

CONSENT LETTER FROM THE REGISTRAR TO THE ISSUE

Date: October 21, 2024

To,

The Board of Directors
Dhanlaxmi Bank Limited
Dhanalakshmi Bank Limited Building
Naickanal, Thrissur
Kerala 680 001

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

Sub: Proposed rights issue of equity shares of face value of ₹10 each (the "Equity Shares" and such rights issue, the "Issue") of 'Dhanlaxmi Bank Limited' (the "Bank").

We, KFin Technologies Limited, consent to our name and the details mentioned herein being inserted as a registrar to the Issue ("**Registrar 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) ("**Lead Manager(s)**") in connection with the Issue. The following details with respect to us may be disclosed in the Issue Documents .

Name: KFin Technologies Limited

Logo:  **KFINTECH**
EXPERIENCE TRANSFORMATION

Address: Selenium, Tower B, Plot No-31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana, India

Telephone Number: +91 1800 309 4001/+91 40 6716 2222

Website: www.kfintech.com

E-mail: ghanlaxmi.rights@kfintech.com

Investor Grievance Email: einward.ris@kfintech.com

Contact Person: M.Murali Krishna

URL of SEBI website: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10SEBI>

Registration No.: INR000000221

CIN: L72400TG2017PLC117649

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory/statutory authority, court or tribunal from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory/statutory authority. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

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.

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

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: L72400TG2017PLC117649

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.

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 KFIN TECHNOLOGIES LIMITED




Authorized Signatory

Name: M.Murali Krishna

Designation: Sr.Vice President

Encl: Annexure A

cc:

Lead Manager(s) to the Issue

BOB Capital Markets Limited

1704, B Wing, 17th Floor
Parinee Crescenzo
Plot No. C - 38/39, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

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

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Issue is true and correct and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision:



1. Registration Number:	INR000000221
2. Date of registration / Renewal of registration:	April 01, 2022(Permanent registration)
3. Date of expiry of registration:	Not Applicable
4. If applied for renewal, date of application:	Not Applicable
5. Period up to which registration/renewal fees has been paid:	June 24, 2024
6. Any communication from SEBI prohibiting Kfin Technologies Limited from acting as registrars to the Issue:	No
7. Any enquiry/investigation being conducted by SEBI:	No
8. Details of any penalty imposed by SEBI	Not Applicable

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Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.**CIN: L72400TG2017PLC117649**

SEBI registration certificate

निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	प्ररूप ख FORM B	REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA [निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993 (Registrars to an issue and Share transfer agents) Regulations, 1993 (विनियम 8) (Regulation 8)		
०० १५३० रजिस्ट्रीकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION		
<p>I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर* अंतरण अभिकर्ता के रूप में</p> <p>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</p>		
KFIN TECHNOLOGIES LIMITED Selenium, Tower B, Plot No. 31 and 32 Financial District, Nanakramguda, Serilingampally Hyderabad- 500032 Telangana, India		
<p>को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियाकलाप करते के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।</p> <p>as registrars to an issue and share transfer agent in Category I*/registrar to an issue*/share transfer agent* in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.</p>		
<p>II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड है।</p> <p>II. Registration Code for the registrar to an issue and share transfer agent is</p>		
This Certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board		
<p>III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र तक विधिमान्य है।</p> <p>III. Unless renewed, the certificate of registration is valid from</p>		
		
<p>आदेश से भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से By order For and on behalf of Securities and Exchange Board of India</p> <p> Dinesh Joshi प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory</p>		
स्थान Place	Mumbai	
तारीख Date	April 1, 2022	
*जो लागू न हो उसे काट दें। *Delete whichever is not applicable		