

SH: 265/ 2023-24

February 19, 2024

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

Notice of Postal Ballot

Further to our letter no: SH: 264/2023-24 dated February 19, 2024, please find enclosed herewith the Notice of Postal Ballot, for seeking approval of Members of the Bank for alteration of Articles of Association of the Bank to include an enabling provision for appointment of Whole-time Directors on the Board of the Bank, (other than MD & CEO) through e-voting.

The Notice is being sent to all the Members of the Bank whose names appear on the Register of Members/ List of beneficial owners as on Friday, February 16, 2024 (cut-off date).

The Notice is also being made available on the website of the Bank www.dhanbank.com.

Please take the same on record.

Thanking you,

Yours faithfully,

Venkatesh.H
Company Secretary & Secretary to the Board

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; Website: www.dhanbank.com

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Dhanlaxmi Bank Limited (“the Bank”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 10/2022 & 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactments(s) thereof for the time being in force, and other applicable laws and regulations, if any, the Bank is seeking consent/approval of the Members for the following resolution to be passed through Postal Ballot process: -

SPECIAL BUSINESS

1. Approval for alteration of Articles of Association of the Bank

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the relevant provisions of the Banking Regulation Act, 1949, Banking Laws (Amendment) Act, 2012, the rules, circulars and guidelines issued by the Reserve Bank of India (the “RBI”) from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Reserve Bank of India, Registrar of Companies (“ROC”) or any other statutory authorities, if required, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be specified by such statutory authorities, approval of the Members of the Bank be and is hereby accorded for the alteration of the Articles of Association of the Bank in the manner as detailed in the Statement of material facts under Section 102(1) of the Companies Act, 2013, annexed to and forming part of the Notice dated February 19, 2024 .”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolution, including but not limited to making necessary filings / correspondences with the Ministry of Corporate Affairs, the Reserve Bank of India, the Stock Exchange(s) and other Statutory / Regulatory Authorities as may be required or considered necessary or incidental thereto for giving effect to this resolution and to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Bank.”

Place: Thrissur
Date: February 19, 2024

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary &
Secretary to the Board

NOTES:

1. In view of the continuing applicability of directions issued by the Ministry of Corporate Affairs (“MCA”) vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (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 (collectively referred to as “SEBI Circulars”), the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Bank or Depository Participant / Depository / KFin Technologies Limited (“KFin”), the Bank’s Registrar & Transfer Agent (RTA) and whose name appear in the Register of Members/List of Beneficial owners as on **Friday, February 16, 2024** (“cut-off date”). Further, the shareholders would have the option to vote only through e-voting and voting through physical ballot papers will not be provided. In terms of the aforementioned circulars, the Bank will not be sending the hard copies of this Notice / Postal ballot forms / pre-paid business envelopes to the Members. A person who is not a Member as on the cut-off date may treat the Notice for information purpose only.
2. The Notice will also be available on the websites of the Bank (www.dhanbank.com), KFin (<https://evoting.kfintech.com>), National stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
3. Members who have not registered their e-mail address and, therefore, are not able to receive the Notice 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>.
4. The cut-off date (i.e. the record date) for the purpose of voting is **Friday, February 16, 2024** and the voting rights will be one vote per Equity Share registered in the name of the shareholders/ beneficial owners as on that date.
5. Pursuant to the provisions of the MCA Circulars, the Bank is offering e-voting facility to its Members in respect of the business to be transacted through Postal Ballot. The Bank has engaged the services of KFin Technologies Limited (“KFin”) as the authorized agency to provide e-voting facilities. **The e-voting facility will be available from Thursday, February 22, 2024, 9.00 AM (IST) onwards to Friday, March 22, 2024, 5.00 PM (IST).** The general information and instructions relating to e-voting are provided immediately

below these Notes.

6. 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.
7. All relevant documents referred to in the Notice or the Explanatory Statement shall be available for inspection electronically by the Members up to the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents may send an e-mail to investors@dhanbank.co.in.
8. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. 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). Members who have not received the e-mail of the aforesaid Notice may also contact Mr. Vasantha Rao Chowdari at the above-mentioned address / phone number for the e-mail of the Notice.
9. The User ID and Password for e-voting is provided along with the e-mail delivering this Notice.
10. Mr. V. Suresh, Senior Partner, M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai – 600018 (FCS 2969/ CP 6032) has been appointed as Scrutinizer for the Postal Ballot and for conducting the e-voting process in accordance with law. The Scrutinizer’s decision on the validity of voting shall be final.
11. The Scrutinizer shall, **on Friday, March 22, 2024**, after 5.00 PM, unblock the votes in the presence of at least two witnesses not in the employment of the Bank and make a report of the votes cast in favour of or against the resolution and submit the same to the Chairperson.
12. Based on the Scrutinizer’s Report, the results of the e-voting will be declared by the Chairperson **on Saturday, March 23, 2024** at or before 5.00 PM at the Bank’s Registered Office at P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur - 680001, through the website of the Bank viz., www.dhanbank.com.
13. Voting results along with the Scrutinizer’s Report will also be available on the websites of the Bank (www.dhanbank.com), KFin (<https://evoting.kfintech.com>), National stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
14. The resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., **Friday, March 22, 2024**.
15. These Notes together with the “General information and instructions relating to e-voting” form part of the Notice dated **February 19, 2024**.

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:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. 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. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com/SecureWeb/IdeasDirectorReg.jsp II. Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.
<p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e., 16-digit demat 	<p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by

<p>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>sending OTP on registered Mobile & 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.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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).

C. The remote e-voting facility shall be available during the following period: -

Commencement of e-voting: **Thursday, February 22, 2024 (9:00 A.M. (IST))**

End of e-voting: **Friday, March 22, 2024 (5:00 P.M. (IST))**

During this period, 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.

Friday, February 16, 2024, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period.

D. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. 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). Members who have not received the e-mail of the aforesaid Notice after the cut-off date may also contact Mr. Vasantha Rao Chowdari, at the above-mentioned address / phone number for the e-mail of the Notice.

Statement of material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated February 19, 2024

Item No.1

To ensure compliance with the guidelines of Reserve Bank of India, the Bank has to appoint at least one Whole-time Director, other than MD & CEO.

Towards the end, the Bank proposes to first alter its Articles of Association to include the following clause(s), as an enabling provision for the appointment of Whole Time Directors on the Board: -

1. **“Article 1(i)(h) - Executive Director means any whole-time director in the full-time employment of the Bank, other than MD & CEO.”**
2. **“Article 70A – Executive Director(s)**
 - a) The Board may, subject to the provisions of the said Act, approval of regulatory authorities as may be required under any law for the time being in force and other provisions of these articles, appoint and / or re-appoint from time to time one or more of the Directors to act as Executive Director(s) of the Bank, not in any case exceeding one -third of total number of directors of the Bank for the time being.
 - b) Subject to the provisions of the Act and the Banking Regulation Act and the SEBI Listing Regulations and also subject to the limitations, conditions and provisions of Schedule V of the Act, the appointment and payment of remuneration to the Executive Directors, shall be subject to approval of Members in General Meeting as director not liable to retire by rotation and the approval of the Reserve Bank of India, as applicable.
 - c) The Executive Director appointed shall subject to the provisions of these Articles, the Act and rules framed thereunder and the Banking Regulation Act ,1949 exercise such powers and authority and discharge such functions and responsibilities as may be delegated to him/her by the Board of Directors and / or Managing Director & CEO from time to time.
 - d) Subject to the prior approval of the Reserve Bank of India, the term for Executive

Director shall not exceed three years at any time, provided that he /she shall be eligible for re-appointment. Provided that no re-appointment shall be made earlier than one year before the expiry of his/ her term.

- e) Notwithstanding anything to the contrary, the Executive Directors shall, subject to the provisions of any contracts between them and the Bank, be subject to the provisions in relation to resignation and removal of Directors at any time before the expiry of the term and shall ipso facto vacate office if he ceases to hold the office of Director for any cause.
- f) The remuneration of the Executive Director shall (subject to applicable provisions of the Act, the Banking Regulation Act and these articles and of any contract between him/her and the Bank) be determined by the Board and recommended by the Nomination & Remuneration Committee of the Board, from time to time and may be by way of fixed salary and / or perquisites or by any or all these modes or any other mode not expressly prohibited by the Act and Rules framed thereunder.
- g) The appointment, reappointment, termination of appointment, remuneration payable to and other terms and conditions of service of the Executive Director(s) shall be subject to the approval of the Reserve Bank of India and also subject to such approval as may be necessary under the Act and rules framed thereunder and compliance with SEBI Listing Regulations.”

The Board of Directors of the Bank has recommended placing of the above amendments to the Shareholders for approval. This amendment shall be effective post approval from Reserve Bank of India.

Accordingly, the Directors recommend Resolution No.1 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: February 19, 2024

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