DhanlaxmiBank
established 1927

FAX: 022-26598237/38, 66418124/25/26

SH:364 /2014-15 August 1, 2014

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

Dear Sirs,

DHANBANK

Sub : Compliance of Clause 31(d) of the Listing Agreement

Please find enclosed a copy of the proceedings of the Extraordinary General Meeting of the Bank held on July 03, 2014.

This is for your records.

Thanking you,

Yours faithfully,

Krishnan K S
CFO & Company Secretary

Proceedings of the Extraordinary General Meeting of Dhanlaxmi Bank Limited held on 3rd July 2014, at 11.00 A.M, at Vadakke Samooham Kalyanamandapam Thrissur, 680001

Members Present: 34

Directors Present: 5

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

In Attendance

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

Scrutinizer for the E-Voting - Mr. M. Vasudevan, Practicing Company Secretary

No. of Proxies present: 8

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. Ranjith P.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 8 valid proxies from shareholders holding 2,47,36,275 shares have been lodged. The numbers of invalid proxies received were Nil.

Thereafter the Chairman introduced the Directors on the dais.

Thereafter Chairman requested the shareholders to take note of the above information.

With the consent of the Shareholders present, the Notice of the Extraordinary General Meeting dated 07-06-2014, circulated to the shareholders, was taken as read.

The Auditor's Certificate dated 03.06.2014 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 was taken on record.

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

1. Item No.1 of Notice: Issue of 4,39,07,000 Equity shares aggregating to Rs. 199.99 Cr. through Preferential Allotment

Mr. V K Govindan proposed the following resolution as a Special Resolution, which was seconded by Mr. T S Ramadas.

"**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (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 **4,39,07,000** equity shares of Rs. 10/- each ("**Equity Shares**") at a premium of **Rs. 35.55** per Equity Share aggregating to an amount of **Rs. 199,99,63,850** 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	Mrs.Deepa Lakshmi Arun Kumar	35,00,000
2	Mr.Deepak Vaidya	17,20,000
3	Reliance Life Insurance Company Limited	57,00,000
4	Mrs.Viral Amal Parikh	57,00,000
5	Premier Capital and Securities (P) Limited	57,00,000
6	Acumen Capital Market India Limited	4,25,000
7	Mr.C.K.Gopinathan	22,80,000
8	Mr.C.K.Jinsha Nath	17,10,000
9	Mr.C.K.Hareendran	11,40,000
10	C.K.G Supermarket Ltd	5,45,000
11	Mrs.Girija Anantharaman	2,10,000
12	Pivotal Business Managerss LLP	24,05,000
13	Sunidhi Wealth Advisors	3,70,000
14	Mrs.Lavina A.Goenka	27,75,000
15	Mr.Mihir Doshi	2,75,000
16	Hemant P Kotak H.U.F	2,30,000
17	Mr.Hiren Gandhi	1,85,000
18	Vespera Fund Limited	13,17,000
19	Mr.Mohit Goel	3,70,000
20	Dr.Neha A.Mehta	1,85,000
21	Mr.Amit D.Dhanki	1,85,000
22	Mr.Sharad K.Shah	1,85,000
23	Mr.B.Mohanachandran Nair	10,95,000
24	Dr.B. Ravindran Pillai	22,00,000
25	Mrs.Shital Raghu Kataria	35,00,000
	TOTAL	**4,39,07,000**

"**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 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 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 Equity 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 **June 03, 2014**".

"**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".

Chairman informed that pursuant to Clause 35B of the Listing Agreement the Bank had given the option of voting electronically on the resolution. Shareholders who had not utilized this facility were requested to vote on the resolution using the ballot papers provided at the time of registration.

The Chairman informed that Mr. M. Vasudevan, Practicing Company Secretary, who was appointed as Scruitinizer for electronic voting, has also been appointed as Scruitinizer for the poll at the meeting.

The shareholders and proxies who had not opted for electronic voting, cast their votes in the ballot box. Thereafter, the Chairman declared that the voting was complete.

On the advice of Chairman, Mr. M. Vasudevan, Scrutinizer, opened the ballot box in front of the Directors and Shareholders. He counted the ballot papers. The results of the physical voting and electronic voting were handed over by the Scrutinizer to the Chairman.

The Chairman declared the results of the physical and electronic voting as below-

Particulars	**Number of**			**Number of Votes contained in**			**Percentage**
	Polling Papers	**E-Votes**	**Total**	**Polling Papers**	**E-Votes**	**Total**	
Received	31	21	52	24746661	24679014	49425675	
Assent	29	15	44	22816561	21204875	44021436	89.07%
Dissent	1	6	7	1930000	3474139	5404139	10.93%
Abstain	1	0	1	100	0	100	0.00%
Total	**31**	**21**	**52**	**24746661**	**24679014**	**49425675**	**100.00%**

Accordingly out of the 4,94,25,675 Electronic votes and Ballot Forms polled; 4,40,21,436 votes were cast **Assenting** to the Special Resolution constituting 89.07% of the votes polled; 54,04,139 votes were cast **Dissenting** to the Special Resolution constituting 10.93% of the votes polled and 100 votes constituting 0.00% of the votes polled **abstained** from voting on the Special Resolution

The Chairman declared that the resolution was passed with requisite majority.

As all business of the notice having been concluded, the meeting was dissolved at 12.00 Noon.

Sd/-
T Y PRABHU
CHAIRMAN-

03.07.2014