DhanlaxmiBank
established 1927

SH: 85 / 2017-18

September 05, 2017

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

Dear Sir,

Sub: Notice of 90th Annual General Meeting of the Bank

Further to our letter no. SH:84 / 2017-18 dated September 03, 2017, please find enclosed herewith the Notice of the 90th Annual General Meeting of the Bank scheduled to be held on Saturday, September 30, 2017 at 10.00 A.M at Vadakke Samooham Auditorium, Shornur Road, Thrissur - 680001.

The Bank is offering e-voting facility to its Members, in respect of the businesses set out in the above mentioned Notice, from 09.00 A.M on Wednesday, September 27, 2017 up to 05.00 P.M on Friday, September 29, 2017. The facility of voting by ballot paper will also be made available at the venue of the Meeting for those Members who have not voted by e-voting.

The Bank has decided to change the cut-off date (i.e. the record date) for the purpose of e-voting and voting by ballot to Monday, September 25, 2017. The Register of Members and Share Transfer Books of the Bank will remain closed from Tuesday, September 26, 2017 to Saturday, September 30, 2017 (both days inclusive) on account of the 90th Annual General Meeting of the Bank.

Kindly take the same on record

.

Thanking you,

Yours faithfully,

Santosh Kumar Barik
Company Secretary

DhanlaxmiBank
established 1927

CIN: L65191KL1927PLC000307
Regd. Off: P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala - 680001
Ph: 0487-6617142 / 149, Fax: 0487 - 2335367
E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

NOTICE OF 90TH ANNUAL GENERAL MEETING

Notice is hereby given that the 90th Annual General Meeting of the Members of Dhanlaxmi Bank Limited will be held at **Vadakke Samooham Auditorium, Shornur Road, Thrissur – 680001 on Saturday, September 30, 2017 at 10:00 A.M** to transact the following business:-

ORDINARY BUSINESS

1. **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**

2. **To re-appoint Statutory Central Auditors and authorize 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** subject to approval of Reserve Bank of India and 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, M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S), who were the Statutory Central Auditors of the Bank from the conclusion of the previous Annual General Meeting to the conclusion of this Annual General Meeting, and being eligible have given their consent for re-appointment, be and are hereby re-appointed as Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, on such remuneration as shall be decided by the Board of Directors, plus applicable taxes, in addition to reimbursement of all travelling and out-of-pocket expenses as may be incurred by the Auditors in connection with the audit of the accounts of the Bank."

3. **To re-appoint Sri. Gopinathan C.K as Director of the Bank**

   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 149, 152 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 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, Sri. Gopinathan C.K (DIN-01236752), who was appointed as Director liable to retire by rotation and being eligible offers himself for re-appointment, and in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby re-appointed as a non-independent Director of the Bank in the Minority Sector and that he shall be liable to retire by rotation."

SPECIAL BUSINESS

4. **To re-appoint Sri. P.S Sreekumar 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, including any statutory modification(s) or re-enactment (s) thereof, Sri. P.S Sreekumar (DIN-07555178), who was appointed as independent Director not liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 for a period of one year with effect from the date of previous Annual General Meeting, and in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby re-appointed as an independent Director of the Bank in the Majority Sector for a period of two years with effect from the date of this Annual General Meeting, i.e, September 30, 2017, and that he shall not be liable to retire by rotation."

5. **To appoint Sri. Vijaya Raghavan Gopala Pillai as Independent Director of the Bank**

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 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, including any statutory modification(s) or re-enactment (s) thereof, Sri. Vijaya Raghavan Gopala Pillai (DIN-0000029021), in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Bank in the Majority Sector for a period of two years with effect from the date of this Annual General Meeting, i.e, September 30, 2017, and that he shall not be liable to retire by rotation."

6. **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**

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 2017-18 and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors."

7. **To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)**

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

"**RESOLVED THAT** pursuant to Sections 42 and 71 of the Companies Act 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Banking Regulation Act, 1949 and RBI circulars and guidelines and other applicable rules and regulations, including any statutory modification(s) or re-enactment(s) thereof, consent of the Members of the Bank be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as the "Board" in this resolution, which term shall include any Committee of Directors or any Director or Key Managerial Personnel authorized by the Board to exercise the powers conferred on the Board by this resolution) to make offer(s) or invitation(s) to issue redeemable secured / unsecured non-convertible debentures (NCDs) including but not limited to subordinated debentures, bonds, Tier-II bonds and / or other debt securities, in one or more tranches, as and when the Board may think fit and on such terms, conditions, face value and amount as may be decided by the Board, subject to an aggregate limit of Rs.150 crores (one hundred and fifty crores only) within a period of one year from the date of approval of this resolution."

"**RESOLVED FURTHER THAT** the consent of the Members of the Bank be and is hereby accorded to authorize the Board to do all such acts, deeds and things as may be required to give effect to the above resolution including appointment of trustees, fixing the terms and conditions of the issue, preparation and authentication of offer letters, issue and allotment of bonds, decide on discount or premium on the bonds, creation of charge, payment of applicable stamp duties, authorizing officers or intermediaries in connection with the issue or any other matter incidental or ancillary thereto."

NOTES:

1. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is offering e-voting facility to its Members in respect of the businesses to be transacted at the 90th Annual General Meeting scheduled to be held on Saturday, September 30, 2017 at 10.00 A.M. The Bank has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorized agency to provide e-voting facilities. **The e-voting facility will be available from 09.00 A.M (IST) on Wednesday, September 27, 2017 to 05.00 P.M (IST) on Friday, September 29, 2017.**

2. The facility of voting by ballot paper will also be made available at the venue of the Meeting for those Members who have not voted through the e-voting facility provided by Karvy.

3. The cut-off date (i.e. the record date) for the purpose of voting is Monday, September 25, 2017 and the voting rights will be one vote per Equity Share registered in the name of the shareholders / beneficial owners as on that date.

4. The Register of Members and Share Transfer Books of the Bank will remain closed from Tuesday, September 26, 2017 to Saturday, September 30, 2017 (both days inclusive). Transfers received during book closure will be considered only after re-opening of the Register of Members.

5. The Notice of the 90th Annual General Meeting and the Annual Report for financial year 2016-17 are being sent to all Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, August 18, 2017.

6. Members who have not received the aforesaid Notice / Annual Report or who have purchased the Equity Shares of the Bank after August 18, 2017 may contact Mrs. Varalakshmi / Mr. G Vasanth Rao Chowdari, Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Phone: 040 - 67161514 / 27 for the Notice / Annual Report.

7. The log-in ID and password for e-voting will be sent by Karvy separately along with the instructions for e-voting.

8. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote at the meeting instead of him/her and the proxy need not be a Member of the Bank. However, only such Members (and also Members who are represented by their respective proxies) who have not exercised their vote by electronic means as stated above will be permitted to vote at the meeting. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank.

9. The instrument appointing proxy should be deposited at the Registered Office of the Bank not less than forty eight hours before the commencement of the meeting.

10. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

13. All documents referred to in the Notice of the Meeting are open for inspection at the Registered Office of the Bank on all working days between 10.00 A.M and 1.00 P.M upto the date of the Annual General Meeting.

14. Members may please note that there is a facility for nomination, in the prescribed form, of any person to whom shares in the Bank held by such Member shall vest in the event of his / her death.

15. Shares of the Bank are traded in dematerialized form. Members may opt for availing the benefits of electronic holding/transfer of shares held by them.

16. Members should notify the changes in their address immediately to the Transfer Agents/Depository Participants as the case may be, giving full details in block letters with pin code and post office along with address proof and photo identity proof.

17. Members may please note that, a copy of the PAN card of the transferee must mandatorily be submitted along with the transfer deed for registering transfer of physical shares.

18. Members described as “Minor” in the address but who have attained majority of age may update their status in the Register of Members by producing proof of age.

19. Members/proxies should produce the attendance slip at the venue of the meeting.

20. Members holding physical shares in identical order of names in more than one folio are requested to write to the Share Transfer Agents to facilitate consolidation of their holdings in one folio.

21. The shareholders and beneficial owners who have not so far encashed/claimed the dividends for the financial years 2009-10 and 2010-11 have to submit the dividend warrant(s), if any, available with them for revalidation to the Company Secretary, Dhanlaxmi Bank Limited, Dhanalakshmi Buildings, Naickanal, Thrissur – 680001.

22. In terms of Section 125 of the Companies Act, 2013 the dividends which are unclaimed for a period of seven years have to be transferred to “Investor Education and Protection Fund” maintained with Central Government and the shareholders/beneficial owners cannot make any claim for the dividends once the unclaimed dividends are transferred to such fund. The dividends that have remained unclaimed upto 2008-2009

have been transferred to the fund. The unpaid dividend for the financial year 2009-10 is due for transfer to this fund in the financial year 2017-18. In accordance with the Investor Education Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, notified by MCA, the Bank is required to transfer all unclaimed/ unpaid shares in respect of which dividends have remained unclaimed continuously for the last seven years to the IEPF suspense account.

23. Mr. M. Vasudevan, Practising Company Secretary, Surya Gardens Apartments, Paliyam Road, Thrissur – 680001 (FCS 4177/ CP 2437) has been appointed as Scrutinizer for conducting the e-voting process and voting at the venue in accordance with law. The Scrutinizer's decision on the validity of voting shall be final.

24. 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.

25. The results of voting will be announced by the Chairman of the Annual General Meeting at or after the Meeting to be held on Saturday, September 30, 2017 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.

26. 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 Karvy's website (https://evoting.karvy.com) within 48 hours of conclusion of the Meeting.

For and on behalf of the Board,

Sd/-

Place : Thrissur
Date : August 11, 2017

Santosh Kumar Barik
Company Secretary

Statement of material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated August 11, 2017

Item No. 3

Sri. Gopinathan C.K (DIN-01236752) was appointed as Director of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations at the Annual General Meeting held on September 29, 2016 and is liable to retire by rotation.

The Bank has received a notice in writing along with a deposit of Rs. 1,00,000/- from a Member signifying his intention to propose the candidature of Sri. Gopinathan C.K for re-appointment to the office of director. The Nomination & Remuneration Committee has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. Gopinathan C.K is "fit & proper" to continue as director of the Bank. The Committee is also of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the SEBI Regulations, and the rules made thereunder, for holding the office of director.

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

The additional information on Directors proposed to be appointed / re-appointed at the 90th Annual General Meeting, 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 at the end of this Notice.

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

Item No. 4

Sri. P.S Sreekumar (DIN-07555178) was appointed as independent Director of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations for a period of one year with effect from the date of previous Annual General Meeting and is not liable to retire by rotation.

In terms of Section 160 of the Companies Act 2013, the Bank has received a notice in writing along with a deposit of Rs. 1,00,000/- from a Member signifying his intention to propose the candidature of Sri. P.S Sreekumar for re-appointment to the office of director. The Board has conducted the performance evaluation of Sri. P.S Sreekumar in accordance with the criteria formulated by the Nomination & Remuneration Committee and has approved his continuation as independent Director on the Board of the Bank. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for holding the office of director and is independent of the management. Further, the Nomination & Remuneration Committee is of the opinion that Sri. P.S Sreekumar meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Committee has conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. P.S Sreekumar is "fit & proper" to continue as director of the Bank.

Accordingly, the Directors recommend Resolution No. 4 of the Notice for approval.

The additional information on Directors proposed to be appointed / re-appointed at the 90th Annual General Meeting, 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 at the end of this Notice.

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

Item No. 5

In terms of Section 160 of the Companies Act 2013, the Bank has received a notice in writing along with a deposit of Rs. 1,00,000/- from a Member signifying his intention to propose the candidature of Sri. Vijaya Raghavan Gopala Pillai (DIN-0000029021) for appointment to the office of director. Sri. Vijaya Raghavan Gopala Pillai has also given his consent to be appointed as director. The Nomination & Remuneration Committee has reviewed the declarations made by Sri. Vijaya Raghavan Gopala Pillai pursuant to the Companies Act, 2013, the SEBI Regulations, the Banking Regulation Act, 1949 and the RBI guidelines and is of the opinion that he fulfills the conditions specified in these laws / regulations and the rules made thereunder for holding the office of director and is independent of the management. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for holding the office of director and is independent of the management. The Nomination & Remuneration Committee has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. Vijaya Raghavan Gopala Pillai is "fit & proper" to be appointed as director of the Bank.

Accordingly, the Directors recommend Resolution No. 5 of the Notice for approval.

The additional information on Directors proposed to be appointed / re-appointed at the 90th Annual General Meeting, 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 at the end of this Notice.

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

Item No. 6

Pursuant to the provisions of Sections 139 and 143(8) of the Companies Act 2013, the guidelines issued by the Reserve Bank of India and other regulatory requirements, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors in consultation with Bank's Statutory Central Auditors for those branches which are not proposed to be audited by the Statutory Central Auditors.

Accordingly, the Directors recommend Resolution No. 6 of the Notice for approval.

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

Item No. 7

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI Regulations, a company offering or making an invitation to subscribe to redeemable secured/ unsecured Non-convertible debentures (NCDs) including but not limited to subordinated debentures, bonds, Tier-II Bonds and/or other debt securities on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such issue for a period of one year.

Non-convertible debentures (NCDs), Subordinated debentures, bonds, Tier-II Bonds and/or other debt securities, issued on private placement basis are a significant source of borrowings for the Bank and the Bank has allotted listed bonds in the past and there is potential to raise resources through the private placement route. The Bank needs to broaden the base of resource mobilization to ensure availability of adequate funding for future business growth and development. The approval of the Members is being sought by way of a Special Resolution to enable the Bank to offer or invite subscriptions for Tier-II Bonds on a private placement basis, in one or more tranches, within a period of one year, within the overall borrowing limits of the Bank, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the face value and issue price of the bonds depending upon the market conditions.

Accordingly, the Directors recommend Resolution No. 7 of the Notice for approval.

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

For and on behalf of the Board,

Sd/-

Place : Thrissur
Date : August 11, 2017

Santosh Kumar Barik
Company Secretary

Additional information on Directors proposed to be appointed / re-appointed at the 90th Annual General Meeting (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)

1. **SRI. GOPINATHAN C.K (DIN - 01236752)**

Date of Birth and age	29.03.1954 ; 63 years
Qualifications	B.COM
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri. Gopinathan C.K is promoter Director of C.K.G Supermarket Limited and Managing Director of C.K.G Securities and Investments Limited. He was also a Director in the Catholic Syrian Bank Limited for almost 8 years from September 26, 2008 to July 20, 2016 and has more than 25 years of experience in banking / finance sectors. Sri. Gopinathan C.K is a major shareholder in the Bank and also has major investments in various leading companies across the State.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. Gopinathan C.K will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Sri. Gopinathan C.K was paid only sitting fees of Rs. 1,40,000/- for attending Board / Committee Meetings during the financial year 2016-17.
Date of first appointment on Board	Sri. Gopinathan C.K was appointed as Additional Director w.e.f August 11, 2016. He was appointed as Director liable to retire by rotation at the Annual General Meeting of the Bank held on September 29, 2016.
Sector	Minority
Shareholding in the Bank as on the date of this Notice	1,89,50,000 Equity Shares held by Sri. Gopinathan C.K and 63,50,000 Equity Shares held by relatives / associates
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2016-17	5
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri. Gopinathan C.K is a Member of:- 1. Management Committee; 2. NPA Monitoring Committee; 3. Risk Management Committee; 4. Large Value Fraud Monitoring Committee; and 5. HR & IT Strategy Committee
Directorship in other entities	C.K.G Supermarket Limited - Director C.K.G Securities and Investments Limited – Managing Director None of the above is a listed entity.
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

2. **SRI. P.S SREEKUMAR (DIN - 07555178)**

Date of Birth and age	20.05.1956 ; 61 years
Qualifications	B.COM, LLB, M.A (P.A), PGDJ
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri. P.S Sreekumar has varied experience in the field of Cooperation, having worked as Supervisory Officer from 1992 to 1995 in the Co-operation department with the Government of Kerala and being a nominee Director in Mannam Sugar Mills Co-operative Limited since December 17, 2014. He has worked as Special Secretary to Government of Kerala. He had also worked as the State Protocol Officer of Govt. of Kerala and Secretary of Institute of Management in Government. He holds bachelor's degrees in commerce and law, master's degree in Public Administration and post-graduate diploma in journalism. He has attended World Bank training at Baltimore, USA and ADB-sponsored training at Manila, Philippines. Sri. P.S Sreekumar represents “Majority Sector – Cooperation” in the Board of the Bank.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. P.S Sreekumar will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Sri. P.S Sreekumar was paid only sitting fees of Rs. 1,10,000/- for attending Board / Committee Meetings during the financial year 2016-17.
Date of first appointment on Board	Sri. P.S Sreekumar was appointed as Additional Director w.e.f July 04, 2016. He was appointed as Independent Director for a period of one year w.e.f September 29, 2016 at the Annual General Meeting of the Bank held on that date.
Sector	Majority (Cooperation)
Shareholding in the Bank as on the date of this Notice	200 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2016-17	5
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri. P.S Sreekumar is a Member of:- 1. Customer Service Committee; 2. Stakeholders’ Relationship Committee; 3. Nomination & Remuneration Committee; and 4. Redressal Committee on Willful Defaulters & Review Committee on Non-Cooperative Borrowers
Directorship in other entities	Director of Mannam Sugar Mills Cooperative Limited (government nominee), which is not a listed entity
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

3. **SRI. VIJAYA RAGHAVAN GOPALA PILLAI (DIN - 0000029021)**

Date of Birth and age	27.03.1957 ; 60 years
Qualifications	B.Sc (Engg.)
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri. Vijaya Raghavan Gopala Pillai was the founder CEO of Technopark, Trivandrum, India's first electronic technology park, from July 1990 to April 1997. As founder CEO, he was responsible for conceptualizing, planning, implementing and worldwide marketing of the services of Technopark. From April 1987 to December 1988, he was the head of the Cybernetics division of Kerala State Electronics Development Corporation in North India. He was the centre coordinator of Centre for Development of Advanced Computing (C-DAC) from December 1988 to July 1990. Prior to this, he has worked as head of office automation & telecommunication in Mohsin Haider Darwish, LLC, Oman and as senior engineer (marketing) for digital test and measuring instruments in HCL Limited. Sri. Vijaya Raghavan Gopala Pillai was also the Member of Kerala State Planning Board from 2011 to 2016 and honorary director of Trivandrum International School and National Institute of Speech and Hearing. He also occupies the position of Member Secretary of Asian School of Business and Chairman of Board of Governors of Goethe Zentrum. He holds a degree of B.Sc (Engg.) in Electrical Engineering. Sri. Vijaya Raghavan Gopala Pillai will represent "Majority Sector – Information Technology" in the Board of the Bank.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. Vijaya Raghavan Gopala Pillai will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Not Applicable, as he was not on the Board of the Bank previously
Date of first appointment on Board	Not Applicable, as he was not on the Board of the Bank previously
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 2016-17	Not Applicable, as he was not on the Board of the Bank previously
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Not Applicable, as he was not on the Board of the Bank previously
Directorship in other entities	VMA Consultants Private Limited SunTec Infrastructure Private Limiteds Kochi River Resorts Private Limited Nansystems Private Limited US Technology International Private Limited SunTec Business Solutions Private Limited Centre for Autism and Other Disabilities Rehabilitation Research and Education National Institute of Speech and Hearing (Hon. Director) Trivandrum International School (Hon. Director) Asian Business School (Member Secretary) Chairman, Board of Governors, Goethe Zentrum None of the above is a listed entity.
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

DHANLAXMI BANK LIMITED

CIN: L65191KL1927PLC000307
Regd. Off: P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala- 680001
Ph: 0487-6617142 / 149, Fax: 0487-2335367, E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

ATTENDANCE SLIP

90th Annual General Meeting
Saturday, September 30, 2017 at 10.00 A.M

Member's Folio / DP ID & Client ID No.	
Name and Address of the Member	

I/We hereby record my/our presence at the 90th Annual General Meeting held at **Vadakke Samooham Auditorium, Shornur Road, Thrissur – 680001.**

…….....……. .....……..
Member's / Proxy's name in Block Letters Member's / Proxy's Signature

Notes:

- Please complete the Folio/DP ID & Client ID No. and Name. Sign the Attendance Slip and hand it over at the attendance verification counter at the Entrance of the Meeting Hall.
- Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the meeting.

DHANLAXMI BANK LIMITED

CIN: L65191KL1927PLC000307
Regd. Off: P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala- 680001
Ph: 0487-6617142 / 149, Fax: 0487-2335367, E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

90th Annual General Meeting
Saturday, September 30, 2017 at 10.00 A.M

I /We ..... being the member(s), holding ..... shares of the above named Company under Folio/DP ID Client ID No ..... hereby appoint:

1. Name .....
   Address.....
   E-mail Id.....Signature .....
   or, failing him/her,
2. Name .....
   Address.....
   E-mail Id.....Signature .....

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 90th Annual General Meeting of the Company, to be held on **Saturday, September 30, 2017 at 10.00 A.M at Vadakke Samooham Auditorium, Shornur Road, Thrissur – 680001** and at any adjournment thereof in respect of such resolutions as are indicated below.

	Resolution	Optional*	
No.	**Ordinary Business**	For	Against
1.	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		
2	To re-appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration		
3	To re-appoint Sri. Gopinathan C.K as Director of the Bank		
	Special Business		
4	To re-appoint Sri. P.S Sreekumar as Independent Director of the Bank		
5	To appoint Sri. Vijaya Raghavan Gopala Pillai as Independent Director of the Bank		
6	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		
7	To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)		

Signed this ..... day of 2017

Signature of Shareholder: .....

Signature of Proxy holder(s): 1. ..... 2. .....

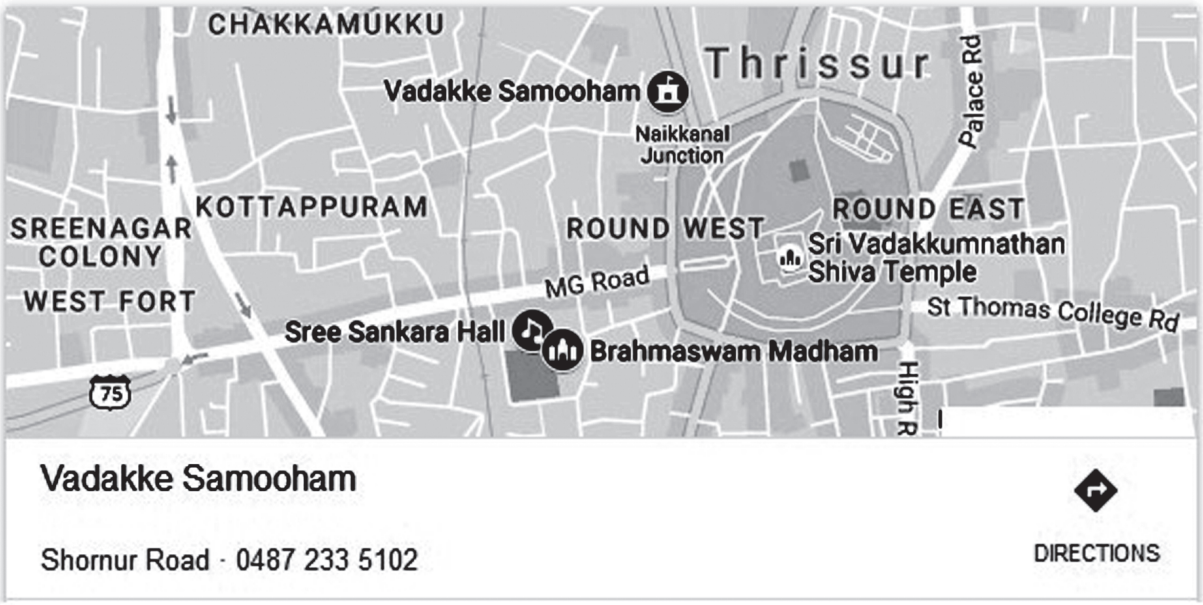
Affix Revenue Stamp not less than Re. 1

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the meeting.
- For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 90th Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Bank.
- It is optional to indicate your preference by putting a (✓) in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member (s) in above box before submission.

Location Map of the Venue of 90th Annual General Meeting of Dhanlaxmi Bank Limited to be held on Saturday, September 30, 2017 at 10.00 A.M

Venue Address: Vadakke Samooham Auditorium, Shornur Road, Thrissur – 680001



INTENTIONALLY LEFT BLANK

(CIN : L65191KL1927PLC000307)
Regd. Off: Dhanalakshmi Buildings, Naickanal , Thrissur- 680001
Ph: 0487-6617142/149 Fax: 0487 -2335367
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

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 Clause 44 of the Listing Agreement, Dhanlaxmi Bank Limited ("the Bank") is offering e-voting facility to its members in respect of the businesses to be transacted at the 90th Annual General Meeting scheduled to be held on Saturday, September 30, 2017 at 10:00 A.M.

The Bank has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

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

The 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 September 27, 2017	Up to 05.00 P.M (IST) on September 29, 2017

The cut-off date (i.e. the record date) for the purpose of e-voting is Monday, September 25, 2017.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated August 11, 2017 for the 90th Annual General Meeting scheduled to be held on September 30, 2017 which is enclosed herewith. The full Annual Report of the Bank for the financial year 2016-17 will be sent separately. Attention is invited to the statement on the accompanying Notice that the Bank is pleased to provide E-voting facility through Karvy Computershare Private Limited for all members of the Bank to enable them to cast their votes electronically on the resolutions mentioned in the Notice of 90th Annual General Meeting of the Bank dated August 11, 2017.

For and on behalf of the Board,

Sd/-
Santosh Kumar Barik
Company Secretary

Place : Thrissur
Date : August 11, 2017

INSTRUCTIONS FOR E-VOTING

A. Members who received the Notice of Annual General Meeting through e-mail

1. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
2. Enter the login credentials (i.e., user-id & password mentioned in your e-mail). Your folio/DP Client ID will be your User-ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Bank
Password	Your unique password is printed overleaf / provided in the e-mail forwarding the electronic notice

3. After entering these details appropriately, click on "LOGIN".
4. You will now reach Password Change Menu wherein you are required to mandatorily change your 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 (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. After changing password, you need to login again with the new credentials.
6. On successful login, the system will prompt to select the "Event" i.e., Dhanlaxmi Bank Limited.
7. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/AGAINST/ABSTAIN" against each resolution or alternatively you may partially enter any number in "FOR" , partially in "AGAINST" and partially in "ABSTAIN" but the total number in "FOR/AGAINST/ABSTAIN" taken together should not exceed your total shareholding.
8. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
9. Corporate/Institutional Members (corporate /Fls /Flls/Trust/Mutual Funds/Banks, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: mvasufcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No.".

B. In case of Members receiving Notice of Annual General Meeting by Post

1. Please use the User ID and initial password as provided overleaf.
2. Please follow all steps from Sr. No. 1 to 9 as mentioned in (A) above, to cast your vote.

C. The voting rights will be one vote per Equity Share registered in the name of the Members / Beneficial Owners as on Monday, September 25, 2017.

D. Members holding shares either in physical form or dematerialized form may cast their vote electronically.

E. The e- voting period commences on **Wednesday, September 27, 2017 at 09.00 A.M** and ends on **Friday, September 29, 2017 at 05.00 P.M**. In case of any query pertaining to e-voting, please visit Help & FAQ's section of Karvy e-voting website.

F. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

G. **Mr. M. Vasudevan, Practising Company Secretary**, Surya Gardens Apartments, Paliyam Road, Thrissur – 680001 (FCS 4177/ CP 2437) has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final.

H. 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 Scrutinizer's report of the votes cast in favour or against, if any, and submit it to the Chairman.

I. The results of voting will be announced by the Chairman of the Annual General Meeting at or after the Meeting to be held on Saturday, September 30, 2017 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.

J. 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 Karvy's website (https://evoting.karvy.com) within 48 hours of conclusion of the Meeting.

K. In case of any grievances on e-voting, Members may contact Mrs. Varalakshmi / Mr. G Vasanth Rao Chowdari, Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Phone: 040 - 67161514 / 27.