

SH: 92/2017-18

September 30, 2017

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

Dear Sir.

Sub: Voting Results of 90th Annual General Meeting

Pursuant to Reg. 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith the voting results of the 90th Annual General Meeting held on Saturday, September 30, 2017 along with the Consolidated Scrutinizer's Report in this regard.

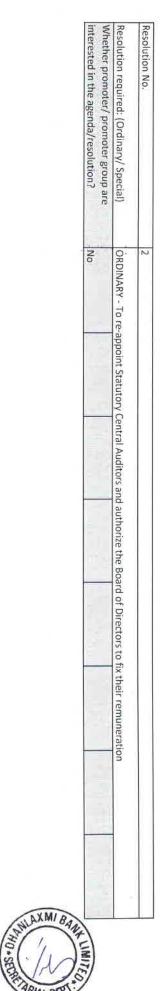
Kindly take the same on record.

Thanking you,

Yours faithfully.

Santosh Kumar Barik Company Secretary

					AND STOREST STORES		-	
0.0057	99.9942	1450	25366278	12.2135	25367728		E-Voting	
0	100	0	14745806	32.545	14745806		Total	
0.0000	0.0000	0	00	0.0000	0		applicable)	Public Institutions
0.0000	0.0000	0	00	0.0000	5 0	45308965	Poll	
0.0000	100.0000	0	14745806	32.5450	14745806		E-Voting	
0	0	0	0	0	0		Total	
0.0000	0.0000	0	00	0.0000	0		applicable)	Promoter and Promoter Group
0.0000	0.0000	0	00	0.0000	0		Poll	
0.0000	0.0000	0	00	0.0000	0		E-Voting	2
% of Votes against on votes polled (7)=[(5)/(2)]*100	% of Vates in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes – against (5)	No. of Votes — in favour (4)	% of Votes Polled on outstanding shares No. of (3)=[(2)/(1)]* 100 favour	No. of votes	No. of shares	Mode of Voting	Category
							No	Whether promoter/ promoter group are interested in the agenda/resolution?
the year ended	& Loss Account for	2017 and the Profit	et as at March 31, rs thereon	udited Balance She rectors and Audito	ORDINARY - To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2017 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon	ceive, consider and ther with the repo	ORDINARY - To re	Resolution required: (Ordinary/ Special)
							12	Resolution No.
					Not Applicable		· [a]	Public:
					Not Applicable		*:	Promoters and Promoter Group:
						ncing	rough Video Confere	No. of Shareholders attended the meeting through Video Conferencing
					144		46	Public:
					0		3	Promoters and Promoter Group:
						ough proxy:	ither in person or thr	No. of shareholders present in the meeting either in person or through proxy:
					84416		. *	Total number of shareholders on record date
					30-09-2017			Date of the AGM/EGM
				LIMITED	DHANLAXMI BANK LIMITED			Name of the Company



Public- Non Institutions

Total
Total

253012084

76939246 91685052

0.0000 37.0429 36.2374

76937746 91683552

1500 1500

0.0000 99.9981 99.9984

0.0016 0.0000

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Postal Ballot (if

207703119

51571518

24.8294

51571468

50

99.9999

0.0000

			Public- Institutions		20		Promoter and Promoter Group				Category		Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)	Resolution No.			Public- Non Institutions				Public- Institutions				Promoter and Promoter Group			Category			
Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Mode of Voting		No	ORDINARY - To r	w	Total	Total	applicable)	Poll Ballot (if	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	applicable)	Poll Postal Ballot (if	E-Voting	Mode of Voting			
פוובתדקתר				45308965							No. of shares held (1)			ORDINARY - To re-appoint Sri. Gopinathan C.K as Director of the Bank		253012084			207703119				45308965	1					held (1)	No. of shares		
51571518	25367728	14745806	0	0	14745806	0	0		0		No. of votes polled (2)			athan C.K as Directo		91685052	76939246	. 0	51571518	25367728	14745806	0	0	14745806	0	0	0	0	polled (2)	No. of votes		
24.8294	12.2135	32.545	0.0000	0.0000	32.5450	0	0.0000		0.0000		on outstanding shares (3)=[(2)/(1)]* 100	% of Votes Polled		or of the Bank		36.2374	37.0429	0.0000	24.8294	12.2135	32.545	0.0000	0.0000	32.5450		0.0000	0.0000		(3)=[(2)/(1)]* 100 favour (4)	shares	% of Votes Polled on outstanding	The Thirty Control of the Control of
51571468	25363605	14745806	00	00	147458	0	00		00		No. of Votes – in favour (4)					91680879	76935073	00	51571468	25363605	14745806	00	00	14745806		00	00		favour (4)	No. of Votes - in		
50	4123	0			0	0	0		0	11	No. of Votes – against (5)					4173	4173	0	50	4123	0	•	0	0	0	0	0		against (5)	No. of Votes -		
99.9999	99.9837	100	0.0000	0.0000	10	0	0.0000		0.0000		favour on votes polled (6)=[(4)/(2)]*100	% of Votes in				99,9954	99,9946	0.0000	99.9999		100	0.0000	0.0000	100.0000		0.0000	0.0000		(6)=[(4)/(2)]*100	polled	% of Votes in favour on votes	
0.0000	7 0.0162	0	0.0000	0.0000		0	0.0000		0.0000	-	against on votes polled (7)=[(5)/(2)]*100	% of Votes				0.0046	0.0054	0.0000	0.0000		0	0.0000	0.0000	0.0000		0.0000	0.0000		(7)=[(5)/(2)]*100	polled	% of Votes against on votes	The second of th

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		Category	Whether promoter/ promoter group interested in the agenda/resolution?	Resolution required	Resolution No.			Public- Non Institutions				Public- Institutions				Promoter and Promoter Group			Category	Whether promoter/ promoter group interested in the agenda/resolution?	Resolution required	Resolution No.			Public- Non Institutions
			Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)				ions								noter Group				Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)				tions
Poll	E-Voting	Mode of Voting	No	ORDINARY - To a	5	Total	Total	applicable)	Poll	E-Voting	Total	applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Mode of Voting	No	SPECIAL - To re-a	4	Total	Total	Postal Ballot (if applicable)
		No. of shares		ORDINARY - To appoint Sri. Vijaya Raghavan Gopala Pillai as Independent Director of the Bank		253012084			207703119	1			45308965				0	J.,	No. of shares		SPECIAL - To re-appoint Sri. P.S Sreekumar as Independent Director of the Bank		253012084		
0	0	No. of votes polled (2)		ghavan Gopala Pilla		91685052	76939246	0	51571518	25367728	14745806	0	0	14745806	0	0		0	No. of votes		kumar as Independe		91685052	76939246	0
0.0000	0.0000	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		ai as Independent D		36.2374	37.0429	0.0000	24.8294		32.545	0.0000	0.0000	32.5450	0	0.0000	0.0000	0.0000	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	[25] [7]	ent Director of the I		36.2374	37.0429	0.0000
00		No. of Votes – in favour (4)		irector of the Bank		91680929	76935123	00	51571518		14745806	00	00	14745806	0	00	00		No. of Votes – in favour (4)		Sank		91680879	769350	00
0		No. of Votes – against (5)				4123	4123	0	0	412	0			0	0		0		No. of Votes – against (5)				4173	4173	0
0.0000		% of Votes in favour on votes polled (6)=[(4)/(2)]*100				99.9955	99.9946		100.0000			0.0000	0.0000	10	0	0.0000	0.0000		% of Votes in favour on votes polled (6)=[(4)/(2)]*100				99.9954	99.9946	0.0000
0.0000		% of Votes against on votes polled (7)=[(5)/(2)]*100				0.0045	0.0054		0.0000		0	0.0000	0.0000		0	0.000	0.0000		% of Votes against on votes polled (7)=[(5)/(2)]*100				0.0046	0.0054	0.0000



Resolution No.	5						
Resolution required: (Ordinary/ Special)	ORDINARY - To a	ORDINARY - To authorize the Board of Directors to arrange for the audit of the Bank's branches and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors	of Directors to arra	nge for the audit of itors	the Bank's branche	s and to appoint a	nd fix the
Whether promoter/ promoter group are interested in the agenda/resolution?	No						
N.				% of Votes Polled			% of Votes in favour on votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	es – in	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100
	E-Voting		0	_	00	0	
	Poll		0			0	0.0000
	Postal Ballot (if						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	
	Total		0	0	0	0	
	E-Voting		14745806	32.549	1474580	0	100.0000
	Poll					0	
	Postal Ballot (if	45508965					
Public- Institutions	applicable)		0	0.0000	00	0	
	Total		14745806		147458	0	
	E-Voting		25367728	۵.		2873	99.9886
	Poll					50	
	Postal Ballot (if	207/03119			İ		
Public- Non Institutions	applicable)		0	0.0000	00	0	
	Total		76939246	121	769363	2923	99.9962
	Total	253012084	91685052	36.2374	91682129	2923	

Resolution No.

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		Public- Non Institutions				Public- Institutions				Promoter and Promoter Group	
Total	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	
253012084		50 TO J. A. A.	207703119				45308965				
91685052	76939246	0	51571518	25367728	14745806	0	0	14745806	0	0	
36.2374	37.0429	0.0000	24.8294	12.2135	32.545	0.0000	0.0000	32.5450	0	0.0000	
91682254	76936448	00	51571468	25364980	14745806	00	00	14745806	0	00	
2798	2798	0	50	2748	0	0	0	0	0	0	
99,9969	99,9964	0.0000	99.9999	99.9891	100	0.0000	0.0000	100.0000	0	0.0000	
0.0031	0.0036	0.0000	0.0000	0.0108	0	0.0000	0.0000	0.0000	0	0.0000	

		Public- Non Institutions					Public- Institutions					Promoter and Promoter Group				Category	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)
Total	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Mode of Voting	No	SPECIAL - To auth
VOUCEUCEC			51150//02	707707				4000000	75300055							No. of shares		SPECIAL - To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)
01695053	76939246	0		51571518	25367728	14745806	0		0	14745806	0	0		0	0	No. of votes		Directors to issue re
36 2274	37.0429	0.0000		24.8294	12.2135	32.545	0.0000		0.0000	32.5450	0	0.0000		0.0000	0.0000	% of Votes Polled on outstanding shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)		deemable secured
01681D04	76935198	00		51571468	25363730	14745806	00		00	14745806	0	00		00	00	No. of Votes – in No. of Votes – favour (4) against (5)		/ unsecured non-co
4048	4048	0		50	3998	0	0		0	0	0	0		0	0	No. of Votes – against (5)		nvertible debentu
9999956	8 99.9947			99.9999	99.9842	100	0.0000		0.0000	100.0000	0	0.0000		0.0000	0.0000	% of Votes in favour on votes polled (6)=[(4)/(2)]*100		res (NCDs)
0.0044	7 0.0053	0.0000		0.0000	2 0.0157	0	0.0000		0.0000	0.0000	0	0.0000		0.0000	0.0000	% of Votes in % of Votes favour on votes against on votes polled polled (7)=[(5)/(2)]*100		



Surya Gardens Apartments Paliyam Road, Thrissur-680 00 I Ph: 0487 2331112(O), 2381070(R) E-mail: mvasufcs@gmail.com

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 90th (Ninetieth) Annual General Meeting of the Equity Shareholders of **Dhanlaxmi Bank Limited** held on Saturday, 30th September, 2017 at 10.00 A.M. at Vadakke Samooham Auditorium, Shornur Road, Thrissur.

Dear Sir,

- I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **Dhanlaxmi Bank Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process and voting by use of ballot at the 90th Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30th September, 2017 at 10.00 A.M. at Vadakke Samooham Auditorium, Shornur Road, Thrissur, in respect of the below mentioned resolutions pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:
- 1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 90th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report to the Chairman based on the reports generated from the electronic voting system and the reports generated electronically for voting by use of ballots at the meeting.
- 2. In accordance with the notice of the meeting sent to all the members and the public notice pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility for e-voting remained open from 9.00 A.M. on September 27, 2017 to 5.00 P.M. on September 29, 2017. The facility for voting by using ballots was also made available at the venue of the meeting.
- 3. The equity shareholders holding shares on the cut-off date, i.e. September 25, 2017, were entitled to vote on the resolutions stated in the notice of the meeting.



- 4. On the conclusion of voting at the meeting the locked ballot box was opened in the presence of two witnesses and ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 6. The votes cast through remote e-voting were unblocked after conclusion of voting at the meeting in the presence of two witnesses not in the employment of the company.
- 7. The consolidated result of remote e-voting and poll is as under:

a) Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Bank's Addited Balance Sheet as at March 31, 2017 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	. 34	4,01,12,084	
Voting by ballot	33	5,15,71,468	
Total	67	9,16,83,552	99.998

(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	1,450	¥ 100 mg/20
Voting by ballot	1	50	y tu
Total	3	1,500	0.002

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
10	1,78,693



b) Item No. 2 - Ordinary Resolution:

To re-appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration.

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	4,01,09,411	
Voting by ballot	33	5,15,71,468	
Total	64	9,16,80,879	99.995

(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	4,123	72
Voting by ballot	1	50	
Total	6	4,173	0.005

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
10	1,78,693

c) Item No. 3 - Ordinary Resolution:

To re-appoint Sri. Gopinathan C.K. as Director of the Bank.

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	4,01,09,411	
Voting by ballot	33	5,15,71,468	
Total	64	9,16,80,879	99.995



(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid yotes cast
Remote e-voting	5	4,123	
Voting by ballot	1	50	V
Total	6	4,173	0.005

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
10	1,78,693

d) Item No. 4 - Special Resolution:

To re-appoint Sri. P.S Sreekumar as Independent Director of the Bank.

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	4,01,09,411	
Voting by ballot	34	5,15,71,518	
Total	65	9,16,80,929	99.996

(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	4,123	
Voting by ballot	Nil	Nil	
Total	5	4,123	0.004

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cas	st by them
10	1,78,693	- E



e) Item No. 5 - Ordinary Resolution:

To appoint Sri. Vijaya Raghavan Gopala Pillai as Independent Director of the Bank.

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33 ,	4,01,10,786	
Voting by ballot	33	5,15,71,468	
Total	66	9,16,82,254	99.997

(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	2,748	
Voting by ballot	1	50	
Total	4	2,798	0.003

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
10	1,78,693

f) Item No. 6 - Ordinary Resolution:

To authorize the Board of Directors to arrange for the audit of the Bank's branches and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors.

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	4,01,10,661	
Voting by ballot	33	5,15,71,468	
Total	65	9,16,82,129	99.997

(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	2,873	
Voting by ballot	1	50	
Total	5	2,923	0.003

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
10	1,78,693

g) Item No. 7 - Special Resolution:

To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)

(i) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	4,01,09,536	
Voting by ballot	33	5,15,71,468	
Total	65	9,16,81,004	99.996

(ii) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	3,998	
Voting by ballot	1	50	
Total	5	4,048	0.004

(iii) Invalid votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
10	1,78,693	



8. The ballots and all other relevant records were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Thrissur

Date: 30.09.2017

Yours faithfully,

M Vasudevan, FCS

. VASUDEVAN, F.C.S.

FES 4/77 CF 2437

PALIYAM ROAD, THRISSUR - 680 001