



**Extract of the Resolution by circulation dated 20.12.2013 of 3rd
Meeting of EQUITY ISSUANCE COMMITTEE**

6 Memorandum for approving the PPD and opening of the Issue (Resolution by circulation dated 20.12.2013 and approved on 20.12.2013)

“RESOLVED THAT the preliminary placement document dated December 20, 2013 (**“Preliminary Placement Document”**) and application form (**“Application Form”**), in respect of the Issue, be and is hereby approved for filing with the BSE Limited, the National Stock Exchange of India Limited and Cochin Stock Exchange Limited (the **“Stock Exchanges”**) where the Equity Shares of the Bank are listed”.

“RESOLVED FURTHER THAT, Mr. Jayakumar P G , MD & CEO, Mr. Ravindran K Warriar, Company Secretary & Secretary to Board, Mr. Krishnan K S, CFO or Mr. Srinivasaraghavan, Head- Treasury be and are hereby severally authorized to sign the Preliminary Placement Document and are hereby severally authorised to make any changes to the said documents, including the Preliminary Placement Document, that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments or corrections in the said documents as may be necessary or required”.

“RESOLVED FURTHER THAT the Issue to be opened on December 20, 2013.”

“RESOLVED FURTHER THAT the serially numbered Application Form, together with serially numbered Preliminary Placement Document, be sent to the eligible qualified institutional buyers (**“QIBs”**), as defined under Regulation 2(1)(zd) of the ICDR Regulations, inviting bids for the subscription of Equity Shares pursuant to the Issue”.

“RESOLVED FURTHER THAT the Equity Issuance Committee hereby takes note of and approves (a) the floor price of Rs. 40.09/- per Equity Share in respect of the Issue, based on the pricing formula as prescribed under Regulation 85(1) of Chapter VIII of ICDR Regulations (**“Floor Price”**); and (b) the ‘relevant date’ being December 20, 2013 in respect of the Issue, in terms of Regulation 81 (c) (i) of Chapter VIII of ICDR Regulations”.

“RESOLVED FURTHER THAT the Equity Issuance Committee may decide the price at which Equity Shares are allocated and allotted to eligible QIBs pursuant to the Issue (**“Issue Price”**). The Issue Price may be at a discount of not more than 5% to the Floor Price in accordance with the proviso to Regulation 85(1) of ICDR Regulations”.

“RESOLVED FURTHER THAT Mr. Jayakumar P G , MD & CEO, Mr. Ravindran K Warriar, Company Secretary & Secretary to Board, Mr. Krishnan K S, CFO or Mr. Srinivasaraghavan, Head- Treasury, be and hereby severally authorized to do all such acts, deeds and things, as may



be required to give effect to the above resolutions, including but not limited to intimating the above to the Stock Exchanges, executing the placement agreement, the escrow agreement and any other agreement in relation the Issue, filing of applications for seeking listing approvals, and listing and trading approvals in respect of Equity Shares issued to the eligible 'QIBs', filing the Preliminary Placement Document with the Stock Exchanges, making other regulatory filings, if any, and carrying on such other acts and deeds with any regulatory authority, in connection with the Issue."

**CERTIFIED
TRUE COPY**


RAVINDRAN K. WARRIER
Company Secretary
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