

SH: 120 /2016-17

September 30, 2016

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

**Sub: Compliance of Reg. 30 of SEBI (LODR) Regulations, 2015**


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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a summary of the proceedings of the Annual General Meeting of the Bank held on September 29, 2016 at 10.00 A.M at Vadakke Samootha Madom, Shornur Road, Thrissur-680001.

Kindly take the same on record.

Thanking you,

Yours faithfully,

  
**Santosh Kumar Barik**  
Company Secretary

**PROCEEDINGS OF THE 89TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF DHANLAXMI BANK LIMITED, THRISSUR HELD ON THURSDAY, SEPTEMBER 29, 2016 AT 10.00 A.M AT VADAKKE SAMOOHA MADOM, SHORNUR ROAD, THRISSUR – 680001**

The 89th Annual General Meeting (hereinafter referred to as the “Meeting”) of Dhanlaxmi Bank Limited was held on Thursday, September 29, 2016 at 10.00 A.M at Vadakke Samootha Madom, Shornur Road, Thrissur-680001.

The Meeting was chaired by Dr. Jayaram Nayar, Part-time Chairman of the Bank.

176 Members holding 4,32,736 shares attended the Meeting in person. 46 shareholders holding 7,12,03,076 shares attended the Meeting by proxy.

The Meeting was attended by following Directors:-

1. Dr. Jayaram Nayar, Part-time Chairman & Chairman of Stakeholders' Relationship Committee of Board
2. Shri. G. Sreeram, Managing Director & CEO
3. Shri. P. Mohanan, Director & Chairman of Nomination and Remuneration Committee of Board
4. Shri. Chella K Srinivasan, Director & Chairman of Audit Committee of Board
5. Dr. Lakshmy Devi K.R, Director
6. Shri. Arun Rao M.G, Director
7. Shri. P.S Sreekumar, Director
8. Shri. C.K Gopinathan, Director

Shri. Santosh Kumar Barik, Company Secretary invited Chairman to address the Meeting.

After ascertaining from the Company Secretary that the requisite quorum was present, Chairman declared the Meeting to be in order and addressed the Members. Chairman informed the Meeting that the Register of Directors' Shareholdings and Proxy Register were kept open for inspection by the Members till the conclusion of the Meeting.

On invitation by Chairman, the Company Secretary read out the number of valid proxies received as entered in the Proxy Register and informed the Members that the Bank has provided voting through electronic means on the resolutions set out in the Notice of the Meeting from 9.00 AM on Monday, September 26, 2016 to 5.00 PM on Wednesday,





September 28, 2016. The Bank has also provided facility of voting by ballot paper here at the venue of the Meeting to those shareholders who have not voted through electronic means. The Company Secretary further informed that the Bank has appointed Mr. M. Vasudevan, Practicing Company Secretary, Thrissur to scrutinize the voting process and provide the voting results.

With the consent of the Members present, Chairman took the Notice of the Meeting and Directors' Report dated August 11, 2016 as read.

Thereafter, adoption and approval of accounts for the FY ended March 31, 2016, being the first item in the Notice of the Meeting, was taken up for discussion. On Chairman's invitation, Company Secretary read out the Independent Auditor's Report for the FY ended March 31, 2016.

Further, all other items of business as set out in the Notice of the Meeting were taken up in succession in the order as given in the Notice.

The following items of business were transacted through electronic voting and voting by ballot paper at the venue of the Meeting and passed with requisite majority:-

#### Ordinary Business

1. To adopt Financial Results for the year ended 31<sup>st</sup> March 2016
2. To appoint any one of the following firms of Chartered Accountants as Statutory Central Auditors of the Bank and authorizing the Board for fixing their remuneration:-
  - (i) M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S)
  - (ii) M/s. Balan & Co., Chartered Accountants, Kochi (Firm Regn. No. 340S)
  - (iii) M/s. Sankar & Moorthy, Chartered Accountants, Kozhikode (Firm Regn. No. 003575S)

#### Special Business

3. To appoint Sri. Arun Rao M.G, Additional Director as Director of the Bank
4. To appoint Sri. P.S Sreekumar, Additional Director as Director of the Bank
5. To appoint Sri. C.K Gopinathan, Additional Director as Director of the Bank
6. To appoint Branch Auditors in consultation with Statutory Auditor
7. To issue of redeemable secured/unsecured Non-convertible debentures (NCDs)



8. To increase issued and paid-up capital by further issue of Equity Shares


After transacting all the above business, Chairman invited Members to put up their suggestions and questions on the performance of the Bank. Several Members asked queries on a variety of subjects related to the Bank and also gave numerous suggestions. All the queries were replied to by Chairman.

Shri. C.K Gopinathan, Director delivered the vote of thanks to the Chair and other participants of the Meeting.

Chairman informed that the details of the voting results along with Scrutinizer's report will be available on the website of the Bank and will also be informed to the Stock Exchanges where the shares of the Bank are listed.

Chairman thanked all the Members for their dignified conduct in the Meeting and declared the Meeting as concluded at 11.30 A.M.

This summary of the proceedings is furnished pending approval of the Minutes of the Meeting by Chairman.

  
**Santosh Kumar Barik**  
**Company Secretary**

