Dhanlaxmi Bank Limited
Regd. Office: Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala - 680 001
CIN:L65191KL1927PLC000307, website:www.dhanbank.com,
e-mail: investors@dhanbank.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolution set out below is proposed to be passed by Postal Ballot.

The shareholders of the Bank at its Extraordinary General Meeting held on 03.07.2014 had approved to offer, issue, and allot 4,39,07,000 equity shares of Rs. 10/- each at a premium of Rs. 35.55 per Equity Share aggregating to an amount of Rs. 199,99,63,850/- through Preferential Allotment. Subsequently the Stock Exchanges directed the Bank to intimate and take ratification from the shareholders, for the following-

1. Beneficial owners in case of non-individual allottees
2. Pre-preferential holding of Dr. Neha A Mehta, one of the proposed allottees.

Accordingly, the Bank seeks ratification of the shareholders for the above through Postal Ballot. The resolution to be ratified along with an explanatory statement pertaining to the resolution setting out all material facts is attached herewith. Postal Ballot Form is also enclosed.

The Board of Directors has appointed Mr. M. Vasudevan, Practicing Company Secretary, Surya Gardens Apartments, Paliyam Road, Thrissur – 680 001 to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner. The members are requested to carefully read the instructions printed on the Postal Ballot Notice and return the Form duly completed in all respects in the enclosed business reply envelope, so as to reach the scrutinizer on or before the close of working hours on August 28, 2014. Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting as contained under 'Notes'.Any postal ballot received from the member beyond the said date will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date.

The scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on August 29, 2014 at the Corporate Office of the Bank.

RESOLUTION:-

1. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

"RESOLVED THAT further to the earlier resolution passed at the Extraordinary General Meeting held on 03.07.2014 in connection with issue and allotment of 4,39,07,000 equity shares of Rs. 10/- each at a premium of Rs. 35.55 per Equity Share aggregating to an amount of Rs. 199,99,63,850/- through Preferential Allotment, approval and ratification of the shareholders of the Bank be and is hereby accorded for the list of beneficial owners for the proposed allottees of the above issue, as given below"-

Sr. No.	Name of Investors	Beneficial Owners in case of non individuals	No. of Equity Shares proposed to be allotted
1	Mrs.Deepa Lakshmi Arun Kumar	Not Applicable	35,00,000
2	Mr.Deepak Vaidya	Not Applicable	17,20,000
3	Reliance Life Insurance Company Limited	Not Applicable	57,00,000
4	Mrs.Viral Amal Parikh	Not Applicable	57,00,000
5	Premier Capital and Securities (P) Limited	1. Karan G Mehta	57,00,000
6	Acumen Capital Market India Limited	1. S K Agarwal 2. Akshay Agarwal 3. Chanchal Agarwal 4. Akhilesh Agarwal 5. Kaushal Kumari Agarwal 6. Suman Latha	4,25,000
7	Mr.C.K.Gopinathan	Not Applicable	22,80,000
8	Ms.C.K.Jinsha Nath	Not Applicable	17,10,000
9	Mr.C.K.Hareendran	Not Applicable	11,40,000
10	C.K.G Supermarket Ltd	1. C K Gopinathan 2. C P Usha 3. C K Hareendran	5,45,000
11	Mrs.Girija Anantharaman	Not Applicable	2,10,000
12	Pivotal Business Managerss LLP	1. Arun J Shah 2. Bimal J Parekh 3. Jayesh D Parekh 4. Pivotal Securities Private Limited	24,05,000
13	Sunidhi Wealth Advisors	Sunidhi Securities & Finance Limited	3,70,000
14	Mrs.Lavina A.Goenka	Not Applicable	27,75,000
15	Mr.Mihir Doshi	Not Applicable	2,75,000
16	Hemant P Kotak H.U.F	Hemant P Kotak - Karta	2,30,000
17	Mr.Hiren Gandhi	Not Applicable	1,85,000

18	Vespera Fund Limited	SEBI registered FII	13,17,000
19	Mr.Mohit Goel	Not Applicable	3,70,000
20	Dr.Neha A.Mehta	Not Applicable	1,85,000
21	Mr.Amit D.Dhanki	Not Applicable	1,85,000
22	Mr.Sharad K.Shah	Not Applicable	1,85,000
23	Mr.B.Mohanachandran Nair	Not Applicable	10,95,000
24	Dr.B. Ravindran Pillai	Not Applicable	22,00,000
25	Mrs.Shital Raghu Kataria	Not Applicable	35,00,000
	TOTAL		**4,39,07,000**

"RESOLVED FURTHER THAT shareholders of the Bank hereby ratify that Dr. Neha A Mehta, one of the proposed allottees, has pre-preferential holding of 10,000 equity shares of the Bank".

"RESOLVED FURTHER THAT the CFO & Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the above resolution including but not limited to filing with the exchanges declarations, undertakings, listing application and such other formalities as may be deemed necessary in his absolute discretion for the completion of the above issue"

By order of the Board,

Sd/-
Krishnan K S
CFO & Company Secretary

Place : Thrissur
Date : 19.07.2014

Notes:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. Notice is being sent to all the Members whose names would appear in the Register of Members/ Record of Depositories as on the 30.05.2014.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
4. The Board of Directors of the Company has appointed Mr. M. Vasudevan, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the CFO & Company Secretary of the Bank.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the CFO & Company Secretary of the Bank, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on August 29, 2014 at the Corporate Office of the Bank. After declaration, the result of the Postal Ballot shall also be posted on the Bank's website www.dhanbank.com besides communicating the same to the BSE Limited, National Stock Exchange Limited and Cochin Stock Exchange Limited where the shares of the Company are listed.
6. The Postal Ballot form and the business reply envelope are enclosed for use of members.
7. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot.

The procedure and instructions for e-voting are as follows:

i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed on the Postal Ballot Form sent to them by post along with the Notice of Postal Ballot. In case of shareholders who have registered their e-mail addresses, the Password is specified in the email sent to them on behalf of the Company by Karvy.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

iv. After entering these details appropriately, click on "LOGIN".

v. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

viii. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.

ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'

x. After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.

xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xii. Members can cast their vote online from 09.00 A M on August 01, 2014 to 05.00 P M on August 28, 2014.

xiii. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to mvmca21@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

xiii. Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored

8. Members using the physical ballot are requested to mark their assent/dissent in the physical ballot form enclosed and thereafter send the same to the Scrutinizer so as to reach him on or before August 28, 2014

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No. 1

The Board of Directors of the Bank at its meeting held on 07.06.2014 has approved for the issue and allotment of 4,39,07,000 equity shares of Rs.10/- each at a premium of Rs.35.55/- each aggregating to Rs.199.99 Cr through Preferential Allotment. Further the shareholders of the Bank at the Extraordinary General Meeting held on 03.07.2014 approved the Special Resolution for the above issue.

The Bank submitted the application for obtaining the in-principle approval on 03.07.2014.But the BSE Limited and National Stock Exchange of India Limited directed the Bank to intimate and take ratification from the shareholders, for the following, before filing the application for listing of the above shares-

1. Beneficial owners in case of non-individual allottees -As per the Reg.73(1)(e) of the SEBI ICDR Regulations, 2009 for disclosure of identity of natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control of the proposed Allotee
2. Pre-preferential holding of Dr. Neha A Mehta, one of the proposed allottees.

In order to obtain the in-principle approval from the Stock Exchanges Bank has to give an undertaking that Bank will take ratification and approval from the shareholders as directed by the Stock Exchanges.

Accordingly the Bank has to seek ratification and approval of the shareholders for the above for obtaining the listing approval.

In order to obtain the necessary approval from the shareholders it is proposed to seek the approval of shareholders through Postal Ballot process. Further it is proposed to appoint Mr. M. Vasudevan, Practicing Company Secretary, Surya Gardens Apartments, Paliyam Road, Thrissur – 680 001 as the Scrutinizer for the Postal Ballot process.

The following is the list of the proposed allottes and beneficial owners in case of non individuals for the above issue

Sr. No.	Name of Investors	Beneficial Owners in case of non individuals	No. of Equity Shares proposed to be allotted
1	Mrs.Deepa Lakshmi Arun Kumar	Not Applicable	35,00,000
2	Mr.Deepak Vaidya	Not Applicable	17,20,000
3	Reliance Life Insurance Company Limited	Not Applicable	57,00,000
4	Mrs.Viral Amal Parikh	Not Applicable	57,00,000
5	Premier Capital and Securities (P) Limited	1. Karan G Mehta	57,00,000
6	Acumen Capital Market India Limited	1. S K Agarwal 2. Akshay Agarwal 3. Chanchal Agarwal 4. Akhilesh Agarwal 5. Kaushal Kumari Agarwal 6. Suman Latha	4,25,000
7	Mr.C.K.Gopinathan	Not Applicable	22,80,000
8	Ms.C.K.Jinsha Nath	Not Applicable	17,10,000
9	Mr.C.K.Hareendran	Not Applicable	11,40,000
10	C.K.G Supermarket Ltd	1. C K Gopinathan 2. C P Usha 3. C K Hareendran	5,45,000
11	Mrs.Girija Anantharaman	Not Applicable	2,10,000
12	Pivotal Business Managerss LLP	1. Arun J Shah 2. Bimal J Parekh	24,05,000

		3. Jayesh D Parekh 4. Pivotal Securities Private Limited #	
13	Sunidhi Wealth Advisors	Sunidhi Securities & Finance Limited *	3,70,000
14	Mrs.Lavina A.Goenka	Not Applicable	27,75,000
15	Mr.Mihir Doshi	Not Applicable	2,75,000
16	Hemant P Kotak H.U.F	Hemant P Kotak - Kartha	2,30,000
17	Mr.Hiren Gandhi	Not Applicable	1,85,000
18	Vespera Fund Limited	SEBI registered FII Fund	13,17,000
19	Mr.Mohit Goel	Not Applicable	3,70,000
20	Dr.Neha A.Mehta	Not Applicable	1,85,000
21	Mr.Amit D.Dhanki	Not Applicable	1,85,000
22	Mr.Sharad K.Shah	Not Applicable	1,85,000
23	Mr.B.Mohanachandran Nair	Not Applicable	10,95,000
24	Dr.B. Ravindran Pillai	Not Applicable	22,00,000
25	Mrs.Shital Raghu Kataria	Not Applicable	35,00,000
	TOTAL		**4,39,07,000**

 # Note 1 – Shareholding Pattern of Pivotal Securities Private Limited

Sl. No.	Name of Shareholder	No. of shares	Percentage of shareholding
1	Jayantilal C Shah	84	4.28
2	Arun J Shah	60	3.06
3	Sonali A Shah	170	8.66
4	Jayantilal C Shah HUF	120	6.11
5	Chhotalal Harakhchand HUF	10	0.51
6	Jasvantlal C Parekh	144	7.34
7	Bimal J Parekh	96	4.89
8	Malika B Parekh	106	5.40
9	Jasvantlal C Parekh HUF	270	13.75
10	Bimal J Parekh HUF	15	0.76
11	Jayesh D Parekh	138	7.03
12	Hina J Parekh	190	9.68
13	Dhirajlal C Parekh HUF	360	18.34
14	Nalini D Parekh	200	10.19
	Total	**1963**	**100.00**

*** Note 2 – Shareholding Pattern of Sunidhi Securities & Finance Limited**

Sl. No.	Name of Shareholder	No. of shares	Percentage of shareholding
1	Jayantilal C Shah	390000	11.11
2	Arun J Shah	388500	11.07
3	Sonali A Shah	1500	0.04
4	Jasvantlal C Parekh	583500	16.62
5	Bimal J Parekh	523500	14.92
6	Malika B Parekh	61500	1.75
7	Jayesh D Parekh	523500	14.92
8	Hina J Parekh	517800	14.75
9	Sushila J Parekh	1500	0.04
10	Nalini D Parekh	518700	14.78
	Total	**3510000**	**100.00**

Attention of the members is invited to the instructions appended hereto, the compliance of which is necessary for their vote to be considered effective in respect of the resolutions stated herein.

The Board of Directors recommend passing of the Special Resolution set out herein in Item No. 1 of the Notice. None of the Directors of the Bank is concerned or interested in the resolution except to the extent of shareholding if any held by them.

By order of the Board,

Sd/-
Krishnan K S
CFO & Company Secretary

Place : Thrissur
Date : 19.07.2014