

	ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE BANK ONLY
	<p>This is an Abridged Letter of Offer containing salient features of the letter of offer dated December 19, 2024 (“Letter of Offer”), which is available on the websites of the Registrar, our Bank, the Lead Manager and the stock exchanges where the equity shares of our Bank are listed, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.</p>
(Please scan this QR Code to view the LOF)	<p>THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.</p>
<p>Our Bank has made available on the Registrar’s website at https://rights.kfintech.com and the Bank’s website at www.dhanbank.com, the Letter of Offer, this Abridged Letter of Offer along with the Rights Entitlement Letter and Application Form (collectively, with any other material relating to the Issue, the “Issue Materials”) to the Eligible Equity Shareholders who have provided an Indian address to our Bank. You may also download the Letter of Offer from the website of the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges and the Lead Manager, i.e., at www.sebi.gov.in, www.bseindia.com, and www.bobcaps.in, respectively. The Application Form is also available on the respective websites of the Bank, Lead Manager, Registrar and the Stock Exchange.</p>	



DHANLAXMI BANK LIMITED

Registered Office: Dhanalakshmi Building, Naickanal, Thrissur 680 001, Kerala, India

Corporate Office: Punkunnam, Thrissur - 680 002, Kerala, India

Contact Person: Venkatesh. H, Company Secretary and Compliance Officer

Tel: 0487-2999711; **E-mail:** investors@dhanbank.co.in; **Website:** www.dhanbank.com

Corporate Identity Number: L65191KL1927PLC000307

<p>OUR BANK IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE A PROMOTER FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF DHANLAXMI BANK LIMITED (THE “BANK” OR THE “ISSUER”) ONLY</p>
<p>ISSUE OF UP TO 14,16,86,767 EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR BANK (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹21.00 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹11.00 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹297.54 CRORE* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR BANK IN THE RATIO OF 14 RIGHTS EQUITY SHARES FOR EVERY 25 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FRIDAY, DECEMBER 27, 2024 (“RECORD DATE”) (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 242 OF THE LETTER OF OFFER.</p>
<p><i>*Assuming full subscription with respect to Rights Equity Shares</i></p>
<p style="text-align: center;">LISTING</p>
<p>The existing Equity Shares are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), and together with BSE, the “Stock Exchanges”). Our Bank has received the “in-principle” approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to the Issue through their letters dated December 04, 2024, and December 13, 2024, respectively. Our Bank will also make applications to BSE and NSE to obtain trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular. For the purposes of the Issue, the Designated Stock Exchange is NSE.</p>
<p style="text-align: center;">ELIGIBILITY FOR THE ISSUE</p>
<p>Our Bank is a listed company and has been incorporated under the Indian Companies Act, 1913. Our Equity Shares are presently listed on the Stock Exchanges. Our Bank is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Bank is undertaking this Issue in compliance with Part B of Schedule VI to the SEBI ICDR Regulations.</p>

MINIMUM SUBSCRIPTION

The objects of the issue include augmenting our Bank's Tier I capital base to meet our capital requirements which are expected to increase out of growth in our assets, primarily loans/advances and investment portfolio, and to ensure compliance with Basel III regulations and/or other RBI guidelines. Furthermore, our bank is a professionally managed entity and does not have a promoter as defined by the SEBI ICDR Regulations or the Companies Act, 2013. Consequently, the minimum subscription requirement of 90% is not applicable to this Issue.

INDICATIVE TIMETABLE

Last Date for credit of Rights Entitlements	Tuesday, January 7, 2025	Finalization of Basis of Allotment (on or about)	Monday, February 3, 2025
Issue Opening Date	Wednesday, January 8, 2025	Date of Allotment (on or about)	Tuesday, February 4, 2025
Last date for On Market Renunciation of Rights Entitlements #	Thursday, January 23, 2025	Date of credit (on or about)	Wednesday, February 5, 2025
Issue Closing Date*	Tuesday, January 28, 2025	Date of listing (on or about)	Monday, February 10, 2025

* *Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.*

** *Our Board or the Equity Issuance Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other offering material for the Issue (collectively, the “**Issue Materials**”) and the issue of Rights Entitlements and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer or any other Issue Materials may come are required to inform themselves about and observe such restrictions. For details, see “**Restrictions on Purchases and Resales**” on page 273 of the Letter of Offer.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders (being the Equity Shareholders as on the Record Date), however, the Issue Materials will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Bank. In case such Eligible Equity Shareholders have provided their valid e-mail address to us, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Bank, the Registrar, the Lead Manager, and the Stock Exchanges.

Our Bank, the Lead Manager, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials (including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form) in the event the Issue Materials have been sent on the registered e-mail addresses of such Eligible Equity Shareholders or if there are electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. In particular, the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States and may not be offered or sold in the United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Equity Shares are being offered and sold by our Bank only to persons outside the United States in offshore transactions as defined in and in reliance on Regulation S under the Securities Act (“**Regulation S**”). Accordingly, the Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In

those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Bank or its affiliates or the Lead Manager or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see “**Restrictions on Purchases and Resales**” beginning on page 273 of the Letter of Offer.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Bank and the Issue, including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (the “SEBI”) nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of investors is invited to the statement of “**Risk Factors**” on page 18 of the Letter of Offer and on page 6 of this Abridged Letter of Offer, before making investment in this Issue.

Name of the Lead Manager and Contact Details	BOB CAPITAL MARKETS LIMITED 1704, B Wing, 17 th Floor, Parinee Crescenzo Plot No. C –38/39 G Block Bandra Kurla Complex Bandra (East) Mumbai 400 051, Maharashtra, India Tel: +91 22 6138 9353 E-mail: dlb.rights@bobcaps.in Investor Grievance ID: investorgrievance@bobcaps.in Website: www.bobcaps.in Contact person: Nivedika Chavan SEBI Registration No.: INM000009926
Name of the Registrar and Contact Details	KFin Technologies Limited Selenium Tower B, Plot No.31 & 32 Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi - 500 032, Telangana, India Tel: +91 1800 309 4001/ + 91 40 6716 2222 E-mail: dhanlaxmi.rights@kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221
Name of the Statutory Auditor	M/s. Sagar and Associates and M/s. Abraham & Jose, Chartered Accountants
Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker to the Issue	Axis Bank Limited

SUMMARY OF BUSINESS

We are a private sector bank, incorporated in November 1927 at Thrissur, Kerala and have been in existence for more than 97 years. We became a scheduled commercial bank in 1977. We offer a wide range of banking and financial services primarily to retail, corporate, SME, and microfinance customers. As of September 30, 2024, we have a wide presence through a network of 560 customer outlets which includes 17 business correspondents, 261 branches and 282 ATMs across 14 states and two union territories. Further, as of the same date, 58 of our branches are located in metropolitan cities, 71 in urban areas, 112 in semi-urban areas and 20 branches in rural areas. Our overall customer base is approximately 0.16 crore as of September 30, 2024 with total deposits amounting to ₹14,631.48 crore and total advances of ₹11,018.35 crore as of the same date. For further details, please see “**Our Business**” on page 77 of the Letter of Offer.

OBJECTS OF THE ISSUE

Our Bank intends to utilise the Net Proceeds from the Issue towards our Bank's Tier-I capital base to meet our capital requirements which are expected to increase out of growth in our assets, primarily loans/advances and investment portfolio, and to ensure compliance with Basel III regulations and/or other RBI guidelines.

The main objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; and (ii) the activities proposed to be funded through the Issue. Further, our objects as stated in the Memorandum of Association do not restrict us from undertaking the activities for which the funds are being raised by our Bank through this Issue.

Issue Proceeds

The details of the Net Proceeds are summarised in the table below:

Particulars	Estimated amount (up to)
	(₹ crore)
Issue Proceeds*	297.54
<u>Less:</u> Estimated Issue related expenses**	7.98
Net Proceeds**	289.56

* Assuming full subscription and Allotment with respect to the Rights Equity Shares.

** Estimated and subject to change. Please see "**Estimated Issue related expenses**" on page 54 of the Letter of Offer.

Means of Finance

Our Bank proposes to meet the entire funding requirements for the proposed Object of the Issue from the Net Proceeds. Accordingly, our Bank is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Monitoring Agency : In terms of the proviso to Regulation 82 of the SEBI ICDR Regulations, our Bank is not required to appoint a monitoring agency for the purposes of this Issue.

SHAREHOLDING PATTERN OF OUR BANK AS ON DATE OF THE LETTER OF OFFER

Shareholding Pattern of our Bank as per the last filing with the Stock Exchange in compliance with Regulation 31 of the SEBI Listing Regulations and subsequent amendments thereto.

- The shareholding pattern of the Bank as on September 30, 2024, can be accessed on the websites of NSE at <https://www.nseindia.com/get-quotes/equity?symbol=DHANBANK> and BSE at <https://www.bseindia.com/stock-share-price/dhanlaxmi-bank-limited/dhanbank/532180/shareholding-pattern/>.
- Statement showing holding of securities of persons belonging to the "Public" category as on September 30, 2024, including Equity Shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2024, as well as details of shares which remain unclaimed for public can be accessed on the website of NSE at <https://www.nseindia.com/get-quotes/equity?symbol=DHANBANK> and on the website of BSE at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=532180&qtrid=123.01&QtrName=30-Sep-24>.

For more details, please refer to "**Capital Structure**" on page 51 of the Letter of Offer.

BOARD OF DIRECTORS		
Name	Designation	Other Directorships
K.N Madhusoodanan	Chairman and Non-Executive Independent Director	Indian Companies: <ul style="list-style-type: none"> Mavanal Granites Private Limited Vajra Sand and Granite Mining Industries Private Limited Mavanal Builders Private Limited KN Madhusoodanan Contractors Private Limited Foreign Companies: NIL
Ajith Kumar K.K	Managing Director and Chief Executive Officer	Indian Companies: NIL Foreign Companies: NIL

BOARD OF DIRECTORS		
Name	Designation	Other Directorships
G. Rajagopalan Nair	Non-Executive Independent Director	Indian Companies: NIL Foreign Companies: NIL
D.K. Kashyap	RBI Additional Director	Indian Companies: NIL Foreign Companies: NIL
Sreesankar Radhakrishnan	Non-Executive Independent Director	Indian Companies: NIL Foreign Companies: NIL
Nirmala Padmanabhan	Non-Executive Independent Director	Indian Companies: <ul style="list-style-type: none"> Bhume Women's Collective Private Limited Teresian Innovation and Business Incubation Council Foreign Companies: NIL
Vardhini Kalyanaraman	Non-Executive Independent Director	Indian Companies: NIL Foreign Companies: NIL
Nageswara Rao Chatradi	RBI Additional Director	Indian Companies: NIL Foreign Companies: NIL
Jineesh Nath C.K	Non-Executive Non-Independent Director	Indian Companies: NIL Foreign Companies: NIL

WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Bank nor any of our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.

FINANCIAL INFORMATION

A summary of the financial information of our Bank for the six months periods ended September 30, 2024 and September 30, 2023 and for the years ended March 31, 2024 and March 31, 2023.

Particulars	As at September 30		As at March 31	
	2024	2023	2024	2023
Total Income	718.58	668.83	1359.55	1145.75
Profit for the year	17.81	51.46	57.82	49.36
Equity Share Capital	253.01	253.01	253.01	253.01
Other Equity	585.89	542.62	557.89	469.81
Net worth	838.90	795.63	810.90	722.82
Basic Earnings Per Share (₹)	0.70	2.03	2.29	1.95
Diluted Earnings Per Share (₹)	0.70	2.03	2.29	1.95
Return on Net Worth (%)	2.12	6.47	7.13	6.83
Net Asset Value per Share (₹)	33.16	31.45	32.05	28.57
EBITDA (in ₹ crore)	48.46	77.51	131.47	119.49

For further details, please refer to the section titled “**Financial Information**” on page 100 of the Letter of Offer.

INTERNAL RISK FACTORS

The below mentioned risks are the top nine risk factors as per the Letter of Offer:

1. Our business is particularly vulnerable to interest rate risk, and any volatility in interest rates could adversely affect our Net Interest Margin, the value of our fixed income portfolio, income from treasury operations and our financial condition and results of operations.
2. A deterioration in the performance of any of the sectors to which the Bank has significant exposure may adversely impact the Bank's business.
3. Our Bank's loan portfolio contains significant advances to the agricultural sector, which may subject our Bank to higher delinquency rates.
4. If we are not able to control or reduce the level of non-performing assets in our portfolio or any increase in our non-performing asset portfolio, the Reserve Bank of India mandated provisioning requirements could adversely affect our business, financial conditions and results of operations.
5. We face asset liability mismatch, which could adversely affect our liquidity and, consequently, our financial condition, results of operations and cash flows.
6. We are required to maintain minimum cash reserve ratio ("CRR") and statutory liquidity ratio ("SLR") in accordance with RBI guidelines, and any increase in these requirements could adversely affect our business.
7. We are subject to capital adequacy norms and are required to maintain a capital-to-risk asset ratio ("CRAR") at the minimum level required by RBI for domestic banks. Any failure to maintain adequate capital due to changes in regulations, a lack of access to capital markets, or otherwise, could materially and adversely affect our business, financial condition and results of operations.
8. A major part of our Bank's branches is concentrated in southern states of India, making us vulnerable to risks associated with having geographically concentrated operations.
9. Non-compliance with RBI inspection/ observations may have an adverse effect on our business, financial condition or results of operation. Any regulatory investigations, fines, sanctions, relating to our operations could negatively affect our business and financial results, or cause serious reputational harm to our businesses.

SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS

A summary of outstanding legal proceedings involving our Bank as at the date of the Letter of Offer is set forth in the table below:

Nature of cases	Number of cases	Amount involved*
		(in ₹ crore)
<i>Litigations involving our Bank</i>		
<i>By Our Bank</i>		
Civil proceedings where the amount involved is equivalent to or in excess of ₹ 2.38 crore (“ Materiality Threshold ”)	28	308.85
Other proceedings involving our Bank which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Bank	NIL	NIL
<i>Against our Bank</i>		
Proceedings involving issues of moral turpitude or criminal liability	1	NIL
Proceedings before regulatory authorities involving material violations of the statutory regulations	NIL	NIL
Matters involving economic offences where proceedings have been initiated	NIL	NIL
Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	NIL	NIL
Tax proceedings	52	764.73
Other proceedings involving our Bank which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Bank	NIL	NIL
Total	81	1,073.58

*To the extent quantifiable

For further details, please see "***Outstanding Litigation and Defaults***" starting on page 230 of the Letter of Offer.

TERMS OF THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account, please see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 256 of the Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Grounds for Technical Rejection*” on page 251 of the Letter of Offer. Our Bank, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - please see “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 247 of the Letter of Offer.

Making of an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Bank, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder who has provided an Indian address who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Bank, being 'Dhanlaxmi Bank Limited';
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Bank or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as at Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 21 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at <https://rights.kfintech.com/>; and

17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “**Restrictions on Purchases and Resales**” on page 273 of the Letter of Offer, and shall include the following:

*“I/We hereby make representations, warranties acknowledgments and agreements set forth in “**Restrictions on Purchases and Resales - Transfer Restrictions, Representations, Warranties and Agreements by Purchasers**” on page 279 of the Letter of Offer. I/ We acknowledge that the Bank, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the representations, warranties, acknowledgments and agreements set forth therein.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Bank, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com/>.

Our Bank, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Bank at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Bank or the Registrar, shall be credited in a demat suspense account opened by our Bank.

For details of procedure for application by the Eligible Equity Shareholders holding Equity Shares as on the Record Date, please refer to the section entitled “**Terms of the Issue**” on page 242 of the Letter of Offer.

Rights Entitlement Ratio

The ratio of 14 Rights Equity Shares for every 25 fully paid-up equity shares held by the Eligible Equity Shareholders on the Record Date, that is on Friday, December 27, 2024.

Issue Price

The Issue Price is ₹ 21 per Rights Equity Share. The full amount is payable on application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 14 Equity Share for every 25 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 25 Equity Shares or not in the multiple of 25 Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares over and above their Rights Entitlement, if any subject to availability of Rights Equity Shares in the Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 2 Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

(a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Bank.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI ICDR Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN: INE680A20011 subject to requisite approvals. Prior to the Issue Opening Date, our Bank will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialised form only. The market lot for trading of Rights Entitlements is 1 Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from Wednesday, January 8, 2025 to Thursday, January 23, 2025 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: INE680A20011 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: INE680A20011, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

For details, see "***Terms of the Issue- Procedure for Renunciation of Rights Entitlements***" on page 257 of the Letter of Offer.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "***Basis of Allotment***" on page 264 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Intention and extent of participation by our Promoters and Promoter Group with respect to (i) their rights entitlement; and (ii) their intention to subscribe over and above their right entitlement.

Our Bank is a professionally managed company and does not have a promoter in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

Availability of offer document of the immediately preceding public issue or rights issue for inspection:

A copy of the Letter of Offer dated January 31, 2008 in respect of the rights issue of equity shares of face value of ₹10 each, aggregating to ₹ 198.76 crore by our Bank is available in the manner specified in the regulations and also as a material document for inspection..

DECLARATION BY OUR BANK

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

We further certify that all disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR BANK

<p><i>Sd/-</i></p> <p>K.N Madhusoodanan <i>Chairman and Non-Executive Independent Director</i> Place: Thiruvananthapuram</p>	<p><i>Sd/-</i></p> <p>Ajith Kumar K.K <i>Managing Director and Chief Executive Officer</i> Place: Thrissur</p>
<p><i>Sd/-</i></p> <p>G. Rajagopalan Nair <i>Non-Executive Independent Director</i> Place: Thiruvananthapuram</p>	<p><i>Sd/-</i></p> <p>D.K. Kashyap <i>RBI Additional Director</i> Place: Mumbai</p>
<p><i>Sd/-</i></p> <p>Sreesankar Radhakrishnan <i>Non-Executive Independent Director</i> Place: Mumbai</p>	<p><i>Sd/-</i></p> <p>Dr. Nirmala Padmanabhan <i>Non-Executive Independent Director</i> Place: Ernakulam</p>
<p><i>Sd/-</i></p> <p>Vardhini Kalyanaraman <i>Non-Executive Independent Director</i> Place: Chennai</p>	<p><i>Sd/-</i></p> <p>Nageswara Rao Chatrathi <i>RBI Additional Director</i> Place: Chennai</p>

Sd/-

Dr. Jineesh Nath C.K

Non-Executive Non-Independent Director

Place: Koottanad

Sd/-

Kavitha T. A.

Chief Financial Officer

Place: Thrissur

Date: December 19, 2024