Notice

DHANLAXMI BANK LIMITED
CIN: L65191KL1927PLC000307
Regd. Off: P.B No.9, Dhanalakshmi Buildings, Naickanal, Thrissur, Kerala-680001
Ph: 0487-2999711; Fax: 0487-2335367
Corporate Office: Punkunnam, Thrissur, Kerala-680002; Ph: 0487-7107100
E-mail: investors@dhanbank.co.in; Website: www.dhan.bank.in

NOTICE OF 99th ANNUAL GENERAL MEETING

99TH ANNUAL GENERAL MEETING	**WEDNESDAY, SEPTEMBER 23, 2026, 11.00 A.M (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS**
E-VOTING COMMENCES ON	**SUNDAY, SEPTEMBER 20, 2026, 09.00 A.M (IST)**
E-VOTING CONCLUDES ON	**TUESDAY, SEPTEMBER 22, 2026, 05.00 P.M (IST)**
INSTAPOLL (ONLY FOR MEMBERS WHO HAVE NOT VOTED THROUGH E-VOTING)	**WEDNESDAY, SEPTEMBER 23, 2026 (AT THE ANNUAL GENERAL MEETING)**

To
The Members,
DHANLAXMI BANK LIMITED

Notice is hereby given that the **99th Annual General Meeting of the Members of DHANLAXMI BANK LIMITED** ("the Bank") will be held on **Wednesday, September 23, 2026** at **11.00 A.M (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Bank's Audited Balance Sheet as at March 31, 2026 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 a Director in the place of Dr. Jineesh Nath C.K (DIN-01476775) who retires by rotation under section 152 of the Companies Act,2013 and being eligible, offers himself for re-appointment

3. To appoint Joint Statutory Central Auditors for 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 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, and based on the approval of the Board of Directors of the Bank ('the Board") and the approval granted by Reserve Bank of India vide letter dated July 23,2026, approval of the Members of the Bank be and is hereby accorded to appoint M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) and M/s G Natesan & Co., Chartered Accountants, Chennai, (FRN No 002424S), for the financial year 2026-27 for their third year and first year respectively, to hold office as the Joint Statutory Central Auditors of the Bank from the period commencing from the conclusion of the 99th Annual General Meeting to the conclusion of the 100th Annual General Meeting of the Bank for a total remuneration of Rs. 55 lakh (Rupees Fifty-Five lakh only) plus taxes as applicable from time to time, excluding the fee for branch audits conducted by them and reimbursement of actual travelling and out-of-pocket expenses incurred by them 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 current / remaining tenure, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed upon with the Joint Statutory Central Auditors."

SPECIAL BUSINESS

4. To Authorize the Board of Directors to appoint and fix remuneration of branch 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 of the Bank be and is hereby authorized to arrange for the audit of the Bank's branches for the financial year 2026-27 and to appoint and fix the remuneration of branch auditors in consultation with the Joint Statutory Central Auditors."

5. To Appoint Sri. Rajan T.K (DIN: 08990301) as Independent Director of the Bank

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160,161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Regulations 16(1)(b) ,17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 ,the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, including any statutory modification(s) or re-enactment(s) thereof in any of such Acts, Rules, Regulations, Guidelines/Circulars for the time being in force, Sri. Rajan T.K (DIN: 08990301), who was appointed as an Additional Director by the Board of Directors ("the Board") of the Bank with effect from July 29, 2026 and in respect of whom the Bank has received a notice in writing from a Member, in accordance with the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Bank for a period of five years commencing from July 29, 2026 to July 28, 2031 (both days inclusive) and that he shall not liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution including delegation of all or any of the powers conferred herein to any Director(s) or any one or more of the Executives of the Bank."

6. To Appoint Sri. T.V Rao (DIN: 11878881) as Independent Director of the Bank

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160,161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Regulations 16(1)(b) ,17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 ,the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time, and the provisions of the Articles of Association of the Bank, including any statutory modification(s) or re-enactment(s) thereof in any of such Acts, Rules, Regulations, Guidelines/Circulars for the time being in force, Sri. T.V Rao (DIN: 11878881), who was appointed as an Additional Director by the Board of Directors ("the Board") of the Bank with effect from September 01, 2026 and in respect of whom the Bank has received a notice in writing from a Member, in accordance with the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Bank for a period of three years commencing from September 01, 2026 to August 31, 2029 (both days inclusive) and that he shall not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution including delegation of all or any of the powers conferred herein to any Director(s) or any one or more of the Executives of the Bank."

7. To Approve the 'Dhanlaxmi Bank Limited Employee Stock Option Plan – 2025'

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

"RESOLVED THAT pursuant to provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules framed thereunder, the Accounting Standards prescribed by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars / notifications/ guidance / frequently asked questions issued thereunder (collectively, the "SEBI SBEB Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the relevant provisions of rules, circulars, regulations / guidelines prescribed by the SEBI and / or the Reserve Bank of India ("RBI") (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) that may be issued by SEBI and/or any such other authorities from time to time, and the relevant provisions of the Memorandum of Association and Articles of Association of Dhanlaxmi Bank Limited (the "Bank"), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders of the Bank be and is hereby accorded to the introduction and implementation of "Dhanlaxmi Bank Limited Employee Stock Option Plan – 2025" ("ESOP 2025"/ "Plan"), the salient features whereof are furnished in the explanatory statement to this notice, and authorizing the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include any committee duly authorized by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding Twenty Seven Million Six Hundred Twenty Eight Thousand and Nine Hundred Nineteen (or such other adjusted numbers in case of corporate actions such as rights issue, bonus issue, splits, reverse-split, consolidations, buy-backs, restructuring or any other corporate action as may be applicable, from time to time) employee stock options ("Options") to such employees working exclusively with the Bank, whether in India or outside India, including any director, whether whole-time or not (excluding (i) the employees/directors who are promoters and persons belonging to the promoter group, (ii) independent director, and (iii) director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Bank) subject to their eligibility as may be determined under the ESOP 2025, exercisable into not more than Twenty Seven Million Six Hundred Twenty Eight Thousand and Nine Hundred Nineteen equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable law and the ESOP 2025."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Bank."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division etc., if any additional equity shares are required to be issued by the Bank to the eligible employees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued."

"RESOLVED FURTHER THAT in case the equity shares of the Bank are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees."

"RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP 2025."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the ESOP 2025 on the stock exchange(s) where the equity shares of the Bank are listed in due compliance with SEBI SBEB Regulations and other applicable law."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2025 subject to the compliance with the applicable law and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2025, and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable law in force to give effect to this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Bank, without being required to specifically seek any further consent or approval of the shareholders of the Bank to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Bank as the Board may deem fit."

Place: Thrissur
Date: August 19, 2026

For and on behalf of the Board,
Sd/-
Venkatesh. H
Company Secretary &
Secretary to the Board

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its general circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 ,September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023,October 07, 2023,October 03, 2024,June 05, 2025 July 11,2025 and January 30,2026 (collectively referred to as "SEBI Circulars"), permitted holding of the Annual General Meeting ("AGM") of the Members of the Bank through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions ofthe Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM is being held throughVC / OAVM.

2. In compliance with the above-mentioned circulars, the Notice of the AGM along with Annual Report for the financial year 2025-26 is being sent in electronic mode to all the Members to their e-mail addresses registered with the Bank / Depository Participants / Registrar & Transfer Agents. The Notice of AGM and the Annual Report of the Bank for the financial year 2025-26 will also be available on the websites of the Bank (www.dhan.bank.in), KFin (https://evoting.kfintech.com), National Stock Exchange of India Limited (www.nseindia.com), and BSE Limited (www.bseindia.com). In terms of the aforementioned circulars, the Bank will not be sending physical copies of the Notice of AGM and the Annual Report to the Members.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Bank. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Bank is offering e-voting facility to its Members in respect of the businesses to be transacted at the 99th Annual General Meeting scheduled to be held on **Wednesday, September 23, 2026 at 11.00 A.M (IST)**. The Bank has engaged the services of M/s. KFin Technologies Limited ("KFin") as the authorized agency to provide e-voting facilities. **The remote e-voting facility will be available from 09.00 A.M(IST)** on **Sunday, September 20, 2026 to 05.00 P.M (IST) on Tuesday, September 22, 2026**. The Members who have cast their vote by remote e-voting prior to the AGM **("remote e-voting")** may also

attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again. Other Members may cast their vote at the AGM through electronic means **("Instapoll")**.

4. The Register of Members and Share Transfer Books of the Bank will remain closed from **Friday, September 18, 2026 to Wednesday, September 23, 2026 (both days inclusive)**. Transfers received during the period of book closure will be considered only after re-opening of the Register of Members.

5. The cut-off date (i.e., the record date) for the purpose of voting is **Thursday, September 17, 2026** and the voting rights will be one vote per Equity Share registered in the name of the shareholders/ beneficial owners as on that date.

6. 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., **Thursday, September 17, 2026**, shall be entitled to cast their vote through remote e-voting / Instapoll.

7. Further, only those Members holding shares either in physical form or electronic form as on the cut-off date, i.e., **Thursday, September 17, 2026,** can attend the AGM being held through VC.

8. 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 vsassociates16@gmail.com with a copy marked to einward.ris.@kfintech.com.

9. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by using the remote e-voting login credentials and selecting the EVEN for the Bank's AGM as further detailed in the Notice ("Instructions for members for remote e-voting"). The facility for participation at the AGM through VC/OAVM will be made available for 1,000 members on first-come- first-served basis. This will not include large Shareholders (Shareholders holding 2% or more paid-up share capital of the Bank), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

10. In case of joint holders, the Member whose name appears as the first holder in

the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. All relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the members at the Registered Office of the Bank, in physical form, on all working days between 10.00 A.M (IST) to 3.00 P.M (IST) and upto the conclusion of the Annual General Meeting. These documents are also available in electronic form till the conclusion of Annual General Meeting.

12. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the 99th AGM is also annexed.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Bank on or before Monday, September 14, 2026 through email to investors@dhanbank.co.in and the same may be replied by the Bank suitably.

14. In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. G. Vasantha Rao Chowdari, Manager, KFin Technologies Limited, "Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032; Phone:1800 3094 001 (tollfree); Email ID: einward.ris@kfintech.com. The AGM Notice is being sent in electronic mode to all the Shareholders whose names appear in the Register of Members as on **Friday, August 28, 2026** 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 **Friday, August 28, 2026** may also contact Mr. G. Vasantha Rao Chowdari, Manager at the above-mentioned address / phone number for the e-mail of the Notice / Annual Report.

15. After dispatch of the Notice / Annual Report through e-mail, advertisement will be published in one English daily and one in Malayalam daily, each having vide circulation in the district where the registered office of the Bank is situated, and will also be hosted on the Bank's website in the link **https://www.dhan.bank.in/statutory-reports/** under the head **99th Annual General Meeting.**

16. The User ID and Password for remote e-voting / instapoll / registering attendance at the AGM is provided along with the e-mail delivering this Notice/

Annual Report of 2025-26.

17. 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.

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

19. The instructions for remote e-voting, instapoll, registering attendance at the AGM, participation in AGM, Speaker registration, etc. is separately provided along with the e-mail delivering this Notice. Only those Members who have registered themselves as "Speaker" from Friday, September 18, 2026 (9:00 A.M IST) up to Saturday, September 19, 2026 (5:00 P.M IST), as detailed in the given instructions, will be able to ask questions during the AGM.

20. 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.

21. 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. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Bank's website in the section Investor Relations>>>Investor Service Request Forms.

22. 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.

23. 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.

24. Members holding physical shares in identical order of names in more than one folio are requested to write tothe Share Transfer Agents to facilitate consolidation of their holdings in one folio.

25. In terms of Section 125 of the Companies Act, 2013, the amount which has remained unclaimed/unpaid for a period of 7 years from the date of transfer to the unpaid/ unclaimed Dividend Account has to be transferred to the "Investors' Education and Protection Fund" and thereafter, no claim can be made by any shareholder against the Bank for the dividend amount of that year. 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 may claim the shares or apply for refund by making an application to IEPF Authority as per the procedure prescribed in the IEPF Rules. 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.

26. 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 Rules. 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.

In accordance with the instructions of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/97 dated July 2, 2025, a Special Window was opened for all Shareholders from July 7, 2025 to January 6, 2026, to facilitate the re-lodgement of transfer requests of physical shares. This facility was available to investors who had lodged their transfer deeds prior to the cut-off date of April 01, 2019 and whose requests were rejected, returned, or left unattended due to deficiencies in documentation, process irregularities, or any other reason. SEBI has further extended the facility from February 05, 2026 to February 04, 2027 through a subsequent circular no. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026. Eligible shareholders are encouraged to avail this one-time opportunity by submitting the requisite documents to the Company's Registrar and Transfer Agents M/s. KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Contact Person: Mr. G. Vasantha Rao Chowdari, Phone: 1800 3094 001, mail: einward.ris@kfintech.com. For the benefit of the Shareholders, the Bank has publicized the opening of this Special Window through the advertisements published in one English and one Malayalam newspaper along with dissemination of the information through the Bank's website in the link https://www.dhan.bank.in/important-notices/ and on the official social media platforms of the Bank (Instagram, Facebook and LinkedIn).

27. Sri. V. Suresh, Senior Partner, M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai–600018 (FCS 2969/ CP 6032) will be the Scrutinizer for conducting the remote e-voting process and e-voting at the venue ("Instapoll") in accordance with law.

28. To facilitate the Members who are eligible to vote as on Cut-Off Date and have not registered their e-mail addresses with the Bank, the Bank has made special arrangements with its RTA for registration of e-mail addresses in accordance with the MCA circulars. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. For Members who have not registered their -mail addresses, the process for registration of e-mail address is furnished below: -

Physical Holding	Send relevant documents to the RTA at M/s. KFin Technologies Limited, Unit: Dhanlaxmi Bank, "Selenium Tower B", Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Form ISR-1 is available on the Bank's website https://www.dhan.bank.in/ in the section Investor Relations>>> Investor Service Request Forms.
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account as per the process advised by the DP.

Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Bank's RTA, to enable servicing of notices, documents, annual reports and other communications electronically to their e-mail address in future. Members may please note that notices, annual reports, etc. will be available on the Bank's website at https://www.dhan.bank.in. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

29. **General Information for Members: -**

(i) Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, as amended, the securities of listed companies can be transferred only in dematerialized form and transmission, or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of the above and to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Bank in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Bank for assistance in this regard.

(ii) In compliance with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 for Registrars to an Issue and Share Transfer Agents, Section V – Investor's Service Request, Para 19 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination, and read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Therefore shareholders are requested to Mandatorily furnish (a)PAN and KYC details, (b) Nomination (Either Nomination through Form SH-13 or cancellation or variation in nomination through Form SH-14 as provided in the Rules 19 of Companies (Shares capital and debenture) Rules, 2014 or 'Declaration to Opt-out', as per Form ISR-3), (c) Contact details: Postal address with PIN, Mobile number, E-mail address (d) Bank account details (bank name and branch, bank account number, IFS code) (e)Specimen signature. The forms are made available in Bank's website https://www.dhan.bank.in/ in the section Investor Relations>>> Investor Service Request Forms.

(iii) The formats for Nomination and updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA https://ris.kfintech.com/clientservices/isc/isrforms.aspx and on the Bank's website https://www.dhan.bank.in/ in the section Investor Relations>>> Investor Service Request Forms.

(iv) SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The same is made available on the Bank's website https://www.dhan.bank.in/ in the section Investor Relations>>> Investor Grievance / Complaints Redressal Mechanism along with the communication to investors under SEBI Circular No. SEBI/HO/OIAE/ 2023/03394 dated January 27, 2023.

30. **The instructions for Members for remote e-voting are as under:**

a) The **remote e-voting period commences from 09.00 A.M (IST)** on **Sunday, September 20, 2026 ends at 05.00 P.M (IST) on Tuesday, September 22, 2026.** During this period, the Members of the Bank, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date, i.e, **Thursday, September 17, 2026**, may cast their votes electronically. The remote e-voting module shall be disabled by the Service Provider for voting thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again. There will be one login for every Folio / Client ID irrespective of the number of joint holders. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank as on the Cut-off date.

In case of the need for any technical assistance or any grievances connected with e-voting, Members may contact Mr. G. Vasantha 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); Email ID: einward.ris@kfintech.com. Members who have not received the e-mail of the aforesaid Notice after the cut-off date may also contact Mr. G. Vasantha Rao Chowdari, at the above-mentioned address / phone number for the e-mail of the Notice.

b) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions, and individual Shareholders 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 remote e-voting facility. The instructions for remote e-voting are given below for the information of the Members: -

INSTRUCTIONS FOR REMOTE E-VOTING

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
1. **User already registered for IDeAS facility:** **I.** URL: https://eservices.nsdl.com II. 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.	**1. Existing user who have opted for Easi / Easiest** I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. 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.
2. **User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields.	2. **User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.
3. **By visiting the e-Voting website of NSDL**	

I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.	3. **By visiting the e-Voting website of CDSL** I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

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 1800 2255 33/34.

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: - https://evoting.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 andtake 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 foreach 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 confirmationbox 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).

31. The Scrutinizer will submit the results of the voting (remote e-voting & instapoll) to the Chairman of the Bank or the Authorized Officer(s) of the Bank after completion of the scrutiny of the e-voting. The result of the voting along with the Scrutinizer's Report will be displayed on the Bank's website https://www.dhan.bank.in/, on the website of KFin at www.kfintech.com and shall be communicated to the Stock Exchanges where the Bank's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com , within two (2) working days from the end of the e-voting period. The Scrutinizer's decision on the validity of voting shall be final.

32. Resolutions as set out in this Notice will be deemed to have been passed on the date of the meeting, subject to the receipt of requisite number of votes of Members in favour of the resolutions.

33. All correspondence relating to shares should be addressed to the Registrars and Transfer Agent of the Bank, viz: M/s. KFin Technologies Limited, Unit: Dhanlaxmi Bank, "Selenium Tower B", Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032; Tel : +91-40-67162222, Fax: 040-2300 1153, Toll Free No: 1800 3094001, E-mail: einward.ris@kfintech.com , Website: www.kfintech.com .

Place: Thrissur
Date: August 19, 2026

For and on behalf of the Board,
Sd/-
Venkatesh. H
Company Secretary&
Secretary to the Board

Statement of material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated August 19, 2026

Item No.2

Dr. Jineesh Nath C.K (DIN - 01476775) 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 29, 2025 and he is liable to retire by rotation.

The Bank has received a notice in writing as per Section 160 of the Companies Act, 2013 from Dr. Jineesh Nath C.K proposing his candidature for the office of Director. The Nomination &Remuneration Committee of the Board has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Dr. Jineesh Nath 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 Board of Directors of the Bank recommend Resolution No. 2 of the Notice for approval.

The additional information 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 as follows: -

Date of Birth and age	December 19, 1985; 40 years
Nationality	Indian
Qualifications	Post graduate Doctor
Brief Resume, Experience and Nature of expertise in specific functional areas	Dr. Jineesh Nath C.K is a post graduate doctor. He is a Director of CKG Finance Private Limited and Chittilangattkalam Holdings Private Limited. He is also a Major shareholder of the Bank and holds 29593200 shares of the Bank (7.49% of the total paid-up share capital of the Bank) as on date.
Terms and conditions of appointment / re-appointment along with	Dr. Jineesh Nath C.K will be entitled to sitting fees for attending Board / Committee Meetings.

details of remuneration	
Details of Remuneration last drawn	19,70,000/- (i.e., sitting fee paid in the financial year 2025-26)
Date of first appointment on Board	July 31, 2024
Shareholding in the Bank as on the date of this Report	29593200 shares of the Bank (7.49% of the total paid-up share capital of the Bank)
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2025-26	14
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Chairman HRD Committee NPA Monitoring Committee Stakeholders' Relationship Committee Member Audit Committee of the Board Credit & Business Committee of Board IT Strategy Committee of the Board Nomination & Remuneration Committee
Directorship in other entities	C.K.G Finance Private Limited Chittilangatt Kalam Holdings Private Limited
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

Save and except Dr. Jineesh Nath 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. 3

As per Reserve Bank of India (RBI) circular No. Dos. CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021, the statutory audit of the Bank should be conducted under joint audit of a minimum of two audit firms as the asset size of the Bank as on 31.03.2026 was more than Rs.15,000 crore.

The shareholders had at the 98th Annual General Meeting of the Bank held on September 29, 2025, appointed M/s. Sagar & Associates, Chartered Accountants, Hyderabad (FRN-003510S) and M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) for the financial year 2025-26 for their third year and second year respectively to hold office as the Joint Statutory Central Auditors of the Bank from the period commencing from the conclusion of the 98th Annual General Meeting to the conclusion of the 99th Annual General Meeting of the Bank. M/s Sagar & Associates, Chartered Accountants, Hyderabad, will be completing their third year of engagement by conclusion of the 99th Annual General Meeting scheduled to be held on Wednesday, September 23, 2026 and therefore, shall not continue as the Joint Statutory Central Auditors of the Bank in accordance with the guidelines issued by Reserve Bank of India.

The Board of Directors of the Bank, on the basis of the recommendation of the Audit Committee of the Board, had, at its meeting held on 24th June, 2026, recommended the appointment of M/s Abraham &Jose, Chartered Accountants, Thrissur and M/s G Natesan & Co., Chartered Accountants, Chennai as the Joint Statutory Central Auditors of the Bank for the FY 2026-27 for their third year and first year respectively, to hold office from the conclusion of the ninety-nineth Annual General Meeting of the Bank upto the conclusion of the one-hundredth Annual General Meeting of the Bank.

In accordance with the provisions of the Banking Regulation Act, 1949 and the guidelines issued by RBI, the Bank has obtained prior approval of RBI for appointment of M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) for the financial year 2026-27 for their third year and M/s G Natesan & Co., Chartered Accountants, Chennai (FRN No 002424S) for the financial year 2026-27 for their first year as the Joint Statutory Central Auditors of the Bank. The appointments are subject to the approval of the Shareholders.

The above appointments have been approved by RBI for a period of one year and pursuant to the requirements of RBI guidelines, the appointments are required to be pre-approved on an annual basis. Hence, M/s. Abraham & Jose, Chartered Accountants, Thrissur (FRN-000010S) and M/s G Natesan & Co., Chartered Accountants, Chennai (FRN No 002424S) will hold office as Joint Statutory Central Auditors from the conclusion of the 99th Annual General Meeting to the conclusion of the 100th Annual General Meeting of the Bank and thereafter would be placed for approval of the Members on an annual basis subject to the auditors continuing to fulfill the applicable eligibility norms and subject to the approval of the RBI.

The Board of Directors therefore recommends for the appointment of M/s. Abraham& Jose, Chartered Accountants, Thrissur (FRN-000010S) and M/s G Natesan & Co., Chartered Accountants, Chennai (FRN No 002424S) to hold office as Joint Statutory Central Auditors from the conclusion of the 99th Annual General Meeting to the conclusion of the 100th Annual General Meeting of the Bank.

<u>Proposed fees payable to the Joint Statutory Central Auditors along with terms of appointment</u>

The Board recommends, with the prior approval of Reserve Bank of India, the following structure of fees for the Joint Statutory Central Audit of the Bank, in addition to the actual out-of-pocket expenses and taxes with division of the audit fees according to the work allocation between the Joint Statutory Central Auditors: -

Quarterly Limited Review	₹22.50 lakh (i.e., ₹7.50 lakh per quarter for 3 quarters)
Audit Fee	₹32.50 lakh (i.e., ₹26.50 lakh for Audit/ Certifications, ₹3.00 lakh for LFAR and ₹3.00 lakh for Tax Audit).
Total	₹55.00 lakh (Excluding applicable taxes & other actual out-of-pocket expenses incurred by the Auditors in the course of their work).

<u>Basis of recommendation for appointment including the details in relation to and credentials of the joint statutory central auditor(s) proposed to be appointed</u>

M/s. Abraham & Jose, Chartered Accountants, Thrissur is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India with Firm Registration No. 000010S. The firm has 54 years of audit experience including 31 years of experience as Statutory Central Auditors. They were the Statutory Central Auditors of various private/ public sector banks including Federal Bank Limited, Indian Overseas Bank, South Indian Bank Limited, The Catholic Syrian Bank Limited (presently CSB Ltd.) and erstwhile State Bank of Travancore and Andhra Bank. They have also conducted the statutory branch audits of various public and private sector banks. The firm has conducted statutory audits of various State and Central PSUs including miniratna undertakings. The firm has been undertaking audits of insurance companies, concurrent audits of banks, audits of various NGOs and internal audits and management consultancy services. The firm has confirmed its eligibility to be appointed as Joint Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and the applicable rules and as per the guidelines of RBI.

M/s. G Natesan & Co., Chartered Accountants, Chennai is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India with Firm Registration No. 002424S. The firm has 75 years of audit experience including 5 years of experience as Statutory Central Auditors and 27 years as Statutory Branch Auditors. They were the Statutory Central Auditors of Indian Bank and erstwhile State Bank of Hyderabad. The firm has been undertaking audits of insurance companies, concurrent audits of banks, public sector undertakings, audits of various NGOs / charitable organizations and insurance companies. The firm has confirmed its eligibility to be appointed as Joint Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and the applicable rules and as per the guidelines of RBI.

Considering the past performance, experience and expertise of the Joint Statutory Central Auditors, and based on the recommendation of the Audit Committee of the Board, the Board of Directors of the Bank recommend Resolution No. 3 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. 4

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

Accordingly, the Board of Directors of the Bank recommend Resolution No. 4 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.5

The Board of Directors of the Bank had approved the appointment of Sri. Rajan T.K (DIN - 08990301) as Additional Director (Non-Executive Independent) on the

Board of the Bank, pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations, with effect from July 29, 2026 and, subject to and with the prior approval of the Shareholders of the Bank, for further appointment of Sri. Rajan T.K as Independent Director on the Board for a period of five years from July 29, 2026 to July 28, 2031.

The Bank has received a notice in writing as per Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Sri. Rajan T.K for the office of Director. The Nomination & Remuneration Committee of the Board has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. Rajan T.K 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 Board of Directors recommend Resolution No. 5 of the Notice for approval.

The additional information 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 as follows:

Date of Birth and age	May 16, 1965; 61 years
Nationality	Indian
Qualifications	B. Tech, MBA, CFA (ICFAI), CAIIB
Brief Resume, Experience and Nature of expertise in specific functional areas	Sri. Rajan T.K is a seasoned finance professional with over 34 years of service with the Reserve Bank of India (RBI) and had retired from RBI as Chief General Manager in-charge of Supervision of banking sector. He was also the Chief General Manager, Cyber and IT Risk Group, Department of Supervision of RBI and was involved in setting up the unit responsible for regulation and supervision of cyber and IT risks in the banking

	sector, introduction of major regulations for the sector in cyber and IT risk areas, rolling out of various supervisory tools viz., IT Examinations, off-site assessment framework, incident reporting, cyber reconnaissance, automation of supervisory processes in RBI through introduction of DAKSH (a Web based application of RBI). He headed the RBI's functions relating to Public Debt Management and Foreign Exchange Reserve Management. He had led RBI in national committees involving various stake holders to deal with cyber and IT risks and had represented RBI in the Financial Stability Board in major initiatives relating to cyber risks and had also represented RBI as a resource speaker/panelist in IMF, BIS and Foreign Central Bank meetings/ workshops. He was a member of the Basel Consultative Group (BCG) and a member of the Board of Reserve Bank Information Technology Pvt. Ltd. (ReBIT). He had also represented RBI in the Board of two private sector banks, including Dhanlaxmi Bank Limited. He has extensive experience in off-site and on-site supervision of commercial banks. Presently, he is full-time consultant of College of Supervisors, Reserve Bank of India. In accordance with the provisions of Section 10A(2)(a) of the Banking Regulation Act, 1949, Sri. Rajan T.K will be representing "Information Technology" on the Board of the Bank.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. Rajan T.K will be entitled to sitting fees for attending Board / Committee Meetings.

Details of Remuneration last drawn	Nil (appointed in the Meeting of the Board of Directors of the Bank held on July 29, 2026 and the appointment to be effective from July 29, 2026)
Date of first appointment on Board	July 29, 2026
Shareholding in the Bank as on the date of this Report	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2025-26	Nil (appointed on the Board of the Bank on July 29, 2026)
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Nil
Directorship in other entities	Nil
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

Save and except Sri. Rajan T.K, none of the Directors or Manager or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

Item No.6

The Board of Directors of the Bank had approved the appointment of Sri. T.V Rao (DIN - 11878881) as Additional Director (Non-Executive Independent) on the Board of the Bank, pursuant to the provisions of the Companies Act, 2013 and the SEBI Regulations, with effect from September 01, 2026 and, subject to and with the prior approval of the Shareholders of the Bank, for further appointment of Sri. T.V Rao as Independent Director on the Board for a period of three years from

September 01, 2026 to August 31, 2029.

The Bank has received a notice in writing as per Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Sri. T.V Rao for the office of Director. The Nomination & Remuneration Committee of the Board has also conducted "due diligence" in accordance with the provisions of the Banking Regulation Act, 1949 and RBI guidelines and found that Sri. T.V Rao is "fit & proper" to be a 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 Board of Directors recommend Resolution No. 6 of the Notice for approval.

The additional information 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 as follows:

Date of Birth and age	August 04, 1965; 61 years
Nationality	Indian
Qualifications	MBA
Brief Resume, Experience and Nature of expertise in specific functional areas	Mr. T.V Rao has been a career Central Banker with over 35 years of service in the Reserve Bank of India (RBI) with experience in regulation and supervision of Banks and NBFCs, regulatory compliance, governance, payment systems, foreign exchange facilitation through Authorized Persons under the FEMA, 1999, financial inclusion, customer complaint resolution, etc. He had also represented RBI in the Board of a Grameen Bank for over 2 years. He retired as Chief General Manager in RBI. He has experience in formulation of policy of financial inclusion as well as exposure

	to RBI Data Warehouse where payment systems are operated. He also has experience in administrative processes, human resources management, etc., in RBI. In accordance with the provisions of Section 10A(2)(a) of the Banking Regulation Act, 1949, Sri. T.V Rao will be representing "Payments & Settlement Systems" on the Board of the Bank.
Terms and conditions of appointment / re-appointment along with details of remuneration	Sri. T.V Rao will be entitled to sitting fees for attending Board / Committee Meetings.
Details of Remuneration last drawn	Nil (appointed in the Meeting of the Board of Directors of the Bank held on August 08, 2026 and the appointment to be effective from September 01, 2026)
Date of first appointment on Board	September 01, 2026
Shareholding in the Bank as on the date of this Report	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Bank	Nil
Number of Board Meetings attended during 2025-26	Nil (appointed in the Meeting of the Board of Directors of the Bank held on August 08, 2026 and the appointment to be effective from September 01, 2026)
Chairman / Member of Committees of Board of Directors of the Bank as on the date of this Notice	Nil

Directorship in other entities	Nil
Membership / Chairmanship of Committees of Boards of other listed companies as on the date of this Notice	Nil

Save and except Sri. T.V Rao, none of the Directors or Manager or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 6 of the Notice.

Item No.7

Philosophy and Reward Strategy:

The Bank has consistently upheld the philosophy of rewarding employees for delivering sustainable long-term performance, driving shareholder value creation, and maintaining external competitiveness with internal equity. Anchored in this philosophy, the Bank's reward strategy is guided by the following principles:

1. Rewards must be commensurate with performance and accountability;
2. Rewards must be aligned with long-term performance and shareholder value creation; and
3. Rewards must remain competitive to attract and retain key talent essential for achieving the Bank's strategic objectives.

Equity-Based Rewards:

By offering employees the opportunity to benefit from equity appreciation, distinct from fixed cash payouts through the achievement of long-term business objectives, the Bank seeks to reinforce a high-performance culture across its operations, thereby creating enduring value for shareholders. Employee stock options ("Options") serve as a powerful tool to attract, motivate, and retain top-tier talent, while also aligning individual performance with the Bank's long-term objectives.

Through this initiative, employees shall be empowered to invest in the Bank's future, fostering a sense of ownership and emotional commitment. It supports wealth creation, aligns employee interests with long-term business goals, and enhances shareholder value. This approach complements global best practices in total rewards, combining fixed pay, performance-linked bonuses, and long-term incentives.

Introduction of ESOP 2025:

In order to align employee interests with those of shareholders, retain and incentivize critical talent, and ensure sustained long-term performance, it is proposed to implement a new equity incentive plan, titled "Dhanlaxmi Bank Limited Employee Stock Option Plan – 2025" ("ESOP 2025" / "Plan"). The Plan provides for the grant of Options to eligible employees of the Bank who occupy critical positions or possess niche skills integral to the Bank's growth trajectory.

The ESOP 2025 has been formulated and recommended by the Nomination and Remuneration Committee ("Committee") at its meeting held on June 29, 2026 and subsequently approved by the Board of Directors ("Board") of the Bank at its meeting held on August 19, 2026, had approved the introduction of the ESOP 2025, subject to shareholders' approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the salient features of the ESOP 2025 are given as under:

a. Brief description of the Plan:

ESOP 2025 is a comprehensive plan to grant employee stock options ("Options") to the eligible employees of the Bank which expression is defined in Clause C hereto, to subscribe to the equity shares of the Bank underlying the Options. The ESOP 2025 contemplates grant of the Options entitling an employee to apply for an equivalent number of equity shares of the Bank of face value of Rs. 10/- (Rupees Ten only) each subject to fulfilment of certain condition(s) as determined by the Committee.

Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the Committee at the time of each grant. After vesting, the employees may exercise the vested Options within the pre-defined exercise period. Each Option is convertible into 1 (one) equity share of the Bank upon vesting and exercise. The Bank shall issue shares upon exercise of vested Options, subject to fulfilment of certain condition(s) including payment of exercise price and satisfaction of tax obligations.

The Committee shall administer the ESOP 2025. All questions of interpretation of ESOP 2025 shall be determined by the Committee, and such determination shall be final and binding upon all persons having an interest in ESOP 2025.

b. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the ESOP 2025 shall not exceed Twenty Seven Million Six Hundred Twenty Eight Thousand and Nine Hundred Nineteen. Each Option when exercised would be converted into one equity share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Bank to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of the additional equity shares required to be issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc. The Options under ESOP 2025, that may lapse/ expire or are forfeited, will be available for grant to the eligible employees under this Plan.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

The following class of employees are entitled to participate in ESOP 2025:

a) an employee as designated by the Bank, who is exclusively working in India or outside India; or
b) a director of the Bank, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; but does not include

i. an employee who is a promoter or a person belonging to the promoter group; or
ii. a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding shares of the Bank.

d. Requirements of Vesting and period of Vesting:

Committee shall determine the vesting period for the Options, provided that the Options granted to employees pursuant to ESOP 2025 shall vest within a maximum period of 4 (four) years from the grant date and there shall be a minimum period of 1 (one) year between the grant date and vesting of these Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity, as the case may be.

Vesting of Options would be subject to continued employment with the Bank and has not served any notice of resignation. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate.

The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document(s) given to the option grantee at the time of grant of Options.

e. Maximum period within which the options shall be vested:

Any Option granted under the ESOP 2025 shall be subject to a maximum vesting period of 4 (four) years from the date of grant of Options as specified above.

f. Exercise price or pricing formula:

The exercise price per Option shall be equal to the market price of the share as on the date of grant of Options i.e. the latest available closing price on a recognised stock exchange on which the shares of the Bank are listed and having registered the highest trading volume on the date immediately prior to the date of grant. The employee will also bear and pay the entire applicable tax in addition to the market price and shall accordingly be responsible to pay the applicable tax. However, the exercise price per Option shall not be less than the face value of the share as on the date of the grant of Options.

The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of 4 (four) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of grant. An employee can exercise all the Options vested in him, at one time or at various points of time within the exercise period. In case of death or permanent incapacity, the Committee may, at its discretion, allow such additional period for exercise which shall not be more than 12 months from the original prescribed exercise period. The Options shall be deemed to have been exercised when an employee makes an application in writing to the Bank or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Plan:

The eligibility of the employees for grant of Options shall be decided from time to time by the Committee. The broad criteria for review and selection may include parameters like grade, performance, merit, length of service, future potential contribution, conduct of the employee and such other relevant factors as may be deemed appropriate by it or as instructed by the Board. However, for new joiners, the broad criteria for selection shall be basis prior work experience, applicable skills, designated job role or such other factors as determined by the Committee.

i. Maximum number of options to be issued per employee and in aggregate:

The number of Options that may be granted under the ESOP 2025 per employee per grant and in aggregate (taking into account all grants) for such employees, shall be less than one percent of issued capital (excluding outstanding warrants and conversions) of the Bank.

j. Maximum quantum of benefits to be provided per employee under the Plan:

The employees will be entitled to the shares of the Bank on exercise of Options as per the terms provided under ESOP 2025.

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Bank's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.

k. Route of the implementation:

The ESOP 2025 shall be implemented and administered directly by the Bank.

l. Source of acquisition of shares under the Plan:

The ESOP 2025 contemplates the issue of fresh equity shares by the Bank.

m. Amount of loan to be provided for implementation of the Plan by the Bank to the trust, its tenure, utilization, repayment terms, etc.:

Not currently contemplated under ESOP 2025 as the Plan is being implemented and administered directly by the Bank.

n. Maximum percentage of secondary acquisition:

Not currently contemplated under ESOP 2025 as the Plan is being implemented and administered directly by the Bank.

o. Accounting and Disclosure Policies:

The Bank shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations.

p. Method of Option valuation:

The Bank shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share-based payments/ guidance note on accounting for share-based payments issued by ICAI or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Bank opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Bank shall also be disclosed in the Directors' Report. Currently, this statement is not applicable as the Bank shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102/ guidance note on accounting for share-based payments issued by ICAI.

r. Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in restriction in general. However, usual restrictions as may be prescribed under applicable law including that under the code of conduct framed by the Bank under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Applicability of Malus and Clawback:

The benefits accrued and / or availed under this ESOP 2025 including by virtue of grant and vesting of Options, shall be subject to the Malus and Clawback provisions under the Bank's Compensation Policy, as may be amended, replaced, restated, substituted from time to time, or as may be communicated by the Bank to the employees, or as per the code of conduct of the Bank or as per the employment contracts/terms, in accordance with the RBI Guidelines on Compensation of Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff dated November 4, 2019/ Reserve Bank of India (Commercial Banks-Governance) Directions, 2025 dated November 28, 2025, as may be amended, replaced, substituted, restated from time to time.

t. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Plan:

Subject to the provisions of the applicable law, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the ESOP 2025 if to be undertaken at any time by the Bank and the applicable terms and conditions thereof.

In terms of Section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SEBI SBEB Regulations, the implementation of the ESOP 2025 and grant of Options to the employees of the Bank require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Bank is being sought to pass the special resolution as set out at item no. 7.

None of the Directors or Manager or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 7 of the Notice, except to the extent of their shareholding in the Bank or the Options that may be granted under the ESOP 2025. Accordingly, the Board of Directors recommend Resolution No. 7 of the Notice for approval.

Place: Thrissur
Date: August 19, 2026

For and on behalf of the Board,
Sd/-
Venkatesh.H
Company Secretary&
Secretary to the Board