THE LAKSHMI VILAS BANK LIMITED, REGISTERED OFFICE, KARUR-6

Minutes of the 84th Annual General Meeting of the Members of the Bank held on Wednesday, the 14th September, 2011 at 10.00 A.M., at the Registered Office of the Bank, Karur – 639 006.

PRESENT

(Sarvashree)

K.R.Pradeep	- Chairman of the Meeting
P.R.Somasundaram	- Managing Director & CEO
N.Saiprasad	- Director
K.Ravindrakumar	- Director
Kusuma R Muniraju	- Director
D.L.N.Rao	- Director
B.K.Manjunath	- Director - Chairman of the Audit Committee of the Board
S.G.Prabhakharan	- Director
S.Dattathreyan	- Director

142 members of the Bank representing 2507717 shares attended the meeting in person. 66 Corporate Members representing 13983951 shares attended through representative and 1819 members representing 14612505 shares attended by proxies.

IN ATTENDANCE

K.S.R.Anjaneyulu	- Executive Director
V.Prakash	- Executive Director
M.Palaniappan	- Chief Financial Officer
S.Venkateswaran	- DGM & Company Secretary
V.Vidyasagar Babu	- Chartered Accountants, M/s.Sagar & Associates.

Chairman of the Meeting

Proposed by Shri.N.Saiprasad, Director and seconded by Shri.Kusuma R Muniraju, Director, Shri.K.R.Pradeep, Director occupied the chair to conduct the proceedings of the meeting.

Shri.K.Ravindrakumar, Director, welcomed the Members.

Shri.T.N.Narasimhan, Senior Member garlanded the Chairman.

Shri.R.Palaniappan, Senior Member garlanded the Managing Director & CEO.

The Chairman of the Meeting announced the presence of quorum and delivered his address, indicating developments in Indian economic conditions in general and of Banking area in particular and highlighted the performance of the Bank in the financial year 2010-11 and with the permission of the members, the Notice Convening the Meeting was taken as read.

The Lakshmi Vilas Bank Ltd. REGD OFFICE Karur-639006

CHAIRMAN INITIAL

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The Chairman informed the members that the Bank had received 1964 number of proxies for 33981672 number of equity shares. Out of this 38 number of proxies are invalid. The number of valid proxies for 33963844 numbers of equity shares and the statement of proxies received were on the table before him.

The Chairman of the Meeting also informed the members that the Statutory Registers were available for inspection by the members.

Thereafter, the ordinary and special business mentioned in the notice convening 84th Annual General Meeting of the Bank was taken-up for transaction.

1. Adoption of the Audited Balance Sheet for the year ended 31.03.2011 and Profit & Loss account for the year ended 31st March 2011 and Reports of the Directors and Auditors.

With the consent of the members present, the annual accounts for the year ended 31st March 2011 together with the Directors report was taken as read.

As per the direction of the Chairman of the Meeting, Shri.S.Venkateswaran, Deputy General Manager & Company Secretary, red the Auditors Report.

Thereafter, the following motion, proposed by Shri.C.Krishnakumar, Member, as an Ordinary Resolution and seconded by Shri.M.P.Shyam, Member, was moved.

"RESOLVED that the Directors' Report, the balance sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended 31st March, 2011 together with the Auditors' Report thereon be and are hereby approved and adopted with the following appropriations shown under the head FINANCIAL PERFORMANCE of the Directors' Report in the Annual Report 2010-2011."

(₹. in crore)

Transfer to:	
Statutory Reserve	26.00
Capital Reserve	1.27
Other Reserve	40.25
Transfer to Special Reserve u/s 36 (1) (viii) of the IT Act, 1961	5.00
Proposed Dividend	24.38
Corporate Dividend Tax	4.15
Balance of Profit carried forward	0.25

The Chairman of the Meeting then invited the members to offer any comments on the working of the Bank during the year under review, and said if any, he would be too glad to answer the same.

Thereafter several members spoke on the resolution and put forth their views. Chairman of the Meeting thanked the shareholders for the keen interest evinced by them in the working of the Bank.

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The Chairman put the Resolution to vote on a show of hands and declared the same carried unanimously.

02. Declaration of Dividend for the year 2010-11.

Proposed by Shri.N.Malayalaramamirtham, Member, and seconded by Shri.M.P.Shyam, Member, the following Ordinary Resolution was moved.

"Resolved that the Dividend @ Rs.2.50/- (i.e. 25%) per equity share of the bank for the year ended 31.03.2011 be and is hereby declared."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

03. Re-appointment of Shri. B.K.Manjunath, a retiring director.

Proposed by Shri.N.Dwarakanathan, Member, and seconded by Shri.K.Balaji, Member, the following Ordinary Resolution was moved.

"Resolved that Shri.B.K.Manjunath be and is hereby reappointed as director liable to retire by rotation."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

04. Re-appointment of Shri. N.Saiprasad, a retiring director.

Proposed by Shri.K.R.Chandrasekaran, Member, and seconded by Shri.Srinivasan, Member, the following Ordinary Resolution was moved.

"Resolved that Shri.N.Saiprasad be and is hereby reappointed as director liable to retire by rotation."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

Since Mr.K.R.Pradeep is interested in the item no.5, informed the meeting accordingly and requested Shri.P.R.Somasundaram, Managing Director to occupy the Chair.

Shri. P.R.Somasundaram, the Managing Director occupied the Chair.

05. Re-appointment of Shri. K.R.Pradeep, a retiring director.

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Proposed by Shri.N.Malayalaramamirtham, Member, and seconded by Shri.C.Krishnakumar, Member, the following Ordinary Resolution was moved.

"Resolved that Shri. K.R.Pradeep be and is hereby reappointed as director liable to retire by rotation."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

Shri.P.R.Somasundaram, Managing Director vacated the Chair and requested Shri.K.R.Pradeep to occupy the Chair. Shri.K.R.Pradeep then resumed the Meeting.

06. Appointment of Statutory Auditors.

Proposed by Shri.M.Balasubramaniam, Member, and seconded by Shri.K.Balaji, Member, the following Ordinary Resolution was moved.

"Resolved that M/s.Sagar & Associates, Chartered Accountants, Hyderabad be and is hereby re-appointed statutory Auditors of the Bank to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting, as approved by RBI, on such remuneration and reimbursement of out-of-pocket expenses, if any, as may be fixed by the Board of Directors on the recommendation of the Audit Committee of the Board."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

07. Appointment of Branch Auditors.

Proposed by Shri.N.Sivakumar, Member, and seconded by Shri.D.Arun Prasanna, Member, the following Ordinary Resolution was moved.

"Resolved that the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with Statutory Auditors, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to the provisions of Section 226 of the Companies Act, 1956 for the purpose of audit of the Branches of the Bank and to decide the Branch Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred, if any in connection with the Audit, based on the recommendation of the Audit Committee of the Board."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

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08. Exemption of Branches from Audit of the Accounts for the year ending 31st March, 2012.

Proposed by Shri.M.Balasubramanian, Member, and seconded by Shri.M.P.Shyam, Member, the following Ordinary Resolution was moved.

"Resolved that the Board of Directors be and is hereby authorized to apply to the Central Government under the Companies (Branch Audit Exemption) Rules, 1961 for exemption from audit of the accounts for the year ending 31.03.2012 of such branch offices of the Bank and in the event of such exemption being not granted in respect of any such branch offices, then the Board of Directors be and is hereby authorized to arrange for audit of such branches which are not exempted."

The Chairman put the Resolution to vote on a show of hands and declared the same carried unanimously.

09. Issue of shares by way of Qualified Institutions Placement (QIP), to Qualified Institutional Buyers (QIB's)

Proposed by Shri.C.Krishnakumar, Member, and seconded by Shri.R.Dhandapani, Member, the following Special Resolution was moved.

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Memorandum & Articles of Association of the Bank, the Listing Agreement entered into with the Stock Exchanges (Stock Exchanges), the provisions of Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act (FEMA), and any other statutory guidelines/regulations, if any, prescribed by the SEBI, Reserve Bank of India (RBI), the Stock Exchanges, the Government of India (GOI) or any other relevant authority from time to time, to the extent applicable, and subject to such approvals, consents, permissions, and sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Bank (herein after referred to as "Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Bank be and is hereby accorded to the Board to create, issue, offer and allot, upto 1,50,00,000 Equity Shares of ₹.10/- each or hybrid instruments / securities resulting in, upto 1,50,00,000 Equity shares of ₹.10/- each (including the provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons as may be permitted) in the course of one or more public or private offerings in domestic and/or international market(s), either in the form of Qualified Institutional Placement (QIPs) to Qualified Institutional Buyers (QIBs) and / or Equity Shares through Depository Receipts, including in the form of Global Depository Receipts (GDRs) and /or American Depository Receipts (ADRs) to eligible investors (whether residents and/or non-residents and/or strategic investors

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and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/ or stabilization agents and/or mutual funds and/or venture capital funds, and/or Indian and/ or multi-lateral financial institutions or otherwise, and irrespective of whether or not such investors are members of the Bank, through prospectus and/or letter of offer or circular and /or on public and/or private , such issue and allotment to be made at such time(s) in one or more tranches, at such price or prices, in such manner, on such terms and conditions as the Board, may in its absolute discretion, decide at the time of issue of the aforesaid Securities."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the Mode of Issue viz QIPs, Public Offerings, Private Placements, GDRs, ADRs etc under the respective guidelines and fix the quantum of Issue, terms of the Issue(s), including the class of Investors, to whom the Securities are to be allotted, number of Securities to be allotted in one or more tranches, issue price, face value, premium amount on issue/conversion of Securities etc in respect of each Mode of Issue within the overall limit of 1,50,00,000 Equity Shares of ₹.10/- each, subject to the applicable guidelines for each Mode of Issue."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices etc."

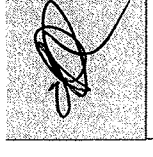
"RESOLVED FURTHER THAT the Bank and/or any agency or body or persons authorized by the Board, may issue Equity Shares and/or Depository Receipts representing the underlying Equity Shares in the Capital of the Bank or such other Securities in negotiable, registered or bearer form (as may be permissible) with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchanges in and/ or outside India)."

"RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue Equity Shares and/or Depository Receipts shall be as per the applicable guidelines of Securities and Exchange Board of India."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue offer and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred to above and as may be necessary in accordance with the terms of the offer, subject to the provisions of Memorandum and Articles of Association of the Bank and shall rank pari passu inter se with the then existing equity shares of the Bank in all respects including as to dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorized on behalf of the Bank, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in this regard in its absolute discretion and deem fit."

CHAIRMAN'S INITIAL





"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Executives of the Bank."

The Chairman of the Meeting put the Resolution to vote on a show of hands and declared the same carried unanimously.

Thereafter, Shri.S.Dattathreyan, Director thanked the Members for attending the Annual General Meeting.

S. Venkateswaran 14/9/11

(S.VENKATESWARAN)
COMPANY SECRETARY

(K.R.PRADEEP)
CHAIRMAN OF THE MEETING

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