DhanlaxmiBank
established 1927

SH: 93 / 2016-17 August 17, 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 details of the voting results on Postal Ballot for approving further issue of equity shares on preferential basis as per the attached Notice of Postal Ballot dated July 04, 2016.

This is for your kind information.

Thanking you,

Yours faithfully,

Santosh Kumar Barik
Company Secretary

Details of voting results of the postal ballot including votes cast through E-voting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of the AGM/EGM	Not Applicable (The resolutions were passed through postal ballot)
Total number of shareholders on record date	Not Applicable
No.of shareholders present in the meeting either in person or through proxy: 1.Promoters and promoter group - In Person - In Proxy 2. Public - In Person - In Proxy	Not Applicable
No of shareholders attended the meeting through video conferencing	Not Applicable

Resolution required:			Special resolution –To approve further issue of Equity Shares on Preferential basis					
Whether Promoter/Promoter group are interested in the agenda/resolution:			No promoter / promoter group					
Category	Mode of Voting	No of shares held (1)	No. of votes polled (2)	% of votes polled outstanding shares (3)=[(2)/(1)]*100	No of vote s-in favour (4)	No. of votes against (5)	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
Public	E-Voting	1774416199	5861469	3.30	5454845	406589	11.197	0.835
	Postal Ballot		42856286	24.15	42816191	100	87.886	0.000
	Poll		Not Applicable					
Grand Total		1774416199	48717755	27.45	48271036	406689	99.083	0.835

CIN: L65191KL1927PLC000307
Regd. Off: P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala- 680001
Ph: 0487-6617142 / 149, Fax: 0487 -2335367
E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") including any statutory modification or re-enactment thereof for the time being in force, for seeking the consent of the Members of Dhanlaxmi Bank Limited ("Bank") by passing the Resolutions set out hereunder through Postal Ballot and Electronic Voting (e-voting).

The Board of Directors of your Bank vide resolution no. S.58 dated July 04, 2016 has appointed Mr. D.S.M Ram, Proprietor, DSMR & Associates, Company Secretaries, 6-3-668/10/42, 1st Floor, Plot No.42, Durga Nagar Colony, Punjagutta, Hyderabad - 500082, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot form and return the same completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Friday, August 12, 2016. Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Notice.

Based on the Scrutinizer's report, the Results of the Postal Ballot and e-voting will be declared on Friday, August 12, 2016 at 05:00 p.m. at the Registered Office of the Bank. Such Results, along with the Scrutinizer's report, will be available on the Bank's website www.dhankbank.co.in under the section 'Investor Relations' and will be forwarded to Stock Exchanges where the Bank's shares are listed. Karvy Computershare Pvt. Ltd. engaged by the Board of Directors of the Bank for facilitating e-voting, will also display these results on its website www.evoting.karvy.com.

SPECIAL BUSINESS

1. Further issue of Equity Shares on Preferential basis

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") and the rules made thereunder, the Banking Regulation Act, 1949, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), and the provisions of the Securities and Exchange Board of India Act, 1992, including the rules, regulations and the guidelines notified thereunder and the circulars issued thereunder, the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA"), the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and any other rules, regulations notified under FEMA and circulars issued under FEMA, and subject to any approval, consent, permission and/or sanction, as may be required, from the Foreign Investment Promotion Board, Government of India, Secretariat for Industrial Assistance, Government of India, the Securities and Exchange Board of India (the "SEBI"), the Ministry of Finance (Department of Economic Affairs), the Reserve Bank of India, the Stock Exchanges, the enabling provisions of the Memorandum of Association and Articles of Association of the Bank, the listing agreements entered into by the Bank with the Stock Exchanges on which the Bank's equity shares or any other securities are listed, other relevant statutory and other authorities, institutions or bodies, in India and other applicable countries, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the Bank be and is hereby accorded to the Board to offer, issue, and allot upto 472,30,000 equity shares of Rs. 10/- each ("Equity Shares"), at such price as may be decided by the Board, in accordance with Regulation 76 of Chapter VII of SEBI ICDR Regulations and the auditor's certificate on the price of the

Equity Shares, to the investors named below (the "Investors") on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection."

Sr. No.	Name of Investors	No. of Equity Shares proposed to be allotted
1	B. Ravindran Pillai	136,10,000
2	C.K Gopinathan	131,00,000
3	PVP Ventures Ltd.	112,25,000
4	Kapilkumar Wadhawan	50,25,000
5	B. Govindan	42,70,000
	Total	472,30,000

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Bank to the above-mentioned Investors, inter alia, subject to the following:

- The Equity Shares shall be allotted subject to the approval of Reserve Bank of India where the percentage of individual holding of Equity Shares will be five percent or more after the allotment;
- The Equity Shares shall be allotted within such time period as specified under SEBI ICDR Regulations; and
- The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Bank in all respects."

"RESOLVED FURTHER THAT the price of the Equity Shares will be decided by the Board in accordance with provisions of Regulation 76 of Chapter VII of the SEBI ICDR Regulations and the auditor's certificate. The "Relevant Date" for the purpose of calculating the price of the Equity Shares will be Wednesday, July 13, 2016, i.e. the date 30 days prior to Friday, August 12, 2016, the date of declaration of results on the Postal Ballot to consider the proposed preferential allotment."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares, delegating all or any of the matters or functions related to the issue to any Committee of the Board or any one or more Directors or Key Managerial Personnel as it may think fit."

Place : Thrissur
Date : July 04, 2016

For and on behalf of the Board,
Sd/-
Santosh Kumar Barik
Company Secretary

Notes:

1. The Explanatory Statement pursuant to provisions of Section 102 of the Act, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. The Notice of Postal Ballot is being sent to all Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, July 08, 2016.
3. All the documents that are referred in this Postal Ballot Notice and Explanatory Statement are available for inspection by Members at the Registered Office of the Bank between 10.00 A.M and 12.00 Noon on all working days of the Bank from the date hereof up to Friday, August 12, 2016.
4. Pursuant to provisions of Section 108 of the Act and the rules framed hereunder and Regulation 44 of SEBI LODR Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited ("Karvy"), our Registrar & Share Transfer Agents, on the resolution set forth in this Notice.
5. The Postal Ballot Form, along with the instructions for Ballot voting and e-voting, is enclosed separately.
6. The Notice of Postal Ballot along with the Postal Ballot Form will also be available on the website of the Bank www.dhanbank.com.

Place : Thrissur
Date : July 04, 2016

For and on behalf of the Board,
Sd/-
Santosh Kumar Barik
Company Secretary

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

1. Further issue of Equity Shares on Preferential basis

The Bank requires additional capital to meet the capital adequacy requirements as per the norms of the Reserve Bank of India. Further it is necessary to augment long term capital for meeting strategic business needs of the Bank as part of its future growth strategy.

The Board of Directors proposes to issue and allot upto 472,30,000 Equity Shares to the Investors on a preferential basis. The proceeds of the issue are proposed to be utilized to meet the capital adequacy requirements under Basel norms as directed by the Reserve Bank of India and to augment long term capital for meeting strategic business needs of the Bank as part of its future growth strategy.

The proposed preferential issue is undertaken in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

Information as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 (1) of the SEBI ICDR Regulations

(i) Objects of the issue

The additional capital raised through the proposed issue of Equity Shares may be used for: -

- Meeting the capital adequacy requirements according to the norms of the Reserve Bank of India;
- Augmenting the long term Tier I Capital Base to meet growing business needs of the Bank.

(ii) Total Number of Shares to be Issued and the Price at which the Allotment is proposed

The Bank proposes to issue upto 472,30,000 Equity Shares at such price as may be decided by the Board in accordance with Chapter VII of SEBI ICDR Regulations.

(iii) Pricing of the issue

The issue price will be decided by the Board, which will be more than the minimum price as will be determined in accordance with the regulations for pricing of the issue under Chapter VII of SEBI ICDR Regulations.

(iv) Relevant Date

In accordance with Regulation 71(a) of SEBI ICDR Regulations, the "relevant date" for the purpose of calculating the price of the Equity Shares will be Wednesday, July 13, 2016, i.e, the date 30 days prior to Friday, August 12, 2016, the date of declaration of results on the Postal Ballot to consider the proposed preferential allotment.

(v) Class or classes of persons to whom the allotment is proposed to be made

There will be no different class or classes of allottees.

(vi) Intention / proposal of the Promoters / Directors / Key Managerial Personnel to subscribe to the issue

The Bank has no promoters / promoter group. The Directors and Key Managerial Personnel do not intend to apply/subscribe to any of the Equity Shares.

(vii) Proposed time within which allotment shall be completed

The Equity Shares shall be allotted within a period of 15 days from the date of receipt of shareholders' approval, or in the event of the allotment of Equity Shares requiring approvals or permissions from any regulatory authority or the Central Government or the Reserve Bank of India, within 15 days from the date of such approvals or permission, as the case may be.

(viii) Names and Identities of the proposed allottees and the percentage of post-preferential offer capital that may be held by them and change in control, if any

Sr. No.	Name of Investors	No. of Equity Shares proposed to be allotted	Category	Name of Beneficial Owner(s) in case of non-individual allottees (where there is no listed company, mutual fund, bank or	Pre-issue share holding	Percentage of pre-issue share holding	Post- issue share holding	Percentage of post-issue share holding

				Insurance company in the chain of ownership)				
1	B.Ravindran Pillai	136,10,000	Non-Resident Indian	Not Applicable	88,50,000	4.988%	224,60,000	9.997%
2	C.K Gopinathan	131,00,000	Resident Individual	Not Applicable	25,00,000	1.409%	156,00,000	6.943%
3	PVP Ventures Ltd.	112,25,000	Bodies Corporate	Not Applicable	Nil	Nil	112,25,000	4.996%
4	Kapilkumar Wadhawan	50,25,000	Resident Individual	Not Applicable	62,00,000	3.494%	112,25,000	4.996%
5	B. Govindan	42,70,000	Resident Individual	Not Applicable	200	0.00%	42,70,200	1.901%

The proposed preferential issue of Equity Shares would not result in any change in control of the Bank.

(ix) Number of persons to whom allotment on preferential basis have already been made during the year

No preferential issue / allotment have been made during the financial year 2016-17.

(x) Pre-issue and post-issue shareholding pattern of the Bank as on July 01, 2016

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding:				
1	Indian:				
	Individual	0	0.00	0	0.00
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	0	0	0	0
2	Foreign Promoters	0			
	Sub Total (A)	0	0	0	0
B	Non-Promoters' holding:				
1	Institutional Investors				
	Mutual Funds/ UTI	700	0.00	700	0.00
	Financial Institutions/ Banks	179124	0.10	179124	0.08
	Insurance Companies	442277	0.25	442277	0.20
	Foreign Institutional Investors	35580124	20.05	35580124	15.84
2	Non-Institutions				
	Corporate Bodies	18663946	10.52	29888946	13.30
	Directors and Relatives	800	0.00	800	0.00
	Indian Public	93503572	52.70	115898572	51.59
	Others (Including NRIs)	29071076	16.38	42681076	19.00
	Sub Total (B)	177441619	100.00	224671619	100.00
	GRAND TOTAL	177441619	100.00	224671619	100.00

(xi) Undertaking

The Bank hereby undertakes that it shall re-compute the price of the specified securities in terms of the provisions of the SEBI ICDR Regulations where it is required to do so. The Bank also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

(xii) Auditor's Certificate

The auditor's certificate required under Clause 73(2) of the SEBI ICDR Regulations certifying that the issue is being made in accordance with the requirements contained in SEBI ICDR Regulations will be made available for inspection at the registered office of the Bank between 10.00 A.M and 12.00 Noon on all working days of the Bank up to Friday, August 12, 2016.

(xiii) Lock-in of Equity Shares

The Equity Shares shall be locked-in for one year from the date of trading approval, in terms of Regulation 78 (2) of the SEBI ICDR Regulations. Further in terms of Regulation 78 (6) of the SEBI ICDR Regulations, the entire pre-issue shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval. For this purpose, 'date of trading approval' will be the date of receiving the final trading approval from BSE Limited or National Stock Exchange of India Limited, whichever is later.

As per Section 62 of the Companies Act, 2013 and the provisions of the SEBI LODR Regulations which have been entered into by the Bank with the Stock Exchanges on which the Equity Shares of the Bank are listed, as and when it is proposed to increase the Equity Shares of the Bank by allotment of further Equity Shares, such Equity Shares shall be first offered to the existing shareholders of the Bank in the manner laid down under Section 62 unless the shareholders in general meeting decide otherwise by passing a special resolution. Hence, the consent of the shareholders by way of special resolution is being sought for issue of the Equity Shares on preferential basis to the Investors.

The Board recommends the Resolution at Item No. 1 of the accompanying Notice for the approval of the Members of the Bank by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Bank including their relatives is concerned or interested in the said Resolution.

For and on behalf of the Board,
Sd/-
Santosh Kumar Barik
Company Secretary

Place : Thrissur
Date : July 04, 2016