

Dhanlaxmi Bank Limited

CIN: L65191KL1927PLC000307

Regd.Off: Dhanalakshmi Buildings, Naickanal, Thrissur- 680001

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

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 prevailing situation across India due to the outbreak of COVID-19 pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs (“MCA”) vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 and the Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD / CMD1/ CIR/P/2020/79 dated 12th May 2020, (“**the relevant Circulars**”), has permitted companies to hold annual general meetings through Video Conferencing (“VC”) or other audio visual means (“OAVM”), during the calendar year 2020. In compliance with the relevant Circulars and other applicable provisions of the Act, the 93rd Annual General Meeting of the Members of the Bank (the “AGM”), is being conducted through VC.

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 Clause 44 of the Listing Agreement, Dhanlaxmi Bank Limited (“theBank”) is offering remote e-voting facility to its members in respect of the businesses to be transacted at the 93rd Annual General Meeting scheduled to be held on Wednesday, September 30, 2020 at 11:00 A.M. (IST).

The Bank has engaged the services of KFin Technologies Private Limited (“KFIN”) 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 September 27, 2020	Up to 05.00 P.M (IST) on September 29, 2020

The cut-off date (i.e. the record date) for the purpose of voting is Thursday, September 24, 2020.

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

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated September 07, 2020 for the 93rd Annual General Meeting scheduled to be held on September 30, 2020 which is enclosed herewith. The Notice of AGM and the Annual Report of the Bank for the financial year 2019-20 will be available on the websites of the Bank (www.dhanbank.com), KFin (<https://evoting.karvy.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 Private Limited ("KFIN") for all members of the Bank to enable them to cast their votes electronically on these solutions mentioned in the Notice of 93rd Annual General Meeting of the Bank dated September 07, 2020.

Place: Thrissur
Date: September 07, 2020

For and on behalf of the Board,
Sd/-

Venkatesh. H
Company Secretary &
Secretary to the Board

INSTRUCTIONS FOR REMOTE E-VOTING / INSTA POLL

1. Members shall use the following URL for remote e-voting / Instapoll:-
 - a. <https://evoting.karvy.com> or <https://emeetings.kfintech.com>
2. 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.
3. Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
4. After entering the said details, please click on LOGIN.
5. 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.

6. 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.
7. Members will need to login again with the new credentials.
8. On successful login, the system will prompt the Member to select the EVENT i.e., Dhanlaxmi Bank Limited.
9. 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 alternately 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.
10. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
11. 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).
12. The remote e-voting facility shall be available during the following period:-

Commencement of remote e-voting: **Sunday, 27th September 2020 (9:00 A.M.)**

End of remote e-voting: **Tuesday, 29th September 2020 (5:00 P.M.)**

During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. **Thursday, September 24, 2020**, 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.

13. 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.
14. 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.

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

I. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. **Thursday, September 24, 2020** can attend the AGM through VC, by following the instructions, as mentioned below:

- Click on the following URL:
<https://emeetings.kfintech.com>
- Use the e-voting User ID and Password to login and select the ‘EVENT’, for the AGM of the Bank.
- Members can join the AGM through VC from 10.30 a.m. up to 11.30 a.m.

II. 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 following 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., **September 24, 2020**, may register themselves as a ‘Speaker’ from **Saturday, September 26, 2020 (9:00 A.M.)** up to **Sunday, September 27, 2020 (5:00 P.M.)**. 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.

III. Members who wish to post their queries may do so before the AGM from **Saturday, September 26, 2020 (9:00 A.M.)** up to **Sunday, September 27, 2020 (5:00 P.M.)** 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.

IV. 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.

V. 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.

VI. 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.

VII. 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.

VIII. 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 einward.ris@kfintech.com or evoting@kfintech.com or they may contact KFin at toll free: 1800 345 4001.