

DhanlaxmiBank 

Proceedings of the Extraordinary General Meeting of Dhanlaxmi Bank Limited held on 15th February 2013, at 3.00 P.M, at Kosthubham Auditorium, Thrissur, 680001.

Members Present: 92

Directors Present: 5

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

In Attendance

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

By Invitation:

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

No. of Proxies present: 6

Mr. P G Jayakumar, MD & CEO welcomed Mr. T Y Prabhu, Chairman

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 Warriar, Company Secretary announced that 14 valid proxies from shareholders holding 1,52,49,898 shares have been lodged. The numbers of invalid proxies received were 4 representing 537 shares.



Thereafter the Chairman introduced the Directors on the dais.

With the consent of the Shareholders present, the Notice of the Extra Ordinary General Meeting dated 15 January 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 Equity Shares aggregating to Rs.200 Cr. through Qualified Institutional Placement (QIP)

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

“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 there under and the circulars issued there under, 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, Government of India, the Securities and Exchange Board of India (the “SEBI”), the Ministry of Finance (Department of Financial Services), 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 Board be and is hereby authorized to create, offer, issue and allot equity shares of face value of Rs. 10/- each (“Equity Shares”), in one or more tranches, with or without a green shoe option, to ‘Qualified Institutional Buyers’ as such term is defined in Regulation 2(1)(zd) of the SEBI ICDR Regulations, as a ‘Qualified Institutions Placement’ or “QIP”, in Indian and/or international markets, in terms of Chapter VIII of the SEBI ICDR Regulations, whether they be holders of Equity Shares or other securities of the Bank or not, as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs.200 Crore or equivalent thereof in such foreign currencies as may be necessary, inclusive of such premium as may be fixed on such Equity Shares by offering the Equity Shares through private placement(s) at such time or times, and any green shoe option attached thereto, through a placement



document and/or such other documents/writings/circulars/ memoranda in such manner, at such price or prices, at a discount or premium to market price or prices, as the Board may determine on the relevant date in accordance with the SEBI ICDR Regulations, in such manner and on such terms and conditions as may be deemed appropriate by the Board in compliance with the SEBI ICDR Regulations, and such Equity Shares shall be allotted within such time as may be allowed by the SEBI ICDR Regulations, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or other advisor(s), as the Board at its absolute discretion may deem fit and appropriate (the "Issue")."

"RESOLVED FURTHER THAT the Equity Shares issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Equity Shares in the international market and may be governed by applicable foreign laws"

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions, the Equity Shares to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank"

"RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares by way of a QIP to Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI ICDR Regulations:

- (i) the relevant date for the purpose of pricing of the Equity Shares to be issued, if issued pursuant to Chapter VIII of the SEBI ICDR Regulations, and/ or other applicable regulations, shall be the date of the meeting in which the Board or a duly authorised Committee of the Board decides to open the proposed Issue, subsequent to the receipt of approval from the shareholders of the Bank in terms of section 81(1A) of the Companies Act, 1956, and other applicable laws, rules regulations and guidelines in relation to the QIP;
- (ii) the Board or a duly authorised Committee of the Board may offer a discount of up to 5% of the floor price in accordance with Regulation 85(1) the SEBI ICDR Regulations;
- (iii) the issue and allotment of Equity Shares shall be made only to QIBs within the meaning of the SEBI ICDR Regulations, and such Equity Shares shall be fully paid up on its allotment, which shall be completed within 12 months from the date of this resolution approving the proposed Issue, or such other time that may be allowed under the SEBI ICDR Regulations from time to time;
- (iv) the Equity Shares to be issued and allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Bank;
- (v) the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Bank are listed;
- (vi) the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange and except as may be permitted by the SEBI ICDR Regulations;
- (vii) the total amount raised in such manner should not, together with the over-allotment option, exceed five times of the net worth of the Bank as per its audited balance sheet for the previous financial year; and



- (viii) the allotment to each QIB in the proposed QIP shall not exceed 5% or more of the post Issue paid-up capital of the Bank, unless such allotment is either approved or acknowledged by RBI in accordance with applicable laws”.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Equity Shares and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Equity Shares that are not subscribed.”

“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 including but not limited to finalization and approval for the preliminary as well as final placement document, determining the form and manner of the Issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, face value, premium or discount amount on issue of the Equity Shares, if any, execution of various transaction documents and agreements, listing of the Equity Shares on Stock Exchanges, resolving all questions and difficulties that may arise in the issue, offer and allotment of the Equity Shares, appointing lead managers, advisors, agencies and other such intermediaries as may be necessary, and to remunerate such lead managers, advisors and all other agencies and intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Equity Shares, as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the issue proceeds”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to sign and submit the requisite forms and to do all acts, deeds, matters and things as are required to be done in order to give effect to this resolution and give such directions as may be, in absolute discretion, deemed necessary in this regard.”

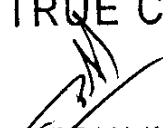
The Chairman put the resolution to vote by show of hands and say yes. All the shareholders gave assent to the motion. The Chairman declared that the resolution was passed unanimously.

As all business of the notice having been concluded, the meeting was dissolved at 3.30 p.m.

16.02.2013

**CERTIFIED
TRUE COPY**

**Sd/-
T Y PRABHU
CHAIRMAN-**


RAVINDRAN K. WARRIAR
Company Secretary
Dhanlaxmi Bank Limited
Regd. Office, Naickanal
THRISSUR - 680 001