



THE LAKSHMI VILAS BANK LIMITED

Our Bank was incorporated on November 3, 1926 under the erstwhile Indian Companies Act, 1913. Our Bank was licensed under the Banking Regulation Act, 1949 on June 19, 1958 and became a scheduled commercial bank under the Second Schedule of the RBI Act on August 11, 1958. **Registered Office:** Salem Road, Kathapara, Karur - 639 006, Tamil Nadu; **Contact Person:** N. Ramanathan, Company Secretary and Compliance Officer; **Tel:** +91 44 2220 5306; **Fax:** +91 44 2220 5317; **Email:** secretarial@lvbank.in; **Website:** www.lvbank.com; **Corporate Identity Number:** L65110TN1926PLC001377

PROMOTERS: MR. K. R. PRADEEP, MR. M. P. SHYAM, MR. S. G. PRABHAKHARAN AND MR. N. MALAYALARAMAMIRTHAM

FOR PRIVATE CIRCULATION TO THE ELIGIBLE SHAREHOLDERS OF THE LAKSHMI VILAS BANK LIMITED (OUR "BANK" OR THE "ISSUER") ONLY

ISSUE OF 6,44,97,155 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR BANK FOR CASH AT A PRICE OF ₹ 122 ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ 112 PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 786.87 CRORES ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR BANK IN THE RATIO OF ONE RIGHTS EQUITY SHARE FOR THREE FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDER ON THE RECORD DATE, THAT IS, DECEMBER 6, 2017 ("ISSUE"). THE ISSUE PRICE OF THE RIGHTS EQUITY SHARES IS 12.2 TIMES THE FACE VALUE OF THE EQUITY SHARES.

RIGHTS ISSUE OPEN

ISSUE CLOSES ON: TUESDAY, DECEMBER 26, 2017

ASBA* | Simple, Safe, Smart way of making an application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is Mandatory for Non Retail Applicants. ASBA is a better way of applying to issues by simply blocking the fund in the bank account. Investors can avail the same. For further details read paragraph on ASBA below.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, all QIB Applicants, Non-Institutional Investors (including all companies or body corporates) and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, can participate in the Issue only through the ASBA process. Further, all QIBs and Non-Institutional Investors (including all companies and body corporates) are mandatorily required to use the ASBA facility, even if application amount does not exceed ₹ 2,00,000. All Retail Individual Investors complying with the conditions prescribed under the SEBI Circular dated December 30, 2009, may optionally apply through the ASBA process, provided they are eligible ASBA investors. The Investors who are (i) not QIBs, (ii) not Non-Institutional Investors or (iii) Investors whose application amount is less than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renounees are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. See "Terms of the Issue - Application by ASBA Investors" on page 125 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA applications may be submitted at all branches of the SCSBs. Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). ASBA Applicant(s) shall mean an Applicant who: i) holds the Equity Shares in dematerialized form as on the Record Date and has applied towards his/her Rights Entitlements or additional Rights Equity Shares in the Issue in dematerialized form; ii) has not renounced his/her Rights Entitlements in full or in part; iii) is not a Renounee; and iv) applies through a bank account maintained with one of the Self certified syndicate bank (SCSB(s)).

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF and undertake other tasks as per the specified procedure. The balance amount remaining after the finalisation of the Basis of Allotment shall be unlocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSB. Hence, there will be no need of refunds. For more details on the ASBA process, please refer to the details given in the ALOF and also please refer to the section "Procedure for Application through the ASBA Process" beginning on page 105 of the LOF.

ELIGIBLE SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of ALOF along with CAF for the issue has been completed by Registrar to the Issue, viz., Integrated Registry Management Services Private Limited through speed post on December 8, 2017 to the Eligible Shareholders of the Bank whose names appeared in the Register of Members/Beneficial Owners of the Bank, on the Record Date, i.e. December 6, 2017.

The CAF duly completed together with the amount payable on application must be deposited with the collection centres of Banker to the Issue indicated on the reverse of the CAF, and not with the Lead Manager or the Co-Lead Manager or the Bank, before the close of business hours on or before the Issue Closing Date, i.e. December 26, 2017. Separate cheque or bank draft must accompany each CAF. Investors applying from places other than places where the bank collection centres have been opened by our Bank for collecting applications, are requested to send their CAFs together with demand draft for the full application amount, net of bank and postal charges drawn in favour of "LAKSHMI VILAS BANK LIMITED - RIGHTS ISSUE - R", crossed 'A/c Payee only' payable at par, in case of non-resident shareholder applying on non-repatriable basis and in favour of "LAKSHMI VILAS BANK LIMITED - RIGHTS ISSUE - NR", crossed 'A/c Payee only' payable at par, in case of non-resident shareholder applying on repatriable basis, directly to the Registrar to the Issue or to the Banker to the Issue at its Cathedral Road Branch Office located at 70, Cathedral Road, Chennai - 600 086 by registered post so as to reach them on or before the Issue Closing Date. The envelope should be superscribed "LAKSHMI VILAS BANK LIMITED - RIGHTS ISSUE". Our Bank, the Registrar to the Issue, Lead Manager or the Co-Lead Manager will not be responsible for postal delays or loss of applications in transit, if any.

Availability of duplicate CAF: In case the original CAF is not received, or is misplaced by the Eligible Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Eligible Shareholder who should furnish the registered folio number/ DP and Client ID number and his/ her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue within seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilise the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Investor violates such requirements, he/she shall face the risk of rejection of either original CAF or both the applications. Our Bank or the Registrar to the Issue, the Lead Manager or the Co-Lead Manager will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

Application on Plain Paper (ASBA & Non-ASBA): An Eligible Shareholder (applying under ASBA process) who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. Eligible Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. An Eligible Shareholder (applying under Non-ASBA process) who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque drawn on a bank payable at par, pay order/demand draft (net of bank and postal charges) payable at Chennai which should be drawn in favour of "LAKSHMI VILAS BANK LIMITED - RIGHTS ISSUE - R" in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of "LAKSHMI VILAS BANK LIMITED - RIGHTS ISSUE - NR" in case of non-resident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. Applications on plain paper will not be accepted from any address outside India. The envelope should be superscribed "LAKSHMI VILAS BANK LIMITED - RIGHTS ISSUE" and should be postmarked in India.

Please note that those who are making the application otherwise than on original CAF (i.e. on plain paper as stated on page 8 and 9 of Abridged Letter of Offer) shall not be entitled to renounce their rights and should not utilise the original CAF for any purpose including renunciation even if it is received subsequently. **If the Eligible Shareholder does not comply with any of these requirements, he/she shall face the risk of rejection of both the applications. Our Bank shall refund such application amount to the Eligible Shareholder without any interest thereon.**

The list of banks which has been notified by SEBI to act as SCSBs for the ASBA Process are provided at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSB collecting the CAF, please refer the above mentioned SEBI link.

The application on plain paper, duly signed by the investors including joint holders, in the same order as per specimen recorded with our Bank or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of our Bank, being The Lakshmi Vilas Bank Limited;
- Name and Indian address of the Eligible Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form;
- Allotment option preferred - physical or demat form, if held in physical form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Equity Shares applied for;
- Total amount paid at the rate of ₹ 122 per Rights Equity Share;
- Particulars of cheque/ demand draft;
- Savings/ current account number and name and address of the bank where the Eligible Shareholder will be depositing the refund order. In case of Equity Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories;
- 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 Shareholder and for each Eligible Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue;
- If the payment is made by a draft purchased from NRE/FNCR/NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/FNCR/NRO account;
- Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Bank/Depositories); and
- Additionally, all such Applicants are deemed to have accepted the following:

I am/we are entitled to subscribe for and acquire the Rights Equity Shares under the laws of all relevant jurisdictions that apply to me/us and I/we have fully observed such laws and complied with all necessary formalities to enable me/us to subscribe for the Rights Equity Shares.

I was/we were outside the United States (within the meaning of Regulation S under the Securities Act, at the time the offer of the Rights Equity Shares was made to me/us and I was/we were outside the United States when my/our buy order for the Rights Equity Shares was originated.

I/we did not purchase the Rights Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S). The Rights Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and I/we will not offer or sell the Rights Equity Shares except in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

If I/we acquired any of the Rights Equity Shares as fiduciary or agent for one or more investor accounts, I/we have sole investment discretion with respect to each such account and I/we have full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.

I/we shall indemnify and hold Lakshmi Vilas Bank Limited harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. I/we agree that the indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.

I/we acknowledge that Lakshmi Vilas Bank Limited and others will rely upon the truth and accuracy of the foregoing representations, warranties and acknowledgments.

Overseas Shareholders: No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this LOF, the ALOF or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this LOF or the ALOF will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this LOF and the ALOF must be treated as sent for information only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this LOF or the ALOF should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this LOF or the ALOF in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If this LOF or the ALOF is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this LOF and the ALOF. Envelopes containing a CAF should not be dispatched from the jurisdiction where it would be illegal to make an offer and all the person subscribing for the Equity shares in the Issue must provide an Indian address. For further details, please see the section titled "Notice to Overseas Shareholders" on page 7 of the LOF.

The ALOF and CAF shall be dispatched to non-resident Eligible Shareholders at their Indian address only as provided to the Bank.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and Rights Equity Shares offered in the Issue have not been and will not be registered under the 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are not being offered or sold in the United States in the Issue. The Rights Entitlements and Rights Equity Shares are being offered and sold in the Issue only outside the United States in "offshore transactions" (as defined in Regulation S under the Securities Act ("Regulation S")) in reliance on Regulation S.

Neither we nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who we or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing a CAF should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. We are making the Issue on a rights basis to Eligible Shareholders and the LOF / ALOF and CAF will be dispatched only to Eligible Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, (ii) it does not have a registered address (and is not otherwise located) in the United States when the buy order is made, and (iii) it is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

We reserve the right to treat any CAF as invalid which: (i) does not include the certification set out in the CAF to the effect that the subscriber is not in the United States and does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) appears to us or our agents to have been executed by a Person in the United States; (iv) where a registered Indian address is not provided; or (v) where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF.

Rights Entitlements may not be transferred or sold to any person in the United States.

Last Date of Application: The last date for submission of the duly filled in CAF or the plain paper application is December 26, 2017. The Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of Issue Opening date).

If the CAF or the plain paper application, as the case may be, together with the amount payable is not received by the Banker to the Issue/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/ Committee of Directors, the invitation to offer contained in the LOF/Abridged Letter of Offer/CAF shall be deemed to have been declined and the Board/ Committee of Directors shall be at liberty to dispose off the Equity Shares hereby offered, as provided under "Terms of the Issue - Basis of Allotment" on page 134 of the LOF.

APPLICANTS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges". Our Bank has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their respective letters, dated November 22, 2017 and November 23, 2017 respectively. For the purposes of the Issue, the Designated Stock Exchange is NSE.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 100 of the LOF.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not, in any way, be deemed or construed that the LOF has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE Ltd." on page 104 of the LOF.

DISCLAIMER CLAUSE OF NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by National Stock Exchange of India Limited nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the LOF for the full text of the "Disclaimer clause of NSE" on page 104 of the LOF.

Disclaimer Clause of the RBI: A license authorising our Bank to carry on banking business has been obtained from the RBI in terms of Section 22 of the Banking Regulation Act. It must be distinctly understood, however, that in issuing the license the RBI does not undertake any responsibility for the financial soundness of our Bank.

BANKER TO THE ISSUE: THE LAKSHMI VILAS BANK LIMITED

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM FOR THE DETAILS OF THE BANKER TO THE ISSUE AND ITS COLLECTION CENTRES. INVESTORS ARE ADVISED TO REFER TO THE LOF AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LOF: The LOF is available on the website of the Lead Manager, www.centrum.co.in, the Co-Lead Manager, www.spacapital.com and website of BSE and NSE viz. www.bseindia.com and www.nseindia.com respectively and on SEBI's website: www.sebi.gov.in and a copy of the same can be downloaded from these websites.

All capitalised terms used but not defined herein shall have the meanings assigned to them in the LOF.

LEAD MANAGER TO THE ISSUE	CO-LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>Centrum Capital Limited Centrum House, C.S.T. Road, Vidyanaagari Marg Kalina, Santacruz (East), Mumbai - 400 098 Tel: +91 22 4215 9000 Fax: +91 22 4215 9444 Email: lvb.rights@centrum.co.in Investor Grievance Email: igmbd@centrum.co.in Website: http://www.centrum.co.in/ Contact Person: Sugandha Kaushik SEBI Registration Number: INM000010445</p>	<p>SPA Capital Advisors Limited 25, C Block, Community Centre, Janak Puri, New Delhi - 110058 Tel: +91 11 2551 7371 / 4558 6600 Fax: +91 11 2557 2342 Email: vgautam@spacapital.com / anchal.lohia@spagroupindia.com Investor Grievance Email: grievances.mb@spagroupindia.com Website: www.spacapital.com Contact Person: Anchal Lohia SEBI Registration Number: INM000010825</p>	<p>Integrated Registry Management Services Private Limited II Floor, "Kences Towers", No.1, Ramakrishna Street North Usman Road, T. Nagar, Chennai – 600 017 Tel: +91 44 2814 0801/802/803 Fax: +91 44 2814 2479 Email: lvb@integratedindia.in Investor Grievance Email: corperv@integratedindia.in Website: www.integratedindia.in Contact Person: S. Sriram SEBI Registration No.: INR000000544</p>	<p>N. Ramanathan Company Secretary and Compliance Officer LVB House, No. 4, Sardar Patel Road, Guindy, Chennai - 600 032 Tel: +91 44 2220 5306, Fax: +91 44 2220 5317 Email: secretarial@lvbank.in</p> <p>Investors may contact the Registrar to the Issue or the compliance officer in case of any pre-Issue or post-Issue related matters such as non-receipt of letter of Allotment, credit of shares, SAF or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, Number, of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the CAF, or the plain paper Application, as the case may be, was submitted by the ASBA Investors.</p>

For the LAKSHMI VILAS BANK LIMITED,
Sd/-
N. Ramanathan
Company Secretary and Compliance Officer

Place: Chennai
Date: December 19, 2017

THE LAKSHMI VILAS BANK LIMITED, ("Bank"), is proposing, subject to receipt of requisite approvals, market conditions and other considerations, a rights issue of its equity shares, and has in this regard, filed a LOF dated November 27, 2017, with the SEBI and the Designated Stock Exchange. The LOF is available on the website of SEBI at www.sebi.gov.in, the stock exchanges where the equity shares are listed i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, and the websites of the Lead Manager to the Issue, i.e. Centrum Capital Limited; Website: www.centrum.co.in and Co-Lead Manager to the Issue SPA Capital Advisors Limited; Website: www.spacapital.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 11 of the LOF.