



SH: 92/2017-18

September 30, 2017

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	The Manager Listing Department <b>National Stock Exchange of India Limited</b> 'Exchange Plaza', Bandra – Kurla Complex Bandra (E), Mumbai – 400 051
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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**

Name of the Company	DHANLAXMI BANK LIMITED						
Date of the AGM/EGM	30-09-2017						
Total number of shareholders on record date	84416						
No. of shareholders present in the meeting either in person or through proxy:							
Promoters and Promoter Group:	0						
Public:	144						
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable						
Promoters and Promoter Group:	Not Applicable						
Public:	Not Applicable						

Resolution No.	1							
Resolution required: (Ordinary/ Special)	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							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	14745806	14745806	32.5450	14745806	0	100.0000	0.0000
	Poll	45308965	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	14745806	14745806	32.545	14745806	0	100	0
Public- Non Institutions	E-Voting	25367728	25367728	12.2135	25366278	1450	99.9942	0.0057
	Poll	51571518	51571518	24.8294	51571468	50	99.9999	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	207703119	0	0.0000	00	0	0.0000	0.0000
	Total	76939246	76937746	37.0429	76937746	1500	99.9981	0.0019
Total	91685052	91683552	36.2374	91683552	1500	99.9984	0.0016	

Resolution No.	2						
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?	No						



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total		0	0	00	0	0	0
	E-Voting		14745806	32.5450	14745806	0	100.0000	0.0000
	Poll	45308965	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14745806	32.545	14745806	0	100	0
	E-Voting		25367728	12.2135	25363605	4123	99.9837	0.0162
Public- Non Institutions	Poll	207703119	51571518	24.8294	51571468	50	99.9999	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		76939246	37.0429	76935073	4173	99.9946	0.0054
	Total	253012084	91685052	36.2374	91680879	4173	99.9954	0.0046

Resolution No.	Resolution required: (Ordinary/ Special)	3	ORDINARY - To re-appoint Sri. Gopinathan C.K as Director of the Bank					
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total		0	0	00	0	0	0
	E-Voting		14745806	32.5450	14745806	0	100.0000	0.0000
	Poll	45308965	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14745806	32.545	14745806	0	100	0
	E-Voting		25367728	12.2135	25363605	4123	99.9837	0.0162
	Poll	207703119	51571518	24.8294	51571468	50	99.9999	0.0000





Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		76939246	37.0429	76935073	4173	99.9946	0.0054
	Total	253012084	91685052	36.2374	91680879	4173	99.9954	0.0046

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Sri. P.S Sreekumar as Independent Director of the Bank							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			0	00	0	0.0000	0.0000
	Poll			0	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0		0.0000	00	0	0.0000	0.0000
	Total			0	0	0	0	0
Public- Institutions	E-Voting		14745806	32.5450	14745806	0	100.0000	0.0000
	Poll	45308965		0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000
	Total		14745806	32.545	14745806	0	100	0
Public- Non Institutions	E-Voting		25367728	12.2135	25363605	4123	99.9837	0.0162
	Poll	207703119		24.8294	51571518	0	100.0000	0.0000
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000
	Total		76939246	37.0429	76935123	4123	99.9946	0.0054
	Total	253012084	91685052	36.2374	91680929	4123	99.9955	0.0045

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Sri. Vijaya Raghavan Gopala Pillai as Independent Director of the Bank							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			0	00	0	0.0000	0.0000
	Poll			0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000
	Total			0	00	0	0.0000	0.0000



Promoter and Promoter Group	Postal Ballot (if applicable)		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Total	E-Voting							
Public- Institutions	Total	0	45308965	14745806	0	0	0	0	0
	E-Voting	0							
Public- Non Institutions	Total	0	207703119	51571518	24.8294	51571468	50	99.9999	0.0000
	E-Voting	0							
Total	0	0	253012084	91685052	36.2374	91682254	2798	99.9969	0.0031

Promoter and Promoter Group	Postal Ballot (if applicable)		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Total	E-Voting							
Public- Institutions	Total	0	45308965	14745806	32.5450	14745806	0	100.0000	0.0000
	E-Voting	0							
Public- Non Institutions	Total	0	207703119	51571518	24.8294	51571468	50	99.9986	0.0113
	E-Voting	0							
Total	0	0	253012084	91685052	36.2374	91682129	2923	99.9962	0.0038

Resolution No. 7



Resolution required: (Ordinary/ Special)	SPECIAL - To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		0	0	0	0	0	0	
Public- Institutions	E-Voting		14745806	32.5450	14745806	0	100.0000	0.0000	
	Poll	45308965	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		14745806	32.545	14745806	0	100	0	
Public- Non Institutions	E-Voting		25367728	12.2135	25363730	3998	99.9842	0.0157	
	Poll	207703119	51571518	24.8294	51571468	50	99.9999	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		76939246	37.0429	76935198	4048	99.9947	0.0053	
	Total	253012084	91685052	36.2374	91681004	4048	99.9956	0.0044	





### **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 90<sup>th</sup> (Ninetieth) Annual General Meeting of the Equity Shareholders of **Dhanlaxmi Bank Limited** held on Saturday, 30<sup>th</sup> 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 90<sup>th</sup> Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30<sup>th</sup> 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 90<sup>th</sup> 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.

Cont'd.....2



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 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.**

(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	
Voting by ballot	1	50	
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

Cont'd.....3





**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	
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

Cont'd.....4



(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	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

**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 cast by them
10	1,78,693

Cont'd.....5



**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

Cont'd.....6





(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

Cont'd.....7



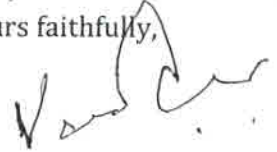
8. The ballots and all other relevant records were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Thrissur

Date: 30.09.2017

Yours faithfully,



M Vasudevan, FCS

**M. VASUDEVAN, F.C.S.**

FCS 4177 CP 2437

CP

SECRETARY

SOORYA

APARTMENTS

PALIYAM ROAD, THRISSUR - 680 001