



SH: 105/ 2018-19

September 27, 2018

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
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Dear Sir,

Sub: Voting Results of 91st Annual General Meeting

Pursuant to Reg. 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith the voting results of the 91st Annual General Meeting held on Thursday, September 27, 2018 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

Date of the AGM/EGM	DHANLAXMI BANK
Total number of shareholders on record date	27-09-2018
No. of shareholders present in the meeting either in person or through proxy:	82163
Promoters and Promoter Group:	0
Public:	138
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	ORDINARY - To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2018 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon .							
Resolution required: (Ordinary/ Special)									
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	0.0000	0	0	0.0000	0.0000	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)								
	Total			0.0000	0	0	0.0000	0.0000	
Public- Institutions	E-Voting		8,019,109	23.8272	8,019,109	0	100.0000	0.0000	
	Poll	33,655,214	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		8,019,109	23.8272	8,019,109	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		15,652	0.0071	15,482	170	98.9138	1.0861	
	Poll		96,108,019	43.8135	96,107,919	100	99.9998	0.0001	
	Postal Ballot (if applicable)	219,356,870							
	Total		0	0.0000	0	0	0.0000	0.0000	
	Total		96,123,671	43.8206	96,123,401	270	99.9997	0.0003	
	Total	253,012,084	104,142,780	41.1612	104,142,510	270	99.9997	0.0003	

Resolution No.	2						
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration						
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	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	33,655,214	8,019,109	23.8272	8,019,109	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,019,109	23.8272	8,019,109	0	100.0000	0.0000
Public- Non Institutions	E-Voting	219,356,870	15,652	0.0071	11,820	3,832	75.5175	24.4824
	Poll		96,108,019	43.8135	96,107,919	100	99.9998	0.0001
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,123,671	43.8206	96,119,739	3,932	99.9959	0.0041
	Total	253,012,084	104,142,780	41.1612	104,138,848	3,932	99.9962	0.0038

Resolution No.	3	ORDINARY - To re-appoint Sri. Gopinathan C.K as Director of the Bank						
Resolution required: (Ordinary/ Special)								
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	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	33,655,214	8,019,109	23.8272	8,019,109	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,019,109	23.8272	8,019,109	0	100.0000	0.0000
	Total	719 356 870	96,108,019	43.8135	96,106,749	1,270	99.9986	0.0013

Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,123,671	43.8206	96,117,969	5,702	99.9941	0.0059
	Total	253,012,084	104,142,780	41.1612	104,137,078	5,702	99.9945	0.0055

Resolution No.	4	ORDINARY - To appoint Sri. Arun Rao M.G as Director of the Bank						
Resolution required: (Ordinary/ Special)								
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	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
	Total			0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	33,655,214	8,019,109	23.8272	8,019,109	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
	Total			0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	219,356,870	15,452	0.0070	11,820	3,632	76.4949	23.5050
	Poll		57,978,729	26.4312	57,977,459	1,270	99.9978	0.0021
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		57,994,181	26.4382	57,989,279	4,902	99.9915	0.0085
	Total	253,012,084	66,013,290	26.0910	66,008,388	4,902	99.9926	0.0074

Resolution No.	5	ORDINARY - To appoint Sri. K.N Murali as Independent Director of the Bank						
Resolution required: (Ordinary/ Special)								
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	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000
	Total			0.0000	0	0	0.0000	0.0000



Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)									
	No									
Category		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	Mode of Voting									
	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll		0	0.0000		0	0.0000	0.0000		
	Postal Ballot (if applicable)	0		0.0000	0	0	0.0000	0.0000		
	Total			0.0000	0	0	0.0000	0.0000		
Public- Institutions	E-Voting	8,019,109	8,019,109	23.8272	8,019,109	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	33,655,214		0.0000		0	0.0000	0.0000		
	Total		8,019,109	23.8272	8,019,109	0	100.0000	0.0000		
Public- Non Institutions	E-Voting		15,177	0.0069	12,270	2,907	80.8460	19.1539		
	Poll		96,108,019	43.8135	96,107,919	100	99.9998	0.0001		
	Postal Ballot (if applicable)	219,356,870		0.0000		0	0.0000	0.0000		
	Total		96,123,196	43.8204	96,120,189	3,007	99.9969	0.0031		
	Total	253,012,084	104,142,305	41.1610	104,139,298	3,007	99.9971	0.0029		



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 91st (Ninety first) Annual General Meeting of the Equity Shareholders of **Dhanlaxmi Bank Limited** held on Thursday, 27th September, 2018 at 10.00 A.M. at Safina, 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 91st Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 27th September, 2018 at 10.00 A.M. at Safina, 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 91st 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 September 24, 2018 to 5.00 P.M. on September 26, 2018. 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. September 22, 2018, were entitled to vote on the resolutions stated in the notice of the meeting.

Cont'd.....2

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, 2018 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	33	80,34,591	
Voting by ballot	40	9,61,07,919	
Total	73	10,41,42,510	99.9997

(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	2	170	
Voting by ballot	1	100	
Total	3	270	0.0003

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	140

b) Item No. 2 – Ordinary Resolution:

To re-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	28	80,30,929	
Voting by ballot	40	9,61,07,919	
Total	68	10,41,38,848	99.9962

(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	6	3,832	
Voting by ballot	1	100	
Total	7	3,932	0.0038

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	140

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	27	80,30,329	
Voting by ballot	39	9,61,06,749	
Total	66	10,41,37,078	99.9945

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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	7	4,432	
Voting by ballot	2	1,270	
Total	9	5,702	0.0055

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	140

d) Item No. 4 – Ordinary Resolution:

To appoint Sri. Arun Rao M.G. 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	28	80,30,929	
Voting by ballot	29	5,79,77,459	
Total	57	6,60,08,388	99.9926

(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	3,632	
Voting by ballot	2	1,270	
Total	7	4,902	0.0074

(iii) **Invalid** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
13	3,81,29,430

e) Item No. 5 – Ordinary Resolution:

To appoint Sri. K.N. Murali as Independent 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	28	80,30,779	
Voting by ballot	39	9,61,06,749	
Total	67	10,41,37,528	99.995

(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	6	3,982	
Voting by ballot	2	1,270	
Total	8	5,252	0.005

(iii) *Invalid* votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	140

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	31	80,31,779	
Voting by ballot	40	9,61,07,919	
Total	71	10,41,39,698	99.997

Cont'd.....6

(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	2,982	
Voting by ballot	1	100	
Total	5	3,082	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	140

g) Item No. 7 – Special Resolution:

To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)

(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	29	80,31,379	
Voting by ballot	40	9,61,07,919	
Total	69	10,41,39,298	99.9971

(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	3	2,907	
Voting by ballot	1	100	
Total	4	3,007	0.0029

(iii) ***Invalid*** votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
3	140

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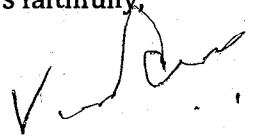
8. The ballots and all other relevant records were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Thrissur

Date: 27.09.2018

Yours faithfully,



M Vasudevan, FCS

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