

SH:90/2021-22

November 30, 2021

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
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Dear Sir,

Postal Ballot Notice- Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Pursuant to the above, please find enclosed herewith the Postal Ballot Notice for seeking approval of Members for the following proposals by way of Postal Ballot through e-voting:-

1. Appointment of Statutory Central Auditors and authorizing the Board of Directors to fix their remuneration
2. Authorizing the Board of Directors to appoint and fix the remuneration of branch auditors
3. To re-appoint Shri. G. Rajagopalan Nair as Independent Director of the Bank

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, November 26, 2021 (cut-off date).

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: 0487-6617142 /149; Fax: 0487-2335367

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

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

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Dhanlaxmi Bank Limited (“the Bank”) that, pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and other applicable laws and regulations, if any, the Bank is seeking consent/approval of the Members for the following proposals to be passed through Postal Ballot process:-

SPECIAL BUSINESS

1. Appointment of Statutory Central Auditors and authorizing the Board of Directors to fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 30 of the Banking Regulation Act, 1949, guidelines issued by Reserve Bank of India and other applicable rules and regulations, including any statutory modification(s) or re-enactment(s) thereof, and the approval accorded by Reserve Bank of India vide letter no.DOS.ARG.No.AS-16/08.08.005/2021-2022 dated November 16, 2021, approval be and is hereby accorded to appoint M/s. Krishnamoorthy and Krishnamoorthy, Chartered Accountants, Ernakulam (FRN-001488S) as Statutory Central Auditors of the Bank with effect from the date of passing of the resolution, i.e December 30, 2021, to the conclusion of the 95th Annual General Meeting of the Bank for a total annual remuneration / fees of Rs.43 lakh (Rupees Forty Three lakh only) plus taxes as applicable from time to time, excluding the fee for branch audits conducted by them and in addition to reimbursement of actual travelling and out-of-pocket expenses, for the purpose of audit of the Bank’s accounts, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the current / remaining tenure, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Central Auditors.”

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2. Authorizing the Board of Directors to appoint and fix the remuneration of branch auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof, the Board of Directors be and is hereby authorized to arrange for the audit of the Bank’s branches for the financial year 2021-22 and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors.”

3. To re-appoint Shri. G. Rajagopalan Nair as Independent Director of the Bank

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by Reserve Bank of India and any other applicable laws, including any statutory modification(s) or re-enactment (s) thereof, the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Shri. G. Rajagopalan Nair (DIN-08845540), whose initial term as an Independent Director of the Bank expires on January 16, 2022 and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Bank for a period of five years with effect from January 17, 2022, and that he shall not be liable to retire by rotation during the said period in terms of the provisions of Section 149(13) of the Act.”

Place: Thrissur
Date: November 30, 2021

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary & Secretary to the Board

NOTES:

1. In view of the continuing restrictions in the country caused by outbreak of COVID – 19 and as per the guidelines issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated 23 June 2021 (the ‘MCA Circulars’) and SEBI vide Circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”), the

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Notice of Postal Ballot dated **November 30, 2021** (“the Notice”) along with the instructions for e-voting would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Private Limited (“KFin”), the Bank’s Registrar & Transfer Agent (RTA) and whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, November 26, 2021** (“cut-off date”) . Further, the shareholders would have the option to vote only through electronic means (“e-voting”) and voting through physical ballot papers will not be provided. In terms of the aforementioned circulars, the Bank will not be sending the hard copies of this Notice / Postal ballot forms / pre-paid business envelopes to the Members. A person who is not a Member as on the cut-off date may treat the Notice for information purpose only.

2. The Notice will also be available on the websites of the Bank (www.dhanbank.com), KFin (<https://evoting.karvy.com>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

3. Members who have not registered their e-mail address and, therefore, are not able to receive the Notice may temporarily get their email address and mobile number registered with M/s. KFin Technologies Private Limited, the Bank’s RTA, by accessing the link https://ris.kfintech.com/email_registration.

4. The cut-off date (i.e. the record date) for the purpose of voting is **Friday, November 26, 2021** and the voting rights will be one vote per Equity Share registered in the name of the shareholders/ beneficial owners as on that date.

5. Pursuant to the provisions of the MCA Circulars, the Bank is offering e-voting facility to its Members in respect of the businesses to be transacted through Postal Ballot. The Bank has engaged the services of M/s. KFin Technologies Private Limited (“KFin”) as the authorized agency to provide e-voting facilities. **The e-voting facility will be available from Wednesday, December 01, 2021, 9.00 AM (IST) onwards to Thursday, December 30, 2021, 5.00 PM (IST).** The general information and instructions relating to e-voting are provided immediately below these Notes.

6. 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.

7. All relevant documents referred to in the Notice or the Explanatory Statement shall be available for inspection electronically by the Members upto the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents may send an e-mail to investors@dhanbank.co.in.

8. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. Raj Kumar Kale, Senior Manager, M/s. KFin Technologies Private Limited, “Selenium Tower B”, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 345 4001 (toll free). Members who have not received the e-mail of the aforesaid Notice may also contact Mr. Raj Kumar Kale at the above mentioned address / phone number for the e-mail of the Notice.

9. 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) has been appointed as Scrutinizer for the Postal Ballot and for conducting the e-voting process in accordance with law. The Scrutinizer’s decision on the validity of voting shall be final.

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10. The Scrutinizer shall, on **Thursday, December 30, 2021**, 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 of or against the resolutions and submit the same to the Chairman.

11. Based on the Scrutinizer's Report, the results of the e-voting will be declared by the Chairman on **Friday, December 31, 2021** at or before 5.00 PM at the Bank's Registered Office at P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur - 680001, through the website of the Bank viz., www.dhanbank.com.

12. Voting results along with the Scrutinizer's Report will also be available on the websites of the Bank (www.dhanbank.com), KFin (<https://evoting.karvy.com>), National stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

13. The resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. **Thursday, December 30, 2021**.

14. These Notes together with the "General information and instructions relating to e-voting" form part of the Notice of Postal Ballot dated **November 30, 2021**.

INSTRUCTIONS FOR REMOTE E-VOTING

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.nsdl.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>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login</p> <p>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>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link :</p>	<p>V. Click on e-Voting service provider name to cast your vote.</p>

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<p>https://eservices.nsd.com/SecureWeb/IdeasDirectR eg.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>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>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>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:-
<https://evoting.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).

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DhanlaxmiBank
re-established 1977

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

Commencement of e-voting: **Wednesday, December 01, 2021 (9:00 A.M. (IST))**

End of e-voting: **Thursday, December 30, 2021 (5:00 P.M. (IST))**

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 26, 2021**, 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.

D. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. Raj Kumar Kale, Senior Manager, M/s. KFin Technologies Private Limited, "Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 345 4001 (toll free). Members who have not received the e-mail of the aforesaid Notice may also contact Mr. Raj Kumar Kale at the above mentioned address / phone number for the e-mail of the Notice.

Statement of material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice of Postal Ballot dated November 30, 2021

Item No.1

The resolution for re-appointment of M/s. P.B Vijayaraghavan & Co, Chennai as Statutory Central Auditors of the Bank for the FY 2021-22 and authorizing the Board of Directors to fix their remuneration was not approved by the Shareholders in the Annual General Meeting of the Bank held on September 29, 2021. Therefore, the Bank has to appoint new auditors for the financial year who will hold office from the date of passing of the resolution, i.e, December 30, 2021, to the conclusion of the 95th Annual General Meeting of the Bank.

The Board of Directors of the Bank, based on the recommendation of the Audit Committee of the Board, recommended a panel of names to Reserve Bank of India (RBI) for consideration for appointment as Statutory Central Auditors of the Bank.

In accordance with the provisions of the Banking Regulation Act, 1949 and the guidelines issued by RBI, the Bank obtained prior approval of RBI for appointment of M/s. Krishnamoorthy and Krishnamoorthy, Chartered Accountants, Ernakulam (FRN-001488S) as Statutory Central Auditors of the Bank for financial year 2021-22. The appointment is subject to the approval of the Shareholders.

Their appointment has been approved by RBI for a period of one year and pursuant to the requirements of RBI guidelines, their appointment is required to be pre-approved on an annual basis. Hence, their appointment is presently proposed from the date of passing of the resolution, i.e, December 30, 2021, till the conclusion of the 95th Annual General Meeting of the Bank and thereafter would be placed for approval of the Members on an annual basis subject to the approval of the RBI.

a) Proposed fees payable to the statutory auditor(s) along with terms of appointment

Fee of Rs.43,00,000 (Rupees Forty Three Lakh Only) plus applicable taxes for Quarterly Review, Audit, Certifications, LFAR and Tax Audit and reimbursement of actual travelling and out-of- pocket expenses extra (on actual basis) for the FY 2021-22. There is no material change from the fee paid to the auditors in FY 2020-21. The fee proposed for the previous Statutory Central Auditors, when they were proposed

to be re-appointed in the 94th Annual General Meeting, was Rs.48,00,000 (Rupees Forty Eight Lakh Only).

(b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed

M/s. Krishnamoorthy and Krishnamoorthy & Co., Ernakulam is a Chartered Accountancy Firm registered with the Institute of Chartered Accountants of India with Firm Registration No. 001488S. The firm has 33 years of audit experience. They were the Statutory Central Auditors of State Bank of India and Nedungadi Bank Limited and have conducted statutory branch audits of various banks. The firm has confirmed its eligibility to be appointed as Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and the applicable rules and as per the guidelines of RBI.

Accordingly, the Directors recommend Resolution No. 1 of the Notice for approval.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution.

Item No.2

The resolution for authorizing the Board of Directors of the Bank to appoint and fix the remuneration of branch auditors of the Bank was not approved by the Shareholders in the Annual General Meeting of the Bank held on September 29, 2021. The said resolution had entailed consultation with the Statutory Central Auditors before appointment of branch auditors. As the Bank is now proposing appointment of new Statutory Central Auditors, the resolution for authorizing the Board of Directors to appoint branch auditors and fix their remuneration is also being placed for approval of Shareholders.

Accordingly, the Directors recommend Resolution No. 2 of the Notice for approval.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution set out in the Notice.

Item No.3

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an independent director can hold office for a term of up to five (5) consecutive years on the Board of a company, and he shall be eligible for reappointment on passing of a special resolution by the company and no independent director shall hold office for more than two consecutive terms of five consecutive years each. However, in case of banking companies, which is governed under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of non-executive Directors is restricted for a period of 8 consecutive years..

The first tenure of Shri. G. Rajagopalan Nair as Independent Director of the Bank is due to expire on January 16, 2022. The Nomination & Remuneration Committee has conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. G. Rajagopalan Nair was "fit & proper" to continue as director of the Bank, after taking into account the performance evaluation of Shri. G. Rajagopalan Nair during his first term and considering his knowledge, expertise, experience and contribution to the Bank as well as the functioning of the Board. The Committee was also of the opinion that he fulfilled the conditions and criteria specified in Section

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149 of the Companies Act, 2013, Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and circulars for holding the office of independent director and that he was not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Bank has received all statutory disclosures / declarations from Shri. G. Rajagopalan Nair including consent to act as director in Form DIR-2, intimation in Form DIR-8 to the effect that he was not disqualified to be a Director as per the provisions of the Companies Act, 2013 and declarations to the effect that he meets the criteria of independence as per the provisions of the Companies Act, 2013 / SEBI Regulations. The Bank has also received a notice under Section 160 of the Companies Act, 2013 from a Member, intending to nominate Shri. G.Rajagopalan Nair to the office of independent director.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board (the "Committee") the Bank, the Board of Directors (the "Board") of the Bank decided to recommend the proposal to reappoint Shri. G. Rajagopalan Nair as Independent Director of the Bank for a second term of five years with effect from January 17, 2022 for the approval of the Members of the Bank by means of a Special Resolution. In the opinion of the Board, and based on its evaluation, Shri. G. Rajagopalan Nair fulfills the conditions specified in the Companies Act, 2013, Rules made thereunder, SEBI LODR Regulations, the Banking Regulation Act, 1949 and the relevant guidelines issued by RBI for his reappointment as an independent director of the Bank and he is independent of the Management of the Company. Shri. G. Rajagopalan Nair is also registered in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.

Accordingly, the Directors recommend Resolution No. 3 of the Notice for approval.

The additional information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India is furnished as follows:-

Date of Birth and age	17.01.1952; 70 years
Qualifications	M.Sc (Electronics & Communication)
Brief Resume, Experience and Nature of expertise in specific functional areas	Shri. G. Rajagopalan Nair has an experience of 21 years in banking and 24 years in banking related Information Technology and Fintech companies. He had retired from Federal Bank as General Manager – Information Technology. He was an IT consultant of CSB Bank and BahwanCybertek. Shri. G. Rajagopalan Nair was responsible for implementation of core banking solutions and various sub-systems and establishment of call centers. He was also involved in the development of payment systems, transaction fraud management systems, audit automation, work flow, score cards, RBI specified Early Warning Signals, IT Security, compliance of standards specified by RBI, BASEL compliances, COBIT-5, development and implementation of IFRS9 and IND AS 109 systems. Shri. G. Rajagopalan Nair had undertaken software implementation for Indian Bank, IDBI Bank, Bank of India, HDFC Bank and also banks based in USA and Middle East.

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Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. G. Rajagopalan Nair will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	2020-21 – Rs.8,80,000/- 2021-22 – Rs.6,25,000/- (till the date of this Notice)
Date of first appointment on Board	August 17, 2020
Sector	Majority – Information Technology
Shareholding in the Bank as on the date of this Notice	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2020-21 & 2021-22	2020-21 – Attended all the 16 Board Meetings of the Bank held in 2020-21 after he became a Director 2021-22 – Attended all the 10 Board Meetings of the Bank held in 2021-22 till the date of this Notice
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri. G. Rajagopalan Nair is Chairman / Member of the Audit Committee, IT Strategy Committee, NPA Monitoring Committee, Large Value Fraud Monitoring Committee, Credit & Business Committee of Board, Customer Service Committee, Risk Management Committee, Nomination & Remuneration Committee and Redressal Committee on Willful Defaulters & Review Committee on Non-Cooperative Borrowers.
Directorship in other entities	Nil
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

Save and except Sri. G. Rajagopalan Nair, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution.

Place: Thrissur
Date: November 30, 2021

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