



SH: 19 / 2017-18

May 05, 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: Preferential Issue – Details of Voting Results on Postal Ballot**

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Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated April 01, 2017, please find enclosed herewith the details of voting results of the Postal Ballot conducted by the Bank for seeking approval of the shareholders on the Special Resolution for 'Further issue of Equity Shares on Preferential basis' along with the Scrutinizer's report on the same.

We hereby inform that the Special Resolution on 'Further issue of Equity Shares on Preferential basis' as set out in the Notice of Postal Ballot dated April 01, 2017 has been duly approved by the shareholders of the Bank with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**Santosh Kumar Barik**  
Company Secretary

Date of the AGM/EGM	Not Applicable (the resolution was passed through Postal Ballot)
Total number of shareholders on record date	85866
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public:	Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)			Special - Further issue of Equity Shares on Preferential basis					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Applicable (as the Bank has no promoter/ promoter group)					
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 Vote s– agai nst (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promote r and Promote r Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applic able)	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00



Public - Institutions	E-Voting	35198002	5375000	15.2708	5375000	0	100.00	0.00
	Poll	35198002	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	35198002	0	0.00	0	0	0.00	0.00
	Total	35198002	5375000	15.2708	5375000	0	100.00	0.00
Public – Non Institutions	E-Voting	174648617	626812	0.3589	623821	2991	99.5228	0.4771
	Poll	174648617	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	174648617	72095750	41.2805	72095105	645	99.9991	0.0008
	Total	174648617	72722562	41.6394	72718926	3636	99.995	0.005
<b>Total</b>		<b>209846619</b>	<b>78097562</b>	<b>37.2165</b>	<b>78093926</b>	<b>3636</b>	<b>99.995</b>	<b>0.005</b>



05.05.2017

Hyderabad

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 1<sup>st</sup> April, 2017 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 1<sup>st</sup> April, 2017

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 31<sup>st</sup> March, 2017 and the Company completed dispatch of the Notice of Postal Ballot on 5<sup>th</sup> April, 2017:
  - by email to 53,733 members who had registered their email ids with the Company or as provided by the Depositories or the Registrar and Share Transfer Agents
  - by Courier to 32,133 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 6<sup>th</sup> April, 2017 about the dispatch of the Notice and Postal Ballot Forms as

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

*R. S. Mani*

DSM RAM

required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

3. In terms of the aforesaid notice, members were required to convey their assent / dissent, as the case may be on or before 5<sup>th</sup> May, 2017 in respect of the Special Resolutions as set out in the Notice of Postal Ballot dated 1<sup>st</sup> April, 2017:
  - In case of Postal Ballot Forms mailed to them by the Company in pre paid envelopes addressed to me on or before 5<sup>th</sup> May, 2017
  - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by Karvy Computershare Private Limited on or before 5<sup>th</sup> May, 2017 before 5.00 p. m.
4. I received 108 Postal Ballot forms and 52 members casted their vote on the e-Voting Platform, till 5<sup>th</sup> May, 2017, 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 5<sup>th</sup> May, 2017.
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 5<sup>th</sup> May, 2017 being the last date and time fixed by the Company for receipt of the forms were considered for scrutiny.

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

*S. Ramani*  
DSM RAM  
PROPRIETOR  
C.P. No. 4239

10. No Envelopes containing the Postal Ballot Forms were received after 5.00 p. m., on 5<sup>th</sup> May, 2017.
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: 05.05.2017  
Place: Hyderabad



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

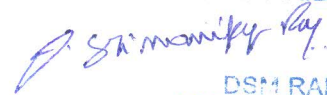
**ANNEXURE**

**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	108
	Number of Invalid Votes	21
	<b>No. of Valid Forms (A)</b>	<b>87</b>
B	e-Voting	
	Number of members who participated in e-Voting	52
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	1
	<b>Number of Valid e-Votes (B)</b>	<b>51</b>
	<b>TOTAL (A+B)</b>	<b>138</b>

For DSMR & ASSOCIATES  
COMPANY SECRETARIES



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 Forms	Ballot	e-Votes	Total	Total
Assent	84	45	129	72,095,105	72,095,105	5,998,821	78,093,926	99.995
Dissent	3	6	9	645	645	2,991	3,636	0.005
<b>Total</b>	<b>87</b>	<b>51</b>	<b>138</b>	<b>72,095,750</b>	<b>72,095,750</b>	<b>6,001,812</b>	<b>78,097,562</b>	<b>100.000</b>

For DSMR & ASSOCIATES  
COMPANY SECRETARIES

*P. Shanmugapriya*  
DSM RAM  
PROPRIETOR  
C.P. No. 4239



Accordingly, out of the 78,097,562 votes polled both in physical ballot and e-voting platform:

- 78,093,926 votes are casted for the resolution representing 99.995% of the total votes polled
- 3,636 votes are casted against the resolution representing 0.005% of the total votes polled

Thus, the Special Resolution for Further issue of Equity Shares on Preferential basis as contained in the Notice dated 1<sup>st</sup> April, 2017 has been passed with Requisite Majority as required under the provisions of the Companies Act, 2013.

For DSMR & Associates  
Company Secretaries

Date: 05.05.2017

Place: Hyderabad



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