

December 19, 2024

To,

The Board of Directors
Dhanlaxmi Bank Limited
Dhanalakshmi Bank Limited Building
Naickanal, Trichur
Kerala-680 001, India

Dear Sir(s)/Ma'am(s),

Re: Proposed rights issue of equity shares of face value of ₹10 each ("Equity Shares") by Dhanlaxmi Bank Limited (the "Bank") and such offering (the "Issue")

We, BOB Capital Markets Limited, do hereby consent to act as the lead manager to the Issue and to our name and the details mentioned herein, being inserted as a lead manager to the Issue in the Letter of Offer ("LOF") and the abridged letter of offer intended to be filed by the Bank with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares are listed (the "Stock Exchanges"), as well as in other documents in relation to the Issue (the "Issue Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the Registrar of Companies and any other regulatory /statutory authorities as may be required and/or for the records to be maintained by the lead manager(s) in connection with the Issue.

The following details with respect to us may be disclosed in the Issue Documents

Logo: 
TRUST | INNOVATION | EXCELLENCE

Name: BOB Capital Markets Limited
Address: 1704, B Wing, 17th Floor
Parinee Crescenzo, Plot No.C- 38/39, G Block
Bandra Kurla Complex, Bandra East
Mumbai – 400 051, Maharashtra, India
Telephone Number: +91 22 6138 9353
E-mail: dlb.rights@bobcaps.in
Website: www.bobcaps.in
Contact Person: Nivedika Chavan
Investor Grievance E-mail: investorgrievance@bobcaps.in
SEBI Registration Number: INM000009926
Corporate Identity Number (CIN): U65999MH1996GOI098009



BOB Capital Markets Ltd.
A wholly owned subsidiary of Bank of Baroda

www.bobcaps.in | CIN U65999MH1996GOI098009

Parinee Crescenzo,
1704, B Wing 17th Floor,
Bandra Kurla Complex, G Block
Bandra East, Mumbai 400 051.
Tel: +91 22 6138 9300

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we are not an associate of the Bank in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended. Further, we confirm that neither we nor our associates hold any Equity Shares of the Bank.

We enclose a copy of our registration certificate with SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory/statutory authority, court or tribunal from acting as an intermediary in capital market issues.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Issue Documents, and may be relied upon by the Bank, Lead Manager(s) and the legal counsel to each of the Bank and the Lead Manager(s) in relation to the Issue. Further, we hereby consent to this certificate being disclosed by the Lead Manager(s) if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with the Issue or contents of the Issue Documents, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation. We authorize you to deliver this certificate to SEBI or the relevant stock exchanges ("**Stock Exchanges**") or any other regulatory authority as required by law in connection with the Issue and/or for the records to be maintained by the Lead Manager(s) and in accordance with applicable law. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Issue, which will be available for public for inspection from date of the filing of the LOF.

We confirm that we will immediately communicate any changes in writing in the above information to the Bank, Lead Manager(s) to the Issue and the legal counsels to each of the Bank and the Lead Manager(s) until the date when the Equity Shares that are allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Lead Manager(s) and the legal counsels, each to the Bank and the Lead Manager(s), can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.



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All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents.

Yours faithfully,

For and on behalf of
BOB Capital Markets Limited


Authorized signatory
Name: Monica Nagpal
Designation: Executive Vice President
Date: December 19, 2024



cc:

Legal Counsel to the Lead Manager(s) as to Indian Law

Talwar Thakore & Associates
3rd Floor, Kalpataru Heritage
127, M. G. Road
Fort, Mumbai – 400 001
Maharashtra, India

Legal Counsel to the Bank as to Indian Law

Crawford Bayley & Co.
4th Floor, State Bank Building
N. G. N. Road, Dr. M.P. Vaidya Marg
Fort, Mumbai – 400 023
Maharashtra, India



मर्चेट बैंककार

प्ररूप ख
FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनिमय बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

002597

(मर्चेट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)
(regulation 8)

Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पर्वग I/ II/ III/ IV में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

BOB CAPITAL MARKETS LTD.
SOUTH WING, 3RD FLOOR
UTI TOWER
BANDRA KURLA COMPLEX
MUMBAI 400 051

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I/ II/ III/ IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रास्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आबंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
 - *2. विनिधान सलाहकार। Investment Adviser
 - *3. निर्गमनों का निम्नांकन। Underwriting of Issues.
 - *4. ~~संविधान प्रबंध सेवाएं। Portfolio Management Services.~~
 - *5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
 - *6. परामर्शी या सलाहकार। Consultant or Adviser.
- (*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड

INM000009926

II. Registration Code for the merchant banker is MB /

III. यह प्रमाणपत्र This certificate of Registration shall be valid for permanent unless suspended or cancelled by the Board

III. This Certificate shall be valid from

तक विधिमान्य होगा और जैसे भारतीय प्रतिभूति और विनिमय बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।
and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा
By order



K. SARAVANAN

भारतीय प्रतिभूति और विनिमय बोर्ड
के लिए और उसकी ओर से

For and on behalf of
Securities and Exchange Board of India

स्थान Place

MUMBAI

तारीख Date

JUNE 21, 2012