

DhanlaxmiBank established 1927 

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

Serial No. :

Name of the Sole/ first named Member :

Registered Address :

Name(s) of the joint Member (s),if any :

Registered Folio No. /DP & Client ID No. :

No. of Shares held :

Dear Member,

Sub: Voting through electronic means, Participation at the AGM of the Bank, Speaker Registration and Posting of queries

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) and SEBI vide Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) 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 95th Annual General Meeting (“AGM”) of the Members of the Bank is being held through VC / OAVM.

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dhanlaxmi Bank Limited

(“the Bank”) is offering remote e-voting facility to its members in respect of the businesses to be transacted at the 95th Annual General Meeting of the Bank scheduled to be held on Friday, December 30, 2022 at 11:00 A.M. (IST).

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (KFIN) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

The Bank has engaged the services of M/s. KFin Technologies Limited (“KFIN”) (previously known as M/s. KFin Technologies Private Limited) as the Authorized Agency to provide e-voting facilities. The User ID & Password for remote e-voting/ Instapoll / registering attendance at AGM are set out below:-

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

The remote e-voting facility will be available during the following voting period:-

Commencement of E-voting	End of E-voting
From 09.00 A.M (IST) on Tuesday, December 27, 2022	Up to 05.00 P.M (IST) on Thursday, December 29, 2022

The cut-off date (i.e. the record date) for the purpose of voting is Saturday, December 24, 2022 .

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

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated December 05, 2022 for the 95th Annual General Meeting scheduled to be held on December 30, 2022 which is enclosed herewith. The Notice of AGM and the Annual Report of the Bank for the financial year 2021-22 will 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). Attention is invited to the statement on the accompanying Notice that the Bank is pleased to provide E-voting facility through KFin Technologies Limited (“KFIN”) for all members of the Bank to enable them to cast their votes electronically on the resolutions mentioned in the Notice of 95th Annual General Meeting of the Bank dated December 05, 2022.

Place: Thrissur
Date: December 05, 2022

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary &
Secretary to the Board

INSTRUCTIONS FOR REMOTE E-VOTING / INSTA POLL

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> <ul style="list-style-type: none">I. URL: https://eservices.nsd.comII. 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> <ul style="list-style-type: none">I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.comII. Click on New System MyeasiIII. 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> <ul style="list-style-type: none">I. To register click on link : https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspII. Proceed with completing the required fields.	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none">I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationII. Proceed with completing the required fields.
<p>3. By visiting the e-Voting website of NSDL</p> <ul 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.	<p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none">I. URL: www.cdslindia.comII. Provide demat Account Number and PAN No.

<p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>III. System will authenticate user by 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 / Instapoll:-
 - a. <https://evoting.kfintech.com>; or
 - b. <https://emeetings.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. Those Members who are present in the AGM through VC and have not cast their vote on the Resolution(s) as set out in the Notice of the AGM through remote e-voting and are otherwise not barred from doing so, shall be eligible to avail the facility of e-voting through Instapoll during the AGM, in accordance with the relevant Circulars read with Rule 20 of the Companies

(Management and Administration) Rules, 2014, as amended, by following the procedure mentioned below:-

- The procedure for e-voting through Instapoll during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC.
- The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- E-voting through Instapoll during the AGM is integrated with the VC platform and hence no separate login is required for the same. Members will be required to click on the “Thumb ()” icon to cast their vote through Instapoll during the AGM.

D. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting / instapoll. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to vsureshpcs@gmail.com with a copy marked to einward.ris.@kfintech.com.

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

Commencement of remote e-voting: **Tuesday, December 27, 2022 (9:00 A.M. (IST))**

End of remote e-voting: **Thursday, December 29, 2022 (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. **Saturday, December 24, 2022**, 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.

F. Only the Members holding shares either in physical form or in electronic form as on the cut-off date i.e. **Saturday, December 24, 2022**, can attend the AGM being held through VC.

G. Further, Members who have cast their vote through remote e-voting in respect of the Resolution(s) as set out in the Notice of the AGM may attend the AGM but shall not be entitled to cast their vote again during the AGM.

H. In case of the need for any technical assistance or any grievances connected with e-voting, 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 (toll free). The AGM Notice is being sent in electronic mode to all the Shareholders whose name appear in the Register of Members as on

Friday, December 02, 2022, to their e-mail addresses registered with the Bank / Depository Participants / Registrar & Transfer Agents. Members who have not received the e-mail of the aforesaid AGM Notice / Annual Report or who have purchased the Equity Shares of the Bank after December 02, 2022 may also contact Mr. G Vasanth Rao Chowdari at the above mentioned address / phone number for the e-mail of the Notice / Annual Report.

PARTICIPATION AT THE AGM OF THE BANK, SPEAKER REGISTRATION AND POSTING OF QUERIES

1. Members holding shares either in physical form or in electronic form as on the cut-off date i.e. **Saturday, December 24, 2022** can attend the AGM through VC by following the instructions as mentioned below:-
 - Click on the URL <https://emeetings.kfintech.com>
 - Use the e-voting User ID and Password to login and select the 'EVEN', for the AGM of the Bank.
 - Members can join the AGM through VC from 10.30 A.M (IST) up to 11.30 A.M.(IST)
2. Members who wish to ask questions during the AGM 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 e-voting 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 of, i.e., **Saturday, December 24, 2022**, may register themselves as a 'Speaker' from **Monday, December 26, 2022 (9:00 A.M. (IST))** up to **Tuesday, December 27, 2022 (5:00 P.M. (IST))**. This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.
 - Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
 - The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Members who wish to post their queries may do so before the AGM from **Monday, December 26, 2022 (9:00 A.M. (IST))** up to **Tuesday, December 27, 2022 (5:00 P.M. (IST))** by following the instructions as mentioned below:-
 - Click on the following URL: <https://emeetings.kfintech.com>
 - Use e-voting User ID and password to post queries.
4. Please note that Members who do not have e-voting User ID and Password or have forgotten the e-voting User ID and password may retrieve the same by following the e-

voting instructions mentioned above.

5. Members can participate at the AGM 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.
6. 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.
7. 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 AGM.
8. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFin at inward.ris@kfintech.com or evoting@kfintech.com or they may contact KFin at toll free: 1800 3094 001.