DhanlaxmiBank established 1927

Proceedings of the Extraordinary General Meeting of Dhanlaxmi Bank Limited held on 30th March 2013, at 10.30 A.M, at Vadakke Samooham Kalyanamandapam Thrissur, 680001.

Members Present: 109

Directors Present: 4

1) **Mr. T Y Prabhu-Chairman**
2) **Mr. P.G. Jayakumar-Managing Director & CEO**
3) **Mr. K. Srikanth Reddy**
4) **Mr. K. Vijayaraghavan**

In Attendance

Mr. Ravindran K Warrier, Secretary to Board & Company Secretary

By Invitation:

1. Mr. Madhusudhan, KSR&Co., Company Secretaries, Coimbatore,

No. of Proxies present: 4

Mr. T Y Prabhu, Chairman presided over the meeting. Chairman ascertained whether there was proper quorum and on confirmation thereof by the Company Secretary, the Chairman called the meeting to order.

The meeting began with a prayer by Mr. Krishna Kumar V S.

The Chairman requested the members to observe silence for a minute as a mark of respect to the souls of the departed shareholders, ex-directors, employees and other well-wishers of the Bank.

When called upon by Chairman, Mr. Ravindran K Warrier, Company Secretary announced that 12 valid proxies from shareholders holding 1,75,86,793 shares have been lodged. The numbers of invalid proxies received were 2 representing 400 shares.

Thereafter the Chairman introduced the Directors on the dais.

With the consent of the Shareholders present, the Notice of the Extraordinary General Meeting dated 04-03-2013, circulated to the shareholders, was taken as read.

The Chairman proceeded to take up the business items in the order of the notice.

1. Item No.1 of Notice: Issue of 85,00,000 Equity Shares aggregating to Rs.51 Cr. through Preferential Allotment

Mr. M. Vasudevan proposed the following resolution as a Special Resolution, which was seconded by Mr.G. Mahadevan.

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "**Act**"), the Banking Regulation Act, 1949, as amended, 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, subject to necessary approvals, permissions, consents and sanctions of 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 **85,00,000** equity shares of Rs. 10/- each ("**Equity Shares**") (collectively referred to as "**Issue Shares**") at a premium of **Rs. 50/-** per Equity Share aggregating to an amount of **Rs.51,00,00,000/-** 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 (the "**Issue**")"

Sr. No.	Name of Investors	No. of Issue Shares proposed to be allotted
1	Dr. B K Raveendran Pillai	42,00,000
2	Mr. Mohanachandran Nair	17,00,000
3	Mr. Sunil Kumar P	8,50,000
4	Mr. Sasi Kumar P	8,50,000

5	Mr. Sree Kumar P	8,50,000
6	Mr.R S Dinesh Chandran	50,000

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

- The Issue Shares shall be allotted within such time period as specified under SEBI ICDR Regulations; and

- The Issue 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 Issue Shares has been calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date on which meeting of shareholders is held to consider the proposed preferential allotment, in this case being February 28, 2013".

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of the Issue 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 Issue 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 Issue Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Shares"

The Chairman put the resolution to vote by show of hands and say yes. All the shareholders gave assent to the motion. The Chairman declared that the resolution was passed unanimously.

As all business of the notice having been concluded, the meeting was dissolved at 11.00 A.M.

30.03.2013

Sd/-
T Y PRABHU
CHAIRMAN-