DhanlaxmiBank
established 1927

DHANLAXMI BANK LIMITED
Registered Office: Dhanalakshmi Buildings
Naickanal, Thrissur – 680 001.

NOTICE

Notice is hereby given that the 88th Annual General Meeting of the Shareholders of Dhanlaxmi Bank Limited will be held at Vadakke Samooha Madom, Shornur Road, Thrissur on Tuesday, September 29, 2015 at 10:00 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Bank's Audited Balance Sheet as at 31st March, 2015 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 Sagar and Associates, Chartered Accountants, Hyderabad, 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. K. Venkatachalam Aiyer & Co., Chartered Accountants, Kochi

   (ii) M/s. Sankar & Moorthy, Chartered Accountants, Calicut

   (iii) M/s. Sridhar & Co., Chartered Accountants, Thiruvanathapuram

   The Bank has sought 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.

   "Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz Companies (Audit and Auditors) Rules, 2014 as may be applicable and 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 be and is hereby appointed as 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 of the Bank, subject to approval of Reserve Bank of India, on such remuneration as shall be decided by the Board of Directors."

   (i) M/s. K. Venkatachalam Aiyer & Co., Chartered Accountants, Kochi

   (ii) M/s. Sankar & Moorthy, Chartered Accountants, Calicut

   (iii) M/s. Sridhar & Co., Chartered Accountants, Thiruvanathapuram

SPECIAL BUSINESS

3. To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:-

   "Resolved that in accordance with 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 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, **Dr. Lakshmy Devi K R** (DIN 07003258) who was appointed as a Director pursuant to Sections 149 & 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 her candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank in the Majority Sector from September 29, 2015 and that she shall hold office upto May 26, 2020 and further that she shall not be liable to retire by rotation."

4. To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:-

   "Resolved that in accordance with 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 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, **Mr. B. Ravindran Pillai** (DIN 00944821) who was appointed as a Director pursuant to Sections 149 & 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 and further that he shall be liable to retire by rotation."

5. 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 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 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, **Mr. P. Mohanan** (DIN 01463603) be and is hereby reappointed as an Independent Director of the Bank in the Majority Sector with effect from October 1, 2015 and that he shall hold office upto April 19, 2018 and further that he shall not be liable to retire by rotation."

6. 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 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 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, **Mr. Chella K. Srinivasan** (DIN 01460198) be and is hereby reappointed as an Independent Director of the Bank in the Majority Sector with effect from October 1, 2015 and that he shall hold office upto September 30, 2020 and further that he shall not be liable to retire by rotation."

7. 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 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 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, **Mr. K. Jayakumar** (DIN 01955260) be and is hereby reappointed as an Independent Director of the Bank in the Majority Sector with effect from October 1, 2015 and that he shall hold office upto September 30, 2020 and further that he shall not be liable to retire by rotation."

8. To consider and if thought fit to pass, with or without modification, the following resolution as an 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Board of Directors be and is hereby authorized to arrange for the audit of the Bank's branches for the financial year 2015-16 and to appoint branch auditors in consultation with the Statutory Central Auditors and to fix their remuneration."

9. 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 "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the applicable provisions of listing agreements ("Listing Agreement") entered into with the stock exchanges where the equity shares of the face value of Rs. 10/- each ("Equity Shares") are listed ("Stock Exchanges") 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 (SEs), 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, private placement, preferential 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 equity shares 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 investor, 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 and/or on private placement basis, 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 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 or Committee of Directors 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 where in 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 Company 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, such Equity Shares shall be fully paid-up on its allotment, which shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may allowed by the SEBI Regulations, from time to time;

(VI) 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.

(VII) 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 or except as may be permitted from time to time by the SEBI ICDR Regulations;

(VIII) The total amount raised in such manner should 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 governmental 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, subject to compliance of all applicable provisions of the Companies Act, 2013, the applicable provisions of the Companies Act, 1956, the Foreign Exchange Management Act, 2000, and the rules, circulars and guidelines issued thereunder from time to time, including the Foreign Exchange Management (Transfer or Issue of Security to a person resident outside India) Regulations, 2000, as amended, the Consolidated FDI Policy Circular of 2015, as amended, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, from time to time, Securities Contracts (Regulation) Act, 1956 ("SCRA"), the SEBI ICDR Regulations, the regulations, guidelines, circulars issued by the Reserve Bank of India, the Listing Agreements and any other applicable provisions of law if any, the Board, any of the Directors, any member of the duly authorized committee, Managing Director & CEO and Chief Financial Officer 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, Foreign Investment Promotion Board, as may be required for the purpose of giving effect to the foregoing;

'Resolved further that for the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members of the Bank, the members shall be deemed to have given their approval thereto expressly by the authority of this resolution to the Board or Committee of Directors and the Board or Committee of Directors be and is hereby authorized for and on behalf of the members of the Bank:

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 shares or other 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 shares or 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 nonresident/ 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 investors 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 obtain listing of all or any of its new shares / existing shares or other securities in any stock exchange in India or elsewhere in the world including the New York Stock Exchange, London Stock Exchange, Dubai International Financial Exchange, Singapore Stock Exchange, Luxembourg Stock Exchange, NASDAQ or any other Stock Exchanges 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.

h) To do such acts, deeds, matters and things as it/they may at its/their discretion deem necessary or desirable for such purpose, including without limitation, if required, filing a Registration Statement and other relevant documents

with United States Securities and Exchange Commission, or such other regulatory authority as may be necessary for listing the Securities on the Luxembourg Stock Exchange or New York Stock Exchange ("NYSE") and/or NASDAQ or such other international stock exchanges and the entering into of depository arrangements in regard to any such issue or allotment.

i) 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.

j) 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.

k) To delegate from time to time, all or any of the powers conferred herein upon the Board or Committee of Directors or the Director/s or any other Officer/s of the Bank"

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll (i.e., voting by ballot); instead of himself/herself 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 or by means of postal ballot as described herein 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. Further, a Member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. No Proxies will be entertained in respect of those members who cast their votes either by electronic means or by postal ballot prior to the AGM. However, such members can attend the AGM in person.
2. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not less than forty eight hours before the commencement of the Meeting.
3. 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.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Bank will remain closed from September 24, 2015 to September 29, 2015 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
7. All documents referred to in the notice 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. Members described as "Minors" in the address but who have attained majority of age, may get their status in Register of Members corrected by producing proof of age.
13. Members/proxies should produce the attendance slip at the venue of the meeting.

14. 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.

15. The shareholders and Beneficial Owners who have not so far encashed/claimed the dividends for the financial years 2007-08, 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 Ltd., Dhanalakshmi Buildings, Naickanal, Thrissur – 680001.

16. 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" (the 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 2005-2006 has been transferred to the Fund.

17. E-Voting:

The Bank is pleased to provide E-voting facility through Karvy Computershare Private Limited as an alternative, for all members of the Bank to enable them to cast their votes electronically on the resolutions mentioned in the notice of 88th Annual General Meeting of the Bank dated August 12, 2015 (the AGM Notice). The Bank has appointed Mr. M. Vasudevan, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on September 23, 2015.

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 September 26, 2015 to September 28, 2015 and insta poll will be facilitated at the venue of the meeting.

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 number, 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' xi. 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/FIs/FIIs/ 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".

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast vote.

The voting period starts from 9.00 a.m. on September 26, 2015 and ends on September 28, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.karvy.com under help section or write an email to evoting@karvy.com.

18. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Bank (www.dhanbank.com) within two (2) days of completion of voting if any at the AGM and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

19. In support of the "Green Initiative" announced by the Government of India, electronic copy of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Bank/ Depository Participants unless member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form and postal ballot form will be sent to them in the permitted mode. Further, in terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

In view of the above, the Bank hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or M/s Karvy Computershare Private Limited, Share Transfer Agent of the Bank as applicable. Further, members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants/ Share Transfer Agent of the Bank. Members holding shares in physical mode are also requested to update their email addresses by writing to the Share Transfer Agent of the Bank quoting their folio number(s).

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, 2015

Item No.3

Dr. Lakshmy Devi K R (DIN 07003258) appointed as Additional Director of the Bank w.ef. November 11, 2014 pursuant to the requirement of Companies Act, 2013 and SEBI guidelines that each listed company shall have a Woman Director on its Board on or before March 31, 2015 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 Dr. Lakshmy Devi K R, 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 her that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that she fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

In terms of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term upto five consecutive years on the Board of a company but shall be eligible for reappointment on passing a special resolution by the company for a

further period of upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act 1949, no director of a banking company, other than its Chairman or whole time director, by whatever name called, shall hold office continuously for a period exceeding eight years. Further, the appointment of Dr. Lakshmy Devi K R is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 and in the opinion of the Board also, she fulfils the conditions specified under the Companies Act, 2013 for such an appointment.

The detailed profile of Dr. Lakshmy Devi K R, Directorship and committee position held by her in other companies are included in the report on Corporate Governance forming part of the Annual Report.

Accordingly, the Directors recommend the resolution for the appointment of Dr. Lakshmy Devi K R as Independent Director, not liable to retire by rotation from September 29, 2015 to May 26, 2020.

Save and except Dr. Lakshmy Devi K R, 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

Mr. B. Ravindran Pillai (DIN 00944821) appointed as Additional Director of the Bank w.ef. April 28, 2015 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 Mr. B. Ravindran Pillai, for the office of Director.

In terms of Section 10A(2A) of the Banking Regulation Act 1949, no Director of a banking company, other than its Chairman or whole time director, by whatever name called, shall hold office continuously for a period exceeding eight years. Further, the appointment of Mr. B. Ravindran Pillai is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such an appointment.

The detailed profile of Mr. B. Ravindran Pillai, Directorship and committee position held by him in other companies are included in the report on Corporate Governance forming part of the Annual Report.

Accordingly, the Directors recommend the resolution for the appointment of Mr. B. Ravindran Pillai as Non Independent Director, liable to retire by rotation.

Save and except Mr. B. Ravindran Pillai, 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

Mr. P. Mohanan (DIN 01463603) was appointed as an Independent Director w.e.f April 1, 2014 and he will be completing the first term of his appointment on September 30, 2015 in terms of Section 149(10) of the Companies Act, 2013 and is eligible for reappointment for the second term upto five years.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mr. P. Mohanan that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management. In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment for a further period of upto five years on passing of a special resolution by the company.

Further, the reappointment of Mr. P. Mohanan is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such a reappointment.

The detailed profile of Mr. P. Mohanan is included in Corporate Governance Report forming part of the Annual Report and the same be deemed to have been included therein and forms an integral part of this explanatory statement.

Accordingly, the Directors recommend the resolution for the reappointment of Mr. P. Mohanan as Independent Director, not liable to retire by rotation from October 1, 2015 to April 19, 2018.

None of the Directors or Key Managerial Personnel or their relatives except Mr. P. Mohanan is concerned or interested in the above Resolution.

Item No. 6

Mr. Chella K Srinivasan (DIN 01460198) was appointed as an Independent Director w.e.f April 1, 2014 and he will be completing the first term of his appointment on September 30, 2015 in terms of Section 149(10) of the Companies Act, 2013 and is eligible for reappointment for the second term upto five years.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mr. Chella K Srinivasan that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the

rules made there under and is independent of the management. In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time director, by whatever name called, shall hold office continuously for a period exceeding eight years.

Further, the reappointment of Mr. Chella K Srinivasan is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such a reappointment.

The detailed profile of Mr. Chella K Srinivasan is included in Corporate Governance Report forming part of the Annual Report and the same be deemed to have been included therein and forms an integral part of this explanatory statement.

Accordingly, the Directors recommend the resolution for the reappointment of Mr. Chella K Srinivasan as Independent Director, not liable to retire by rotation from October 1, 2015 to September 30, 2020.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Chella K Srinivasan is concerned or interested in the above Resolution.

Item No. 7

Mr. K. Jayakumar (DIN 01955260) was appointed as an Independent Director w.e.f April 1, 2014 and he will be completing the first term of his appointment on September 30, 2015 in terms of Section 149(10) of the Companies Act, 2013 and is eligible for reappointment for the second term upto five years.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mr. K. Jayakumar that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management. In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time director, by whatever name called, shall hold office continuously for a period exceeding eight years.

Further, the reappointment of Mr. K. Jayakumar is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, and in the opinion of the Board also, he fulfills the conditions specified under the Companies Act, 2013 for such a reappointment.

The detailed profile of Mr. K. Jayakumar is included in Corporate Governance Report forming part of the Annual Report and the same be deemed to have been included therein and forms an integral part of this explanatory statement.

Accordingly, the Directors recommend the resolution for the reappointment of Mr. K. Jayakumar as Independent Director, not liable to retire by rotation from October 1, 2015 to September 30, 2020.

None of the Directors or Key Managerial Personnel or their relatives except Mr. K. Jayakumar is concerned or interested in the above Resolution.

Item No. 8

In accordance with 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 Statutory Central Auditors for those branches which are not proposed to be audited by the Statutory Central Auditors of the Bank.

Accordingly, your Directors recommend the adoption of Resolution No. 8 of the Notice.

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

Item No. 9

The present authorized capital of the Bank is Rs.300 crore and the Issued and Paid-up Capital of the Bank as on March 31, 2015 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 31.03.2015 stood at 9.59% under Basel III and 9.71% under Basel II, which was 8.67% and 10.00% respectively as on 31.03.2014 against the regulatory requirement/prescribed minimum of 9%. Owing to the growth in asset base during the year 2015-16, the CRAR could come down. Without infusing additional capital by March, 2016 the CRAR is to be expected to come down below 9%. Our business projection for the current year is Rs. 21,800 crore and we propose to maintain a capital adequacy ratio of above 11%.

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. Added to the economic and regulatory factors, innovative technological banking methods to be introduced and such methods to be not only updated, but also have to be 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 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 the 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 after consulting all concerned.

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.

Section 62 (1) of the Companies Act, 2013, provides, inter alia, that where it is proposed to increase the subscribed share capital of the Bank by issue and allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Bank, in proportion to the capital paid-up on those shares as of that date. Such issue is generally known as the Rights Issue. The Listing Agreements also stipulate that unless the shareholders in a general meeting decide by way of a special resolution, shares cannot be issued except by way of a Rights Issue.

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 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Bank with the stock exchanges where the Equity Shares of the Bank are listed.

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/investment bankers, book runners and/ or lead manager(s) and/or underwriter(s) and/or advisor(s) and/or such other person(s), keeping in view of the prevailing market conditions and in line with the extant guidelines issued by SEBI, RBI or any other statutory and/or other 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 provisions. The Bank may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board decides to open the Qualified Institutional Placement for subscription.

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

None of the Directors or Key Managerial Personnel of the Bank or their relatives is in anyway interested or concerned in the above resolution, except to the extent of the equity shares of the Bank held by him/her or their relatives.

Place : Thrissur
Date : 12.08.2015

By order of the Board
Sd/-
Krishnan K S
Company Secretary

DHANLAXMI BANK LIMITED

Registered Office: Dhanalakshmi Buildings, Naickanal, Thrissur – 680 001.
CIN:L65191KL1927PLC000307,
website:www.dhanbank.com, e-mail: investors@dhanbank.co.in.

ATTENDANCE SLIP

88th Annual General Meeting,
Tuesday, September 29, 2015 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 Eighth Annual General Meeting held at **Vadakke Samooha Madom, Shornur Road, Thrissur.**

....
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

Registered Office: Dhanalakshmi Buildings, Naickanal, Thrissur – 680 001.
CIN:L65191KL1927PLC000307,
website:www.dhanbank.com, e-mail: investors@dhanbank.co.in.

PROXY FORM

88th Annual General Meeting`
Tuesday, September 29, 2015 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,
1. 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 88th Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 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.

Sl. No.	RESOLUTION	Optional*	
	Ordinary Business	For	Against
1	To adopt Financial Results for the year ended 31st March 2015		
2	To appoint any one of the following as Statutory Auditors and authorizing the Board for fixing their remuneration- 1. M/s. K. Venkatachalam Aiyer & Co., Chartered Accountants, Kochi 2. M/s. Sankar & Moorthy, Chartered Accountants, Calicut 3. M/s. Sridhar & Co., Chartered Accountants, Thiruvanathapuram		
	Special Business		
3	To appoint Dr. Lakshmy Devi K R as an Independent Director (in Majority Sector)		
4	To appoint Mr. B. Ravindran Pillai as a Non- Independent Director (in Minority Sector)		
5	To appoint Mr. P. Mohanan as an Independent Director (in Majority Sector)		
6	To appoint Mr. Chella K Srinivasan as an Independent Director (in Majority Sector)		
7	To appoint Mr. K. Jayakumar as an Independent Director (in Majority Sector)		
8	To appoint Branch Auditors in consultation with Statutory Auditor		
9	To increase issued and paid-up capital up to the extent of Rs.50 crore by further issue of Equity Shares of face value of Rs.10/- each with such premium as the Board may decide		

Signed this.....day of ..... 2015.

Affix Revenue Stamp not less than 15 paise

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

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 88th Annual General Meeting.
- It is optional to put (v) 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.

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