

Dhanlaxmi Bank Limited

CIN: L65191KL1927PLC000307

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

Ph: 0487-6617142 / 149, Fax: 0487 -2335367

E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

NOTICE OF 91ST ANNUAL GENERAL MEETING

Notice is hereby given that the 91st Annual General Meeting of the Members of Dhanlaxmi Bank Limited will be held at “Safina”, Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680003 on Thursday, September 27, 2018 at 10:00 A.M to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Bank’s Audited Balance Sheet as at March 31, 2018 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 re-appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration

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

“RESOLVED THAT subject to approval of Reserve Bank of India and pursuant to the provisions of Sections 139, 141 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, M/s. Sridhar & Co., Chartered Accountants, Thiruvananthapuram (Firm Regn. No. 003978S),

who were the Statutory Central Auditors of the Bank from the conclusion of the previous Annual General Meeting to the conclusion of this Annual General Meeting, and being eligible have given their consent for re-appointment, be and are hereby re-appointed as Statutory Central Auditors of the Bank for the period commencing from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, on such remuneration as shall be decided by the Board of Directors, plus applicable taxes, in addition to reimbursement of all travelling and out-of-pocket expenses as may be incurred by the Auditors in connection with the audit of the accounts of the Bank.”

3. To re-appoint Sri. Gopinathan C.K as Director of the Bank

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, Sri. Gopinathan C.K (DIN-01236752), who was appointed as Director liable to retire by rotation and being eligible offers himself for re-appointment, and who has

expressed his willingness to continue as Director, be and is hereby re-appointed as a non-independent Director of the Bank in the Minority Sector and that he shall be liable to retire by rotation.”

SPECIAL BUSINESS

4. To appoint Sri. Arun Rao M.G as Director of the Bank

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by Reserve Bank of India, including any statutory modification(s) or re-enactment (s) thereof, Sri. Arun Rao M.G (DIN-07547651), in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an non-independent Director of the Bank in the Minority Sector and that he shall be liable to retire by rotation.”

5. To appoint Sri. K.N Murali as Independent Director of the Bank

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Banking Regulation Act, 1949 and the rules,

circulars and guidelines issued by Reserve Bank of India, including any statutory modification(s) or re-enactment (s) thereof, Sri. K.N Murali (DIN-0007902366), in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Bank in the Majority Sector for a period of two years with effect from the date of this Annual General Meeting, i.e, September 27, 2018, and that he shall not be liable to retire by rotation.”

6. To authorize the Board of Directors to arrange for the audit of the Bank’s branches and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central 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 be and is hereby authorized to arrange for the audit of the Bank’s branches for the financial year 2018-19 and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors.”

7. To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)

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

“**RESOLVED THAT** pursuant to Sections 42 and 71 of the Companies Act 2013 read with Rule 18 of the Companies (Share Capital and

Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Banking Regulation Act, 1949 and RBI circulars and guidelines and other applicable rules and regulations, including any statutory modification(s) or re-enactment(s) thereof, consent of the Members of the Bank be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as the “Board” in this resolution, which term shall include any Committee of Directors or any Director or Key Managerial Personnel authorized by the Board to exercise the powers conferred on the Board by this resolution) to make offer(s) or invitation(s) to issue redeemable secured / unsecured non-convertible debentures (NCDs) including but not limited to subordinated debentures, bonds, Tier-II bonds and / or other debt securities, in one or more tranches, as and when the Board may think fit and on such terms, conditions, face value and amount as may be decided by the Board, subject to an aggregate limit of Rs.150 crores (one hundred and fifty crores only) within a period of one year from the date of approval of this resolution.”

“RESOLVED FURTHER THAT the consent of the Members of the Bank be and is hereby accorded to authorize the Board to do all such acts, deeds and things as may be required to give effect to the above resolution including appointment of trustees, fixing the terms and conditions of the issue, preparation and authentication of offer letters, issue and allotment of bonds, decide on discount or premium on the bonds, creation of charge, payment of applicable stamp duties, authorizing officers or intermediaries in connection with the issue or any other matter incidental or ancillary thereto.”

NOTES:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Bank is offering e-voting facility to its Members in respect of the businesses to be transacted at the 91st Annual General Meeting scheduled to be held on Thursday, September 27, 2018 at 10.00 A.M. The Bank has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the authorized agency to provide e-voting facilities. **The e-voting facility will be available from 09.00 A.M (IST) on Monday, September 24, 2018 to 05.00 P.M (IST) on Wednesday, September 26, 2018.**

2. The facility of voting by ballot paper will also be made available at the venue of the Meeting for those Members who have not voted through the e-voting facility provided by Karvy.

3. The cut-off date (i.e. the record date) for the purpose of voting is Saturday, September 22, 2018 and the voting rights will be one vote per Equity Share registered in the name of the shareholders / beneficial owners as on that date.

4. The Register of Members and Share Transfer Books of the Bank will remain closed from **Sunday, September 23, 2018 to Thursday, September 27, 2018 (both days inclusive)**. Transfers received during book closure will be considered only after re-opening of the Register of Members.

5. The Notice of the 91st Annual General Meeting and the Annual Report for financial year 2017-18 are being sent to all Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on **Friday, August 17, 2018**.

6. Members who have not received the aforesaid Notice / Annual Report or who have purchased the Equity Shares of the Bank after Friday, August 17, 2018 may contact Mrs. Varalakshmi / Mr. G Vasanth Rao Chowdari, Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Phone: 040 - 67161514 / 27 for the Notice / Annual Report.

7. The log-in ID and password for e-voting will be sent by Karvy separately along with the instructions for e-voting.

8. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote at the meeting instead of him/her and the proxy need not be a Member of the Bank. However, only such Members (and also Members who are represented by their respective proxies) who have not exercised their vote by electronic means as stated above will be permitted to vote at the meeting. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank.

9. The instrument appointing proxy should be deposited at the Registered Office of the Bank not less than forty eight hours before the commencement of the meeting.

10. 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.

11. 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.

12. 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.

13. All documents referred to in the Notice of the Meeting are open for inspection at the Registered Office of the Bank on all working days between 10.00 A.M and 1.00 P.M upto the date of the Annual General Meeting.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

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

20. 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.

21. The shareholders and beneficial owners who have not so far encashed/claimed the dividends for the financial year 2010-11 have to submit the dividend warrant(s), if any, available with them for revalidation to the Company Secretary, Dhanlaxmi Bank Limited, Dhanalakshmi Buildings, Naickanal, Thrissur – 680001.

22. In terms of Section 125 of the Companies Act, 2013 the dividends which are unclaimed for a period of seven years have to be transferred to “Investor Education and Protection Fund” maintained with Central Government and the shareholders/beneficial owners cannot make any claim for the dividends once the unclaimed dividends are transferred to such fund. The

dividends that have remained unclaimed upto 2009-2010 have been transferred to the fund. The unpaid dividend for the financial year 2010-11 is due for transfer to this fund in the financial year 2018-19.

23. Letters were sent to shareholders whose dividend amount for FY 2010-11 were outstanding indicating a timeline to claim the outstanding dividend amounts. 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 Rule.

Intimations have also been sent to Members encouraging them to demat their physical holding since pursuant to SEBI LODR Amendment Regulations, effective 7th December, 2018, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository.

23. Mr. M. Vasudevan, Practising Company Secretary, Surya Gardens Apartments, Paliyam Road, Thrissur – 680001 (FCS 4177/ CP 2437) has been appointed as Scrutinizer for conducting the e-voting process and voting at the venue in accordance with law. The Scrutinizer's decision on the validity of voting shall be final.

24. The Scrutinizer shall, on the date of the Meeting, unblock the votes in the presence of at

least two witnesses not in the employment of the Bank and make a report of the votes cast in favour or against, if any, and submit the same to the Chairman.

25. The results of voting will be announced by the Chairman of the Annual General Meeting at or after the Meeting to be held on Thursday, September 27, 2018 and the resolutions will be deemed to have been passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.

26. The results of the voting along with the Scrutinizer's Report will be submitted to the Stock Exchanges where the Equity Shares of the Bank are listed and will also be hosted on the Bank's website (www.dhanbank.com) and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of conclusion of the Meeting.

Place: Thrissur For and on behalf of the Board,

Date: August 06, 2018

Sd/-

Santosh Kumar Barik
Company Secretary

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 06, 2018

Item No. 3

Sri. Gopinathan C.K (DIN-01236752) 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, 2017 and is liable to retire by rotation.

The Bank has received a notice in writing from Sri. Gopinathan C.K expressing his willingness to continue as director in the Bank. The Nomination & Remuneration Committee has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI

guidelines and found that Sri. Gopinathan 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 Directors recommend Resolution No. 3 of the Notice for approval.

The additional information on Directors proposed to be appointed / re-appointed at the 91st Annual General Meeting, 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 at the end of this Notice.

Save and except Sri. Gopinathan 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. 4

Sri. Arun Rao M.G (DIN-07547651) was appointed as Additional Director (Non-Independent category) by the Board of Directors of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations.

In terms of Section 160 of the Companies Act 2013, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Sri. Arun Rao M.G for appointment to the office of director. The Nomination & Remuneration Committee has also conducted “due diligence” in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. Arun Rao M.G is “fit & proper” to 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 Directors recommend Resolution No. 4 of the Notice for approval.

The additional information on Directors proposed to be appointed / re-appointed at the 91st Annual General Meeting, 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 at the end of this Notice.

Save and except Sri. Arun Rao M.G, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution.

Item No. 5

Sri. K.N Murali (DIN-0007902366) was appointed as Additional Director (Independent category) by the Board of Directors of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations.

In terms of Section 160 of the Companies Act 2013, the Bank has received a notice in writing from a Member signifying his intention to propose the candidature of Sri. K.N Murali for appointment to the office of director. The Nomination & Remuneration Committee has also conducted “due diligence” in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. K.N Murali 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 Directors recommend Resolution No. 5 of the Notice for approval.

The additional information on Directors proposed to be appointed / re-appointed at the 91st Annual General Meeting, 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 at the end of this Notice.

Save and except Sri. K.N Murali, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution.

Item No. 6

Pursuant to the provisions of 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 Statutory Central Auditors for those branches which are not proposed to be audited by the Statutory Central Auditors.

Accordingly, the Directors recommend Resolution No. 6 of the Notice for approval.

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

Item No. 7

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI Regulations, a company offering or making an invitation to subscribe to redeemable secured/unsecured Non-

convertible debentures (NCDs) including but not limited to subordinated debentures, bonds, Tier-II Bonds and/or other debt securities on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such issue for a period of one year.

Non-convertible debentures (NCDs), Subordinated debentures, bonds, Tier-II Bonds and/or other debt securities, issued on private placement basis are a significant source of borrowings for the Bank and the Bank has allotted listed bonds in the past and there is potential to raise resources through the private placement route. The Bank needs to broaden the base of resource mobilization to ensure availability of adequate funding for future business growth and development. The approval of the Members is being sought by way of a Special Resolution to enable the Bank to offer or invite subscriptions for Tier-II Bonds on a private placement basis, in one or more tranches, within a period of one year, within the overall borrowing limits of the Bank, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the face value and issue price of the bonds depending upon the market conditions.

Accordingly, the Directors recommend Resolution No. 7 of the Notice for approval.

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

Place: Thrissur For and on behalf of the Board,

Date: August 06, 2018

Sd/-
Santosh Kumar Barik
Company Secretary

Additional information on Directors proposed to be appointed / re-appointed at the 91st Annual General Meeting (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)

1. SRI. GOPINATHAN C.K (DIN - 01236752)

Date of Birth and age	29.03.1954 ; 64 years
Qualifications	B.COM
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri. Gopinathan C.K is promoter Director of C.K.G Supermarket Limited and Managing Director of C.K.G Securities and Investments Limited. He was also a Director in the Catholic Syrian Bank Limited for almost 8 years from September 26, 2008 to July 20, 2016 and has more than 25 years of experience in banking / finance sectors. Sri. Gopinathan C.K is a major shareholder in the Bank and also has major investments in various leading companies across the State.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. Gopinathan C.K will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Sri. Gopinathan C.K was paid only sitting fees of Rs. 4,20,000/- for attending Board / Committee Meetings during the financial year 2017-18.
Date of first appointment on Board	Sri. Gopinathan C.K was appointed as Additional Director w.e.f August 11, 2016. He was appointed as Director liable to retire by rotation at the Annual General Meetings of the Bank held on September 29, 2016 and September 30, 2017.
Sector	Minority
Shareholding in the Bank as on the date of this Notice	1,89,50,000 Equity Shares held by Sri. Gopinathan C.K and 63,50,000 Equity Shares held by relatives / associates
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2017-18	10

Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri. Gopinathan C.K is a Chairman / Member of:- 1. Management Committee; 2. HRD Committee; 3. Large Value Fraud Monitoring Committee; 4. Stakeholders' Relationship Committee; 5. Corporate Social Responsibility Committee; 6. Customer Service Committee; 7. Nomination & Remuneration Committee
Directorship in other entities	C.K.G Supermarket Limited - Director C.K.G Securities and Investments Limited – Managing Director None of the above is a listed entity.
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

2. SRI. ARUN RAO M.G (DIN - 07547651)

Date of Birth and age	22.02.1987 ; 31 years
Qualifications	ACS, LLB, MBL, M.COM
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri. Arun Rao M.G is a Practicing Company Secretary with more than 5 years of experience in Company Secretarial Practice and Corporate Laws. He is an Associate Member of the Institute of Company Secretaries of India. He also holds a bachelor's degree in Law and master's degrees in commerce and business laws. He has experience in handling secretarial matters of various companies.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. Arun Rao M.G will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Sri. Arun Rao M.G was paid only sitting fees of Rs. 1,70,000/- for attending Board / Committee Meetings during the financial year 2017-18.
Date of first appointment on Board	Sri. Arun Rao M.G was appointed as Additional Director (Non-Independent category) w.e.f May 15, 2018. Previously, he had held the office of director of the Bank till September 28, 2017.
Sector	Minority

Shareholding in the Bank as on the date of this Notice	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2017-18	5
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri. Arun Rao M.G is a Member of:- 1. Management Committee; 2. Risk Management Committee; 3. HRD Committee; 4. IT Strategy Committee; 5. Nomination & Remuneration Committee
Directorship in other entities	Nil
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

3. SRI. K.N MURALI (DIN - 0007902366)

Date of Birth and age	26.12.1955 ; 62 years
Qualifications	B.COM
Brief Resume, Experience and Nature of expertise in specific functional areas	<p>Sri. K.N Murali has worked in State Bank of Travancore, State Bank of Saurashtra and State Bank of Hyderabad in various positions across the country. He had joined State Bank of Travancore as probationary officer and rose to the position of General Manager. Sri. K.N Murali has handled credit, inspection and audit.</p> <p>Sri. K.N Murali has headed two largest branches of State Bank of Saurashtra at Mumbai and Hyderabad having predominantly commercial business. At State Bank of Travancore, he headed the Trivandrum zone, which was the largest zone of the Bank.</p> <p>As General Manager (Commercial Network) of State Bank of Travancore, Sri. K.N Murali was responsible for all large advances of</p>

	the Bank. He has also undergone training program at Kellogg's Institute of Management, Chicago.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. K.N Murali will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Not Applicable
Date of first appointment on Board	Sri. K.N Murali was appointed as Additional Director (Independent category) w.e.f June 07, 2018.
Sector	Majority Sector – Agriculture and Rural economy & Small-scale Industry
Shareholding in the Bank as on the date of this Notice	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2017-18	Not Applicable
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri. K.N Murali is a Member of:- <ol style="list-style-type: none"> 1. Audit Committee; 2. Management Committee; 3. NPA Monitoring Committee; 4. Large Value Fraud Monitoring Committee; 5.Redressal Committee on Wilful Defaulters and Review Committee on Non- Cooperative Borrowers
Directorship in other entities	Nil
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil



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CIN: L65191KL1927PLC000307
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Ph: 0487-6617142 / 149, Fax: 0487 -2335367
E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

ATTENDANCE SLIP
91st Annual General Meeting
Thursday, September 27, 2018 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 91st Annual General Meeting held at "Safina", Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680003.

.....
Member's / Proxy's name in Block Letters

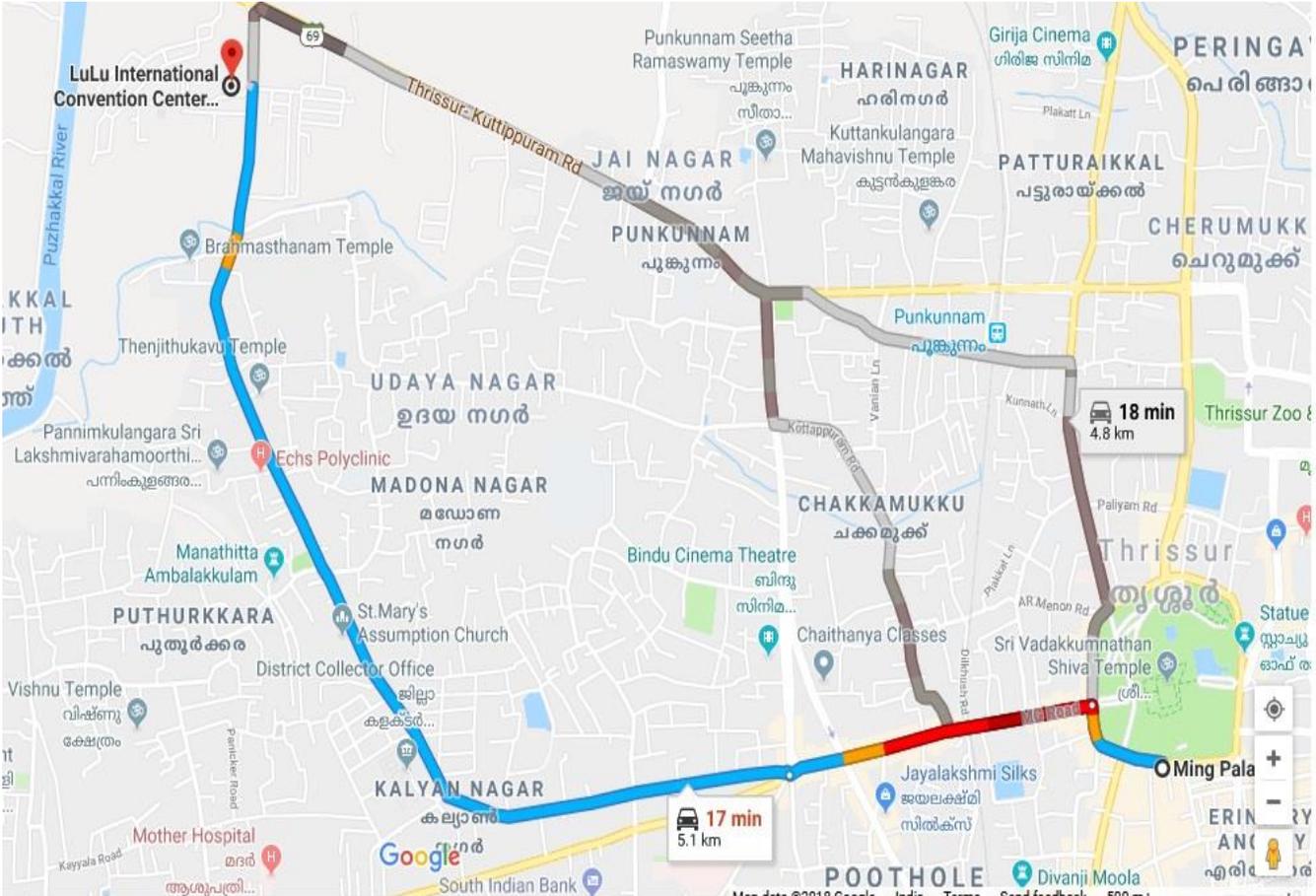
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Member's / Proxy's Signature

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.

Location Map of the Venue of 91st Annual General Meeting of Dhanlaxmi Bank Limited to be held on Thursday, September 27, 2018 at 10.00 A.M

Venue Address: “Safina”, Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680003



Dhanlaxmi Bank Limited
CIN: L65191KL1927PLC000307
Regd. Off: P.B No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala- 680001
Ph: 0487-6617142 / 149, Fax: 0487 -2335367
E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

Form No. MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

91st Annual General Meeting
Thursday, September 27, 2018 at 10.00 A.M

I /We being the member(s), holdingshares of the above named Company under Folio/DP ID Client ID No.....hereby appoint:

1. Name
 Address.....
 E-mail Id.....Signature

or, failing him/her,

2.Name.....
 Address.....
 E-mail Id..... Signature

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 91st Annual General Meeting of the Company, to be held on **Thursday, September 27, 2018 at 10.00 A.M at “Safina”, Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680003** and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution		Optional*	
No.	Ordinary Business	For	Against
1	To receive, consider and adopt the Bank’s Audited Balance Sheet as at March 31, 2018 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 re-appoint Statutory Central Auditors and authorize the Board of Directors to fix their remuneration		
3	To re-appoint Sri. Gopinathan C.K as Director of the Bank		
	Special Business		
4	To appoint Sri. Arun Rao M.G as Director of the Bank		
5	To appoint Sri. K.N Murali as Independent Director of the Bank		

6	To authorize the Board of Directors to arrange for the audit of the Bank's branches and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors		
7	To authorize the Board of Directors to issue redeemable secured / unsecured non-convertible debentures (NCDs)		

Affix Revenue stamp not less than Re. 1

Signed this day of2018

Signature of Shareholder:

Signature of Proxy holders: 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 91st Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Bank.
- It is optional to indicate your preference by putting a (√) in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member (s) in above box before submission.