

SH: 75 / 2022-23

October 20, 2022

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

Sub: Notice of Extra-Ordinary General Meeting of the Bank

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that an Extra- Ordinary General Meeting (EGM) of the Bank is scheduled to be held on Saturday, November 12, 2022 at 11.00 A.M (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM").

The Notice of the EGM is enclosed herewith. The Notice is being sent to all Members of the Bank whose names appear on the Register of Members / List of beneficial owners as on Friday, October 14, 2022.

The Notice is also being made available on the website of the Bank www.dhanbank.com

Please take the same on record.

Thanking you,

Yours faithfully,

Venkatesh. H
Company Secretary & Secretary to the Board



Dhanlaxmi Bank Limited

CIN: L65191KL1927PLC000307

Regd. Off: P.B No.9, Dhanalakshmi Buidings, Naickanal, Thrissur, Kerala-680001

Ph: 0487-2999711; Fax: 0487-2335367

Corporate Office: Pankunnam, Thrissur, Kerala-680002; Ph: 0487-7107000

E-mail: investors@dhanbank.co.in; Website: www.dhanbank.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of Dhanlaxmi Bank Limited (“the Bank”) on the requisition dated 26.09.2022, received by the Bank on 28.09.2022, made by the below mentioned requisitionists (the “Requisitionists”):-

Name of Requisitionists	No of Equity Shares of the Bank held by the Requisitionists as on 28.09.2022 (date of receipt of requisition by the Bank)	Percentage of paid-up capital of the Bank held by the Requisitionists as on 28.09.2022 (date of receipt of requisition by the Bank)
B Ravindran Pillai	25300000	9.99
B Govindan	3845200	1.51
Hareendran C K*	3500000	1.38
Rajesh K	55450	0.01
Vincent C.D	10200	0.00
Vipin A S	21100	0.00
Sreedevi .K	800	0.00
George Kollannur	2050	0.00
B Sasidharan	1000	0.00

*relative of Gopinathan C.K, Director as defined under Section 2(77) of the Companies Act, 2013

will be held **on Saturday, November 12, 2022 at 11:00 A.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business as stated in the requisition dated 26.09.2022:-

SPECIAL BUSINESS

Resolution No.1

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT all the Delegated powers exercised by M.D & CEO in respect of all Capital and Revenue expenditure except statutory payments like salaries and wages, Central and State Taxes be and hereby shall remain suspended from the date of adopting this resolution till the date on which proper quorum and composition of the Board of Directors of the Bank, Audit committee, and other mandatory committees of the Board are reinstated and the guidelines of Reserve bank of India and SEBI in this regard are fully complied with. All such suspended powers for incurring the expenditures, if any, shall jointly be exercised by any two non-executive directors of the Board during the above-mentioned period.”

Resolution No.2

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT Mr. CK Gopinathan (Non-executive Non-Independent Director) and Mr.Rajagopalan Nair (Independent Director) be and hereby directed, authorised and empowered to settle, the Writ petitions (C) No. 19758 of 2021 (Madhusoodan and others) and (C) No. 20425 of 2021 (P.K.Vijayakumar) in the Honourable High Court of Kerala by persuading the petitioners to withdraw the said Writ petitions through negotiation, compromise or by any other such means they deem fit (keeping in mind the spirit of sec. 174 (2) of the Companies Act for reinstating the quorum and composition of the Board and it’s committees). Further resolved that the above said Directors may authorise the Company Secretary and Secretary to the Board to appear before the High Court for signing all necessary documents on behalf of the bank, pass necessary instructions to the bank’s advocates and sign whatever documents as required for the settlement of the said writ petitions and all connected proceedings.”

Place: Thrissur
Date: October 19, 2022

For and on behalf of the Board,
Sd/-
Venkatesh. H
Company Secretary &
Secretary to the Board

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 21/2021 dated December 14, 2021 and General Circular nos. 2/2022 & 3/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted the holding of the Extra-ordinary General Meeting (“EGM”) through VC / OAVM,

without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars and SEBI Circulars, the EGM of the Bank is being held through VC / OAVM.

2. In compliance with the above mentioned circulars, the Notice of the EGM (“EGM Notice”) is being sent in electronic mode to all the Members to their e-mail addresses registered with the Bank / Depository Participants / Registrar & Transfer Agents. The said EGM Notice will also be available on the websites of the Bank (www.dhanbank.com), KFin Technologies Limited, the Registrar & Transfer Agents of the Bank (“KFin”) (<https://evoting.kfintech.com>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). In terms of the aforementioned circulars, the Bank will not be sending physical copies of the EGM Notice to the Members.

The Requisitionists as mentioned in the EGM Notice have submitted a requisition cum intention by way of a Special Notice to call EGM of the Bank pursuant to the provisions of Section 100 and other relevant provisions of the Companies Act, 2013 to consider and if thought fit, to pass with or without modification, the resolutions (Resolution No.1 & Resolution No.2) as set out in the EGM Notice. The Special Notice dated 26.09.2022 submitted by the Requisitionists, which contains the Resolutions as well as the Explanatory Note for the Resolutions as given by the Requisitionists, is annexed to the EGM Notice. Consequently, the Bank, the Board of Directors of the Bank and its officers do not take any responsibility for the same. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Bank. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Bank is offering e-voting facility to its Members in respect of the businesses to be transacted at the EGM scheduled to be held on **Saturday, November 12, 2022** at 11.00 A.M (IST). The Bank has engaged the services of KFin Technologies Limited (“KFin”) as the authorized agency to provide e-voting facilities. The remote e-voting facility will be available from **09.00 A.M (IST) on Wednesday, November 09, 2022 to 05.00 P.M (IST) on Friday, November 11, 2022**. The Members who have cast their vote by remote e-voting prior to the EGM (“remote e-voting”) may also attend/ participate in the EGM through VC/ OAVM but shall not be entitled to cast their vote again. Other Members may cast their vote at the EGM through electronic means (“Instapoll”).

4. The Register of Members and Share Transfer Books of the Bank will remain closed from **Sunday, November 06, 2022 to Saturday, November 12, 2022 (both days inclusive)**. Transfers received during book closure will be considered only after re-opening of the Register

of Members.

5. The cut-off date (i.e. the record date) is **Friday, November 04, 2022** and the voting rights will be one vote per Equity Share registered in the name of the shareholders/ beneficial owners as on that date.

6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting / instapoll. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to vsureshpcs@gmail.com with a copy marked to einward.ris.@kfintech.com.

7. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by using the login credentials and selecting the EVEN for the Bank's EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis. The instructions for remote e-voting, instapoll, registering attendance at the EGM, participation in EGM, Speaker registration, etc. is separately provided along with the e-mail delivering this EGM Notice. Only those Members who have registered themselves as 'Speaker' from **Monday, November 07, 2022 (9:00 A.M.)** up to **Wednesday, November 09, 2022 (5:00 P.M.)**, as detailed in the given instructions, will be able to ask questions during the EGM.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

9. All relevant documents referred to in this EGM Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members at the Registered Office of the Bank, in physical form, on all working days between 10.00 A.M (IST) to 3.00 P.M (IST) and upto the conclusion of the EGM. These documents are also available in electronic form till the conclusion of the EGM.

10. Members seeking any information with regard to the matter to be placed at the EGM are requested to write to the Bank on or before Friday, November 04, 2022 through email to investors@dhanbank.co.in and the same will be replied by the Bank suitably.

11. In case of the need for any technical assistance or any grievances connected with e-voting or with attending the EGM through VC/OAVM, Members may contact Mr. G Vasanth Rao Chowdari, Manager, KFin Technologies Limited, "Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 3094

001 (tollfree). The EGM Notice is being sent in electronic mode to all the Shareholders, to their e-mail addresses registered with the Bank / Depository Participants / Registrar & Transfer Agents, whose name appears in the Register of Members as on October 14, 2022. Members who have not received the e-mail of the aforesaid EGM Notice or who have purchased the Equity Shares of the Bank after October 14, 2022 may also contact Mr. G Vasanth Rao Chowdari, Manager at the above mentioned address / phone number for the e-mail of the EGM Notice.

12. The User ID and Password for remote e-voting / instapoll / registering attendance at the EGM is provided along with the e-mail delivering this EGM Notice.

13. Members who have not registered their e-mail address and, therefore, are not able to receive the EGM Notice and e-Voting instructions may temporarily get their email address and mobile number registered with M/s. KFin Technologies Limited, the Bank's RTA, by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

14. Since the Meeting will be held through VC / OAVM, the Route Map is not annexed hereto.

15. Mr. V. Suresh, Senior Partner, M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600018 (FCS 2969/ CP 6032) or in his absence Mr. Udaya Kumar K.R, Partner, M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600018 (ACS 42435/ CP 21973) will be the Scrutinizer for conducting the remote e-voting process and e-voting at the venue (“Instapoll”) in accordance with law. The Scrutinizer's decision on the validity of voting shall be final.

16. The Scrutinizer shall, on the date of the Meeting, unblock the votes in the presence of at least two witnesses not in the employment of the Bank and make a report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting.

17. The results of voting will be announced by the Chairman of the Meeting at or after the Meeting and the resolutions will be deemed to have been passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.

18. The results of the voting along with the Scrutinizer's Report will be submitted to the Stock Exchanges where the Equity Shares of the Bank are listed and will also be hosted on the Bank's website (www.dhanbank.com) and on the website of KFin (<https://evoting.kfintech.com>) within 2 working days of conclusion of the Meeting.

19. The resolutions, if passed by requisite majority, will be deemed to be passed on the date of EGM, i.e, **Saturday, November 12, 2022.**

20. These Notes form an integral part of the EGM Notice dated October 19, 2022.

Place: Thrissur
Date: October 19, 2022

For and on behalf of the Board,
Sd/-
Venkatesh. H
Company Secretary &
Secretary to the Board

Statement of material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the EGM Notice dated October 19, 2022 (for Resolution No.1 & Resolution No.2)

Pursuant to Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, can call an extraordinary general meeting (“EGM”) of the Bank.

The Bank, on 28.09.2022, received a requisition and Special Notice dated 26.09.2022 under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an EGM from the following (the “Requisitionists”):-

Name of Requisitionists	No of Equity Shares of the Bank held by the Requisitionists as on 28.09.2022 (date of receipt of requisition by the Bank)	Percentage of paid-up capital of the Bank held by the Requisitionists as on 28.09.2022 (date of receipt of requisition by the Bank)
B Ravindran Pillai	25300000	9.99
B Govindan	3845200	1.51
Hareendran C K*	3500000	1.38
Rajesh K	55450	0.01
Vincent C.D	10200	0.00
Vipin A S	21100	0.00
Sreedevi .K	800	0.00
George Kollannur	2050	0.00
B Sasidharan	1000	0.00

*relative of Gopinathan C.K, Director as defined under Section 2(77) of the Companies Act, 2013

The above mentioned Requisitionists have submitted a requisition cum intention by way of a Special Notice to call EGM of the Bank pursuant to the provisions of Section 100 and other relevant provisions of the Companies Act, 2013 to transact the Special Businesses as set out in

the Special Notice. The Special Notice dated 26.09.2022 submitted by the Requisitionists, which contains the Resolutions as well as the Explanatory Note for the Resolutions as given by the Requisitionists, is annexed to the EGM Notice. Consequently, the Bank, the Board of Directors of the Bank and its officers do not take any responsibility for the same.

The EGM Notice sets out the said Special Businesses (in Resolution No.1 & Resolution No.2) as mentioned in the Special Notice of the Requisitionists.

Accordingly, as the Bank as well as the Directors and officers of the Bank have to comply with the provisions of Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, the Directors hereby place Resolution No. 1 & Resolution No.2 of the EGM Notice before the Shareholders for their consideration.

The Bank has obtained a legal opinion that the resolutions sought to be approved by the Special Notice could be *ultra vires* of the Articles of Association of the Bank. However, they have also opined that there is no power vested with the Board of a company, upon receipt of a valid EGM Notice, to not hold the EGM by keeping silent or otherwise even if the resolutions proposed to be passed at the EGM are *ultra vires* the Articles of the company.

None of the Directors or Key Managerial Personnel or their relatives, except as stated elsewhere in the EGM Notice, are, in any way, concerned or interested in the same.

Place: Thrissur
Date: October 19, 2022

For and on behalf of the Board,
Sd/-
Venkatesh. H
Company Secretary &
Secretary to the Board

26.09.2022

H VENKATESH

Company Secretary

Dhanlaxmi Bank Ltd

Thrissur 680001

Sub: Requisition to call EGM of the Company u/s 100 of Companies Act 2013

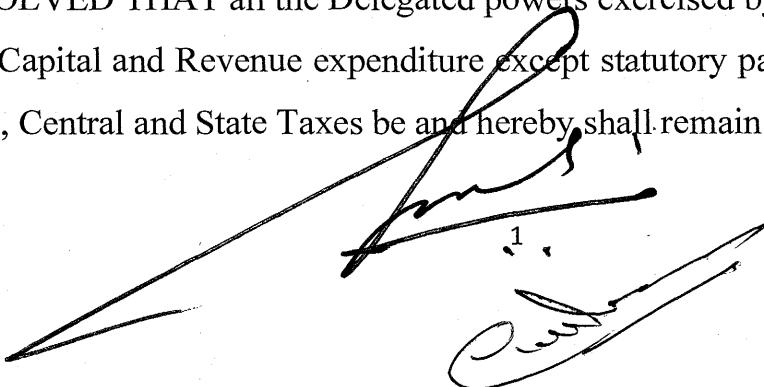
Dear Sir,

We, the following Shareholders, holding equity shares as on the date against the folio numbers as detailed below, hereby do submit our requisition cum intention by way of a Special Notice to call Extraordinary General Meeting ("EGM") of the Bank in exercise of Sec 100 of the Companies Act 2013 and to move and pass the following Special resolutions as per sections 115 and other applicable provisions of Companies Act 2013.

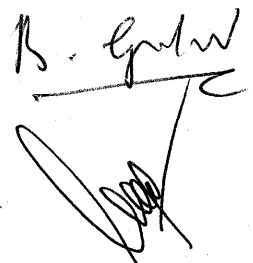
To consider and, if thought fit, to pass with or without modification, the following resolutions as a Special Resolution:

ITEM 1:

"RESOLVED THAT all the Delegated powers exercised by M.D & CEO in respect of all Capital and Revenue expenditure except statutory payments like salaries and wages, Central and State Taxes be and hereby shall remain suspended from the date



1



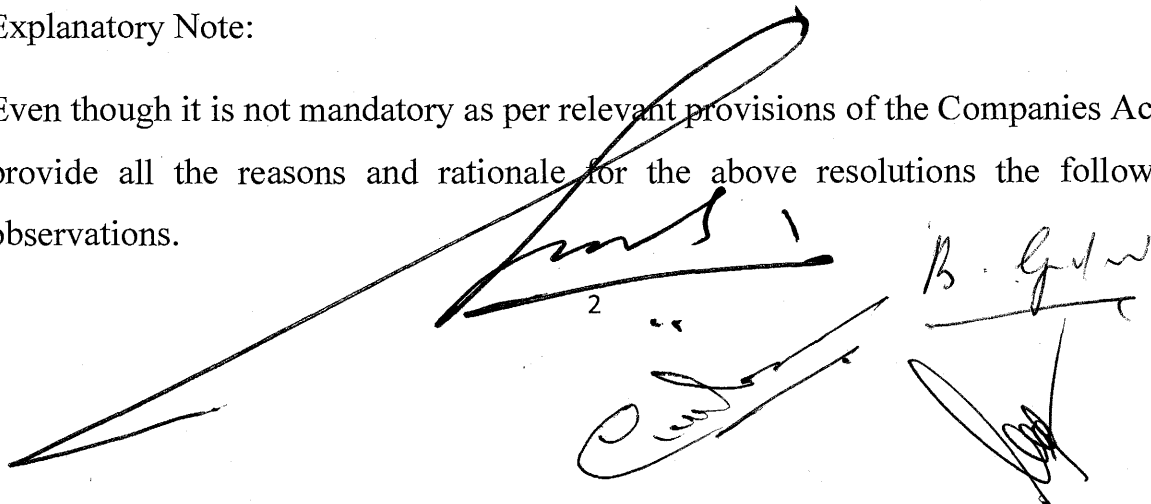
of adopting this resolution till the date on which proper quorum and composition of the Board of Directors of the Bank, Audit committee, and other mandatory committees of the Board are reinstated and the guidelines of Reserve bank of India and SEBI in this regard are fully complied with. All such suspended powers for incurring the expenditures ,if any, shall jointly be exercised by any two non-executive directors of the Board during the above- mentioned period.

ITEM2:

Resolved that Mr. CK Gopinathan (Non-executive Non-Independent Director) and Mr. Rajagopalan Nair (Independent Director) be and hereby directed, authorised and empowered to settle, the Writ petitions (C) No. 19758 of 2021 (Madhusoodan and others) and (C) No. 20425 of 2021 (P.K.Vijayakumar) in the Honourable High Court of Kerala by persuading the petitioners to withdraw the said Writ petitions through negotiation, compromise or by any other such means they deem fit (keeping in mind the spirit of sec. 174 (2) of the Companies Act for reinstating the quorum and composition of the Board and it's committees). Further resolved that the above said Directors may authorise the Company Secretary and Secretary to the Board to appear before the High Court for signing all necessary documents on behalf of the bank, pass necessary instructions to the bank's advocates and sign whatever documents as required for the settlement of the said writ petitions and all connected proceedings.

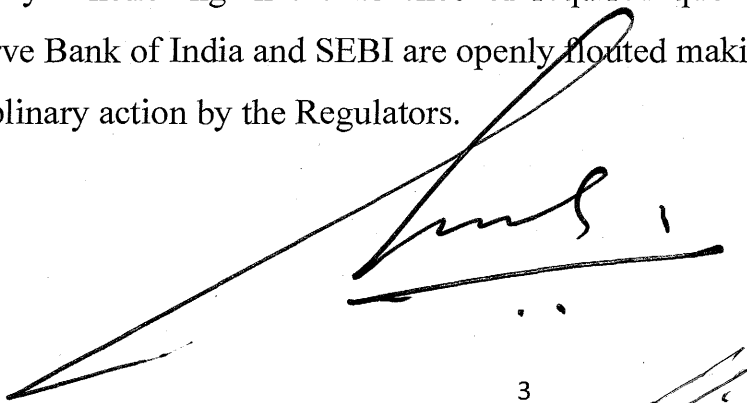
Explanatory Note:

Even though it is not mandatory as per relevant provisions of the Companies Act to provide all the reasons and rationale for the above resolutions the following observations.

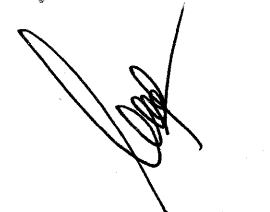


The block contains several handwritten signatures and initials. On the left, there is a large, sweeping signature. In the center, there is a signature with the number '2' written below it. To the right, there is a signature that appears to be 'B. Gopinathan' with a horizontal line underneath it. Below this signature, there is another smaller signature.

1. In the EGM held on 12-06-2022 the shareholders expressed serious concern over the poor performance of the bank and heavy expenditure. The MD had assured to take immediate steps for rectifying the anomalies. In spite of verbal assurance of MD, it is alarming to note that our Bank has registered heavy loss in Q1. The MD continues with his luxury of incurring expenditure like, engaging high-cost advocates for avoidable litigations thrust upon the bank, claiming huge incentives for himself recruiting new personnel, opening of new branches etc. without objective analysis of the workload of the executives.

2. The Bank is running with a truncated Board of just two Directors besides the MD. The shortage of Directors is a major impediment for the proposed Rights issue of the Bank. In fact, from August 2020 onwards the Bank has not appointed a single new Director except the M.D. The erstwhile Part Time Chairman and the present MD have not been taking any interest in filling up vacancies of the Board for reasons best known to themselves. This has highly impaired functions of the Audit committee of the Board and supervision of audit functions. Governances and adequate control over expenditure and income leakage have adversely affected profitability of the Bank. Lack of foresight and control on Treasury functions of the bank are also creating heavy losses. Many of the mandatory committees are not properly functioning in the absence of required quorum and guidelines of the Reserve Bank of India and SEBI are openly flouted making the bank vulnerable for disciplinary action by the Regulators.



3

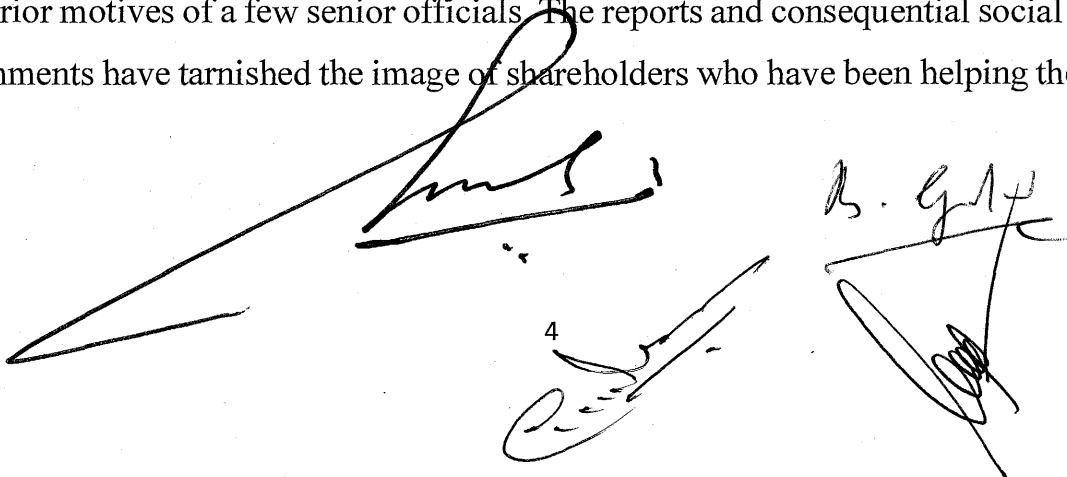


3. The Bank is badly in need of Capital. Even though there were some news of starting a Rights issue as early as May 2021, shareholders are kept in the dark about any plan of augmenting capital. The rumoured Rights issue cannot be implemented in the absence of sufficient number of Directors in the Board

4. It is understood from media that the Bank is engaged in a legal battle with some of the shareholders over the issue of Appointment of Directors under Sec 160 of the Companies Act. The Rights of the shareholders under the Companies Act to elect a set of experienced and professional Directors to the Board were unlawfully denied under flimsy grounds, resulting in unwarranted litigation and expenditure for the bank. The MD & CEO does not take any worthwhile initiative to settle the case with shareholders, instead spends exorbitant amounts towards Legal charges for his ego satisfaction.

5 It is imperative that bank should immediately reinstate quorum and composition of the Board and the Board committees at any cost and comply with the regulatory guidelines without any further delay. An effective Board only can give assurance to the shareholders that their investment is safe, and their bank is run in a professional manner.

6. The Shareholders are ashamed to note highly distorted, depressive and scandalous press reports about the recent affairs of the bank including the latest report regarding the offer of a Delhi based company to buy the shares of the Bank. The authoritative nature and minute details contained in the reports indicate the involvement and ulterior motives of a few senior officials. The reports and consequential social media comments have tarnished the image of shareholders who have been helping the bank

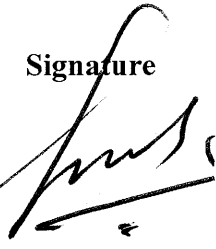



The bottom of the page features several handwritten signatures and initials. On the left, there is a large, stylized signature. In the center, there is a signature with the number '4' written below it. On the right, there is a signature that appears to be 'B. Gupta' with a large flourish underneath.

in difficult times. It is also disheartening to note that the management has made no attempts to refute such reports which points to the connivance of top management in the release of such reports.


7. In view of the above situation the shareholders are constrained to resort to the passing the above Resolutions in the interest of all stake holders.

Names of requisitionists	Folio no	No of shares	Signature
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1. Ravindran Pillai Balakrishna Pillai	IN30509910065324	2,53,00,000	
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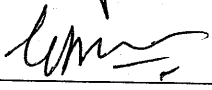
2. B. GOVINDAN	20485022	38,45,200	
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3. VINCENT ED		10,200	
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4. E.L. Harasundran	10335069	35 lakhs	
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See Annexures

ANNEXURE I

Sl. No.	Name of Requisitionists	Folio No.	No. of shares	Signature
1.	VIPIN A.S	Client ID 09364477 DP ID 12033200	21100	
2.	SREEDevi.K	1N302687 10010799	800	<u>Sreedevi</u>
3.	RAJESH.K	1208420600 223249	55450	
4.	Geeyr Kollanur	10299213 INE 68VA00101	2050	
5.				
6.				
7.				
8.				

ANNEXURE II

Sl. No.	Name of Requisitionists	Folio No.	No. of shares	Signature
1.	Balakrishnan Pillai Sasidharan		1000	
2.				
3.				
4.				
5.				
6.				
7.				
8.				

DhanlaxmiBank 
established 1927

Dhanlaxmi Bank Limited

CIN: L65191KL1927PLC000307

Regd. Off: P.B No.9, Dhanalakshmi Buidings, Naickanal, Thrissur, Kerala-680001

Ph: 0487-2999711; Fax: 0487-2335367

Corporate Office: Punkunnam, Thrissur, Kerala-680002; Ph: 0487-7107000

E-mail: investors@dhanbank.co.in; Website: www.dhanbank.com

Serial No. :

Name of the Sole/ first named Member :

Registered Address :

Name(s) of the joint Member (s),if any :

Registered Folio No. /DP & Client ID No. :

No. of Shares held :

Dear Member,

**Sub: Voting through electronic means, Participation at the EGM of the Bank,
Speaker Registration and Posting of queries**

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Extra-ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars and SEBI Circulars, the Extra-ordinary General Meeting (“EGM”) of the Members of the Bank is being held through VC / OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI Listing Regulations, Dhanlaxmi Bank Limited (“the Bank”) is offering remote e-voting facility to its members in respect of the businesses to be transacted at the EGM of the Bank scheduled

to be held on **Saturday, November 12, 2022 at 11:00 A.M. (IST)**.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (KFIN) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

The Bank has engaged the services of M/s. KFin Technologies Limited (“KFIN”) (previously known as M/s. KFin Technologies Private Limited) as the Authorized Agency to provide e-voting facilities. The User ID & Password for remote e-voting/ Instapoll / registering attendance at EGM are set out below:-

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

The remote e-voting facility will be available during the following voting period:-

Commencement of E-voting	End of E-voting
From 09.00 A.M (IST) on Wednesday, November 09, 2022	Up to 05.00 P.M (IST) on Friday, November 11, 2022

The cut-off date (i.e. the record date) for the purpose of voting is Friday, November 04, 2022.

Members who have not registered their e-mail address and, therefore, are not able to receive the Notice of EGM and e-Voting instructions may temporarily get their email address and mobile number registered with M/s. KFin Technologies Limited, the Bank’s RTA, by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated October 19, 2022 for the Extra-ordinary General Meeting (“EGM Notice”) scheduled to be held on November 12, 2022 which is enclosed herewith. The EGM Notice will also be available on the websites of the Bank (www.dhanbank.com), KFin (<https://evoting.kfintech.com>), National stock Exchange of

India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). Attention is invited to the statement on the accompanying Notice that the Bank is pleased to provide E-voting facility through KFin Technologies Limited (“KFIN”) for all members of the Bank to enable them to cast their votes electronically on the resolutions mentioned in the EGM Notice.

Place: Thrissur
Date: October 19, 2022

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary &
Secretary to the Board

INSTRUCTIONS FOR REMOTE E-VOTING / INSTA POLL

A. Login method for e-Voting : Applicable only for Individual Members holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in **Demat mode** are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The Login method for Individual Members holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsd.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsd.com/</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login</p> <p style="text-align: center;">or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p>

<p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>
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Individual Members (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

B. Information and instructions for remote e-voting by (i) shareholders other than individual shareholders holding shares of the Bank in demat mode and (ii) all shareholders holding shares in physical mode

Members whose email IDs are registered with the Bank/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the process detailed below:-

- i. Members shall use the following URL for remote e-voting / Instapoll:-
 - a. <https://evoting.kfintech.com>; or
 - b. <https://emeetings.kfintech.com>
- ii. Members to enter the login credentials (i.e., User ID & Password) mentioned in the email, Folio No. / DP ID & Client ID will be the USER ID. Please note that the password is an initial password.
- iii. After entering the said details, please click on LOGIN.
- iv. Members will reach the password change menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt the Members to change the password and update any contact details like mobile number, email address etc. on first login.
- v. Members may also enter the secret question and answer of their choice to retrieve password in case they have forgotten it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- vi. Members will need to login again with the new credentials.
- vii. On successful login, the system will prompt the Member to select the EVEN i.e., Dhanlaxmi Bank Limited.
- viii. On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/AGAINST or alternatively enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.
- ix. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi. Members may cast their vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

C. Those Members who are present in the EGM through VC and have not cast their vote on the Resolution(s) as set out in the EGM Notice through remote e-voting and are otherwise not barred from doing so, shall be eligible to avail the facility of e-voting through Instapoll during the EGM, in accordance with the relevant Circulars read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, by following the procedure mentioned below:-

- The procedure for e-voting through Instapoll during the EGM is same as the instructions mentioned above for remote e-voting since the EGM is being held through VC.
- The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the EGM.
- E-voting through Instapoll during the EGM is integrated with the VC platform and hence no separate login is required for the same. Members will be required to click on the “Thumb ()” icon to cast their vote through Instapoll during the EGM.

D. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting / instapoll. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to vsureshpcs@gmail.com with a copy marked to einward.ris.@kfintech.com.

E. The remote e-voting facility shall be available during the following period:-

Commencement of remote e-voting: **From 09.00 A.M (IST) on Wednesday, November 09, 2022**

End of remote e-voting: **Up to 05.00 P.M (IST) on Friday, November 11, 2022**

During this period, only those persons whose names appear in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. **Friday, November 04, 2022**, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period.

F. Only the Members holding shares either in physical form or in electronic form as on the cut-off date i.e. **Friday, November 04, 2022**, can attend the EGM being held through VC.

G. Further, Members who have cast their vote through remote e-voting in respect of the Resolution(s) as set out in the Notice of the EGM may attend the EGM but shall not be entitled to cast their vote again during the EGM.

H. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. G Vasanth Rao Chowdari, Manager, KFin Technologies Limited, “Selenium Tower B”, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 3094 001 (tollfree). Members who have not received the e-mail of the EGM Notice or who have purchased the Equity Shares of the Bank after the cut-off date may also contact Mr. G Vasanth Rao Chowdari at the above mentioned address / phone number for the e-mail of the EGM Notice.

PARTICIPATION AT THE EGM OF THE BANK, SPEAKER REGISTRATION AND POSTING OF QUERIES

1. Members holding shares either in physical form or in electronic form as on the cut-off date i.e. **Friday, November 04, 2022** can attend the EGM through VC by following the instructions as mentioned below:-
 - Click on the URL <https://emeetings.kfintech.com>
 - Use the e-voting User ID and Password to login and select the ‘EVEN’, for the EGM of the Bank.
 - Members can join the EGM through VC from 10.30 A.M (IST) up to 11.30 A.M.(IST)

2. Members who wish to ask questions during the EGM can do so by registering themselves as a ‘Speaker’ by following the instructions as mentioned below:-
 - Click on the URL <https://emeetings.kfintech.com>
 - Use e-voting User ID and password, to register as a ‘Speaker’.
 - Only those Members holding shares either in physical form or in electronic form as on the cut-off date of, i.e., **Friday, November 04, 2022**, may register themselves as a ‘Speaker’ from **Monday, November 07, 2022 (9:00 A.M.)** up to **Wednesday, November 09, 2022 (5:00 P.M.)**. This will enable KFIN to make requisite arrangements for the said Members to ask questions during the EGM through VC.
 - Only those Members who have registered themselves as a ‘Speaker’, as aforesaid, will be able to ask questions during the EGM.
 - The Bank reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

3. Members who wish to post their queries may do so before the EGM from **Monday, November 07, 2022 (9:00 A.M.)** up to **Wednesday, November 09, 2022 (5:00 P.M.)** by following the instructions as mentioned below:-
 - Click on the following URL:<https://emeetings.kfintech.com>
 - Use e-voting User ID and password to post queries.

4. Please note that Members who do not have e-voting User ID and Password or have forgotten the e-voting Used ID and password may retrieve the same by following the e-voting instructions mentioned above.
5. Members can participate at the EGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
6. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
7. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the EGM.
8. In case Members have any queries or need any assistance on e-voting/participation at the EGM/ Speaker Registration process or for posting queries, may please write to KFin at inward.ris@kfintech.com or evoting@kfintech.com or they may contact KFin at toll free: 1800 3094 001.