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# THE KARNATAKA BANK LIMITED

Our Bank was incorporated on February 18, 1924 as The Karnataka Bank Limited under the Indian Companies Act, 1913. The certificate of commencement of business was obtained on May 23, 1924. Our Bank received a license to carry on the banking business in India under the Banking Regulation Act, 1949, from the Reserve Bank of India on April 4, 1966.

**Registered Office:** P.B. No. 599, Mahaveera Circle, Kankanady, Mangaluru 575 002, Karnataka; **Contact Person:** Mr. Y.V. Balachandra, Company Secretary and Compliance Officer; **Telephone:** +91 (824) 2228182-4; **Facsimile:** +91 (824) 2225588; **Email:** comsec@ktkbank.com; **Website:** www.karnatakabank.com; **Corporate Identity Number:** L85110KA1924PLC001128

## PROMOTERS: Our Bank has no identifiable promoters

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

**ISSUE OF UP TO 9,42,35,441 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR BANK FOR CASH AT A PRICE OF ₹ 70 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ 60 PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 659.65 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE SHAREHOLDERS OF OUR BANK IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR 2 (TWO) FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDER ON THE RECORD DATE, THAT IS, OCTOBER 25, 2016 ("ISSUE"). THE ISSUE PRICE OF THE RIGHTS EQUITY SHARES IS SEVEN TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE "TERMS OF THE ISSUE" ON PAGE 92 OF THE LETTER OF OFFER ("LOF"). THE ENTIRE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS PAYABLE ON APPLICATION.**

# RIGHTS ISSUE CLOSES TODAY

## 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 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. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renounees (including Renounees who are individuals) are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process irrespective of the application value. 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. Please see "Terms of the Issue – Procedure for Application" on page 96 of LOF. Among Non-Resident Investors, only the existing non-Resident shareholders can subscribe for additional Rights Equity Shares over and above the equity shares offered on rights basis by our Bank. Otherwise, applications of such Non Retail Investors are liable for rejection. All Non Retail Investors are encouraged to make use of ASBA facility wherever such facility is available.

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 Composite Application Form ("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. On allotment, the amount will be unblocked and the account will be debited only to the extent required to be paid for allotment of Rights Equity Shares. Hence, there will be no need of refunds. For more details on the ASBA process, please refer to the details given in the Abridged Letter Of Offer ("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 ALOF AND CAF:** The dispatch of ALOF along with CAF for the issue has been completed by Registrar to the Issue, viz., Integrated Enterprises (India) Limited through speed post on November 2, 2016 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., October 25, 2016.

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 Bank, before the close of business hours on or before the Issue Closing Date, i.e., November 28, 2016. Separate cheque or bank draft must accompany each CAF. Investors residing at places other than the places where the bank collection centres have been opened should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Integrated Enterprises (India) Limited** along with an account payee cheque drawn on the bank payable at par / demand draft for the full application amount, net of bank and postal charges, payable at Bengaluru in favour of "THE KARNATAKA BANK LIMITED – RIGHTS ISSUE - R" crossed "A/c Payee only", in case of resident shareholders and in case of non-resident shareholders, without repatriation benefits, so that the same are received on or before the Issue Closing Date, i.e., November 28, 2016. In case of Non-resident Applicants applying on a repatriation basis, the cheques / demand drafts, net of bank and postal charges, should be drawn in favour of "THE KARNATAKA BANK LIMITED – RIGHTS ISSUE - NR" payable at Bengaluru and should reach the Registrar to the Issue before the Issue Closing Date, i.e., November 28, 2016. Such application sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is detached or separated, such application is liable to be rejected.

**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 Bengaluru which should be drawn in favour of "THE KARNATAKA BANK LIMITED – RIGHTS ISSUE - R" in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of "THE KARNATAKA 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 "THE KARNATAKA 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 101 and 107 of LOF) 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/home/list/5/33/0/0/Recognised-Intermediaries>. For details on Designated Branches of SCSB collecting the CAF, please refer the above mentioned SEBI link.

**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 the 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 the 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, the 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 the LOF or the ALOF should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the LOF or the ALOF in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If the 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 the 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 8 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 the Rights Equity Shares have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof ("United States" or "U.S."), or to, or for the account or benefit of "U.S. persons" (as defined in Regulation S of the Securities Act), except in a transaction not subject to, or exempt from the registration requirements of the Securities Act. The offering to which the LOF relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the LOF / ALOF and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirement of the Securities Act.

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, either a U.S. Person or otherwise 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 is not a U.S. Person and 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 a U.S. Person 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 U.S. Person; (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 November 28, 2016, as per LOF to be read with addendum cum corrigendum dated November 19, 2016.

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 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" on page 92 of the LOF.

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

**LISTING:** The existing Equity Shares of our Bank 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 to be allotted pursuant to the Issue through their respective letters, dated October 6, 2016 and October 10, 2016, respectively. For the purposes of the Issue, the Designated Stock Exchange is the BSE.

**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 83 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, 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 full text of the "Disclaimer Clause of BSE" on page 87 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** 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 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 full text of the "Disclaimer clause of NSE" on page 88 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.

**BANKERS TO THE ISSUE: The Karnataka Bank Limited**

**PLEASE REFER TO THE REVERSE OF THE CAF FOR THE DETAILS OF THE BANKERS 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.**

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER LOF/ALOF ALONG WITH THE ADDENDUM CUM CORRIGENDUM DATED NOVEMBER 19, 2016.**

All capitalised terms used herein, and not defined, shall have the meaning ascribed to them in the LOF

Lead Manager to the Issue	Registrar to the Issue	Company Secretary & Compliance Officer
 <p><b>Edelweiss Financial Services Limited</b> 14<sup>th</sup> Floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098 <b>Telephone:</b> +91 (22) 4009 4400; <b>Facsimile:</b> +91 (22) 4086 3610 <b>E-mail:</b> kbl.rights@edelweissfn.com <b>Website:</b> www.edelweissfn.com <b>Contact Person:</b> Mr. Viral Shah / Mr. Vaibhav Shah <b>SEBI Registration No.:</b> INM0000010650</p>	 <p><b>Integrated Enterprises (India) Limited</b> No 30 Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru 560 003 <b>Telephone:</b> + 91 (80) 23460815-818; <b>Facsimile:</b> + 91 (80) 23460819 <b>E-mail:</b> vijayagopal@integratedindia.in <b>Investor Grievance E-mail:</b> blr@integratedindia.in <b>Website:</b> www.integratedindia.in <b>Contact Person:</b> Mr. S. Vijayagopal/ Mr. E.T Balaji <b>SEBI Registration No:</b> INR 00000544</p>	<p><b>Mr. Y V Balachandra</b>, Company Secretary and Compliance Officer P.B. No. 599, Mahaveera Circle, Kankanady, Mangaluru 575 002 <b>Telephone:</b> +91 (824) 2228182/3/4; <b>Facsimile:</b> +91 (824) 2225588 <b>Website:</b> www.karnatakabank.com; <b>E-mail:</b> comsec@ktkbank.com</p> <p>Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-issue/ post-issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or Refund Orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.</p>

For The Karnataka Bank Limited,

Sd/-

Y.V. Balachandra

Company Secretary & Compliance Officer

Place: Mangaluru  
Date: November 26, 2016

The Karnataka 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 October 28, 2016, with the SEBI and the Designated Stock Exchange. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the stock exchanges where the equity shares are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and the website of the Lead Manager to the Issue, i.e. Edelweiss Financial Services Limited; Website: [www.edelweissfn.com](http://www.edelweissfn.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 12 of the LOF.