

Dhanlaxmi Bank Limited
CIN: L65191KL1927PLC000307
Regd. Off: P.B No.9, Dhanalakshmi Buidings, Naickanal, Thrissur, Kerala-680001
Ph: 0487-2999711; Fax: 0487-2335367
Corporate Office: Punkunnam, Thrissur, Kerala-680002; Ph: 0487-7107000
E-mail: investors@dhanbank.co.in; Website: www.dhanbank.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of Dhanlaxmi Bank Limited (“the Bank”) on the requisition dated 28.03.2022, received by the Bank on 28.04.2022, made by the below mentioned requisitionists (the “Requisitionists”):

Name of Requisitionists	No of Equity Shares of the Bank held by the Requisitionists as on 28.04.2022 (date of receipt of requisition by the Bank)	Percentage of paid-up capital of the Bank held by the Requisitionists as on 28.04.2022 (date of receipt of requisition by the Bank)
B Ravindran Pillai	25300000	9.99
B Govindan	3845200	1.51
Hareendran C K*	3500000	1.38
Jinsha Nath C K*	1995000	0.78
Rajesh K	45450	0.01
Vincent C.D	10200	0.00
Jayanarayanan Thampi	900	0.00
Sreedevi .K	800	0.00
Sreekumaran Prabhakaran Nair	200	0.00
Harinarayanan M B	160	0.00
Sashi Kumar.T.P	117	0.00

*relatives of Gopinathan C.K, Director as defined under Section 2(77) of the Companies Act, 2013

will be held **on Sunday, June 12, 2022 at 11:00 A.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to discuss the following stated in the requisition dated 28.03.2022, the full text of which is reproduced below, as Special Business:-

“The Bank is passing through financial crisis as is evident from the results for the quarter ended 31/12/2021 and the Cost to Income Ratio has risen to alarming proportion. The Bank is not having any effective control over expenditure especially Legal and Administrative. The Bank is going to start new branches and recruit fresh personnel even though the CAR of the Bank has

been adversely commented by the RBI. A detailed discussion on the financial position of the Bank especially the abnormal increase under expenditure has to be initiated by the Bank.”

Place: Thrissur
Date: May 20, 2022

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary &
Secretary to the Board

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 21/2021 dated December 14, 2021 and General Circular nos. 2/2022 & 3/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted the holding of the Extra-ordinary General Meeting (“EGM”) 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”) and MCA Circulars and SEBI Circulars, the EGM of the Bank is being held through VC / OAVM.

2. In compliance with the above mentioned circulars, the Notice of the EGM 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 EGM will also be available on the websites of the Bank (www.dhanbank.com), KFin Technologies Limited, the Registrar & Transfer Agents of the Bank (“KFin”) (<https://evoting.kfintech.com>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). In terms of the aforementioned circulars, the Bank will not be sending physical copies of the Notice of EGM to the Members.

3. The Requisitionists as mentioned in the Notice have submitted a requisition cum intention by way of a Special Notice to call EGM of the Bank pursuant to the provisions of Section 100 and other relevant provisions of the Companies Act, 2013 for a detailed discussion on the financial position of the Bank. 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 and contains the full text of the concerned Requisition as given by the Requisitionists in the Special Notice dated 28.03.2022. As the matter requires only a discussion and does not require voting, there will be no provision for

voting / e-voting / insta-poll for the EGM.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. The Register of Members and Share Transfer Books of the Bank will remain closed from **Tuesday, June 07, 2022 to Sunday, June 12, 2022 (both days inclusive)**. Transfers received during book closure will be considered only after re-opening of the Register of Members. The cut-off date (i.e. the record date) is **Friday, June 03, 2022**.

6. 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 EGM through VC/OAVM on its behalf. The said Resolution/Authorization shall be sent to the Bank by email through its registered email address to investors@dhanbank.co.in with a copy marked to einward.ris.@kfintech.com.

7. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by using the login credentials and selecting the EVEN for the Bank's EGM as further detailed in the Notice. The facility of participation at the EGM 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 EGM without restriction on account of first-come-first-served basis.

8. 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 EGM. These documents are also available in electronic form till the conclusion of the EGM.

9. Members seeking any information with regard to the matter to be placed at the EGM are requested to write to the Bank on or before June 01, 2022 through email to investors@dhanbank.co.in and the same will be replied by the Bank suitably.

10. In case of the need for any technical assistance or any grievances connected with attending the EGM through VC/OAVM, Members may contact Mr. G Vasanth 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 or who have purchased the Equity Shares of the Bank after the cut-off date may also contact Mr. G Vasanth Rao Chowdari, Manager at the above mentioned address / phone number for the e-mail of the Notice.

11. The User ID and Password for registering attendance at the EGM is provided along with the e-mail delivering this Notice.

12. 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>.

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

14. Participation At The EGM of The Bank, Speaker Registration And Posting of Queries

A. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. **Friday, June 03, 2022** can attend the EGM through VC / OAVM, by following the instructions as mentioned below:-

- Click on the URL <https://emeetings.kfintech.com>
- Use the User ID and Password to login and select the ‘EVENT’ for the EGM of the Bank.
- Members can join the EGM through VC from 10.30 A.M (IST) up to 11.30 A.M (IST).

B. Members who wish to ask questions during the EGM can do so by registering themselves as a ‘Speaker’, by following the instructions, as mentioned below:-

- Click on the URL <https://emeetings.kfintech.com>
- Use the User ID and password, to register as a ‘Speaker’.
- Only those Members holding shares either in physical form or in electronic form, as on the cut-off date may register themselves as a ‘Speaker’ from **Monday, June 06, 2022 (9:00 A.M.)** up to **Wednesday, June 08, 2022 (5:00 P.M.)**. This will enable KFIN to make requisite arrangements for the said Members to ask questions during the EGM through VC.

- Only those Members who have registered themselves as a ‘Speaker’, as aforesaid, will be able to ask questions during the EGM.
 - The Bank reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- C. Members who wish to post their queries may do so before the EGM from **Monday, June 06, 2022 (9:00 A.M.)** up to **Wednesday, June 08, 2022 (5:00 P.M.)** by following the instructions as mentioned below:-
- Click on the URL <https://emeetings.kfintech.com>
 - Use the User ID and password to post queries.
- D. Members can participate at the EGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband for the said purpose.
- E. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the EGM.
- F. In case of any queries or need of any assistance on participation at the EGM/ Speaker Registration process or for posting queries, Members may please write to KFin at inward.ris@kfintech.com or evoting@kfintech.com or they may contact KFin at toll free:1800 345 4001.

Place: Thrissur
Date: May 20, 2022

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 May 20, 2022

Pursuant to Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, can call an extraordinary general meeting (“EGM”) of the Bank.

The Bank, on 28.04.2022, received a requisition and special notice dated 28.03.2022 under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an EGM from the following (the “Requisitionists”):

Name of Requisitionists	No of Equity Shares of the Bank held by the Requisitionists as on 28.04.2022 (date of receipt of requisition by the Bank)	Percentage of paid-up capital of the Bank held by the Requisitionists as on 28.04.2022 (date of receipt of requisition by the Bank)
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Sreekumaran Prabhakaran Nair	200	0.00
Harinarayanan M B	160	0.00
Sashi Kumar.T.P	117	0.00

*relatives of Gopinathan C.K, Director as defined under Section 2(77) of the Companies Act, 2013

The above mentioned Requisitionists have submitted a requisition cum intention by way of a Special Notice to call EGM of the Bank pursuant to the provisions of Section 100 and other relevant provisions of the Companies Act, 2013 for a detailed discussion on the financial position of the Bank. The full text of the statement for discussion as given in the Special Notice dated 28.03.2022 is reproduced below:-

“The Bank is passing through financial crisis as is evident from the results for the quarter ended 31/12/2021 and the Cost to Income Ratio has risen to alarming proportion. The Bank is not having any effective control over expenditure especially Legal and Administrative. The Bank is going to start new branches and recruit fresh personnel even though the CAR of the Bank has been adversely commented by the RBI. A detailed discussion on the financial position of the Bank especially the abnormal increase under expenditure has to be initiated by the Bank.”

Notice

Accordingly, the Directors recommend placing the same for discussion at the EGM.

None of the Directors or Key Managerial Personnel or their relatives, except as stated elsewhere in this Notice, are, in any way, concerned or interested in the same.

Place: Thrissur
Date: May 20, 2022

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary &
Secretary to the Board