

# Notice



**DHANLAXMI BANK LIMITED**

**CIN: L65191KL1927PLC000307**

**Regd. Off: P.B No.9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala-680001**

**Ph: 0487-2999711; Fax: 0487-2335367**

**Corporate Office: Punkunnam, Thrissur, Kerala-680002; Ph: 0487-7107100**

**E-mail: [investors@dhanbank.co.in](mailto:investors@dhanbank.co.in); Website: [www.dhanbank.com](http://www.dhanbank.com)**

## **NOTICE OF 98th ANNUAL GENERAL MEETING**

<b>98TH ANNUAL GENERAL MEETING</b>	<b>MONDAY, SEPTEMBER 29, 2025, 11.00 A.M (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS</b>
<b>E-VOTING COMMENCES ON</b>	<b>FRIDAY, SEPTEMBER 26, 2025, 09.00 A.M (IST)</b>
<b>E-VOTING CONCLUDES ON</b>	<b>SUNDAY, SEPTEMBER 28, 2025, 05.00 P.M (IST)</b>
<b>INSTAPOLL (ONLY FOR MEMBERS WHO HAVE NOT VOTED THROUGH E-VOTING)</b>	<b>MONDAY, SEPTEMBER 29, 2025 (AT THE ANNUAL GENERAL MEETING)</b>

**To  
The Members,  
DHANLAXMI BANK LIMITED**

Notice is hereby given that the **98<sup>th</sup> Annual General Meeting of the Members of DHANLAXMI BANK LIMITED** ("the Bank") will be held on **Monday, September 29, 2025 at 11.00 A.M (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2025 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 a Director in the place of Dr. Jineesh Nath C.K(DIN-01476775) who retires by rotation under section 152 of the Companies Act,2013 and being eligible, offers himself for re-appointment**

### 3. To appoint Joint Statutory Central Auditors for 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 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 30 of the Banking Regulation Act, 1949, guidelines issued by Reserve Bank of India and other applicable rules and regulations, including any statutory modification(s) or re-enactment(s) thereof, and based on the approval of the Board of Directors of the Bank (“the Board”) and the approval granted by Reserve Bank of India vide letter dated August 05, 2025, approval of the Members of the Bank be and is hereby accorded to appoint M/s. Sagar & Associates, Chartered Accountants, Hyderabad (FRN-003510S) and M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S), for the financial year 2025-26 for their third year and second year respectively, to hold office as the Joint Statutory Central Auditors of the Bank from the period commencing from the conclusion of the 98th Annual General Meeting to the conclusion of the 99th Annual General Meeting of the Bank for a total remuneration of Rs. 50 lakh (Rupees Fifty lakh only) plus taxes as applicable from time to time, excluding the fee for branch audits conducted by them and reimbursement of actual travelling and out-of-pocket expenses, for the purpose of audit of the Bank's accounts, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the current / remaining tenure, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors.”

### SPECIAL BUSINESS

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by Reserve Bank

of India, including any statutory modification(s) or re-enactment(s) thereof, the Board of Directors of the Bank be and is hereby authorized to arrange for the audit of the Bank's branches for the financial year 2025-26 and to appoint and fix the remuneration of branch auditors in consultation with the Joint Statutory Central Auditors."

## **5. To consider and approve the appointment of Shri. M. Vasudevan, Practicing Company Secretary as the Secretarial Auditor 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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") read with the Circulars, FAQs and other clarifications issued by SEBI, Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act") and other relevant Acts, circulars and guidelines for the time being in force and as may be applicable in this regard (hereinafter collectively referred to in this resolution as the "applicable provisions" which term shall include any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereto, for the time being in force), and the approval of the Board of Directors of the Bank (the "Board") on the recommendation made by the Audit Committee of the Board of the Bank (the "Audit Committee"), approval of the Members of the Bank be and is hereby accorded for the appointment of Shri. M. Vasudevan, Practicing Company Secretary, holding a valid Peer Review Certificate (Certificate No. 2935/2023) issued by the Institute of Company Secretaries of India (the "ICSI"), as the Secretarial Auditor of the Bank for a term of five consecutive years from FY 2025-2026 to FY 2029-2030 and furnish the Secretarial Audit Report in Form MR-3 of the Act for each financial year of his term, at a remuneration of Rs.3,00,000/- (Rupees Three Lakh Only) (plus taxes and out-of-pocket expenses and exclusive of the fees for statutory filings and other expenses that may be incurred in the course of audit) for conducting the Secretarial Audit and furnishing the Secretarial Audit Report for the FY 2025-26 with the Board being authorised, on the recommendations of the Audit Committee, to determine and approve revisions in the remuneration of the Secretarial Auditor for the subsequent years of his term."

**"RESOLVED FURTHER THAT** the Secretarial Auditor be and is hereby authorized to perform all such other functions as may be decided by the Board, on the recommendations of the Audit Committee, (not being services that cannot be rendered by the Secretarial Auditor as per the guidelines issued by SEBI and the ICSI in this regard), at such remuneration as may be mutually agreed with the

Secretarial Auditor."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and desirable for the purpose of giving effect to the above Resolution and to deal with any incidental or ancillary matters related thereto and settle all questions, difficulties or doubts that may arise in this regard, including and without limitation, filing of necessary forms / information with regulatory authorities and delegating all or any of the matters or functions to any Committee(s) of the Board or to any Director(s) or to any Authorized Officer(s) of the Bank as it may think fit."

Place: Thrissur

Date: August 26, 2025

For and on behalf of the Board,  
Sd/-

**Venkatesh. H**  
**Company Secretary &**  
**Secretary to the Board**

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its general circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and 19th September, 2024 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023, October 07, 2023, October 03, 2024, June 05, 2025 and July 11, 2025 (collectively referred to as "SEBI Circulars"), permitted holding of the Annual General Meeting ("AGM") of the Members of the Bank through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM is being held through VC / OAVM.

2. In compliance with the above-mentioned circulars, the Notice of the AGM along with Annual Report for the financial year 2024-25 is being sent in electronic mode to all the Members to their e-mail addresses registered with the Bank / Depository Participants / Registrar & Transfer Agents. The Notice of AGM and the Annual Report of the Bank for the financial year 2024-25 will also be available on the websites of the Bank ([www.dhanbank.com](http://www.dhanbank.com)), KFin (<https://evoting.kfintech.com>), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), and BSE Limited ([www.bseindia.com](http://www.bseindia.com)). In terms of the aforementioned circulars, the Bank will not be sending physical copies of the

Notice of AGM and the Annual Report to the Members.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Bank. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Bank is offering e-voting facility to its Members in respect of the businesses to be transacted at the 98th Annual General Meeting scheduled to be held on **Monday, September 29, 2025 at 11.00 A.M (IST)**. The Bank has engaged the services of M/s. KFin Technologies Limited ("KFin") as the authorized agency to provide e-voting facilities. **The remote e-voting facility will be available from 09.00 A.M(IST) on Friday, September 26, 2025 to 05.00 P.M (IST) on Sunday, September 28, 2025.** The Members who have cast their vote by remote e-voting prior to the AGM ("**remote e-voting**") may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again. Other Members may cast their vote at the AGM through electronic means ("**Instapoll**").

4. The Register of Members and Share Transfer Books of the Bank will remain closed from **Wednesday, September 24, 2025 to Monday, September 29, 2025 (both days inclusive)**. Transfers received during book closure will be considered only after re-opening of the Register of Members.

5. The cut-off date (i.e., the record date) for the purpose of voting is **Tuesday, September 23, 2025** and the voting rights will be one vote per Equity Share registered in the name of the shareholders/ beneficial owners as on that date.

6. Only those persons whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date, i.e., **Tuesday, September 23, 2025 shall be entitled to cast their vote through remote e-voting / Instapoll.**

7. Further, only those Members holding shares either in physical form or electronic form as on the cut-off date, i.e., **Tuesday, September 23, 2025** can attend the AGM being held through VC.

8. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting / instapoll. The said Resolution/Authorization shall be sent to the Scrutinizer

by email through its registered email address to [george\\_dsg@outlook.com](mailto:george_dsg@outlook.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

9. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by using the remote e-voting login credentials and selecting the EVEN for the Bank's AGM as further detailed in the Notice-Instructions for members for remote e-voting. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first-come- first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. All relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the members at the Registered Office of the Bank, in physical form, on all working days between 10.00 A.M (IST) to 3.00 P.M (IST) and upto the conclusion of the Annual General Meeting. These documents are also available in electronic form till the conclusion of Annual General Meeting.

12. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the 98<sup>th</sup> AGM is also annexed.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Bank on or before Friday, September 19, 2025 through email to [investors@ghanbank.co.in](mailto:investors@ghanbank.co.in) and the same may be replied by the Bank suitably.

14. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. G. Vasantha Rao Chowdari, Manager, KFin Technologies Limited, "Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 3094 001 (tollfree); Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The AGM Notice is being sent in



electronic mode to all the Shareholders whose name appear in the Register of Members as on **Friday, August 29, 2025** to their e-mail addresses registered with the Bank / Depository Participants / Registrar & Transfer Agents. Members who have not received the e-mail of the aforesaid AGM Notice / Annual Report or who have purchased the Equity Shares of the Bank after **Friday, August 29, 2025** may also contact Mr. G. Vasantha Rao Chowdari, Manager at the above-mentioned address / phone number for the e-mail of the Notice / Annual Report.

15. After dispatch of the Notice / Annual Report through e-mail, advertisement will be published in one English Daily and one in Malayalam newspaper, each having wide circulation in the district where the registered office of the Bank is situated and will also be hosted in the Bank's website under the head **98<sup>th</sup> Annual General Meeting under <https://www.dhanbank.com/statutory-reports/>.**

16. The User ID and Password for remote e-voting / instapoll / registering attendance at the AGM is provided along with the e-mail delivering this Notice and the Annual Report of 2024-25.

17. Members who have not registered their e-mail address and, therefore, are not able to receive the Annual Report, Notice of AGM and e-Voting instructions, may temporarily get their email address and mobile number registered with M/s. KFin Technologies Limited, the Bank's RTA, by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. The instructions for remote e-voting, instapoll, registering attendance at the AGM, participation in AGM, Speaker registration, etc. is separately provided along with the e-mail delivering this Notice. Only those Members who have registered themselves as "Speaker" from Wednesday, September 24, 2025 (9:00 A.M IST) up to Thursday, September 25, 2025 (5:00 P.M IST), as detailed in the given instructions, will be able to ask questions during the AGM.

20. 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.

21. 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. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only,

while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Bank's website in the section Investor Relations>>>Investor Service Request Forms.

22. 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.

23. 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.

24. 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.

25. In terms of Section 125 of the Companies Act, 2013, the amount which has remained unclaimed/unpaid for a period of 7 years from the date of transfer to the unpaid/ unclaimed Dividend Account has to be transferred to the “Investors’ Education and Protection Fund” and thereafter, no claim can be made by any shareholder against the Bank for the dividend amount of that year. Upon transfer of such shares to IEPF account, all benefits (eg. bonus, spilt, etc.), if any, accruing on such shares shall also be credited to the IEPF Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The members/claimants whose shares, unclaimed dividend etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority as per the procedure prescribed in the IEPF Rules. The unpaid dividend for the financial year 2010-11 was transferred to this fund in the financial year 2018-19. Consequently, all dividends remaining unclaimed or unpaid have been transferred to this fund.

26. In terms of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, it may be noted that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Demat Account maintained with depositories. Upon transfer of such shares to IEPF account, all benefits (eg. bonus, spilt, etc.), if any, accruing on such shares shall also be credited to the IEPF Demat



Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The members/claimants whose shares, unclaimed dividend etc. have been transferred to IEPF authority may claim the shares or apply for refund by making an application to IEPF authority as per the procedure prescribed in the IEPF Rules. The Bank has transferred all shares on which dividends have remained unclaimed / unpaid for the last seven years to the said account after giving due notice to the shareholders as prescribed under the Companies Act, 2013 and the rules made thereunder.

27. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/97 dated July 2, 2025, all shareholders are hereby informed that a Special Window is being opened for a period of six months, from July 7, 2025 to January 6, 2026, to facilitate the re-lodgement of transfer requests of physical shares. This facility is available to investors who had lodged their transfer deeds prior to the cut-off date of April 01, 2019 and whose requests were rejected, returned, or left unattended due to deficiencies in documentation, process irregularities, or any other reason. Eligible shareholders are encouraged to avail this one-time opportunity by submitting the requisite documents to the Company's Registrar and Transfer Agent: KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Contact Person: Mr. G. Vasantha Rao Chowdari, Phone: 1800 3094 001, mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). For the benefit of the Shareholders, the Bank has publicized the opening of this Special Window through the advertisements published in one English and one Malayalam newspaper along with dissemination of the information through Bank's website in the link <https://www.dhanbank.com/physical-share-mailer/> and on the official social media platforms of the Bank (Instagram, Facebook and LinkedIn).

28. Shri George Mathew, Designated Partner, M/s. DSG & Associates Company Secretaries LLP, 2/845H, Kechery, Eranhipalam, Kozhikode, Kerala 673006 (FCS 9649/ CP 11729) will be the Scrutinizer for conducting the remote e-voting process and e-voting at the venue ("Instapoll") in accordance with law.

29. To facilitate the Members who are eligible to vote as on Cut-Off Date and have not registered their e-mail address with the Bank, the Bank has made special arrangements with its RTA, for registration of e-mail addresses in accordance with the MCA circulars. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. For Members who have not registered their -mail addresses, the process for registration of e-mail address is furnished below: -

Physical Holding	Send relevant documents to the RTA at M/s. KFin Technologies Limited, Unit: Dhanlaxmi Bank, "Selenium Tower B", Plot No.31 & 32, Financial
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	District, Nanakramguda, Serilingampally, Hyderabad - 500 032
	Form ISR-1 is available on the Bank's website <a href="https://www.dhanbank.com">https://www.dhanbank.com</a> in the section Investor Relations>>> Investor Service Request Forms.
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account as per the process advised by the DP.

Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Bank's RTA, to enable servicing of notices, documents, annual reports and other communications electronically to their e-mail address in future. Members may please note that notices, annual reports, etc. will be available on the Bank's website at <https://www.dhanbank.com>. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

## 30. General Information for Members: -

(i) Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, as amended, the securities of listed companies can be transferred only in dematerialized form and transmission, or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of the above and to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Bank in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Bank for assistance in this regard.

(ii) In compliance with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 for Registrars to an Issue and Share Transfer Agents, Section V – Investor's Service Request, Para 19 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination, and read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Therefore shareholders are requested to Mandatorily furnish (a) PAN and KYC details, (b) Nomination (Either Nomination through Form SH-13 or cancellation or variation in nomination through Form SH-14 as provided in the Rules 19 of Companies (Shares capital and debenture) Rules,

2014 or 'Declaration to Opt-out', as per Form ISR-3), (c) Contact details: Postal address with PIN, Mobile number, E-mail address (d) Bank account details (bank name and branch, bank account number, IFS code) (e) Specimen signature. The forms are made available in Bank's website <https://www.dhanbank.com> in the section Investor Relations>>> Investor Service Request Forms.

(iii) The formats for Nomination and updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA (<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>) and in Bank's website <https://www.dhanbank.com> in the section Investor Relations>>> Investor Service Request Forms.

(iv) SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The same is made available in the Bank's website <https://www.dhanbank.com> in the section Investor Relations>>> Investor Grievance / Complaints Redressal Mechanism along with the communication to investors under SEBI Circular No. SEBI/HO/OIAE/ 2023/03394 dated January 27, 2023.

## 31. The instructions for Members for remote e-voting are as under:

a) The remote **e-voting period commences on from 09.00 A.M(IST) on Friday, September 26, 2025 to 05.00 P.M (IST) on Sunday, September 28, 2025.** During this period, the Members of the Bank, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date, i.e, **Tuesday, September 23, 2025**, may cast their vote electronically. The remote e-voting module shall be disabled by the Service Provider for voting thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again. There will be one login for every Folio / Client ID irrespective of the number of joint holders. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank as on the Cut-off date.

In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. G. Vasantha Rao Chowdari, Manager, KFin Technologies Limited, "Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 3094 001 (toll free); Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members who have not received the e-mail of the aforesaid Notice after the cut-off date may also contact Mr. G. Vasantha Rao Chowdari, at the above-mentioned address / phone number for

the e-mail of the Notice.

b) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions, and individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access remote e-voting facility. The instructions for remote e-voting are given below for the information of the Members: -

## **INSTRUCTIONS FOR REMOTE E-VOTING**

### **A. Login method for e-Voting: Applicable only for Individual Members holding securities in Demat**

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in **Demat mode** are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The Login method for Individual Members holding securities in demat mode is given below:

<b>NSDL</b>	<b>CDSL</b>
<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol>	<b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with user id and password.</li> <li>Option will be made available to reach e-Voting page without any further authentication.</li> </ol>

<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <p>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdsindia.com/myeasi/Registration/EasiRegistration">https://web.cdsindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cdsindia.com">www.cdsindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>
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## **Individual Members (holding securities in demat mode) login through their depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication.

Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue - CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 2255 33/34.

## **B. Information and instructions for remote e-voting by (i) shareholders other than individual shareholders holding shares of the Bank in demat mode and (ii) all shareholders holding shares in physical mode**

Members whose email IDs are registered with the Bank/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the process detailed below: -

- i. Members shall use the following URL for remote e-voting: -  
<https://evoting.kfintech.com;>
- ii. Members to enter the login credentials (i.e., User ID & Password) mentioned in the email, Folio No. /DP ID & Client ID will be the USER ID. Please note that the password is an initial password.
- iii. After entering the said details, please click on LOGIN.
- iv. Members will reach the password change menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt the Members to change the password and update any contact details like mobile number, email address etc. on first login.
- v. Members may also enter the secret question and answer of their choice



to retrieve password in case they have forgotten it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

- vi. Members will need to login again with the new credentials.
- vii. On successful login, the system will prompt the Member to select the EVEN i.e., Dhanlaxmi Bank Limited.
- viii. On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/AGAINST or alternatively enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.
- ix. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi. Members may cast their vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

32. The Scrutinizer will submit the results of the voting (remote e-voting & instapoll) to the Chairman of the Bank or the Authorized Officer(s) of the Bank after completion of the scrutiny of the e-voting. The result of the voting along with the Scrutinizer's Report will be displayed on the Bank's website <https://www.dhanbank.com>, on the website of KFin at [www.kfintech.com](http://www.kfintech.com) and shall be communicated to the Stock Exchanges where the Bank's shares are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), within two (2) working days from the end of the e-voting period. The Scrutinizer's decision on the validity of voting shall be final.

33. Resolutions as set out in this Notice will be deemed to have been passed on the date of the meeting, subject to the receipt of requisite number of votes of Members in favour of the resolutions.

34. All correspondence relating to shares should be addressed to the Registrars and Transfer Agent of the Bank, viz: M/s. KFin Technologies Limited, Unit: Dhanlaxmi Bank, "Selenium Tower B", Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032; Tel : +91-40-67162222, Fax: 040-2300 1153, Toll Free No: 1800 3094001, E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Website: [www.kfintech.com](http://www.kfintech.com).

Place: Thrissur  
Date: August 26, 2025

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

**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 26, 2025**

## **Item No.2**

Dr. Jineesh Nath C.K (DIN-01476775) was appointed as Director of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations at the Annual General Meeting held on September 30, 2024 and he is liable to retire by rotation.

The Bank has received a notice in writing as per Section 160 of the Companies Act, 2013 from Dr. Jineesh nath C.K proposing his candidature for the office of Director. The Nomination & Remuneration Committee of the Board has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Dr. Jineesh nath C.K is "fit & proper" to continue as director of the Bank. The Committee is also of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the SEBI Regulations, and the rules made thereunder, for holding the office of director and that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

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

follows: -

Date of Birth and age	December 19. 1985; 39 years
Nationality	Indian
Qualifications	Post graduate in Oral and Maxillofacial Surgery
Brief Resume, Experience and Nature of expertise in specific functional areas	Dr. Jineesh Nath C.K is a doctor by profession with specialization in Facio Maxillary Surgery, currently practicing in Moulana Hospital, Perinathalmanna. He has done his post-graduation in Oral and Maxillofacial surgery from Amrita University. He is also a Major shareholder of the Bank and holds 29593200 equity shares of the Bank (7.49%) as on date. Dr. Jineesh Nath C.K was the Director of CKG Securities and Investment Ltd.
Terms and conditions of appointment / re-appointment along with details of remuneration	Dr. Jineesh Nath C.K will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Dr. Jineesh Nath C.K was paid only sitting fees of Rs.1310000/- for attending Board / Committee Meetings during the financial year 2024-25.
Date of first appointment on Board	July 31, 2024
Shareholding in the Bank as on the date of this Notice	29593200 equity shares of the Bank (7.49%)
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2024-25	11
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	<u>Chairman</u> <ul style="list-style-type: none"> <li>NPA Monitoring Committee of the Board</li> <li>Stakeholders' Relationship Committee of the Board</li> </ul>

	<u>Member</u> <ul style="list-style-type: none"> <li>• Audit Committee of the Board</li> <li>• Credit &amp; Business Committee of the Board</li> <li>• HRD Committee of the Board</li> <li>• IT Strategy Committee of the Board</li> <li>• Nomination &amp; remuneration Committee of the Board</li> </ul>
Directorship in other entities	Nil
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

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

### **Item No. 3**

As per Reserve Bank of India (RBI) circular No. Dos. CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021, the statutory audit of the Bank should be conducted under joint audit of a minimum of two audit firms as the asset size of the Bank as on 31.03.2025 was more than ₹15,000 crore.

The Board of Directors of the Bank at its meeting held on 21<sup>st</sup> July, 2025, based on the recommendation of the Audit Committee of the Board, recommended the appointment of M/s. Sagar & Associates, Chartered Accountants, Hyderabad and M/s Abraham & Jose, Chartered Accountants, Thrissur, as the Joint Statutory Central Auditors of the Bank for the FY 2025-26 for their third year and second year respectively, to hold office from the conclusion of the ninety- eighth Annual General Meeting of the Bank upto the conclusion of the ninety-ninth Annual General Meeting of the Bank.

In accordance with the provisions of the Banking Regulation Act, 1949 and the guidelines issued by RBI, the Bank has obtained prior approval of RBI for appointment of M/s. Sagar & Associates, Chartered Accountants, Hyderabad (FRN-003510S), for the financial year 2025-26 for their Third year, and M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) for the financial

year 2025-26 for their second year, as the Joint Statutory Central Auditors of the Bank. The appointments are subject to the approval of the Shareholders.

The above appointments have been approved by RBI for a period of one year and pursuant to the requirements of RBI guidelines, the appointments are required to be pre-approved on an annual basis. Hence, M/s. Sagar & Associates, Chartered Accountants, Hyderabad (FRN-003510S) and M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) will hold office as Joint Statutory Central Auditors from the conclusion of the 98<sup>th</sup> Annual General Meeting to the conclusion of the 99<sup>th</sup> Annual General Meeting of the Bank and thereafter would be placed for approval of the Members on an annual basis subject to the auditors continuing to fulfill the applicable eligibility norms and subject to the approval of the RBI.

The Board of Directors therefore recommends the appointment of M/s. Sagar & Associates, Chartered Accountants, Hyderabad (FRN-003510S) and M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) will hold office as Joint Statutory Central Auditors from the conclusion of the 98<sup>th</sup> Annual General Meeting to the conclusion of the 99<sup>th</sup> Annual General Meeting of the Bank.

## Proposed fees payable to the Joint Statutory Central Auditors along with terms of appointment

The Board recommends, with the prior approval of Reserve Bank of India, the following structure of fees for the Joint Statutory Central Audit of the Bank, in addition to the actual out-of-pocket expenses and taxes with division of the audit fees according to the work allocation between the Joint Statutory Central Auditors: -

Quarterly Review	Rs.21.00 lakh (i.e., Rs.7 lakh per quarter for 3 quarters)
Audit Fee	Rs.29.00 lakh (i.e., Rs.24 lakh for Audit/ Certification, Rs.2.50 lakh for LFAR and Rs.2.50 lakh for Tax Audit).

There is no change in the fee proposed to M/s. Sagar & Associates and M/s. Abraham & Jose for their services as Statutory Auditors, as compared to the fee paid in the previous financial year.

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

M/s. Sagar & Associates, Hyderabad is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India with Firm Registration No. 003510S. The firm has 35 years of audit experience. They were the Statutory Central Auditors of various private/ public sector banks including Central Bank of India and Andhra Bank and various Grameen Banks. They have also conducted the statutory branch audits of various banks. They were the Statutory Central Auditors of Dhanlaxmi Bank Limited for 3 financial years previously from 2012-13 to 2014-15 and also for the financial year 2023-24 & 2024-25. Presently, they are the sole Statutory Central Auditors of NMDC Ltd., which is a Maharatna Public Sector Undertaking. The firm has confirmed its eligibility to be appointed as Joint Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and the applicable rules and as per the guidelines of RBI.

M/s. Abraham & Jose, Chartered Accountants, Thrissur is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India with Firm Registration No. 000010S. The firm has 53 years of audit experience including 30 years of experience as Statutory Central Auditors. They were the Statutory Central Auditors of various private/ public sector banks including Federal Bank Limited, Indian Overseas Bank, South Indian Bank Limited, The Catholic Syrian Bank Limited (presently CSB Ltd.) and erstwhile State Bank of Travancore and Andhra Bank. They have also conducted the statutory branch audits of various public and private sector banks. The firm has conducted statutory audits of various State and Central PSUs including miniratna undertakings. The firm has been undertaking audits of insurance companies, concurrent audits of banks, audits of various NGOs and internal audits and management consultancy services. The firm has confirmed its eligibility to be appointed as Joint Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and the applicable rules and as per the guidelines of RBI.

Considering the past performance, experience and expertise of the Joint Statutory Central Auditors, and based on the recommendation of the Committee, the Board of Directors of the Bank recommend Resolution No. 3 of the Notice for approval.

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

## **Item No. 4**

Pursuant to the provisions of Sections 139 and 143(8) of the Companies Act 2013,



the guidelines issued by the Reserve Bank of India and other regulatory requirements, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors in consultation with Bank's Joint Statutory Central Auditors for those branches which are not proposed to be audited by the Joint Statutory Central Auditors.

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

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

## **Item No.5**

In terms of Section 204 (1) of the Companies Act, 2013, read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and also, pursuant to the provisions of Regulation 24A of SEBI Listing Regulations, 2015, our Bank is subject to Secretarial Audit by a Practicing Company Secretary.

As per the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Secretarial Auditor has to be appointed by the Shareholders for a term of 5 years. As per SEBI LODR, for computing the said 5 years, the engagement as Secretarial Auditor upto March 31, 2025 will not be considered.

Shri M. Vasudevan has been practicing as a Company Secretary (Membership Number FCS 4177, C.P No.2437) for the last 29 years, with extensive experience *inter-alia* in company law matters, securities laws, banking laws, secretarial practice and taxation. He has conducted Secretarial Audits for various entities including listed companies and banks. He has previously carried out the Secretarial Audits of Dhanlaxmi Bank Limited for the financial years 2015-16 to 2019-20 & 2024-25. He has also conducted internal audits of various business units and has been providing tax advisory services to various corporates apart from providing consultancy services to various non-banking finance companies on compliance with regulatory guidelines. Shri. M. Vasudevan held the positions of the Chairman and Treasurer of the Thrissur Chapter of the ICSI at different periods of time. He holds a valid peer review certificate issued by the ICSI.

Shri M. Vasudevan has given his consent and confirmed his eligibility for appointment as the Secretarial Auditors of the Bank and that this appointment, if made, would be within the limit specified by the ICSI and that there are no disqualifications or conflicts of interest as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars thereto.

Subject to the approval of Shareholders, the Board of Directors of the Bank has appointed Shri. M. Vasudevan as Secretarial Auditor of the Bank for the term of 5 years i.e., from the financial year 2025-26 to the financial year 2029-30, based on the recommendation of the Audit Committee of the Board.

In accordance with the provisions of Regulation 24A of SEBI LODR, the Secretarial Auditor may also provide such other services (not being services that cannot be rendered by the Secretarial Auditor as per the guidelines issued by SEBI and the ICSI in this regard) as are approved by the Board of Directors of the Bank from time to time.

The Board, based on the recommendation of the Audit Committee, has proposed a remuneration of Rs.3,00,000/- (Rupees Three Lakh Only) (plus taxes and out-of-pocket expenses and exclusive of the fees for statutory filings and other expenses that may be incurred in the course of audit) to Shri. M. Vasudevan for conducting the secretarial audit for the FY 2025-26. The remuneration for subsequent year(s) of his term would be determined by the Board, on the recommendations of the Audit Committee. The said remuneration is commensurate to the scope of the audit to be carried out. Further, there is no change in the fee proposed to Shri M. Vasudevan for his services as Secretarial Auditor, compared to the fee paid in the previous financial year.

Considering the past performance, experience and expertise of Shri. M. Vasudevan, and based on the recommendation of the Committee, the Board of Directors of the Bank recommend Resolution No. 5 of the Notice for approval.

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

Place: Thrissur  
Date: August 26, 2025

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