual General Meeting of the Equity Shareholders of Dhanlaxmi Bank Limited, held on 29th September, 2015 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 88th 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 2015.

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
72	4,17,75,827	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	2,158	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	430

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. K. Venkatachalam Aiyer & Co., Chartered Accountants, Kochi**
2. **M/s. Sankar & Moorthy, Chartered Accountants, Calicut**
3. **M/s. Sridhar & Co., Chartered Accountants, Thiruvanathapuram**

Cont'd...3

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
72	4,17,75,481	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	2,504	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	430

iii) Item No. 3 – Ordinary Resolution
To appoint Dr. Lakshmy Devi K R as an Independent Director (in Majority Sector)

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
72	4,17,74,567	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	3,418	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	430

Cont'd...4

iv) **Item No. 4 – Ordinary Resolution**
To appoint Mr. B. Ravindran Pillai as a Non- Independent Director (in Minority Sector)

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
70	4,17,72,131	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	5,854	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	430

v) **Item No. 5 – Special Resolution**
To reappoint Mr. P. Mohanan as an Independent Director (in Majority Sector)

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
72	4,17,72,647	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
6	5,568	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	200

Cont'd...5

vi) **Item No. 6 – Special Resolution**
To reappoint Mr. Chella K Srinivasan as an Independent Director (in Majority Sector)

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
71	4,17,72,567	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
6	5,418	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	430

vii) **Item No. 7 – Special Resolution**
To reappoint Mr. K. Jayakumar as an Independent Director (in Majority Sector)

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
70	4,17,72,191	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	5,794	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	430

Cont'd...6

viii) **Item No. 8 – 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
73	4,17,75,977	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
3	2,008	0.01%

d) ***Invalid*** votes:

Total numbers of members (in person or by proxy) whose votes declared invalid	Total number of votes cast by them
2	430

ix) **Item No. 9 – Special Resolution**
To increase issued and paid-up capital up to the extent of Rs.50 crore by further issue of Equity Shares of face value of Rs.10/- each with such premium as the Board may decide.

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
70	4,17,72,827	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
6	4,168	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
3	1,430

Cont'd...7

1. 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,

Yours faithfully,

Place:Thrissur

Date: 30.09.2015

M.VASUDEVAN, F.C.S.
FCS 4177/CP 2417
COMPANY SECRETARY
SOORYA GARDENS APARTMENTS
PALIYAM ROAD, THRISSUR - 680 001