Registered Office: Dhanlaxmi Bank Limited, PB No.9, Dhanalakshmi Buildings, Naickanal Thrissur-680 001

NOTICE

Notice is hereby given that an Extraordinary General Meeting of Dhanlaxmi Bank Ltd will be held on Thursday, 03rd July 2014 at Vadakke Samooham Kalyanamandapam, Thrissur – 680 001, at 11 A M to transact the following business.

SPECIAL BUSINESS

1. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "**Act**"), the Banking Regulation Act, 1949, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), and the provisions of the Securities and Exchange Board of India Act, 1992, including the rules, regulations and the guidelines notified thereunder and the circulars issued thereunder, the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**"), the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and any other rules, regulations notified under FEMA and circulars issued under FEMA, and subject to any approval, consent, permission and/or sanction, as may be required, from the Foreign Investment Promotion Board, Government of India, Secretariat for Industrial Assistance, Government of India, the Securities and Exchange Board of India (the "**SEBI**"), the Ministry of Finance (Department of Economic Affairs), the Reserve Bank of India, the Stock Exchanges, the enabling provisions of the Memorandum of Association and Articles of Association of the Bank, the listing agreements entered into by the Bank with the Stock Exchanges on which the Bank's equity shares or any other securities are listed, subject to necessary approvals, permissions, consents and sanctions of other relevant statutory and other authorities, institutions or bodies, in India and other applicable countries, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the Bank be and is hereby accorded to the Board to offer, issue, and allot **4,39,07,000** equity shares of Rs. 10/- each ("**Equity Shares**") at a premium of **Rs. 35.55** per Equity Share aggregating to an amount of **Rs. 199,99,63,850** to the investors named below (the "**Investors**") on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection."

Sr. No.	Name of Investors	No. of Equity Shares proposed to be allotted
1	Mrs.Deepa Lakshmi Arun Kumar	35,00,000
2	Mr.Deepak Vaidya	17,20,000
3	Reliance Life Insurance Company Limited	57,00,000
4	Mrs.Viral Amal Parikh	57,00,000
5	Premier Capital and Securities (P) Limited	57,00,000
6	Acumen Capital Market India Limited	4,25,000
7	Mr.C.K.Gopinathan	22,80,000
8	Mr.C.K.Jinsha Nath	17,10,000
9	Mr.C.K.Hareendran	11,40,000
10	C.K.G Supermarket Ltd	5,45,000
11	Mrs.Girija Anantharaman	2,10,000
12	Pivotal Business Managerss LLP	24,05,000
13	Sunidhi Wealth Advisors	3,70,000
14	Mrs.Lavina A.Goenka	27,75,000
15	Mr.Mihir Doshi	2,75,000
16	Hemant P Kotak H.U.F	2,30,000
17	Mr.Hiren Gandhi	1,85,000
18	Vespera Fund Limited	13,17,000
19	Mr.Mohit Goel	3,70,000
20	Dr.Neha A.Mehta	1,85,000
21	Mr.Amit D.Dhanki	1,85,000
22	Mr.Sharad K.Shah	1,85,000
23	Mr.B.Mohanachandran Nair	10,95,000
24	Dr.B. Ravindran Pillai	22,00,000
25	Mrs.Shital Raghu Kataria	35,00,000
	TOTAL	**4,39,07,000**

"**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Bank to the above-mentioned Investors, inter alia, subject to the following:

- The Equity Shares shall be allotted within such time period as specified under SEBI ICDR Regulations; and
- The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Bank in all respects".

"**RESOLVED FURTHER THAT** the price of the Equity Shares has been calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the purpose of calculating the price of the Equity Shares is the date 30 days prior to the date on which meeting of shareholders is held to consider the proposed preferential allotment, in this case being June **03, 2014**".

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

By order of the Board,
Sd/-
Ravindran K Warrier
Secretary to Board &
Company Secretary

Place : Thrissur
Date : 07.06.2014

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the companies act, 2013)

Item No. 1

The Bank requires additional capital to meet the capital adequacy requirements under Basel II norms as directed by the Reserve Bank of India. Further it is necessary to augment long term capital for meeting strategic business needs of the Bank as part of its future growth strategy.

The Board of Directors proposes to issue and allot **4,39,07,000** Equity Shares to the Investors on a preferential basis. The proceeds of the issue are proposed to be utilized to meet the capital adequacy requirements under Basel II norms as directed by the Reserve Bank of India and to augment long term capital for meeting strategic business needs of the Bank as part of its future growth strategy.

The proposed preferential issue is undertaken in accordance with the SEBI ICDR Regulations.

The Bank has received inclination from the following Investors to subscribe to these Equity Shares:

Sr. No.	Name of Investors	No. of Equity Shares proposed to be allotted	Category
1	Mrs.Deepa Lakshmi Arun Kumar	35,00,000	Resident Individual
2	Mr.Deepak Vaidya	17,20,000	Resident Individual
3	Reliance Life Insurance Company Limited	57,00,000	Bodies Corporate
4	Mrs.Viral Amal Parikh	57,00,000	Resident Individual
5	Premier Capital and Securities (P) Limited	57,00,000	Bodies Corporate

6	Acumen Capital Market India Limited	4,25,000	Bodies Corporate
7	Mr.C.K.Gopinathan	22,80,000	Resident Individual
8	Mr.C.K.Jinsha Nath	17,10,000	Resident Individual
9	Mr.C.K.Hareendran	11,40,000	Resident Individual
10	C.K.G Supermarket Ltd	5,45,000	Bodies Corporate
11	Mrs.Girija Anantharaman	2,10,000	Resident Individual
12	Pivotal Business Managerss LLP	24,05,000	Bodies Corporate
13	Sunidhi Wealth Advisors	3,70,000	Bodies Corporate
14	Mrs.Lavina A.Goenka	27,75,000	Resident Individual
15	Mr.Mihir Doshi	2,75,000	Resident Individual
16	Hemant P Kotak H.U.F	2,30,000	HUF
17	Mr.Hiren Gandhi	1,85,000	Resident Individual
18	Vespera Fund Limited	13,17,000	Foreign Institutional Investor
19	Mr.Mohit Goel	3,70,000	Resident Individual
20	Dr.Neha A.Mehta	1,85,000	Resident Individual
21	Mr.Amit D.Dhanki	1,85,000	Resident Individual
22	Mr.Sharad K.Shah	1,85,000	Resident Individual
23	Mr.B.Mohanachandran Nair	10,95,000	Resident Individual
24	Dr.B. Ravindran Pillai	22,00,000	Non Resident Indian
25	Mrs.Shital Raghu Kataria	35,00,000	Non Resident Indian
	Total	4,39,07,000	

Information as required under Regulation 73 of the SEBI ICDR Regulations is as under:

a) Objects of the issue:

The additional capital raised through the proposed issue of Equity Shares shall be used for -

- Meeting the capital adequacy requirements under the Basel II norms according to the directions of the Reserve Bank of India;
- Augmenting the long term Tier 1 Capital Base to meet growing business needs of the Bank.

b) Proposal of Directors / Key Management Personnel to subscribe to the issue:

The directors and key management personnel do not intend to apply/subscribe to any of the Equity Shares.

c) Undertakings:

The Bank hereby undertakes that it shall re-compute the price of the specified securities in terms of the provisions of the SEBI ICDR Regulations where it is required to do so. The Bank also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

d) Shareholding pattern before and after the issue:

The shareholding pattern of the Bank before and after the proposed preferential allotment is as follows.

Pre-issue shareholding pattern of the Bank as on May 30, 2014

Sl no	Description	Cases	Shares	% to Equity
1	Resident Individuals	77236	58105417	43.51%
2	Foreign Institutional Investors	15	38870033	29.11%
3	Non Resident Indians	1397	17802263	13.33%
4	Bodies Corporates	1052	14648447	10.97%
5	Clearing Members	324	1268098	0.95%
6	H U F	1032	1388817	1.04%
7	Indian Financial Institutions	1	717000	0.54%
8	Insurance Companies	2	442277	0.33%
9	Banks	6	241445	0.18%
10	Directors	6	21200	0.02%
11	Trusts	4	6830	0.01%
12	Mutual Funds	4	22792	0.02%
	Total:	**81079**	**133534619**	**100.00%**

Shareholding pattern of the Bank on full subscription of the equity shares by the respective investors.

Sl no	Description	Cases	Shares	% to Equity
1	Resident Individuals	77250	79620417	44.87%
2	Foreign Institutional Investor	16	40187033	22.65%
3	Non Resident Indians	1397	23502263	13.25%
4	Bodies Corporate	1056	29793447	16.79%
5	Clearing Members	324	1268098	0.71%
6	H U F	1033	1618817	0.91%
7	Indian Financial Institution	1	717000	0.40%
8	Insurance Companies	2	442277	0.25%
9	Banks	6	241445	0.14%
10	Directors	6	21200	0.01%
11	Trusts	4	6830	0.01%
12	Mutual Funds	4	22792	0.01%
	Total:	**81099**	**177441619**	**100.00%**

e) Proposed time within which allotment shall be completed:

The allotment of Equity Shares is proposed to be completed within a period of 15 days from **July 03, 2014** being the date of meeting of the shareholders for the preferential allotment of Equity Shares provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, then the allotment shall be completed by the Bank within a period of 15 days from the date on which the Bank receives all approvals from the concerned authorities.

f) Identity and details of the proposed allottees with percentage of expanded capital to be held by them and change in control if any:

Sr. No.	Name	Category	Pre-issue holding	% of pre-issue holding	Post issue holding	%Post issue holding
1	Mrs.Deepa Lakshmi Arun Kumar	Resident Individual	0	0	35,00,000	1.97
2	Mr.Deepak Vaidya	Resident Individual	0	0	17,20,000	0.97
3	Reliance Life Insurance Company Limited	Bodies Corporate	0	0	57,00,000	3.21
4	Mrs.Viral Amal Parikh	Resident Individual	0	0	57,00,000	3.21
5	Premier Capital and Securities (P) Limited	Bodies Corporate	0	0	57,00,000	3.21
6	Acumen Capital Market India Limited	Bodies Corporate	3500	0.01	428500	0.24
7	Mr.C.K.Gopinathan	Resident Individual	0	0	22,80,000	1.28
8	Mr.C.K.Jinsha Nath	Resident Individual	0	0	17,10,000	0.96
9	Mr.C.K.Hareendran	Resident Individual	0	0	11,40,000	0.64
10	C.K.G Supermarket Ltd	Bodies Corporate	0	0	5,45,000	0.31
11	Mrs.Girija Anantharaman	Resident Individual	1000	0	2,11,000	0.12
12	Pivotal Business Managerss LLP	Bodies Corporate	20462	0.02	24,25,462	1.37

13	Sunidhi Wealth Advisors	Bodies Corporate	0	0	3,70,000	0.21
14	Mrs.Lavina A.Goenka	Resident Individual	0	0	27,75,000	1.56
15	Mr.Mihir Doshi	Resident Individual	0	0	2,75,000	0.15
16	Hemant P Kotak H.U.F	HUF	0	0	2,30,000	0.13
17	Mr.Hiren Gandhi	Resident Individual	0	0	1,85,000	0.10
18	Vespera Fund Limited	Foreign Institutional Investor	0	0	13,17,000	0.74
19	Mr.Mohit Goel	Resident Individual	0	0	3,70,000	0.21
20	Dr.Neha A.Mehta	Resident Individual	0	0	1,85,000	0.10
21	Mr.Amit D.Dhanki	Resident Individual	0	0	1,85,000	0.10
22	Mr.Sharad K.Shah	Resident Individual	0	0	1,85,000	0.10
23	Mr.B.Mohanachandran Nair	Resident Individual	29,51,000	2.21	40,46,000	2.28
24	Dr.B. Ravindran Pillai	Non Resident Indian	66,50,000	4.98	88,50,000	4.99
25	Mrs.Shital Raghu Kataria	Non Resident Indian	31,55,780	2.36	66,55,780	3.75

g) Pricing of the issue:

The issue price will be **Rs.45.55** per Equity Share or any such other price as will be decided by the Board of Directors, which will be more than the minimum price as will be determined in accordance with the regulations for pricing of the issue under Chapter VII of SEBI ICDR Regulations.

h) Change in Control:

The proposed preferential issue of Equity Shares would not result in any change in control of the Bank.

i) Auditor's Certificate:

The auditor's certificate required under Clause 73(2) of the SEBI ICDR Regulations certifying that the issue is being made in accordance with the requirements contained in SEBI ICDR Regulations will be made available for inspection at the registered office of the Bank between 3.00 p.m. and 5.00 p.m. on any working day from the relevant date i.e. June **03, 2014** up to the date of the meeting of the shareholders.

j) Lock-in of proposed issue of Equity Shares :

The Equity Shares proposed to be issued to above proposed allottees shall be locked-in in terms of Regulation 78 of SEBI ICDR Regulations.

Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

As per Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement which have been entered into by the Bank with the Stock Exchanges on which the Equity Shares of the Bank are listed, as and when it is proposed to increase the Equity Shares of the Bank by allotment of further Equity Shares, such Equity Shares shall be first offered to the existing shareholders of the Bank in the manner laid down under Section 62 unless the shareholders in general meeting decide otherwise by passing a special resolution.

Additionally, the SEBI ICDR Regulations require matters to be stated in the resolution which is required to be passed under Section 62 of the Companies Act, 2013 and in the explanatory statement in respect of such resolution.

Hence, the consent of the shareholders by way of special resolution is being sought for issue of the Equity Shares on preferential basis to the Investors.

The Board recommends the resolution for your approval of the members by special resolution.

None of the Directors of your Bank shall be concerned or deemed to be interested in the said resolution.

k) Voting through Electronic Means (E-Voting Facility)

According to the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, E-Voting is mandatory in respect of all resolutions passed at the general meetings of the shareholders and hence the Bank shall provide the same. The Internet link of such e-voting platform will be given in the notice to the shareholders. The Bank shall continue to enable those shareholders, who do not have access to e-voting facility, to send their assent or dissent in writing on a postal ballot as per the provisions of the Companies (Management and Administration) Rules, 2014.

The procedure and instructions for e-voting are as follows:

i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed on the Postal Ballot Form sent to them by post along with the Notice of Postal Ballot, Notice of Court Convened Meeting and other documents accompanying the same. In case of shareholders who have registered their e-mail addresses, the Password is specified in the email sent to them on behalf of the Company by Karvy.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

iv. Members can cast their vote online from 27/06/2014 @ 9.00 AM to 29/06/2014 @ 5.00 PM

v. After entering these details appropriately, click on "LOGIN".

vi. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii. You need to login again with the new credentials.

viii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

ix. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.

x. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'. After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.

xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xii. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to mvasufcs@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_Event no.

Notes:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item No. 1 above, are annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Bank. Proxies, in order to be effective, must be received at the Bank's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution / authority, as applicable.

By order of the Board,
Sd/-
Ravindran K Warrier
Secretary to Board &
Company Secretary

Place : Thrissur
Date : 07.06.2014

Registered Office: Dhanlaxmi Bank Limited, PB No.9, Dhanalakshmi Buildings, Naickanal Thrissur-680 001

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name Of The
Member
Attending.....

Full Name of the First joint-holder.....
(To be filled in if first named joint-holder does not attend the meeting)

Name of the Proxy.....
(To be filled in if proxy Form has been duly deposited with the company)

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING** of the Company at Vadakke Samooham Kalyanamandapam , Thrissur – 680 001on Thursday, 03rd July 2014 at 11.00 A.M

.....
Member's /Proxy's Signature

Regd. Folio No.....

(To be signed at the time of handing over this slip)

ELECTRONIC VOTING PARTICULARS

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

---------- (TEAR *HERE)*----------

Registered Office: Dhanlaxmi Bank Limited, PB No.9, Dhanalakshmi Buildings, Naickanal Thrissur-680 001

PROXY FORM

I/We.....
of.....in the district of .....
.....being member (s) of the above named Company, hereby appoint.....
of.....in the district of.....
or failing him ..... of .....
in the district of .....
as my/our proxy to vote for me /us on my/our behalf at the **EXTRAORDINARY GENERAL MEETING** of the Company at Vadakke Samooham Kalyanamandapam , Thrissur – 680 001on Thursday, 03rd July 2014 at 11.00 A.M.

Signed this..... day of 2014

Please affix Revenue Stamp

Regd. Folio No.....
No. of Shares held.....

Notes:

1. All Alterations in the Form of Proxy should be initialed.
2. The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 (Forty Eight) hours before the time fixed for holding of the meeting,
3. In case the shareholder is a company, partnership, trust, society etc. the duly completed proxy form should be accompanied by a certified true copy of the Board Resolution / Authority, with the signatures of the Authorized Signatory (ies), duly attested.
4. According to Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management & Administration) Rules, 2014, a person can be appointed proxy for members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights.

To,

If undelivered please return to :-
Registered Office: Dhanlaxmi Bank Limited,
PB No.9, Dhanalakshmi Buildings,
Naickanal Thrissur-680 001