

Dhanlaxmi Bank Limited
CIN: L65191KL1927PLC000307
Regd. Off.: P.B. No. 9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala - 680 001
Ph: 0487-6617142/149, Fax: 0487-2335367
E-mail: investors@dhanbank.co.in, Website: www.dhanbank.com

NOTICE OF 92ND ANNUAL GENERAL MEETING

Notice is hereby given that the 92nd Annual General Meeting of the Members of Dhanlaxmi Bank Limited will be held at **Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680 003** on **Friday, August 30, 2019** 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, 2019 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.**
- 2. To appoint Statutory Central Auditors and 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 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, approval be and is hereby accorded to appoint M/s P B Vijayaraghavan & Co., Chartered Accountants, Chennai or M/s Maharaj N R Suresh & Co., Chartered Accountants, Chennai, subject to the approval of Reserve Bank of India, as Statutory Central Auditors of the Bank for the period commencing from the conclusion of the 92nd Annual General Meeting to the conclusion of the 93rd Annual General Meeting, at an annual remuneration / fees of ₹43 lakh (Rupees forty three lakh only) plus taxes as applicable from time to time, in addition to 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 remaining tenure, etc., including by reason of necessity on account of

conditions as may be stipulated by the RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

- 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 B. Ravindran Pillai 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 B. Ravindran Pillai (DIN-00944821), in respect of whom

the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a non-independent Director of the Bank in the Minority Sector and that he shall be liable to retire by rotation."

5. To appoint Sri Sajeew Krishnan 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 Sajeew Krishnan (DIN-08066443), who took charge as Part-time Chairman of the Bank for a period of three years with effect from May 23, 2018 as approved by Reserve Bank of India and in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Bank in the Majority Sector from the date of this Annual General Meeting, i.e, August 30, 2019 to May 22, 2021 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 2019-20 and to appoint and fix the remuneration of branch auditors in consultation with the Statutory Central Auditors."

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 92nd Annual General Meeting scheduled to be held on **Friday, August 30, 2019 at 10.00 A.M.** The Bank has engaged the services of Karvy Fintech 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 Tuesday, August 27, 2019 to 05.00 P.M. (IST) on Thursday, August 29, 2019.**
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 **Friday, August 23, 2019** 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 **Saturday, August 24, 2019 to Friday, August 30, 2019 (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 92nd Annual General Meeting and the Annual Report for financial year 2018-19 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, July 19, 2019.**
6. Members who have not received the aforesaid Notice / Annual Report or who have purchased the Equity Shares of the Bank after **Friday, July 19, 2019** may contact Mrs. Varalakshmi / Mr. G. Vasanth Rao Chowdari, Karvy Fintech 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. 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 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.
22. 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 (e.g. bonus, split, 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. 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.

Intimations have also been sent to Members encouraging them to demat their physical holding since pursuant to amendments in SEBI (Listing Obligations and Disclosure Requirements), 2015, 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 with effect from April 01, 2019.

23. Mr. M. Vasudevan, Practising Company Secretary, Surya Gardens Apartments, Paliyam Road, Thrissur – 680 001 (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 **Friday, August 30, 2019** 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.

For and on behalf of the Board,

Sd/-

Place : Thrissur
Date : July 17, 2019

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 July 17, 2019

Item No. 2

The present Statutory Central Auditors M/s Sridhar & Co., Chartered Accountants vacate office at this Annual General Meeting and are not seeking re-appointment. The following two firms of Chartered Accountants have submitted their application for appointment as Statutory Central Auditors of the Bank:-

- (i) M/s P B Vijayaraghavan & Co., Chartered Accountants, Chennai (Firm Regn. No. 004721S)
- (ii) M/s Maharaj N R Suresh & Co., Chartered Accountants, Chennai (Firm Regn. No. 001931S)

The Bank will seek approval from Reserve Bank of India for appointment of any one of the above firms as the Statutory Central Auditors of the Bank for the period commencing

from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

- a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change

Fee of ₹43,00,000 (Rupees Forty Three Lakh only) plus applicable taxes for Quarterly Review, Audit, Certification and Tax Audit and reimbursement of actual travelling and out-of-pocket expenses extra (on actual basis) for the FY 2019-20. There is no material change in the fee payable to the auditors from that paid to the outgoing auditor.

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

M/s P B Vijayaraghavan & Co., Chennai is a Chartered Accountancy Firm registered with the Institute of Chartered Accountants of India with Firm Registration No. 004721S. The firm has presence in 3 States. The firm provides a wide range of services which inter-alia includes Audit & Assurance Services, Taxation Services, Incorporation & New Business, Advisory/Support, Business Consultancy & Valuation Services. They have experience in the statutory central audit of various public and private sector banks and Life Insurance Corporation of India. They were the Statutory Central Auditors of the Bank during the period 2003-04 to 2008-09.

M/s Maharaj N R Suresh & Co., Chennai is a Chartered Accountancy Firm registered with the Institute of Chartered Accountants of India with Firm Registration No. 001931S. The firm has presence in 4 States. The firm provides a wide range of services which inter-alia include Audit & Assurance Services, Taxation Services, forensic audit, investigation audit, Merchant Banking, Mergers & Acquisitions, Incorporation & New Business, Advisory/Support, Business Consultancy & Valuation Services. They have experience in the statutory central audit of various public and private sector banks and United India Insurance Company Ltd.

Accordingly, the Directors recommend Resolution No. 2 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. 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 of 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 92nd 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 B. Ravindran Pillai (DIN-00944821) was appointed as Additional Director by the Board of Directors of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations with effect from March 28, 2019 and will hold office upto the date of this Annual General Meeting.

The Bank has received a notice in writing from a shareholder proposing the candidature of Sri B. Ravindran Pillai for 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 B. Ravindran Pillai 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 92nd 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 B. Ravindran Pillai, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above resolution.

Item No. 5

Sri Sajeew Krishnan (DIN-08066443) was appointed as Additional Director by the Board of Directors of the Bank pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations with effect from February 08, 2018. Subsequently, Sri Sajeew Krishnan took charge as Part-time Chairman of the Bank for a period of three years w.e.f. May 23, 2018 as approved by Reserve Bank of India and the Board ratified the continuation of Sri Sajeew Krishnan as Additional Director.

The Bank has received a notice in writing from a shareholder proposing the candidature of Sri Sajeew Krishnan for 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 Sajeew Krishnan is "fit & proper" to continue as director of the Bank. The Committee is also of the opinion that he fulfills the conditions and criteria specified in Section 149 of the Companies Act, 2013, Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and circulars for holding the office of independent 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 92nd 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 Sajeew Krishnan, 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. 5 of the Notice for approval.

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

For and on behalf of the Board,

Sd/-

Venkatesh H.
Company Secretary &
Secretary to the Board

Place : Thrissur

Date : July 17, 2019

Additional information on Directors proposed to be appointed/re-appointed at the 92nd 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 ; 65 years
Qualifications	B.COM.
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri Gopinathan C.K. has more than 25 years of experience in banking / finance sectors. He was a Director in the Catholic Syrian Bank Limited for almost 8 years from September 26, 2008 to July 20, 2016. He was also Director of C.K.G. Supermarket Limited and Managing Director of C.K.G. Securities and Investments Limited. 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 ₹6,00,000/- for attending Board/ Committee Meetings during the financial year 2018-19.
Date of first appointment on Board	August 11, 2016
Sector	Minority
Shareholding in the Bank as on the date of this Notice	2,47,75,000 Equity Shares (including 58,05,000 equity shares held by relatives)
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2018-19	11
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 of Corporate Social Responsibility Committee and a Member of the following Committees:- 1. Management Committee 2. HRD Committee 3. Large Value Fraud Monitoring Committee 4. Stakeholders' Relationship Committee 5. Customer Service Committee 6. 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

2. SRI B. RAVINDRAN PILLAI (DIN - 00944821)

Date of Birth and age	25.05.1950 ; 69 years
Qualifications	Business Administration
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri B. Ravindran Pillai is an industrialist. He is the promoter Managing Director/ Director of several companies in India and the Middle East. A recipient of the 2008 Pravasi Bharatiya Samman, he was honored by the Government of India with Padma Shri. Sri B. Ravindran Pillai is also a major Shareholder of the Bank.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri B. Ravindran Pillai will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Not Applicable
Date of first appointment on Board	March 28, 2019
Sector	Minority
Shareholding in the Bank as on the date of this Notice	2,53,00,000 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2018-19	Not Applicable
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Nil

Directorship in other entities	<ol style="list-style-type: none"> 1. Upasana Hospitals Private Ltd. 2. Anurav Power Private Limited 3. Malabar Castle Private Limited 4. OGM Technical Institute India Private Limited 5. Fort-Infra Developers Private Limited 6. Bright Mind Solutions Private Limited 7. Bright Minds Consulting Private Limited 8. Norka-Roots (Sec. 25 Company) 9. Favourite (Kerala) Ayurveda and Wellness Center Private Limited 10. Nasser S Al Hajri Corporation Private Limited 11. RP Holdings and Developers Private Limited 12. SP Life Care Private Limited <p>None of the above is a listed company.</p>
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

3. SRI SAJEEV KRISHNAN (DIN - 08066443)

Date of Birth and age	23.08.1956; 63 years
Qualifications	B.Com. CAIIB
Brief Resume, Experience and Nature of expertise in specific functional areas	Mr. Sajeev Krishnan has been with the State Bank group since 1977. He has handled large credits and projects and internal audit at State Bank of India (SBI) at the Republic of Maldives from 1998 to 1999. He was Vice President (NRI) at SBI Toronto, Canada from 2000 to 2003 and also stand-by dealer in forex transactions. He also headed the rupee treasury department of the bank which included trading, bidding for new issues, maintenance of SLR and CRR and also taking care of the liquidity needs of the bank. In 2004, he was promoted as a Deputy General Manager and deputed to State Bank of Indore and posted to head the integrated treasury and risk management departments. He has also held senior administrative and operational positions at State Bank of Saurashtra and the position of Head of Vigilance in a public sector bank. He was General Manager in charge of State Bank of Travancore's (SBT) operations and later Chief General Manager in-charge of the bank's retail banking business at Trivandrum. Mr. Sajeev Krishnan also held the position of Chief General Manager in State Bank of Mysore (SBM) and was in-charge of the retail operations of the bank. During his stints at SBT and SBM, being the second in command, he also often held the charge of Managing Director of the respective banks. He has also attended training for Directors at Stanford Graduate School of Business.
Terms and conditions of appointment/re-appointment along with details of remuneration	Sri Sajeev Krishnan will be entitled to sitting fees for attending Board/Committee Meetings.
Details of Remuneration last drawn	Sri Sajeev Krishnan was paid only sitting fees of ₹6,40,000/- for attending Board / Committee Meetings during the financial year 2018-19.
Date of first appointment on Board	February 08, 2018
Sector	Majority - Banking
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 2018-19	11
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Sri Sajeev Krishnan is a Chairman of Management Committee and NPA Monitoring Committee and a Member of the following Committees:- <ol style="list-style-type: none"> 1. Audit Committee 2. Risk Management Committee 3. 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

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

ATTENDANCE SLIP
92nd Annual General Meeting
Friday, August 30, 2019 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 92nd Annual General Meeting held at **Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680003.**

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

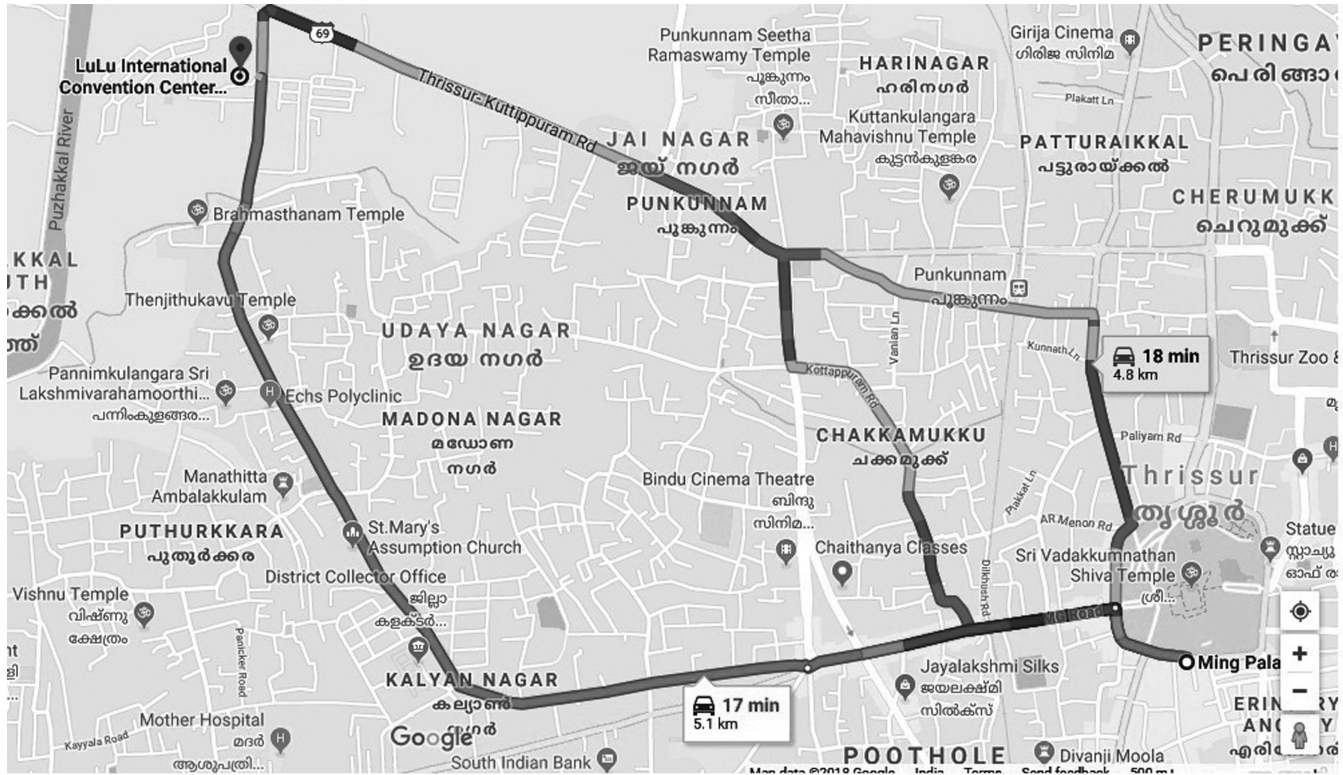
.....
Member's / Proxy's Signature

Notes:

- Please complete the Folio/DP ID & Client ID No. and Name, Sign the Attendance Slip and hand it over at the attendance verification counter at the Entrance of the Meeting Hall.
- Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the meeting.

Location Map of the Venue of 92nd Annual General Meeting of Dhanlaxmi Bank Limited to be held on Friday, August 30, 2019 at 10.00 A.M.

Venue Address: Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680 003



Dhanlaxmi Bank Limited
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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)

92nd Annual General Meeting
Friday, August 30, 2019 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,

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 92nd Annual General Meeting of the Company, to be held on **Friday, August 30, 2019 at 10.00 A.M. at Lulu International Convention Center & Garden Hotels, Puzhakkal, Ayyanthole P O, Thrissur - 680 003** 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, 2019 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon		
2	To appoint Statutory Central Auditors and 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 B. Ravindran Pillai as Director of the Bank		
5	To appoint Sri Sajeew Krishnan as 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		

Affix
Revenue
stamp not
less than
Re. 1

Signed this day of2019

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 92nd 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 (v) in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.