

SH: 89 /2016-17

August 13, 2016

The General Manager, Department of Corporate Services, BSE Limited I Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street Fort, Mumbai – 400 001	The Manager, Listing Department, National Stock Exchange of India Limited ‘Exchange Plaza’, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
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Dear Sir,

Sub: Compliance of Reg. 30 and Reg.44 (3) of the SEBI (LODR) Regulations, 2015

Pursuant to Reg.30 and Reg.44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the Special Resolution on “**Further issue of Equity Shares on Preferential basis**” as set out in the Notice of Postal Ballot dated July 04, 2016 is passed through Postal Ballot.

We are enclosing herewith the Scrutinizer’s Report dated August 13, 2016 on announcement of the above result.

This is for your kind information and records.

Thanking you,

Yours faithfully,


Santosh Kumar Barik
Company Secretary

13.08.2016

To

The Chairman
Dhanlaxmi Bank Limited
P. B. No. 9, Dhanalakshmi Buildings,
Naickanal, Thrissur – 680001

Dear Sir,

In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 I was appointed as the Scrutinizer by the Company on 4th July, 2016 for conducting the Postal Ballot and e-Voting process and furnish my report for obtaining the approval of members for the Special Resolution as set out in the Notice dated 4th July, 2016

I submit my report as under:

1. On the basis of the Register of Members and the List of Beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 8th July, 2016 the Company completed dispatch of the Notice of Postal Ballot on 12th July, 2016:
 - by email to 50,299 members who had registered their email ids with the Company or as provided by the Depositories or the Registrar and Share Transfer Agents and also in Physical Form by Registered Post.
 - by Courier to 35,062 members in Physical Form.
2. The Company has also published an advertisement in one English Newspaper i.e., "Financial Express" and in one Regional Newspaper (Malayalam) i.e., "Janmabhumi" on 13th August, 2016 about the dispatch of the Notice and Postal Ballot Forms as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

DSMR & ASSOCIATES
COMPANY SECRETARIES
For DSMR & ASSOCIATES
Proprietor
C.P. No. 4239
DSM RAM
PROPRIETOR
C.P. No. 4239

3. In terms of the aforesaid notice, members were required to convey their assent / dissent, as the case may be on or before 12th August, 2016 in respect of the Special Resolutions as set out in the Notice of Postal Ballot dated 4th July, 2016:
 - In case of Postal Ballot Forms mailed to them by the Company in pre paid envelopes addressed to me on or before 12th August, 2016
 - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by Karvy Computershare Private Limited on or before 12th August, 2016 before 5.00 p. m.
4. I received 41 Postal Ballot forms and 103 members casted their vote on the e-Voting Platform, till 12th August, 2016, being the last date for receipt of duly completed postal ballots forms and e-Voting on Karvy portal, as per the said notice.
5. With the support of Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company the Postal Ballot Forms were scrutinized and signatures of members who had cast their votes were verified with their specimen signatures registered with the Company and as provided by the Depositories.
6. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by Karvy Computershare Private Limited.
7. The votes, if any, cast by member(s) both in physical form and e-Voting have been identified, in terms of the said Notice, votes cast through Physical forms were considered valid.
8. I have downloaded the e-Voting Report from Karvy website by using the Scrutinizer's Login ID and Password on 13th August, 2016.
9. All the ballot forms received / votes casted in e-Voting website of Karvy upto the close of working hours i.e., 5.00 p.m. on 12th August, 2016 being the last date and time fixed by the Company for receipt of the forms were considered for scrutiny.
10. No Envelopes containing the Postal Ballot Forms were received after 5.00 p. m., on 12th August, 2016.

**For DSMR & ASSOCIATES
COMPANY SECRETARIES**

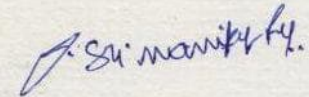
Sri Manikot Raj
**DSM RAM
PROPRIETOR
C.P. No. 4239**

11. No Postal Ballot Forms were returned undelivered and there are no defaced / mutilated ballot papers.
12. After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the e-Voting results, I report that the Special Resolutions as contained in the said Notice has been passed with requisite majority.

I have annexed with this Report, the details of the Postal Ballot and e-Voting and the analysis of the Results of the Special Resolutions as contained in the said Notice.

For DSMR & Associates
Company Secretaries

Date: 13.08.2016



D S M Ram
Proprietor
C. P. No. 4239

ANNEXURE

Details of the Postal Ballot and e-Voting relating to Resolution No. 1

Resolution No. 1 – Further issue of Equity Shares on Preferential basis:

A	Postal Ballot	
	Number of Forms received	41
	Number of Invalid Votes	6
	No. of Valid Forms (A)	35
B	e-Voting	
	Number of members who participated in e-Voting	103
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	1
	Number of Valid e-Votes (B)	102
	TOTAL (A+B)	137

For DSMR & ASSOCIATES
COMPANY SECRETARIES

D. Su. Mani Kumar P.K.

DSM RAM
PROPRIETOR
C.P. No. 4239

Analysis of Special Resolution No. 1 as set out in the Notice

Particulars	Number of		Number of votes contained in			Percentage	
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	Total
Invalid	6	1	7	39,995	35	40,030	0.082
Assent	34	84	118	42,816,191	5,454,845	48,271,036	99.083
Dissent	1	18	19	100	406,589	406,689	0.835
Total	41	103	144	42,856,286	5,861,469	48,717,755	100.000

For DSMR & ASSOCIATES
COMPANY SECRETARIES

P. Sri Manjula Reddy

DSM RAM
PROPRIETOR
C.P. No. 4239

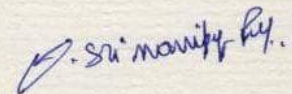
Accordingly, out of the 48,717,755 votes polled both in physical ballot and e-voting platform:

- 40,030 votes are invalid representing 0.082% of the total votes polled
- 48,271,036 votes are casted for the resolution representing 99.083% of the total votes polled
- 406,689 votes are casted against the resolution representing 0.835% of the total votes polled

Thus, the Special Resolution for Further issue of Equity Shares on Preferential basis as contained in the Notice dated 4th July, 2016 has been passed with Requisite Majority as required under the provisions of the Companies Act, 2013.

For DSMR & Associates
Company Secretaries

Date: 13.08.2016



D S M Ram
Proprietor
C. P. No. 4239