DhanlaxmiBank
established 1927

SH: 105 /2016-17

September 3, 2016

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|---|---|
| The General Manager<br>Department of Corporate Services<br>**BSE Limited**<br>I Floor, New Trading Ring<br>Rotunda Building, P J Towers<br>Dalal Street Fort, Mumbai – 400 001 | The Manager<br>Listing Department<br>**National Stock Exchange of India Limited**<br>'Exchange Plaza', Bandra – Kurla Complex<br>Bandra (E), Mumbai – 400 051 |

Dear Sir,

**Sub: Intimation of AGM Notice/Cut-off date for e-voting/Book Closure**

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 89th Annual General Meeting of the Bank to be held on Thursday, September 29, 2016 at 10.00 A.M at Vadakke Samooha Madom, Shornur Road, Thrissur - 680001.

The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd September, 2016. The Register of Members and Share Transfer Books of the Bank will remain closed from September 24, 2016 to September 29, 2016 (both days inclusive) on account of ensuing Annual General Meeting.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**Santosh Kumar Barik**
**Company Secretary**

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

Notice is hereby given that the 89th Annual General Meeting of the Shareholders of Dhanlaxmi Bank Limited will be held at Vadakke Samooha Madom, Shornur Road, Thrissur – 680001 on Thursday, September 29, 2016 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 31st March, 2016 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 appoint Statutory Central Auditors and to authorize the Board to fix their remuneration**

   The present Statutory Central Auditors M/s. Venkatachalam Aiyer & Co., Chartered Accountants vacate office at this Annual General Meeting and are not seeking reappointment. The following three firms of Chartered Accountants have submitted their application for appointment as Statutory Central Auditors of the Bank:-

   (i) M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S)

   (ii) M/s. Balan & Co., Chartered Accountants, Kochi (Firm Regn. No. 340S)

   (iii) M/s. Sankar & Moorthy, Chartered Accountants, Kozhikode (Firm Regn. No. 003575S)

   The Bank will seek approval from Reserve Bank of India for appointment of any one of the above firms as the Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be decided by the Board of Directors.

   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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (LODR) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, any one of the following firms of Chartered Accountants be and is hereby 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 of the Bank, on such remuneration as shall be decided by the Board of Directors, plus service tax as applicable, 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".

   (i) M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S)

   (ii) M/s. Balan & Co., Chartered Accountants, Kochi (Firm Regn. No. 340S)

   (iii) M/s. Sankar & Moorthy, Chartered Accountants, Kozhikode (Firm Regn. No. 003575S)

**SPECIAL BUSINESS**

3. **To appoint Sri. Arun Rao M.G, Additional Director 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, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) 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. Arun Rao M.G (DIN-07547651), who was appointed as Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this 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 appointed as an Independent Director of the Bank in the Majority Sector for a period of one year with effect from September 29, 2016 and that he shall not be liable to retire by rotation."

4. **To appoint Sri. P.S Sreekumar, Additional Director 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, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) 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 Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this 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 appointed as an Independent Director of the Bank in the Majority Sector for a period of one year with effect from September 29, 2016 and that he shall not be liable to retire by rotation."

5. **To appoint Sri. C.K Gopinathan, Additional Director 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, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) 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. C.K Gopinathan (DIN-01236752), who was appointed as Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this 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 appointed as a non-Independent Director of the Bank in the Minority Sector with effect from September 29, 2016 and that he shall be liable to retire by rotation."

6. **Appointment 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 Section 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 2016-17 and to appoint branch auditors in consultation with the Statutory Central Auditors and to fix their remuneration."

7. **Issue of 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, 71 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as is in force or amended from time to time, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended and other applicable SEBI Regulations and applicable RBI circulars, approval of the Bank be and is hereby accorded for making 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, having face value of such amount as may be decided by the Board, subject to an aggregate limit of Rs.100 crores ( one hundred crores only) within a period of one year from the date of passing the special resolution by the members of the Bank."

"**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorized to do all such deeds and things to give effect to the above resolution including appointment of trustees, fixing the terms and conditions for the issue of redeemable secured/ unsecured Non-convertible debentures (NCDs) including but not limited to subordinated debentures, bonds, Tier-II Bonds and/or other debt securities, preparation and authentication of offer letters, issue and allotment of bonds, discount or premium on the bonds, creation of charge, payment of applicable stamp duties, authorizing officers or intermediaries in connection with the issue, delegating all or any of the matters or functions related to the issue to any Committee of the Board or any one or more Directors or Key Managerial Personnel as it may think fit, or any other matter incidental or ancillary thereto."

8. **Further Issue of Equity Shares**

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(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification or re-enactment thereof for the time being in force (“the Act”), the Banking Regulation Act, 1949 as amended, Foreign Exchange Management Act, 1999 (“FEMA”), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, Rules, Regulations, Guidelines, Notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended (the “SEBI ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), or any other competent authority, whether in India or abroad, from time to time, to the extent applicable and in accordance with the relevant provisions of the Memorandum and Articles of Association of Dhanlaxmi Bank Ltd (the “Bank”) and subject to all necessary approvals, consents, permissions and / or sanctions of the Ministry of Finance (Department of Economic Affairs) and of Ministry of Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance) Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchanges (the “Stock Exchanges”) where the shares of the Bank are listed, financial institutions, lenders and all other appropriate and/or relevant / concerned authorities in India and other applicable countries (herein after referred to as the “Requisite Approvals”) and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals and sanctions and which may be agreed to by the Board of Directors of the Bank (the “Board”) (which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its power including the powers conferred on the Board under this resolution), the consent, authority and approval of the shareholders of the Bank, be and is hereby accorded to the Board to create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by law then applicable) from time to time in one or more tranches with or without a green shoe option, by way of a rights issue to the existing members of the Bank whether resident or non-resident, rights -cum-public issue, public issue, Qualified Institutional Placement (QIP), in Indian and/or International markets or combination thereof of Equity Shares or through an issuance of Global Depository Shares (GDSs)/ Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) representing Equity Shares and/ or Debentures or Bonds convertible into equity shares whether fully or partly and whether compulsorily or at the option of the Bank or the holders thereof and/or any security linked to equityshares and/or all or any of the aforesaid securities with or without detachable or non-detachable warrants, (hereinafter collectively referred to as the “Securities”) to all eligible investors, including resident Indian individuals, bodies corporate, societies, trusts, non-residents, Qualified Institutional Buyers (QIBs), stabilization agents, foreign investors (whether institutions and/or incorporated bodies and/ or individuals and/or trusts and/ or otherwise), Foreign Institutional Investors (FIIs), Foreign Corporate Bodies (FCBs)/Companies/Mutual funds/ Pension Funds/ Venture Capital Funds/ Banks, whether Indian or foreign and such other persons or entities whether or not such investors are members of the Bank, to all or any other category of investors who are authorized to invest in equity shares of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank through one or more offer prospectus and /or letter of offer or circular or such other document, at such time or times, at such price or prices and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for amount in nominal value not exceeding in the aggregate Rs.50 crore (Rupees Fifty crore only) or its equivalent amount in such Indian or foreign currencies as may be necessary with any premium and Green Shoe Option attached thereto, in one or more tranches, as may be deemed appropriate by the Board in such form and manner and on such terms and conditions like price or prices, premium, interest or additional interest, number of securities to be issued, face value, number of equity shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms of green shoe options, if any, exercised by the Bank and all other connected matters.”

“**RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/ or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws”.

"**RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI ICDR Regulations:

(I) the allotment of the Equity Shares, or any combination of the Equity Shares as may be decided by the Board shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

(II) the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Bank in all respects as may be provided under the terms of issue and in accordance with the placement document(s);

(III) the relevant date for the purpose of pricing of the Equity Shares to be issued, if issued pursuant to Chapter VIII of the SEBI ICDR Regulations and/or other applicable regulations, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;

(IV) the Board may, at its absolute discretion, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the floor price as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to the provisions of Section 53 of the Companies Act, 2013.

(V) the issue and allotment of Equity Shares shall be made only to QIBs within the meaning of SEBI Regulations;

(VI) the Equity Shares shall be fully paid-up on its allotment;

(VII) the allotment to each Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Bank;

(VIII) the Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange;

(IX) the total amount raised in such manner shall not, together with the over-allotment option, exceed five times the net worth of the Bank as per the audited balance sheet of the previous financial year."

''**RESOLVED FURTHER THAT** without prejudice to the generality of the above and subject to applicable laws and subject to Requisite Approvals including any conditions as may be prescribed while granting such approval or permissions by such government authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities.''

"**RESOLVED FURTHER THAT** the Managing Director & CEO, Chief Financial Officer and Company Secretary are jointly and severally authorised on behalf of the Bank to make necessary applications, letters, filings to any Regulatory Authority, including the Reserve Bank of India as may be required for the purpose of giving effect to the above resolutions."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do the following deeds for and on behalf of the members of the Bank to give effect to the above mentioned resolutions:-

a) To appoint, enter into and execute all such arrangements, as the case may be, with any lead managers, merchant bankers, managers, underwriters, bankers, financial institutions, solicitors, advisors, guarantors, depositories, registrars, transfer agents, custodians, trustees, lawyers, chartered accountants, company secretaries, experts in banking industry, consultants, book runners and such other intermediaries ("the Agencies") as may be necessary and to remunerate any of the agencies in any manner including payment of commission, brokerage or fee for their services or otherwise and reimburse expenses that may be incurred by them in relation to their services to the Bank;

b) To issue, directly or through any agency duly authorised depository receipt(s) / certificates of Securities to afford a proper title to the holder thereof and to enable such holder to trade in the securities or underlying Securities as such person may require to the extent lawfully permitted in India or in any other country where the securities have been issued subject to statutory regulations in India or in any other country and in accordance with the norms and practices prevailing in India or any other country;

c) To issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further Equity Shares ranking pari-passu with the existing Equity Shares of the Bank in all respects except provided otherwise under the terms of issue of such Securities and in the offer document;

d) To approve offer document, circulars, notice and such other documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead managers, underwriters, and/ or advisors in accordance with applicable laws, rules, regulations and guidelines and to take decisions to open the issue, decide bid opening and closing date, the issue price, the number of Equity Shares to be allotted and the basis of allotment of Shares;

e) To dispose of the unsubscribed portion of the Securities to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Bank, including offering or placing them with resident or non-resident / foreign investor(s) (whether institutions and / or incorporated bodies and / or individuals and / or trusts and / or otherwise) / Foreign Institutional Investors (FIIs) / Mutual Funds / Pension Funds / Venture Capital Funds / banks and /or Employees and business associates of the Bank or such other person(s) or entity(ies) or otherwise, whether or not such persons are members of the Bank;

f) To retain over-subscription upto such percentage as may be permitted by the applicable regulations and by relevant authorities;

g) To do such acts, deeds, matters and things as may be necessary for obtaining listing of all or any of its new Securities in any Stock Exchange in India or in any other country, subject to such statutory compliances as may be necessary in India or in such other country and further subject to such conditions as the Stock Exchanges may require, and for entering into of depository arrangements in regard to any such issue or allotment;

h) To agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient;

i) To do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, banking and custodian arrangements and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties, doubts that may arise in regard to such offer(s) or issue(s) or allotment(s), as it may, in its, absolute discretion, deem fit and with power on behalf of the Bank to settle any questions, difficulties or doubts that may arise in regard to any such issue(s) /offer(s) or allotment(s) or otherwise;

j) To delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or to any Director(s) or any Officer(s) of the Bank."

**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 89th Annual General Meeting scheduled to be held on Tuesday, 29th September, 2016 at 10.00 A.M. The Bank has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facilities. The e-voting user ID and password along with the instructions for e-voting is enclosed with this Notice. The e-voting facility will be available from 09.00 A.M (IST) on Monday, 26th September, 2016 to 05.00 P.M (IST) on Wednesday, 28th September, 2016.

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. 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. No Proxies will be entertained in respect of those Members who cast their votes by electronic means prior to the meeting. However, such Members can attend the meeting in person. As per the provisions of the Companies Act, 2013, a proxy cannot speak at the meeting.

4. 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.

5. 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.

6. 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.

7. 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.

8. The Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, September 24, 2016 to Thursday, September 29, 2016 (both days inclusive). Transfers received during book closure will be considered only after re-opening of the Register of Members.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

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

16. 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.

17. The shareholders and beneficial owners who have not so far encashed/claimed the dividends for the financial years 2008-09, 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.

18. 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 remained unclaimed upto 2007-2008 have been transferred to the fund. The unpaid dividend for the financial year 2008-09 is due for transfer to this fund in the financial year 2016-17.

19. The Bank is in the process of allotting Equity Shares for which the shareholders of the Bank had approved the proposal to allot the equity shares through postal ballot, the results of which were declared on August 12, 2016.

20. 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.

21. 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.

22. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 29th September, 2016 and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

23. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Bank (www.dhanbank.com) and on Karvy's website (https://evoting.karvy.com) within 48 hours of conclusion of the Meeting.

24. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 23rd September, 2016.

For and on behalf of the Board,

Sd/-
Santosh Kumar Barik
Company Secretary

Place : Thrissur
Date : August 11, 2016

**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 12, 2016**

**Item No. 3**

Sri. Arun Rao M.G (DIN-07547651) was appointed as Additional Director of the Bank with effect from July 04, 2016 pursuant to the provisions of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting and is eligible for appointment as Director.

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. Arun Rao M.G for the office of Director. Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Sri. Arun Rao M.G that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. The Board has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. Arun Rao M.G is "fit & proper" to be a Director of the Bank.

The information as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the detailed profile of Sri. Arun Rao M.G is provided in the Report on Corporate Governance forming part of the Annual Report.

Accordingly, the Directors recommend the resolution for the appointment of Sri. Arun Rao M.G as Independent Director for a period of one year with effect from September 29, 2016, not liable to retire by rotation, for approval.

Save and except Sri. Arun Rao M.G, 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 Additional Director of the Bank with effect from July 04, 2016 pursuant to the provisions of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting and is eligible for appointment as Director.

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 the office of Director. Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Sri. P.S Sreekumar that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. The Board has also 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 be a Director of the Bank.

The information as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the detailed profile of Sri. P.S Sreekumar is provided in the Report on Corporate Governance forming part of the Annual Report.

Accordingly, the Directors recommend the resolution for the appointment of Sri. P.S Sreekumar as Independent Director for a period of one year with effect from September 29, 2016, not liable to retire by rotation, for approval.

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**

Sri. C.K Gopinathan (DIN-01236752) was appointed as Additional Director of the Bank with effect from August 11, 2016 pursuant to the provisions of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting and is eligible for appointment as Director.

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 the office of Director. The Board has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. C.K Gopinathan is "fit & proper" to be a Director of the Bank. Sri. C.K Gopinathan is a shareholder of the Bank.

The information as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the detailed profile of Sri. C.K Gopinathan is provided in the Report on Corporate Governance forming part of the Annual Report.

Accordingly, the Directors recommend the resolution for the appointment of Sri. C.K Gopinathan as non-Independent Director with effect from September 29, 2016, liable to retire by rotation, for approval.

Save and except Sri. C.K Gopinathan, 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 Section 139 and Section 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, 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 the Resolution for issue of redeemable secured/unsecured Non-convertible debentures (NCDs) including but not limited to subordinated debentures, bonds, Tier-II Bonds and/or other debt securities, for approval.

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

**Item No. 8**

The present authorized capital of the Bank is Rs. 300 crore. The issued and paid-up capital of the Bank as on March 31, 2016 is Rs. 177.44 crore divided into 17,74,41,619 Equity shares of Rs.10/- each.

The Bank's Capital to Risk Weighted Assets Ratio (CRAR) as on March 31, 2016 stood at 7.51% under Basel III, against the regulatory requirement/prescribed minimum of 9.625%. The Bank is in the process of raising additional capital through preferential issue. The Board of Directors of the Bank has approved the issue and the Bank has sought the approval of the shareholders for the same.

As you may be aware, a banking company requires adequate capital not only to meet the needs of growing business, but also to meet the regulatory requirements that apply. As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. Innovative technological banking methods also need to be introduced and updated / upgraded from time to time.

The Bank has been continuing to grow organically and has shown steady growth during the last few years. The Bank foresees a rise in demand for credit in various sectors and in retail banking market and success in availing a strong share in this business opportunity rests on the ability of the Bank to raise funds by way of Equity Shares during this financial year. As a proactive move to leverage the available business opportunities and for maintaining appropriate regulatory capitalization levels, the Bank proposes to increase the issued and paid-up capital up to the extent of Rs. 50 crore by issue of further Equity Shares of face value of Rs.10/- each with such premium as the Board may decide.

The exact nature, proportion, size and timing of the issue of Securities will also be decided by the Board based on an analysis of the specific requirements of the Bank.

Globalization has created a favorable investment climate and investors in the international markets look forward for good and viable investment opportunities. Thus it is considered prudent to raise additional funds through an issue of securities by way of a Qualified Institutional Placement (QIP) in Indian and/or international markets, of further equity shares and/or securities convertible into equity shares, including Global Depository Shares (GDSs) / Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) and / or Debentures or Bonds convertible into equity shares whether fully or partly and whether compulsorily or at the option of the Bank or the holders thereof and/or any security linked to equity shares with or without detachable or non-detachable warrants.

The Resolution is proposed to be passed as a Special Resolution pursuant to Section 62(1) (c) and other applicable provisions of the Companies Act, 2013.

Since the special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Bank to persons other than shareholders of the Bank, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Special Resolution under this item seeks the consent of the shareholders to make an issue of securities. The proposal also seeks to confer upon the Board absolute discretion to determine the mode, structure, price, number of shares to be issued and timing of the issue(s). The Board will fix the detailed terms of the final size of the offering, mode, exact timing, pricing of the issue and other related aspects after careful analysis and in consultation with the merchant bankers, investment bankers, book runners, lead manager, underwriter(s), advisor(s) and such other persons, keeping in view the prevailing market conditions and in line with the extant guidelines issued by SEBI, RBI or any other statutory / regulatory authorities.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations and other applicable regulations. The Bank may offer a discount of not more than 5% or such percentage as permitted on the price determined pursuant to the SEBI ICDR Regulations, in accordance with the applicable laws and regulations. The "Relevant Date" for this purpose will be the date when the Board decides to open the Qualified Institutional Placement for subscription.

The proposed offer is in the interests of the Bank and the Directors recommend the passing of the resolution under this item as a special resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the above Resolution, except to the extent of the Equity Shares of the Bank held by them.

For and on behalf of the Board,

Sd/-
Santosh Kumar Barik
Company Secretary

Place : Thrissur
Date : August 11, 2016

DhanlaxmiBank
established 1927

# 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

**89th Annual General Meeting`**
**Thursday, September 29, 2016 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 Eighty Ninth Annual General Meeting held at **Vadakke Samooha Madom, 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)**

**89th Annual General Meeting**
**Thursday, September 29, 2016 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 89th Annual General Meeting of the Company, to be held on **Thursday, September 29, 2016 at 10.00 A.M at Vadakke Samooha Madom, Shornur Road, Thrissur** and at any adjournment thereof in respect of such resolutions as are indicated below.

| | Resolution | Optional* | |
|---|---|---|---|
| No. | **Ordinary Business** | For | Against |
| 1. | To adopt Financial Results for the year ended 31st March 2016 | | |
| 2. | To appoint any one of the following firms of Chartered Accountants as Statutory Central Auditors of the Bank and authorizing the Board for fixing their remuneration:-<br>(i) M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S)<br>(ii) M/s. Balan & Co., Chartered Accountants, Kochi (Firm Regn. No. 340S)<br>(iii) M/s. Sankar & Moorthy, Chartered Accountants, Kozhikode (Firm Regn. No. 003575S) | | |
| | **Special Business** | | |
| 3 | To appoint Sri. Arun Rao M.G, Additional Director as Director of the Bank | | |
| 4 | To appoint Sri. P.S Sreekumar, Additional Director as Director of the Bank | | |
| 5 | To appoint Sri. C.K Gopinathan, Additional Director as Director of the Bank | | |
| 6 | To appoint Branch Auditors in consultation with Statutory Auditor | | |
| 7 | To issue of redeemable secured/unsecured Non-convertible debentures (NCDs) | | |
| 8 | To increase issued and paid-up capital by further issue of Equity Shares | | |

Signed this ..... day of ..... 2016

Signature of Shareholder: .....

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

Affix Revenue Stamp not less than Re. 1

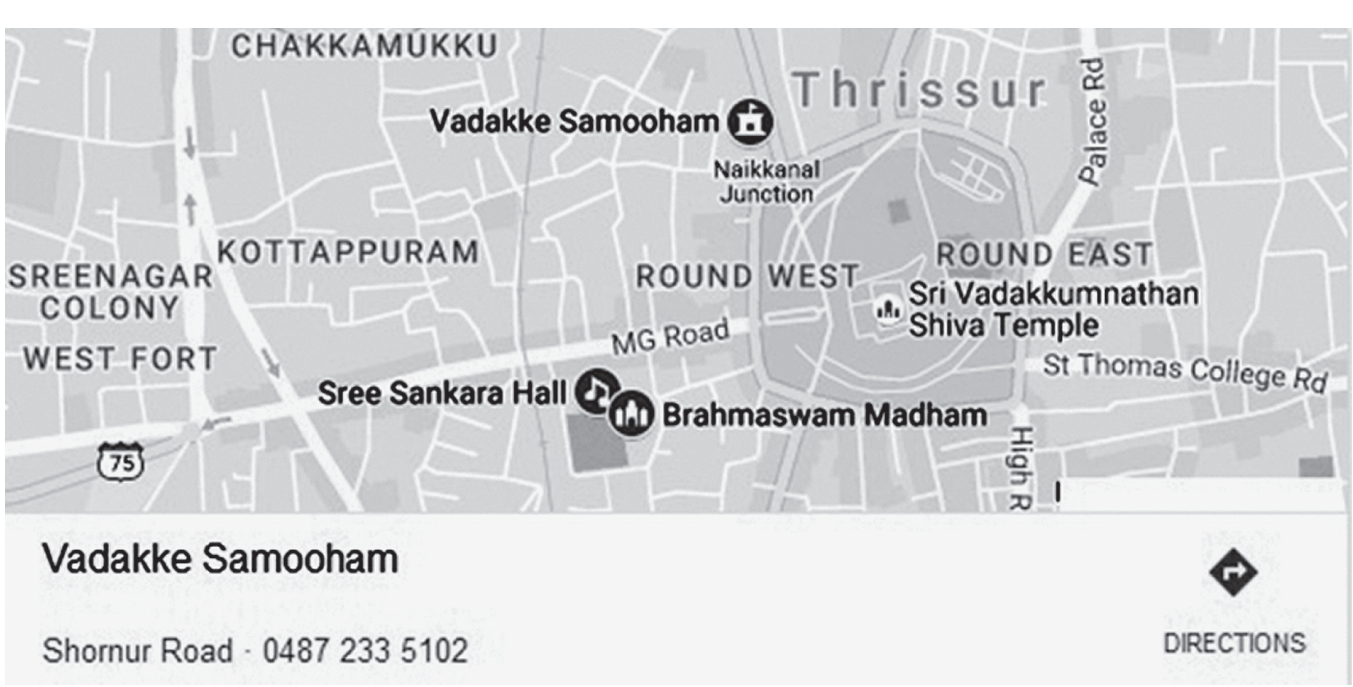
**Notes:**

- Please complete all details including details of member (s) in above box before submission.
- 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 89th 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.

**Venue of the 89th Annual General Meeting of Dhanlaxmi Bank Limited to be held on Thursday, August 29, 2016 at 10:00 A.M**

**Venue Address: Vadakke Samooha Madom, Shornur Road, Thrissur – 680001**

**Location Map of Venue**



(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. : BALNO

Name of the Sole / First named Member : HOLDER
Registered Address HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN : HOLDER_PIN

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

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

No. of Shares held : TOTAL_SHAR

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 89th Annual General Meeting scheduled to be held on Thursday, September 29, 2016 at 10:00 A.M.

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

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|---|---|---|
| EVENT_NO | USER_ID | PWD |

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 26th September, 2016 | Up to 05.00 P.M (IST) on 28th September, 2016 |

**The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd September, 2016.**

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 11th August, 2016 for the 89th Annual General Meeting scheduled to be held on 29th September, 2016 which is enclosed herewith. The full Annual Report of the Bank for the financial year 2015-16 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 89th Annual General Meeting of the Bank dated 11th August 2016.

For and on behalf of the Board,

Sd/-
**Santosh Kumar Barik**
Company Secretary

Place : Thrissur
Date : August 11, 2016

## INSTRUCTIONS FOR E-VOTING

**A. Members who received the notice through e-mail from Karvy:**

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:-<br>a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID<br>b) For CDSL :- 16 digits Beneficiary ID / Client ID<br>For Members holding shares in Physical Form:-<br>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 they are required to mandatorily change their 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 AGM Notice 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 e- voting period commences on **26th September, 2016 at 09.00 A.M and ends on 28th September, 2016 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.

D. 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.

E. **Mr. M. Vasudevan, Practising Company Secretary,** Surya Gardens Apartments, Paliyam Road, Thrissur - 680001 (FCS4177/CP2437) 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.

F. 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.

G. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 29th September, 2016 and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

H. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Bank (www.dhanbank.com) and on Karvy's website (https://evoting.karvy.com) within 48 hours of conclusion of the Meeting.

I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 23rd September, 2016. Members holding shares either in physical form or dematerialized form may cast their vote electronically.