

**PRIVATE & CONFIDENTIAL – FOR PRIVATE CIRCULATION ONLY**

**(THIS DISCLOSURE DOCUMENT IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS). THIS DISCLOSURE DOCUMENT PREPARED IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2008/13/127878 DATED JUNE 06, 2008, AS AMENDED BY SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2012 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2012-13/19/5392 DATED OCTOBER 12, 2012 AND CIR/IMD/DF/18/2013 DATED OCTOBER 29, 2013), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2014 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2013-14/43/207 DATED JANUARY 31, 2014 AS AMENDED, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2015 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2014-15/25/539 DATED MARCH 24, 2015, AS AMENDED FROM TIME TO TIME, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES) REGULATIONS, 2013 ISSUED VIDE CIRCULAR No.LAD-NRO/GN/2013-14/11/6063 DATED JUNE 12, 2013, AS AMENDED FROM TIME TO TIME AND RBI CIRCULAR NO. DBR.NO.BP.BC.1/21.06.201/2015-16 DATED JULY 01, 2015, RBI CIRCULAR No. DBR.No.BP.BC.83/21.06.201/2015-16 dated March 1, 2016**



**इण्डियन ओवर्सीज बैंक**  
**Indian Overseas Bank**

अपकी प्रगति का सच्चा साथी  
Good people to grow with

**Indian Overseas Bank**

Central Office, 763, Anna Salai  
Chennai-600 002

Tel: 044-71729791, 28415702, 28889392

Fax : 044-28585675

email: investor@iobnet.co.in / investorcomp@iobnet.co.in

website: www.iob.in

**DISCLOSURE DOCUMENT**

**DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF 9.24% UNSECURED, NON-CONVERTIBLE, BASEL III COMPLIANT TIER II BONDS – SERIES I IN THE NATURE OF PROMISSORY NOTES OF ( RS. 10.00 LACS EACH FOR CASH AT PAR) Rs.800 CRORE, LIMITING THE AGGREGATE ISSUE SIZE UPTO Rs.800 CRORE (the “issue”), BY INDIAN OVERSEAS BANK (“IOB”/ the “Issuer”/ the “Bank”).**

**GENERAL RISK**

For taking an investment decision, investors must rely on their own examination of the Issuer and the Offer including the risks involved. The Bonds have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document

**ISSUER'S ABSOLUTE RESPONSIBILITY**

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in the Disclosure Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect

**CREDIT RATING**

“CRISIL A+ (with Negative Outlook)” by CRISIL RATINGS

Issuers with this rating are considered to offer adequate degree of safety regarding timely servicing of financial obligations. Such Institutions carry low credit risk.

“ICRA A+ (HYB) with negative outlook by “ICRA LIMITED”

Issuers with this rating are considered to offer adequate degree of safety regarding timely servicing of financial obligations. Such Institutions carry low credit risk.

The Rating(s) are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning Rating Agency on the basis of new information. Each rating should be evaluated independent of any other rating.





**LISTING**

Proposed to be listed on the Wholesale Debt Market ("WDM") Segment of National Stock Exchange of India Limited. ("NSE") / BSE Limited ("BSE")

**DEBENTURE TRUSTEE TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



**IDBI TRUSTEESHIP SERVICES LTD.**  
 Ground Floor, Asian Building,  
 17, R Kamani Road, Ballard  
 Estate, Fort, Mumbai,  
 Maharashtra 400001  
 Tel : 022 4080 7000  
 Fax : 022-66311776



**CAMEO CORPORATE SERVICES LTD**  
 (Unit - IOB) Subramanian  
 Building,  
 V Floor, No 1 Club House Road,  
 Chennai 600 002.  
 Tel : 044-28460390 (Six Lines)  
 28460395  
 Fax : 044-28460129

**ARRANGER(S) TO THE ISSUE (in alphabetic order)**

NIL

**ISSUE SCHEDULE**

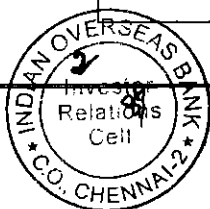
<b>ISSUE OPENS ON:</b>	03.11.2016	<b>ISSUE CLOSES ON:</b>	03.11.2016
<b>PAY IN DATE:</b>	03.11.2016	<b>ALLOTMENT DATE:</b>	03.11.2016





## TABLE OF CONTENTS

Sr. No.	INDEX	Pg No.
*	DISCLAIMER	4
*	DEFINITIONS / ABBREVIATIONS	6
A	ISSUER INFORMATION	9
B	BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS	
(i)	OVERVIEW	11
(ii)	CORPORATE STRUCTURE	15
(iii)	KEY OPERATIONAL & FINANCIAL PARAMETERS FOR THE LAST 3 YEARS ON STANDALONE BASIS	16
(iv)	PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS	17
(v)	SUBSIDIARIES	17
C	BRIEF HISTORY OF ISSUER SINCE INCEPTION, DETAILS OF ACTIVITIES INCLUDING ANY REORGANIZATION, RECONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE, (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS	17
(i)	DETAILS OF SHARE CAPITAL AS ON LAST QUARTER END	17
(ii)	CHANGES IN ITS CAPITAL STRUCTURE AS ON LAST QUARTER END, FOR THE LAST FIVE YEARS	17
(iii)	EQUITY SHARE CAPITAL HISTORY OF THE BANK	18
(iv)	DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR	18
(v)	DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR	18
D	DETAILS OF THE SHAREHOLDING OF THE BANK AS ON THE LATEST QUARTER END	
(i)	SHAREHOLDING PATTERN OF THE BANK AS ON LAST QUARTER END	18
(ii)	LIST OF TOP 10 HOLDERS OF EQUITY SHARES OF THE BANK AS ON THE LATEST QUARTER END	19
E	DETAILS REGARDING THE DIRECTORS OF THE BANK	
(i)	DETAILS OF THE CURRENT DIRECTORS OF THE BANK	19
(ii)	DETAILS OF CHANGE IN DIRECTORS SINCE LAST THREE YEARS	20
F	DETAILS REGARDING THE AUDITORS OF THE BANK	22
(i)	DETAILS OF THE STATUTORY AUDITORS OF THE BANK	22
(ii)	DETAILS OF CHANGE IN AUDITOR SINCE LAST THREE YEARS	22
G	DETAILS OF BORROWINGS OF THE BANK, AS ON THE LATEST QUARTER END	22
(i)	DETAILS OF UNSECURED AND SECURED LOAN FACILITIES	22
(ii)	DETAILS OF BONDS	23
(iii)	LIST OF TOP 10 BOND HOLDERS	23
(iv)	THE AMOUNT OF CORPORATE GUARANTEE ISSUED BY THE ISSUER ALONG WITH NAME OF THE COUNTERPARTY (LIKE NAME OF THE SUBSIDIARY, JV ENTITY, GROUP BANK, ETC) ON BEHALF OF WHOM IT HAS BEEN ISSUED.	24
(v)	DETAILS OF CERTIFICATE OF DEPOSITS: - THE TOTAL FACE VALUE OF CERTIFICATE OF DEPOSITS OUTSTANDING AS ON THE LATEST QUARTER	24
(vi)	DETAILS OF REST OF THE BORROWING (IF ANY INCLUDING HYBRID DEBT LIKE FCCB, OPTIONALLY CONVERTIBLE DEBENTURES / PREFERENCE SHARES)	25
(vii)	DETAILS OF ALL DEFAULT/S AND/OR DELAY IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE BANK, IN THE PAST 5 YEARS	25
(viii)	DETAILS OF ANY OUTSTANDING BORROWINGS TAKEN/ DEBT SECURITIES ISSUED WHERE TAKEN / ISSUED (I) FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, (II) AT A PREMIUM OR DISCOUNT, OR (III) IN PURSUANCE OF AN OPTION	25
H	DETAILS OF PROMOTERS OF THE BANK DETAILS OF PROMOTER HOLDING IN THE BANK AS ON THE LATEST QUARTER END	25





I	ABRIDGED VERSION OF AUDITED STANDALONE FINANCIAL INFORMATION (PROFIT & LOSS STATEMENT, BALANCE SHEET AND CASH FLOW STATEMENT) FOR LAST THREE YEARS AND AUDITOR QUALIFICATIONS	25
J	ABRIDGED VERSION OF LATEST LIMITED REVIEW HALF YEARLY STANDALONE FINANCIAL INFORMATION AND AUDITOR'S QUALIFICATIONS	28
K	ANY MATERIAL EVENT/ DEVELOPMENT OR CHANGE HAVING IMPLICATIONS ON THE FINANCIALS/CREDIT QUALITY (E.G. ANY MATERIAL REGULATORY PROCEEDINGS AGAINST THE ISSUER/PROMOTERS, TAX LITIGATIONS RESULTING IN MATERIAL LIABILITIES, CORPORATE RESTRUCTURING EVENT ETC) AT THE TIME OF ISSUE WHICH MAY AFFECT THE ISSUE OR THE INVESTOR'S DECISION TO INVEST / CONTINUE TO INVEST IN THE DEBT SECURITIES	29
L	THE NAMES OF THE BOND TRUSTEE(S) SHALL BE MENTIONED WITH STATEMENT TO THE EFFECT THAT BOND TRUSTEE(S) HAS GIVEN HIS CONSENT TO THE ISSUER FOR HIS APPOINTMENT UNDER REGULATION 4 (4) AND IN ALL THE SUBSEQUENT PERIODICAL COMMUNICATIONS SENT TO THE HOLDERS OF DEBT SECURITIES.	29
M	DETAILED CREDIT RATING LETTER ISSUED (NOT OLDER THAN ONE MONTH ON THE DATE OF OPENING OF THE ISSUE) BY THE RATING AGENCIES SHALL BE DISCLOSED	30
N	THE SECURITY BACKED BY A GUARANTEE OR LETTER OF COMFORT OR ANY OTHER DOCUMENT / LETTER WITH SIMILAR INTENT	30
O	COPY OF CONSENT LETTER FROM THE DEBENTURE TRUSTEE	30
P	NAMES OF ALL THE RECOGNISED STOCK EXCHANGES WHERE THE DEBT SECURITIES ARE PROPOSED TO BE LISTED CLEARLY INDICATING THE DESIGNATED STOCK EXCHANGE	31
Q	OTHER DETAILS	
I	DRR CREATION	31
ii	ISSUE/INSTRUMENT SPECIFIC REGULATIONS - RELEVANT DETAILS	31
iii	APPLICATION PROCESS	32
R	PROCEDURE FOR APPLYING FOR DEMAT FACILITY	33
S	HOW TO APPLY	34
T	TERM SHEET: ISSUE DETAILS	35
U	DISCLOSURE OF CASH FLOWS	41
V	OTHER TERMS OF OFFER	42
W	MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER	47
X	DECLARATION	48
Y	ANNEXURES	49
1	RATING LETTER(S)	
2	BOND TRUSTEE CONSENT LETTER	

**DISCLAIMER(S)****1. DISCLAIMER OF THE ISSUER:**

This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012, as amended CIR/IMD/DF/18/2013 Dated October 29, 2013 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (amendment) regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015 as amended from time to time, RBI circular no. DBR.NO.BP.BC.1/21.06.201/2015-16 dated July 01, 2015, RBI CIRCULAR No. DBR.No.BP.BC.83/21.06.201/2015-16 dated March 1, 2016 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 issued vide Circular No.LAD-NRO/GN/2013-14/11/6063 dated June 12, 2013. This Disclosure Document does not constitute an offer to public in general to subscribe for or otherwise acquire the Bonds to be issued by Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank"). This Disclosure Document is for the exclusive use of the addressee and restricted for only the intended recipient and it should not be circulated or distributed to third party (ies). It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the Bonds issued by the Issuer. This bond issue is made strictly on private placement basis. Apart from this Disclosure Document, no offer document or prospectus has been prepared in connection with the offering of this bond issue or in relation to the issuer.





This Disclosure Document is not intended to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the bonds issued by Indian Overseas bank. This Disclosure Document has been prepared to give general information regarding Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank") to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank") believes that the information contained in this Disclosure Document is true and correct as of the date hereof. Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank") does not undertake to update this Disclosure Document to reflect subsequent events and thus prospective subscribers must confirm about the accuracy and relevancy of any information contained herein with Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank"). However, Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank") reserves its right for providing the information at its absolute discretion. Indian Overseas bank ("IOB"/ the "Issuer"/ the "Bank") accepts no responsibility for statements made in any advertisement or any other material and anyone placing reliance on any other source of information would be doing so at his own risk and responsibility.

Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Bonds. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Bonds. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Bonds. Nothing in this Disclosure Document should be construed as advice or recommendation by the Issuer or by the Arrangers to the Issue to subscribers to the Bonds. The prospective subscribers also acknowledge that the Arrangers to the Issue do not owe the subscribers any duty of care in respect of this private placement offer to subscribe for the bonds. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Bonds and matters incidental thereto.

This Disclosure Document is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by the recipient and the contents of this Disclosure Document shall be kept utmost confidential. The securities mentioned herein are being issued on private placement Basis and this offer does not constitute a public offer/ invitation.

The Issuer reserves the right to withdraw the private placement of the bond issue prior to the issue closing date(s) in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any change in applicable law. In such an event, the Issuer will refund the application money, if any, along with interest payable on such application money, if any.

## 2. **DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA:**

This Disclosure Document has not been filed with Securities & Exchange Board of India ("SEBI"). The Bonds have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. It is to be distinctly understood that this Disclosure Document should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Disclosure Document. The Issue of Bonds being made on private placement basis, filing of this Disclosure Document is not required with SEBI. However SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Disclosure Document.

## 3. **DISCLAIMER OF THE STOCK EXCHANGE:**

As required, a copy of this Disclosure Document has been submitted to the "National Stock Exchange of India Limited" (here-in-after referred to as "NSE") & "BSE Limited" (here-in-after referred to as "BSE") for hosting the same on its website. It is to be distinctly understood that such submission of the document with NSE/BSE or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by NSE/BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.





#### 4. DISCLAIMER IN RESPECT OF JURISDICTION:

The private placement of Bonds is made in India to Companies, Corporate Bodies, Trusts registered under the Indian Trusts Act, 1882, Societies registered under the Societies Registration Act, 1860 or any other applicable laws, provided that such Trust/ Society is authorised under constitution/ rules/ byelaws to hold bonds in a Company, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Insurance Companies, Commercial Banks including Regional Rural Banks and Cooperative Banks, Provident, Pension, Gratuity, Superannuation Funds as defined under Indian laws. The Disclosure Document does not, however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Disclosure Document comes is required to inform him about and to observe any such restrictions. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the competent courts of Chennai. All information considered adequate and relevant about the Issuer has been made available in this Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever.

#### 5. DISCLAIMER BY RESERVE BANK OF INDIA:

The Securities have not been recommended or approved by the Reserve Bank of India nor does RBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this document should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in this document. Potential investors may make investment decision in the securities offered in terms of this Disclosure Document solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

#### 6. DISCLAIMER BY BOND/DEBENTURE TRUSTEE:

The bond/debenture trustee is not a guarantor and will not be responsible for any non-payment of interest and redemption and/or any loss or claim.

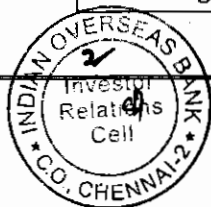
#### \* DEFINITIONS / ABBREVIATIONS

Abbreviation	Definition / Elaboration
AY	Assessment Year
Allotment/ Allot/ Allotted	The issue and allotment of the Bonds to the successful Applicants in the Issue
Allottee	A successful Applicant to whom the Bonds are allotted pursuant to the Issue, either in full or in part
ATM	Automated Teller Machine
ALM	Assets & Liability Management
Applicant/ Investor	A person who makes an offer to subscribe the Bonds pursuant to the terms of this Disclosure Document and the Application Form
Application Form	The form in terms of which the Applicant shall make an offer to subscribe to the Bonds and which will be considered as the application for allotment of Bonds in the Issue
BASEL III Guidelines	The Term Basel-III Guidelines in the disclosure document (Document) & Term Sheet and notes to Term Sheet refer to Master Circular - Basel III Capital Regulations, RBI circular no. DBR.NO.BP.BC.1/21.06.201/2015-16 dated July 01, 2015, RBI CIRCULAR No. DBR.No.BP.BC.83/21.06.201/2015-16 dated March 1, 2016
Bondholder(s)	Any person or entity holding the Bonds and whose name appears in the list of Beneficial Owners provided by the Depositories
Beneficial Owner(s)	Bondholder(s) holding Bond(s) in dematerialized form (Beneficial Owner of the Bond(s) as defined in clause (a) of sub-section of Section 2 of the Depositories Act, 1996)
Board/ Board of Directors	The Board of Directors of Indian Overseas Bank or Committee thereof, unless otherwise specified
Bond(s)	Unsecured, Non Convertible, Tier II, Basel III Compliant Bonds Series I issued in the nature of Promissory Notes (of Rs. 10.00 lacs each for cash at par) Rs. 800 crores, limiting the Aggregate Issue Size up to Rs. 800 crore, by Indian Overseas Bank ("IOB"/ the "Issuer"/ the "Bank") through private placement route under the terms of this Disclosure Document





<b>Abbreviation</b>	<b>Definition / Elaboration</b>
Rating Agencies	CRISIL Ratings (CRISIL) and ICRA Limited (ICRA)
Record Date	Reference date for payment of interest
CDSL	Central Depository Services (India) Limited
MD & CEO	Managing Director and Chief Executive Officer of Indian Overseas Bank
ED/s	Executive Director/s of Indian Overseas Bank
Debt Securities	Non-Convertible debt securities which create or acknowledge indebtedness and include debenture, bonds and such other securities of a body corporate or any statutory body constituted by virtue of a legislation, whether constituting a charge on the assets of the Bank or not, but excludes security bonds issued by Government or such other bodies as may be specified by SEBI, security receipts and securitized debt instruments.
Deemed Date of Allotment	The cut-off date declared by the Bank from which all benefits under the Bonds including interest on the Bonds shall be available to the Bondholder(s). The actual allotment of Bonds (i.e. approval from the Board of Directors or a Committee thereof) may take place on a date other than the Deemed Date of Allotment
Depository	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant	A Depository participant as defined under Depositories Act
Disclosure Document	Disclosure Document dated 26.10.2016 for private placement of Unsecured, Non Convertible, Tier II, Basel III Compliant Bonds Series I issued in the nature of Promissory Notes (of Rs. 10.00 lacs each for cash at par) Rs.800 crore, limiting the Aggregate Issue Size up to Rs. 800 crore by Indian Overseas Bank.
DP	Depository Participant
DRR	Bond/ Debenture Redemption Reserve
EPS	Earnings Per Share
FIs	Financial Institutions
FIIs/FPIs	Foreign Institutional Investors/Foreign Portfolio investors
Financial Year/ FY	Period of twelve months ending March 31, of that particular year
GOI	Government of India/ Central Government
Trustees	Trustees for the Bondholders in this case being IDBI Trusteeship Services Limited
Issuer/ IOB/ Bank	Indian Overseas Bank, constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and having its Central Office at 763, Anna Salai, Chennai-600 002
I.T. Act	The Income Tax Act, 1961, as amended from time to time
LODR/ Listing Agreement	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Uniform Listing Agreement shall mean an agreement entered into between a recognized Stock Exchange and an Entity, on the application of that Entity to the recognized Stock Exchange, undertaking to comply with conditions for listing of the designated securities.
MF	Mutual Fund
MoF	Ministry of Finance
NSDL	National Securities Depository Limited
NSE/ BSE	National Stock Exchange of India Limited/ Bombay Stock Exchange Limited being the stock exchanges on which, the Bonds of the Bank are proposed to be listed
PAN	Permanent Account Number
Private Placement	An offer or invitation to subscription of Bonds on private placement basis.
PONV	The Bonds, at the option of the Reserve Bank of India, can be permanently written off upon occurrence of the trigger event, called the Point of Non-Viability Trigger ("PONV Trigger")
PONV Trigger	(i) a decision that a write-off, without which the Bank would become non-





Abbreviation	Definition / Elaboration
	<p>viable, is necessary, as determined by the RBI; and</p> <p>(ii) the decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by RBI;</p> <p>(iii) A write down due to a PONV trigger event shall occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted.</p> <p>The Basel III Guidelines state that, for this purpose, a non-viable bank will be a bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the RBI unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by a bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include write-off in combination with or without other measures as considered appropriate by the Reserve Bank. A bank facing financial difficulties and approaching a PONV will be deemed to achieve viability if within a reasonable time in the opinion of RBI; it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including augmentation of equity capital through a permanent write off or public sector injection of funds are likely to:</p> <p>a. Restore depositors'/investors' confidence;</p> <p>b. Improve rating /creditworthiness of the bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and</p> <p>c. Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.</p>
GIR	General Index Registration Number
RBI	Reserve Bank of India
RBI Norms/ Guidelines	RBI Master Circular on Basel III capital regulations issued vide circular no. DBR.NO.BP.BC.1/21.06.201/2015-16 dated July 01, 2015 (BASEL III GUIDELINES), RBI CIRCULAR No. DBR.No.BP.BC.83/21.06.201/2015-16 dated March 1, 2016
RTGS	Real Time Gross Settlement
Registrar	Cameo Corporate Services Ltd having its office at (Unit – IOB) Subramanian Building, 1 Floor, No 1 Club House Road, Chennai 600 002
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 Dated June 06, 2008, as amended from time to time and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 Issued vide Circular No.LAD-NRO/GN/2013-14/11/6063 dated 12 <sup>th</sup> June, 2013 as amended from time to time.
TDS	Tax Deducted at Source
Companies Act	Companies Act, 1956 , as amended (without reference to the sections thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013) (the "Companies Act, 1956") read with the applicable provisions of the Companies Act, 2013, to the extent notified and in effect (the "Companies Act, 2013"), and together with the Companies Act, 1956, the "Companies Act") to the extent applicable to our Bank.
The Issue/ The Offer/ Private Placement	Private Placement Of Unsecured, Tier II, Basel III Compliant Non-Convertible Bonds Series I in the nature of promissory notes of (Rs. 10.00 Lacs Each For Cash At Par) Rs.800 crores, limiting the Aggregate Issue Size up to Rs.800 crore by Indian Overseas Bank ("IOB/ the "Issuer"/the "Bank") through Private







Abbreviation	Definition / Elaboration
	placement route under the terms of this Disclosure Document.

**A) ISSUER INFORMATION**

**NAME AND ADDRESS OF THE FOLLOWING:**

SR. No	PARTICULARS	DETAILS
<b>(i)</b>	<b>REGISTERED OFFICE OF THE ISSUER</b>	
•	Name :	INDIAN OVERSEAS BANK
•	Address :	763 Anna Salai, Chennai - 600002
•	Tele No :	044- 28519587, 28889392,71729791
•	Fax No :	044-28585675
•	Email :	investor@iobnet.co.in / <a href="mailto:investorcomp@iobnet.co.in">investorcomp@iobnet.co.in</a>
•	Website :	<a href="http://www.iob.in">www.iob.in</a>
<b>(ii)</b>	<b>CORPORATE OFFICE OF THE ISSUER</b>	
•	Name :	INDIAN OVERSEAS BANK
•	Address :	763 Anna Salai, Chennai - 600002
•	Tele No :	044- 28519587, 28889392, 71729791
•	Fax No :	044-28585675
•	Email :	investor@iobnet.co.in / <a href="mailto:investorcomp@iobnet.co.in">investorcomp@iobnet.co.in</a>
•	Website :	<a href="http://www.iob.in">www.iob.in</a>
<b>(iii)</b>	<b>CHIEF GROUP COMPLIANCE OFFICER OF THE ISSUER</b>	
•	Name :	Mr. Yogaish Chand Jain
•	Address :	Central Office 763, Anna Salai, Chennai - 600002
•	Tele No :	044-28519487
•	Fax No :	044-28585675
•	Email :	investor@iobnet.co.in
•	Website :	<a href="http://www.iob.in">www.iob.in</a>
<b>(iv)</b>	<b>COMPLIANCE OFFICER FOR THE ISSUE</b>	
•	Name :	Mr. Yogaish Chand Jain
•	Address :	Central Office 763, Anna Salai, Chennai - 600002
•	Tele No :	044-28519487
•	Fax No :	044-28585675
•	Email :	investor@iobnet.co.in
•	Website :	<a href="http://www.iob.in">www.iob.in</a>
<b>(v)</b>	<b>CHIEF FINANCIAL OFFICER OF THE ISSUER</b>	
•	Name :	Mr. Yogaish Chand Jain
•	Address :	Central Office 763, Anna Salai, Chennai - 600002
•	Tele No :	044-28519487
•	Fax No :	044-28585675
•	Email :	investor@iobnet.co.in
•	Website :	<a href="http://www.iob.in">www.iob.in</a>
<b>(vi)</b>	<b>ARRANGER(S) TO THE ISSUE - Nil</b>	
A	Name :	
•	Address :	
•	Tele No :	
•	Fax No :	
•	Website :	





<b>(vii)</b>	<b>TRUSTEE OF THE ISSUE</b>		
•	Name	:	<b>IDBI TRUSTEESHIP SERVICES LTD.</b>
•	Address	:	Asian Building, Ground Floor, 17, R Kamani Marg, Ballard Estate Mumbai - 400 001
•	Tele No	:	022-66311771-3
•	Fax No	:	022-66311776
•	Email	:	itsl@idbitrustee.co.in
•	Website	:	www.idbitrustee.com
<b>(viii)</b>	<b>REGISTRAR TO THE ISSUE</b>		
•	Name	:	<b>M/S CAMEO CORPORATE SERVICES LTD</b>
•	Address	:	(Unit - IOB) Subramanian Building, 1 Floor, No 1 Club House Road, Chennai 600 002.
•	Tele No	:	044-28460390
•	Fax No	:	044-28460129
•	Email	:	cameo@cameoindia.com
•	Website	:	www.cameoindia.com
<b>(ix)</b>	<b>CREDIT RATING AGENCY</b>		
<b>A</b>	Name	:	<b>CRISIL LIMITED</b>
•	Address	:	CRISIL House, Central Avenue, Hiranandani Business Park, Powai Mumbai 400 076
•	Tele No	:	+912233423000
•	Fax No	:	+912233423050
•	Email	:	crisilratingdesk@crisil.com
•	Website	:	www.crisil.com
<b>B</b>	Name	:	<b>ICRA LIMITED</b>
•	Address	:	1105, Kailash Building, 11 <sup>th</sup> Floor, 26, Kasturba Gandhi Marg, New Delhi 110 001
•	Tele No	:	+911123357940,
•	Fax No	:	+911123357014
•	Email	:	info@icraindia.com
*	Website	:	www.icra.in
<b>(x)</b>	<b>AUDITORS OF THE ISSUER</b>		
•	Name	:	<b>ASA &amp; Associates LLP</b>
•	Address	:	New No/39, First Main Road, Raja Annamalai Puram, Chennai-600 028
•	Tele No	:	044-49048200; 044-49048201
•	Fax No	:	044-49048222
•	Email	:	s.sundar@asa.in
<b>(xi)</b>	<b>LEGAL COUNSEL</b>		
•	Name	:	<b>Mr. K. Elangovan</b>
•	Address	:	New No 22 (Old No. 42) West Circular Road, Vikas Sampriti, 3 <sup>rd</sup> Floor, Mandaveli, Chennai 600 028
•	Tele No	:	044-24640339; 09840248552
•	Email	:	Elango_4@hotmail.com





**B) BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF BANK AND ITS LINE OF BUSINESS :-**

**I) OVERVIEW**

**HIGHLIGHTS OF THE BANK**

1. Founded on 10.02.1937 – time tested banking experience of 79 years.
2. Professionally managed Bank with a track record of profitability.
3. Large network of branches spread throughout the country, which may enable to raise deposits at competitive rates and provide lending opportunities at better rates to effectively manage the spreads.
4. As on 30.06.2016, the Bank has total 3401 domestic branches, 8 overseas branches and, 2 Remittance Centres and 3 Representative Offices.
5. Global Total Business of Rs. 3,84,040 crore as on 30.06.2016.
6. Operating Profit of Rs. 690.55 crore and Net Loss of Rs. 1450.50 crore for Quarter ended June 30, 2016.
7. Capital Adequacy Ratio of 9.47% as of Quarter ended June 30, 2016 and with the proposed infusion of GOI Capital of Rs.1551 crore, the Capital Adequacy Ratio will become 10.37%
8. IOB opened an Offshore Banking Unit in Colombo, Sri Lanka, on 31 August 2013. The bank also upgraded its existing Extension Counter at Bambalapitiya into a full-fledged branch. Sukumvit Branch in Thailand was opened on 04.07.2014 by the Bank.

**MILESTONES**

1937 - Opening of Bank Branch simultaneously in India & Abroad

1964 - Inauguration of IOB's Head Office in Mount Road – A monument of highest banking tradition

1984 - 1000th branch – Commercial & Industrial Credit – opened

1996 - Banks profit reached INR 100 cr. For the first time

2000 - Initial Public Offer and Follow on Public Offer in 2003

2005 - Launched Debit Card

2006 - Launched VISA card, Retail Sale of Gold and Non Life Joint Insurance

2006 - Bank reached INR 1 lac crore mark in Total Business

2006-07 Net Profit reached INR 1000 Cr.; Bharat Overseas Bank Ltd. was merged with IOB

2010 - 2000th Branch - Yamuna Vihar, New Delhi - opened

2011-12 - No. of Branches in Tamil Nadu reached One Thousand, IOB celebrated Platinum Jubilee

2013-14

- 3000th Branch Vaniangudi opened on 17.8.2013 by Hon. Finance Minister.
- IOB's Official Facebook launched by our CMD.
- IBA Technology Award 2012-2013 for Best use of Business Intelligence awarded to IOB
- Our bank has bagged Best bank Award from Govt of Tamil Nadu for its support to Self Help Group (SHGs) .
- Our Bank received "Banking Excellence Award " from Finance Ministry,GOI
- Opening of India International Bank, Berhard, a Joint Venture with Bank of Baroda (40%), and Andhra Bank (25%) with our Bank share of 35%.

2014-15

- SKOCH AWARDS - IOB Wins order of Merit in FI and ADF/MIS for the implementation of "IOB - SAMPOORNA" project
- Financial Inclusion and Implementation of Automated Data Flow/MIS.
- Our CMD Dr.M.Narendra received the CNBC TV 18 CFO Award 2013 - 14
- Our Bank has surpassed the landmark of 3000 ATMs as on 31.07.2014- Tirumalaipatti Branch

2015-16

- Chamber of Indian Micro Small & Medium Enterprises, Delhi have given the following three awards for Indian Overseas Bank - 2015. - MSME Banking Excellence Awards 2015.
- Best Eco-tech Savvy Bank for Mid sized Bank - Winner
- Best Bank under MUDRA Yojna for Mid Sized Bank - Winner
- Best Bank for Promotional Scheme for Mid Sized Bank - Runner Up
- Bank has migrated to state of art technology for improved customer service on the new CBS Platform – Finacle 10 software





## MAIN OBJECT OF THE BANK

The main object and business of the Bank, as laid down in the Bank Nationalisation Act is as under:

The main object of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 under which the undertaking of the Bank was taken over by the Central Government is as under: "An Act to provide for the acquisition and transfer of the undertakings of certain Banking Companies, having regard to their size, resources, coverage and organisation, in order to control the heights of the economy and to meet progressively, and serve better, the needs of the development of the economy, in conformity with national policy and objectives and for matters connected therewith or incidental thereto".

The Main Object of the Bank enables it to undertake the activities for which the funds are being raised and the activities, which it has been carrying on till date.

## BUSINESS OF THE BANK

The Bank shall carry on and transact the business of Banking as defined in Clause (b) of Section 5 of the Banking Regulation Act, 1949, and may engage in one or more of the other forms of business specified in Sub-Section (1) of Section 6 of that Act.

Clause (b) of Section 5 of the Banking Regulation Act, 1949 defines Banking as "the accepting for the purpose of lending or investment, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise."

The Bank is also involved in Marketing, Sale and Distribution of Insurance products of Life Insurance Corporation of India (LIC) and Universal Sompo General Insurance Company Limited as permitted by the GOI and Licensed by IRDA.

Other Business that the Bank may undertake under Section 3 (7) of Chapter II of the Banking Companies (Acquisition) Act 1970 provides for the Bank to act as Agent of Reserve Bank (Section 3 (7)).

The Bank shall, if so required by the Reserve Bank of India, act as agent of the Reserve Bank at all places in India where it has a branch for:

- Paying, receiving, collecting and remitting money, bullion and securities on behalf of the Government of India
- Undertaking and transacting any other business which the Reserve Bank may from time to time entrust to it

The terms and conditions on which any such agency business shall be carried on by the corresponding new Bank on behalf of the Reserve Bank shall be such as may be agreed upon

If no agreement can be reached on any matter referred to in Clause above, or if a dispute arises between the corresponding new Bank and the Reserve Bank as to the interpretation of any agreement between them, the matter shall be referred to the Central Government and the decision of the Central Government, thereon, shall be final.

The corresponding new Bank may transact any business or perform any function entrusted to it under Clause(1) by itself or through any agent approved by the Reserve Bank.

**Competitive Strengths:** Many new generation banks, both private and foreign, have entered the banking industry and offer new products at competitive rates. In this scenario, the Bank has defined its competitive advantage as:

- Vast branch network spread all over India and in certain overseas trading business centres to enable resources mobilization at Low cost
- Advancement in technological up gradation
- Well trained personnel in key fields to handle specialized products

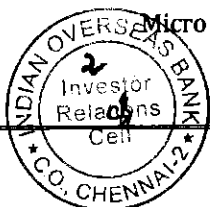
**Corporate Strategy:** In the years to come the profit margins would be under increasing pressure. To overcome such a trend the Bank's corporate strategy is:

- To build business volume through penetrating retail segments with innovative products
- To use technology for better customer comfort and satisfaction coupled with reduction in operating expenses
- To provide most efficient and speedy customer service
- Increased emphasis for fee and commission based products

## Pradhan Mantri Jan Dhan Yojana (PMJDY):

The Bank is implementing PMJDY as per the directives of Government of India. The Bank has opened 39,20,320 Basic Savings Bank Deposit Accounts and issued 38,23,640 Rupay Debit Cards as on 30.06.2016 under this scheme.

- The Business Correspondents (BC) has carried out 45.5 million transactions (4,55,63,152) through their Micro ATM devices up to 30.06.2016 since inception of Financial Inclusion.





- BCs can open SB accounts through e-KYC mode. As on 30.06.2016, BCs have opened 2,26,159 SB accounts through their Micro ATM using e-KYC.
- BCs can do transactions through their Micro ATMs for account holders having Biometric Smart Cards, account holders having seeded their Aadhaar numbers (AEPS-ON US) and account holders having RuPay cards of our Bank. (RuPay-ON US). They can also do transactions for customers of other banks who have seeded their Aadhaar numbers in their accounts. (AEPS - OFFUS). As on 30.06.2016, 13,26,803 AEPS ON-US and 7005 AEPS OFF-US transactions were carried out by our BCs.
- During the year 2016-17, up to 30.06.2016, we have conducted 42 trainings and covered 1013 unemployed youth, through our Rural Self Employment Training Institutes (RSETIs) without any cost to the beneficiaries

### Performance Highlights - 2015-16

The performance details of the Bank during the year under review are as under:

#### Business Parameters (in Crore)

	31.03.2016	31.03.2015	Growth 2015-16	
			Amount	%
Global Business	3,97,241	4,25,090	(-)27849	(-)6.55
Global Deposits	2,24,514	2,46,049	(-)21535	(-)8.75
Global Advances	1,72,727	1,79,041	(-)6314	(-)1.13
Operating Profit	2,885	3322	(-)437	(-)13.15

**Net Loss** of the Bank for the quarter ended 30.06.2016 stood at (-) Rs.1450.50 crore.

**Net investments** of the Bank decreased to Rs.79,190 crore as on 31.03.2016 from Rs. 81,310 crore as on 31.03.2015.

#### Branch Expansion:-

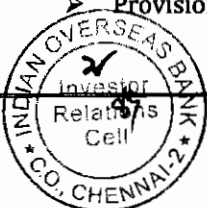
The domestic branch net work of the Bank crossed the milestone mark of 3000 on 17.08.2013. As on 30.06.2016, the Bank had 3401 domestic branches, comprising of 1025 rural branches (30.14% to total branches), 974 Semi Urban branches (28.64%), 739 Urban branches (21.73%) and 653 Metropolitan branches (19.49%).

Apart from 3401 branches, as on 30.06.2016, the Bank had 7 Zonal Offices, 49 Regional Offices, 4 Extension Counters, 20 Satellite Offices, 3 City Back Offices, 18 MSME Processing Centres and 6 Inspectorates.

Major Administrative Office Network reorganization took place with closure of 10 Regional Offices, 41 Rapid Retail Centres, 37 City Back offices. Apart from this 18 Specialised branches and 5 General banking branches were also closed under the rationalization of branches.

#### For Quarter ended 30.06.2016

- The percentage of priority sector advances to Adjusted Net Bank Credit stood Rs.62254crores (37.56 %) as against RBI norms of minimum 40%.
- The Bank's agricultural credit stood at Rs. 28,274 crores as on 30<sup>th</sup> June 2016. The Bank disbursed Rs.38,867 crore under Special Agricultural Credit Plan (SACP) as against the target of Rs.30,300 crore during the year ended 31<sup>st</sup> March 2016.
- Lending to MSME segment is a major thrust area of our Bank. Our Bank's share of credit to Micro, Small and Medium Enterprises (MSME) out of total domestic advances is Rs.27,638 crore. However the share of credit to Micro, Small and Medium Enterprises (MSME) in the total Domestic Credit of the Bank has increased from 19.80% to 20.46% during the year 2015-16.
- The Chamber of Indian Micro Small and Medium Enterprises (MSME) has awarded Banking Excellence Award to the Bank for New Initiatives made during 2013-14. Chamber of Indian Micro Small & Medium Enterprises, Delhi have given the following awards in 2015-16 (MSME Banking Excellence Awards 2015, Best Eco-Tech Savvy Bank for Mid-sized Bank - Winner, Best Bank under MUDRA Yojna for Mid-sized Bank-Winner, Best Bank for Promotional Scheme for Mid-Sized Bank - Runner Up)
- IOB In-House magazine "VANI" (Official Language) has been given First Prize by Government of India in 'C' Region
- Business per employee decreased from Rs 13.24 crore as on 31.03.2015 to as Rs 12.41 Crore on 31.03.2016.
- Gross NPA stood at Rs.33913.15 Crore as on 30.06.2016 and in percentage terms, the Gross NPA ratio was 20.48% as on 30.06.2016.
- Net NPA stood at 21321.24 Crore as on 30.06.2016 and in percentage terms, the Net NPA ratio was 13.97%
- Dividend paid for 2015-16 was Nil
- Provision Coverage Ratio stood at 47.61% as on 30.06.2016 .





### Information Technology Initiatives:

Bank has embarked on technology upgrade and IT transformation. During Current FY, the entire branch network of the Bank has been migrated from in house "CROWN" Software to Finacle Software in a record time. Mobile banking solutions with enquiry services and Real Time Funds Transfer (IMPS) has been lodged along with other new IT initiatives.

### Capital Adequacy Ratio

The Bank's Capital Adequacy Ratio as on 30.06.2016 stood at 9.47% and with the proposed GOI Capital Infusion of Rs.1551 crore, the Capital Adequacy Ratio will become 10.37% as per Basel III norms which is above the requirement of 9.625% prescribed by RBI.

### Para banking

In the area of Para-banking, Bank is concentrating on marketing of insurance products and IT enabled products. The Bank continues with its Corporate Agency arrangement entered into with Universal Sompo General Insurance Company Limited (the Non-Life Insurance Joint Venture Company) and as well with M/s. Apollo Munich Health Insurance Co Ltd, for distribution of non-life insurance products. As on 30.06.2016 the income derived out the para banking products amounts to Rs.3.14 crores

### Steps to improve Profitability

As part of the efforts to improve profitability, bank lays renewed emphasis on improving the CASA ratio, shedding high cost deposits, improve Net Interest Margin, reduction of NPAs to a large extent through intensive recovery measures like conducting frequent Lok Adalats / Recovery Camps, One-Time Settlements and resorting to legal action under SARFAESI Act and sale of financial assets in eligible accounts, curtailing operating expenses and as well cutting down Capital Expenses drastically.

### Overseas Operations:-

As regards our overseas operations, we have eight fullfledged overseas branches - two in Hong Kong, Thailand(Bangkok) and Sri Lanka and one each in Singapore and South Korea . We also have remittance Centers operating at Boon Lay and Serangoon, Singapore. During August 2013, bank has upgraded the Extension Counter at Sri Lanka into a branch with due regulatory approvals increasing the number of branches at Sri Lanka to two.

The Bank's Representative Offices are located in Guangzhou (China), Ho Chi Minh City (Vietnam) and Al Karama, (Dubai). Bank is taking up for/awaiting RBI permission for upgrading its representative office at Dubai, Vietnam and China into full fledged branches.

Our Bank has signed a joint venture agreement with Bank of Baroda and Andhra Bank to open a Banking subsidiary in Malaysia. The Joint venture has been duly incorporated at Malaysia on 13.08.2010 by name "India International Bank (Malaysia) Ltd." BHD and the banking Joint Venture has started functioning from July 2012.

A new branch at Sukhumvit, Bangkok , Thailand was opened on 04.07,2014 and FCBU in Colombo, Sri Lanka commenced operations from January 2014. The overseas business stood at Rs.23004.28 crore as of 30.06.2016

### Vision:-

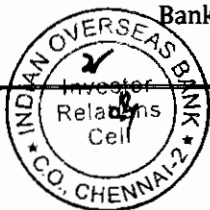
"To be among the top five nationalised banks in terms of business volumes and sustained profitability with global recognition guided by high standards of governance and ethics; and emerge as the "Most Preferred Banking Partner" to unlock value to all its stakeholders.

### Mission:-

Deliver the best of competitive products in terms of quality, range, utility and cost effectiveness

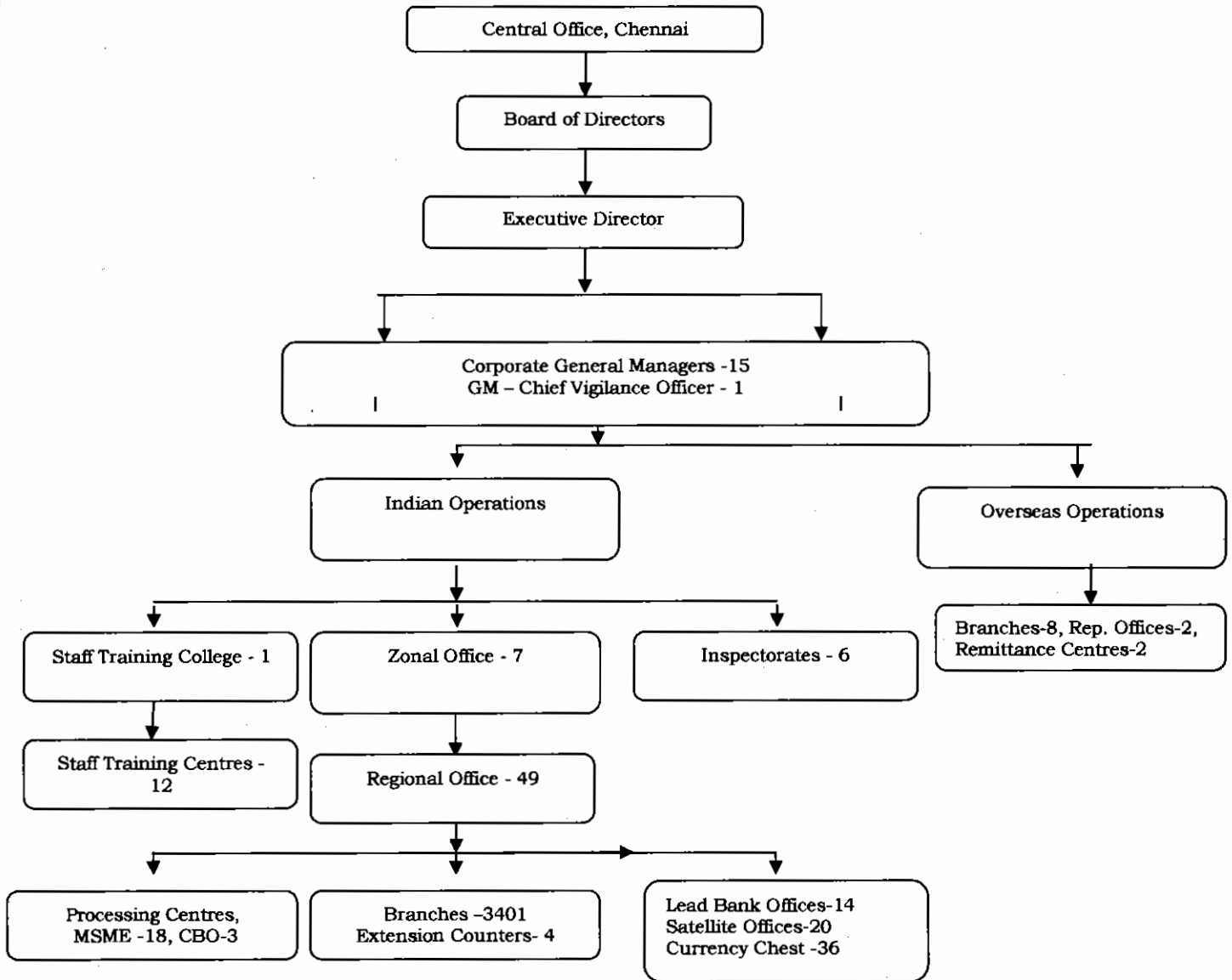
Optimize our HR resources through training, exposure, mentoring and incentive, relying on the "soft touch" instead of the "big stick".

- Develop quality bankers who would rise to be future leaders of the industry.
- Contribute to country's economic growth through dedicated efforts and customer focus.
- Streamline the process of service delivery from time to time to meet emerging requirements.
- Nurture a climate of creative problem-solving to resolve customers' grievances with alacrity ensuring that the Bank is regarded as Customer Centric.
- Emphasize a policy-oriented and rule-driven culture of compliance to meet evolving requirements.
- Engineer CRM (Customer Relationship Management) and insights gained for further enhancement of products and service quality.
- Expand IT infrastructure to deliver all banking services from "one tap" irrespective of customer location.
- Adopt a multi disciplinary approach to facilitate future growth through the evolution of "banks within the Bank"





**(ii) CORPORATE STRUCTURE AS ON 30.09.2016**



**JOINTLY CONTROLLED ENTITY:****Universal Sompo General Insurance Company Ltd.**

Universal Sompo General Insurance Co. Ltd. is a Public-Private Partnership Joint Venture between Allahabad Bank, Sompo Japan Insurance Inc., Dabur Investments, Karnataka Bank and Indian Overseas Bank. Insurance Regulatory and Development Authority granted the License and Certificate of Registration to the company in November 2007. IOB entered into Non Life Insurance Business with Universal Sompo General Insurance (USGI) Company Limited with equity participation of 19% along with the Following Banks and Institutions

Joint Venture equity contributors	%	INR in Crores
Allahabad Bank	30	105.00
Indian Overseas Bank	19	66.50
Karnataka Bank	15	52.50
Dabur Investments	10	35.00
Universal Sompo Insurance Inc	26	91.00
Total	100	350.00

The joint venture has been capitalized with shareholders funds of over Rs.350 cr. including share premium. The company is present across almost all product lines, classified into five major classes: Property, Marine, General Accident, Workmen Compensation and Motor. The company offers a wide variety of insurance products and services to its customers. Its insurance products can generally be classified in Retail and Commercial categories, which include customized packages for Personal Accident and Disability, Home, Property, Motor Vehicles, Health etc

**(iii) KEY OPERATIONAL AND FINANCIAL PARAMETERS FOR THE LAST 3 AUDITED YEARS:-**

Rupees in Crore

Particulars	2013-14	2014-15	2015-16
Paid-up Capital	1235	1235	1807
Reserves	14935	14406	13859
Networth	13052	12446	10411
Total Deposits	227976	246049	224514
Growth %	12.78	7.93	-ve
(%) CASA Share in Total Deposits (%)	25.34	25.09	29.10
Advances	175888	171756	160861
Retail Advances	17040	17531	23044
Priority Sector Advance	58090	63635	67615
Total Income	24853	26077	26046
Total Expenditure	20856	22755	23160
Operating Profit	3997	3322	2885
Net Profit (PAT)	601	(-454)	(-2897)
Number of Branches	3265	3381	3397
Number of ATMs	2533	3571	3793

Key Performance Ratios (%)	2013-14	2014-15	2015-16
Capital Adequacy Ratio - Basel II (%)	11.15	NA	NA
Capital Adequacy Ratio - Basel III (%)	10.78	10.11	9.66
Earning Per Share (Rs.)	4.87	-ve	-ve
Book Value Per Share (Rs.)	105.71	100.75	57.62
Business Per Employee (Rs in Crore)	13.67	13.24	12.41
Profit Per Employee (Rs in Crore)	0.02	-ve	-ve
Return on Average Assets	0.23	-ve	-ve
Cost to Income Ratio	48.40	55.83	63.53
Gross NPA Ratio	4.98	8.33	17.40
Net NPA Ratio	3.20	5.68	11.89
Provision Coverage Ratio	54.94	50.92	47.39
Credit-Deposit Ratio	79.43	72.77	76.93
Priority Credit to Adjusted Net Bank Credit	40.03	39.00	40.29







(iv) **PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS: N.A**

(v) **SUBSIDIARIES OF THE BANK (If any):** As on 30.09.2016 the Bank has no subsidiaries.

**(C) A BRIEF HISTORY OF THE ISSUER SINCE ITS INCORPORATION GIVING DETAILS OF IT'S FOLLOWING ACTIVITIES:-**

**HISTORY:**

The Bank was founded on 10.02.1937, simultaneously setting up domestic and overseas branches on the same day: a befitting description of the name of the Bank. Shri M.Ct.M. Chidambaram Chettiar, a pioneer in industry, banking and insurance was the founder of the Bank. The Bank is professionally managed with a track record of profitability.

At the time of India's independence in 1947, the Bank had 38 branches in India and 7 branches abroad. Deposits amounted to Rs.6.64 crore and Advances Rs.3.23 crore. During the 1960s Indian Banking witnessed strong wave of mergers of weak private sector banks with stronger institutions. IOB itself took five banks into its fold, which helped the Bank widen its reach. The Bank has been attending to the needs of small industry and agriculture since long. Personal loans were given by the Bank right in the early 1950s when the concept was new to the banking industry. Customer service was given top priority by the Bank ever since inception. The Bank also gave importance to mechanization for improving customer service as early as in the 1960s.

For 32 years, the Bank grew globally and by the end of 1969 it had Rs.146 crore of business transacted through 213 branches. The Bank was nationalized under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. During the period of nationalisation, the Bank made rapid strides in all the major business parameters. In the 1990s, consolidation has been receiving greater attention. The Bank is one among the first few banks that were accorded autonomous status in 1997. The Bank has sponsored two regional rural banks, viz. Pandyan Grama Bank in Tamil Nadu and Odisha Gramya Bank in Orissa which was established on amalgamation of erstwhile Puri Gramya Bank, Neelanchal Gramya Bank and Dhenkanal Gramya Bank.

Concomitant with the takeover of the assets and liabilities of Shree Suvarna Sahakari Bank Ltd. by the Bank, RBI has issued separate licences for the 12 branches of the urban co-operative bank located in Maharashtra and operations have been commenced at these branches with effect from 20.05.2009.

**PRESENT STATUS**

The Bank as on June 30,2016 has 3,401 branches , 8 Overseas Branches, 2 Overseas Representative Offices, 2 Overseas Remittance Centres, 6 Inspectorates, 7 Zonal Offices, 49 Regional Offices, 1 Staff College, 12 Staff Training Centres, 4 Extension Counters, 18 MSME Processing Centres, 3 CBOs, 14 Lead Bank Offices, 36 Currency Chests and 20 Satellite Offices.

The Bank has been entrusted with State Level Bankers' Committee (SLBC) convenorship in Tamilnadu. The Bank is continuing its endeavour for economic upliftment of the state through its various developmental programmes. The Bank has lead responsibility in 13 districts in Tamil Nadu and 1 district in Kerala.

**i. DETAILS OF EQUITY SHARE CAPITAL AS ON LAST QUARTER END (30.09.2016):-**

Equity Share Capital	Amount (Rs. In Crore)
Authorized Share Capital	3000.00
Issued, Subscribed and Paid-up Equity Share Capital	2454.73

**ii. CHANGES IN ITS CAPITAL STRUCTURE AS ON LAST QUARTER END, FOR THE LAST FIVE YEARS:-**

Particulars	Year	Price Issued	No of shares	(Amount Rs. in Crs)	
				Share premium	Equity Capital
Initially held by Central Government			33,36,00,000		333.60
Initial public Offer	September, 2000	Rs.10/-	11,12,00,000		111.20
Follow on Public Issue	September, 2003	Rs.10/- + Rs.14/-	10,00,00,000	140.00	100.00
Preferential allotment to GOI	March, 2011	Rs.10/-+ Rs.132.53/-	7,39,49,343	980.05	73.95





Preferential allotment to GOI and LIC	March, 2012	Rs.10/- + Rs.87.82/- GOI: LIC:	14,73,11,388 3,09,37,467	1565.38	178.25
Preferential allotment to GOI	March, 2013	Rs.10/- + Rs.68.68/-	12,70,97,102	872.91	127.10
Preferential allotment to GOI	December 2013	Rs.10/- + Rs.42.23	22,97,53,015	970.25	229.75
Preferential allotment to LIC	March, 2014	Rs.10/- + Rs.38.84/-	8,15,00,000	316.54	81.50
Preferential allotment to GOI	October 2015	Rs.10 + Rs.31.37	48,56,17,597	1523.38	485.62
Preferential allotment to LIC	March 2016	Rs.10/- + Rs.13.45	8,62,99,771	116.07	86.30
Preferential allotment to QIBs	May 2016	Rs.10/- + Rs.18.55	9,17,48,448	170.20	91.75
Preferential allotment to GOI	Sep 2016	Rs.10+ Rs.17.91	55,57,14,797	995.29	555.71
<b>Total</b>			<b>2454728928</b>	<b>7650.07</b>	<b>2454.73</b>

iii. **EQUITY SHARE CAPITAL HISTORY OF THE BANK AS ON LAST QUARTER END, FOR THE LAST FIVE YEARS**  
(Rs. In crore)

Equity Shares Allotted during the financial year	No of Equity Shares	Face Value (Rs.)	Issue Price (In Rs)	Consideration (Cash, other than cash, etc)	Nature of Allotment	Cumulative		
						No. of Equity Shares	Share capital	Share premium
<b>OPENING (31.3.2010)</b>	<b>544800000</b>	<b>10</b>				<b>544800000</b>	<b>544.80</b>	<b>140.00</b>
2010-11	73949343	10	142.53	cash	Preferential	618749343	618.75	1120.05
2011-12	178248855	10	97.82	Cash	preferential	796998198	797.00	2685.43
2012-13	127097102	10	78.68	Cash	preferential	924095300	924.10	3558.34
2013-14	229753015	10	52.23	Cash	preferential	1153848315	1153.85	4528.59
2013-14	81500000	10	48.84	Cash	preferential	1235348315	1235.35	4845.13
2015-16	485617597	10	41.37	cash	preferential	1720965912	1720.97	6368.51
2016-17	86299771	10	23.18	cash	preferential	1807265683	1807.27	6482.25
2016-17	91748448	10	28.55	cash	preferential	1899014131	1899.01	6654.78
2016-17	555714797	10	27.91	Cash	preferential	2454728928	2454.73	7650.07
<b>As of 30.09.2016</b>						<b>2454728928</b>	<b>2454.73</b>	<b>7650.07</b>

iv. **DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR: - None**

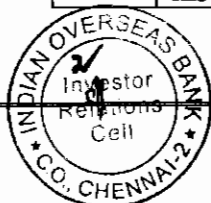
v. **DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR:-**

Major Administrative Office Network reorganization took place with closure of 10 Regional Offices, 41 Rapid Retail Centres, 37 City Back Offices. Apart from this 18 Specialised branches and 5 General banking branches were also closed under the rationalization of branches.

(D) **DETAILS OF THE SHAREHOLDING OF THE BANK AS ON THE LATEST QUARTER END (30.09.2016)**

i. **SHAREHOLDING PATTERN OF THE BANK AS ON LAST QUARTER END (30.09.2016)**

SI. No	Category	No. of Shares	% of share holding
	<b>PROMOTERS HOLDING</b>		
1	Government of India	1953043242	79.56
	<b>Sub-Total</b>	<b>1953043242</b>	<b>79.56</b>
	<b>NON-PROMOTERS HOLDING</b>		
2	<b>Institutional Investors</b>		





Sl. No	Category	No. of Shares	% of share holding
a	Mutual funds and UTI	613955	0.03
b	Banks, Financial Institutions	300106010	12.23
c	Insurance Companies	13438245	0.55
d	Foreign Institutional Investors & FPI	18606716	0.76
e	Overseas Corporate Body	48000	0.00
	<b>Sub-Total</b>	<b>332812926</b>	<b>13.57</b>
3	<b>OTHERS</b>		
a	Private Corporate Bodies	35725484	1.45
b	Individuals	123906525	5.05
c	NRI	6162538	0.25
d	Others	3078213	0.12
	Sub-total	<b>168872760</b>	<b>6.87</b>
	<b>GRAND TOTAL</b>	<b>2454728928</b>	<b>100.00</b>

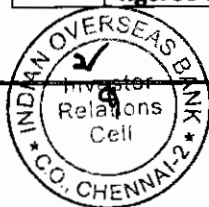
Notes: - Shares pledged or encumbered by the promoters- None

ii) LIST OF TOP 10 SHAREHOLDERS OF THE BANK AS ON THE LATEST QUARTER ENDED (30.09.2016) HOLDERS OF EQUITY

SL.NO	NAME OF THE HOLDER(S)	SHARES	PERCENTAGE
1	PRESIDENT OF INDIA	1953043242	79.56
2	LIFE INSURANCE CORPORATION OF INDIA AND ITS VARIOUS SCHEMES	262053524	10.68
3	BANK OF BARODA	12821637	0.52
4	LIFE INSURANCE CORPORATION OF INDIA MARKET AND GROWTH FUND	9385910	0.38
5	UNITED INDIA INSURANCE COMPANY LIMITED	8756567	0.36
6	SYNDICATE BANK	8198670	0.33
7	VIJAYA BANK	7767677	0.32
8	ASHISH RAMESHKUMAR GOENKA/LAVINA ASHISH KUMAR	7601781	0.31
9	SHRIRAM GENERAL INSURANCE COMPANY LIMITED	7005254	0.29
10	SHRIRAM LIFE INSURANCE COMPANY LIMITED	7005254	0.29
		<b>2283639516</b>	<b>93.03</b>

E) FOLLOWING DETAILS REGARDING THE DIRECTORS OF THE BANK: (As on 30.09.2016)

S.No.	Name, Designation, Occupation	Date of Appointment	Date of Retirement/ End of term	Other Directorship
1.	<b>Shri Atul Agarwal</b> Designation: Executive Director Age: 59 Years	September 27, 2013	30.09.2016	Nil
2.	<b>Shri. R. Subramaniakumar</b> Designation : Executive Director Age :57 years	September 29, 2016	Until Further Orders	Nil
3.	<b>Ms. Annie George Mathew</b> Designation: Govt. Nominee Director Age: 44 Years	July 22, 2016	Until Further Orders	Nil
4.	<b>Shri Nirmal Chand</b> Designation: RBI Nominee Director Age -54 years	March 13, 2014	Until Further Orders	Nil
5.	<b>Shri R Sampath Kumar</b> Designation: Workmen Employee Director Age: 58 Years	January 24, 2014	January 23, 2017	Nil





S.No.	Name, Designation, Occupation	Date of Appointment	Date of Retirement/ End of term	Other Directorship
6.	<b>Shri. K. Raghu</b> Chartered Accountant Age : 50 years	July 26, 2016	Until Further Orders	Nil
7.	<b>Shri Chinnaiah</b> <b>Designation:</b> Part-time Non-Official Director Age: 57 Years	November 13, 2013	November 12, 2016	Nil
8.	<b>Smt. S Sujatha</b> <b>Designation:</b> Part-time Non-Official Director Age: 44 Years	December 05, 2013	December 04, 2016	Nil
9.	<b>Shri A.B.D. Badushas</b> <b>Designation:</b> Part-time Non-Official Director Age: 53 Years	December 12, 2013	December 12, 2016	
10.	<b>Shri Niranjana Kumar Agarwal</b> <b>Designation:</b> Shareholder Director, Age: 57 Years	December 08, 2014	December 7, 2017	Vico Infrastructure Private Ltd
11.	<b>Shri Sanjay Rungta</b> <b>Designation:</b> Shareholder Director Age: 50 Years	December 08, 2014	December 7, 2017	Nil
12.	<b>Shri. Vishnukumar Bansal</b> <b>Designation :</b> Additional Director	August 08, 2016	August 7, 2018	

None of the current directors of the Bank appear in the RBI's defaulter list or ECGC's default list.

**(ii) DETAILS OF CHANGE IN DIRECTORS SINCE LAST THREE YEARS:**

Sr. No.	Name	Designation			Remarks
			Date of Appointment	Date of Retirement/ Demission/ Completion of Tenure	
	<b>01.04.2013-31.03.2014</b>				
1	Shri. A. K. Bansal	Executive Director	01.09.2010	31.05.2013	Retired on Superannuation on 31.05.2013
2	Shri. Atul Agarwal	Executive Director	27.09.2013	30.09.2016	Appointed by GOI on 27.09.2013
3	Shri. S.V. Raghavan	RBI Nominee Director	30.07.2010	12.03.2014	Demitted office on 12.03.2014
4	Shri. Nirmal Chand	RBI Nominee Director	13.03.2014	Until further orders	Nominated as RBI Nominee Director on 13.3.2014
5	Shri. Sridhar Lal Lakhota	Workmen Employee Director	09.08.2010	08.08.2013	Demitted Office on completion of 3 year term
6	Shri. R. Sampath Kumar	Workmen Employee Director	24.01.2014	23.01.2017	Nominated by GOI on 24.01.2014
7	Shri. Jai Deo Sharma	Officer Employee Director	02.05.2013	01.05.2016	Nominated by GOI on 02.05.2013
8	Shri. Chinnaiah	Director/Part time Non-Official	13.11.2013	12.11.2016	Nominated by GOI on 13.11.2013
9	Smt. S. Sujatha	Director/Part time Non-Official	05.12.2013	04.12.2016	Nominated by GOI on 05.12.2013
10	Shri. A B D Badushas	Director/Part time Non-Official	12.12.2013	11.12.2016	Nominated by GOI on 12.12.2013





	<b>01.04.2014 TO 31.03.2015</b>				
1	Dr. M. Narendra	Chairman & Managing Director	01.11.2010	31.07.2014	Retired on Superannuation on 31.07.2014
2	Shri. A.D.M. Chavali	Executive Director	28.12.2011	31.10.2014	Retired on Superannuation on 31.10.2014
3	Shri. Ajit Vasant Sardesai	Shareholder Director	08.12.2011	07.12.2014	Demitted office on completion of 3 year term
4	Prof. S. Sadagopan	Shareholder Director	08.12.2011	07.12.2014	Demitted office on completion of 3 year term
5	Shri. Niranjn Kumar Agarwal	Chartered Accountant Director/Part time Non-Official	01.11.2011	31.10.2014	Demitted office on completion of 3 year term
6	Shri. Niranjn Kumar Agarwal	Shareholder Director	08.12.2014	07.12.2017	Deemed to be elected as Shareholder Director with effect from 08.12.2014.
7	Shri. Sanjay Rungta	Shareholder Director	08.12.2014	07.12.2017	Deemed to be elected as Shareholder Director with effect from 08.12.2014
8	Shri. R. Koteeswaran	Managing Director & Chief Executive Officer	31.12.2014	30.06.2016	Appointed by GOI on 31.12.2014.
9	Shri Pawan Kumar Bajaj	Executive Director	10.03.2015	31.03.2018	Appointed by GOI on 10.03.2015.

**Details of Change in Directors 01.04.2015 to 31.03.2016 NIL**

	<b>01.04.2016 TO TILL DATE</b>				
1	Shri. R. Koteeswaran	Managing Director & Chief Executive Officer	31.12.2014	30.06.2016	Retired on Superannuation on 30.06.2016
2	Shri. Pawan Kumar Bajaj	Executive Director	10.03.2015	09.08.2016	Demitted office consequent to appointment as MD & CEO of United Bank of India
3	Dr Alok Pande	Govt. Nominee Director	22.07.2011	21.07.2016	Demitted Office on 21.07.2016
4	Dr Jai Deo Sharma	Officer Employee Director	02.05.2013	01.05.2016	Demitted Office on completion of 3 year term
5	Ms Annie George Mathew	Govt. Nominee Director	22.07.2016	Until Further Orders	Nominated by GOI vide Notification dated 22.07.2016.
6	Shri K. Raghu	Chartered Accountant Director	26.07.2016	25.07.2019	Nominated by GOI vide Notification dated 26.07.2016.
7	Shri. Vishnukumar Bansal	Additional Director	08.08.2016	07.08.2018	Nominated by RBI vide Order dated 05.08.2016
8	Shri. R. Subramaniakumar	Executive Director	29.09.2016	Until further orders	Appointed by GOI on 29.09.2016



**(F) FOLLOWING DETAILS REGARDING THE AUDITORS OF THE BANK:-**

Sr No.	Name & Address of the Auditors	Remarks
1	M/s. Vardhaman & Co New No.12, Old No.31A, Krishna Street, T. Nagar, Chennai-600 017	Appointed during 2014-15
2	M/s ASA & Associates LLP 81/1, Third Floor, Adchini Aurobindo Marg, New Delhi-110 017	Appointed during 2014-15
3	M/s. A.V. Deven & Co, Flat No.E, 3 <sup>rd</sup> Floor, NuTech Janaki, No.9 (Old No.11), 27 <sup>th</sup> Street, Ashok Nagar, Chennai-600 083	Appointed during 2014-15
4	M/s. Haribhakti & Co LLP 705, Leela Business Park, Andheri-Kurla Road, Andheri East, Mumbai-400 059	Appointed during 2015-16
5	M/s. Talati & Talati., 2 <sup>nd</sup> & 3 <sup>rd</sup> Floor, Ambica Chambers, Near Old High Court, Navarangpura, Ahmedabad-380009	Appointed during 2015-16

**DETAILS OF CHANGE IN AUDITOR SINCE LAST THREE YEARS:-**

Sr No.	Name & Address of the Auditors	Remarks
1	M/s. P R Mehra & Co 56, Darya Ganj, New Delhi - 110 002	Appointed during 2012-13
2	M/s. Dass Khanna & Co., B-Xx-2815(Old No.711) Pakhawal Road, Gurdev Nagar, Ludhiana - 141 001, Punjab	Appointed during 2012-13
3	M/s. Mittal Gupta & Co 14, Ratan Mahal, 15/97 Civil Lines, Kanpur-208 001	Completed the term During 2012-13
4	M/s. M. Bhaskara Rao & Co., 5-D, 5 <sup>th</sup> Floor, "Kauytilya" 6-3-652, Somajiguda	Completed the term During 2012-13
5	M/s. S. R. Mohan & Co. III rd Floor, North Block, Raghava Ratna Towers Chirag Ali Lane, Hyderabad - 500 001	
6	M/s. Badari Madhusudhan & Srinivasan 132 Kantha Court, II Floor, Lalbagh Road, Bangalore-560 027	Completed term during 2013-14
7	M/s. B.Thiagarajan & Co "Vigfin House", New No.24 (Old No.15), Yogambal Street, T. Nagar, Chennai-600 017	Completed term during 2013-14
8	M/s. Sankar & Moorthy, TC 37/1271, SCNRA 9, Airport Road, Fort P.O.Trivandrum-23	Completed term during 2013-14
9	M/s. P R Mehra & Co 56, Darya Ganj, New Delhi - 110 002	Completed term during 2015-16
10	M/s. Dass Khanna & Co., B-Xx-2815(Old No.711) Pakhawal Road, Gurdev Nagar, Ludhiana - 141 001, Punjab	Completed term during 2015-16

**G) DETAILS OF BORROWINGS OF THE BANK, AS ON THE LATEST QUARTER END (30.06.2016)**

Details of Secured Loan facilities:-

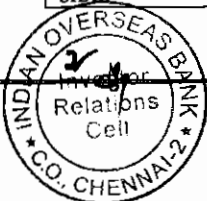
(Rs.In Crores)

Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/ Schedule	Security
CCIL	CBLO	450.00	449.92	01.07.2016	GOI Securities

(i) Details of Unsecured Loan facilities as on 30.06.2016:-

Rs. In crores.

Name of the Institution	Type of Facility	Amount Sanctioned	Principal O/s	Repayment
SIDBI	Refinance	2000.00	2000.00	04.03.2017
SIDBI	Refinance	2000.00	2000.00	02.09.2018
SIDBI	Refinance	100.00	100.00	12.06.2018





## (ii) Details of Unsecured Bonds issued by Bank as on 30.09.2016

Lenders Name	Type of Facility	Principal Amount outstanding (Rs. In lacs)	Repayment Date/ Schedule
Various Bond holders	Bonds (Hybrid)	213230	Multiple Maturities
Various Bond holders	Subordinated Bonds	159000	Multiple Maturities
Various Bond holders	Innovative Perpetual Debt Instruments	30000	Multiple Maturities
Various Bond holders	AT1 Basel III Perpetual Debt Instruments.	100000	Call option on 04.02.2020

## (iii) Details of Outstanding Bonds as on 30.09.2016.

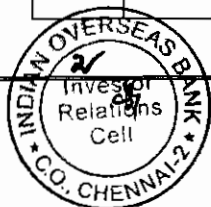
Series	Type	ISIN No	Date of Issue	Tenor (Months)	Date of redemption	Amount (Rs in Cr)	Coupon Rate (%)	Rating	Remarks
XII	LOWER TIER II	INE565A09165	22.08.2008	120	22.08.2018	300.00	10.85	CRISIL A+ ICRA A+	Put: N.A. Call: N.A.
XIII		INE565A09181	24.08.2009	120	24.08.2019	290.00	8.48	CRISIL A+ ICRA A+	Put: N.A. Call: N.A.
XIV		INE565A09215	31.12.2010	120	31.12.2020	1000.00	8.95	CRISIL A+ ICRA A+	Put: N.A. Call: N.A.
II	UPPER TIER II	INE565A09173	17.09.2008	@180	@17.9.2018	655.30	11.05	CRISIL A- ICRA A-	Put: N.A. Call: At the end of 10 <sup>th</sup> year from the date of allotment. (i.e. 17.09.2018)
III		INE565A09199	01.09.2009	@180	@01.9.2019	510.00	8.80	CRISIL A- ICRA A-	Put: N.A. Call: At the end of 10 <sup>th</sup> year from the date of allotment. (i.e. 01.09.2019)
IV		INE565A09223	10.01.2011	@180	@10.1.2026	967.00	9.00	CRISIL A- ICRA A-	Put: N.A. Call: May be exercised by the bank only if the instrument has run for at least 10 years with the prior approval of RBI.
IV	PERPETUAL BASEL II	INE565A09207	29.09.2009	@ PERPETUAL	@29.9.2019	300.00	9.30	CRISIL A- ICRA A-	Put: N.A. Call: At the end of 10 <sup>th</sup> year from the deemed date of allotment (i.e. 29.09.2019)
AT I Perpetual Bond	Addl. Tier I	INE565A09231	04.02.2015	@@ PERPETUAL	@@ 04.02.2020	1000.00	10.00	Brickwork BWR BBB+ CARE BBB	Put: N.A. Call: May be exercised by the bank if the instrument has run for at least 5 years with the prior approval of RBI.

@ Call option available at the end of 10 years (with the prior approval of RBI). If the Call option is not exercised, the coupon rate will be stepped up 50 bps.

@@Call option available at the end of 5 years (with the prior approval of RBI).

## PERPETUAL BASEL III TOP 10 BOND HOLDERS AS ON 30.09.2016

SLNO	NAME	NO.OF BONDS	CATEGORY
1	L AND T INFRASTRUCTURE FINANCE COMPANY LIMITED	3249	Corporate Body-Domestic
2	L AND T FINCORP LIMITED	1000	Corporate Body-Domestic
3	63 MOONS TECHNOLOGIES LIMITED	500	Corporate Body-Others
4	THE KARNATAKA STATE CO OP APEX BANK LTD	450	Bank-Co operative
5	WELSPUN CORP LTD	405	Corporate Body-Domestic
6	TATA CAPITAL FINANCIAL SERVICES LIMITED	400	Corporate Body-Domestic
7	INDIAN INSTITUTE OF MANAGEMENT	250	Trusts
8	AIR- INDIA EMPLOYEES PROVIDENT FUND	250	Trusts
9	ALLAHABAD BANK (EMPLOYEES') PENSION FUND	200	Trusts
10	VIJAYA BANK EMPLOYEES PENSION FUND	200	Trusts





PERPETUAL BASEL II BONDS TOP 10 HOLDERS AS ON 30.09.2016			
SLNO	NAME	BONDS	CATEGORY
1	THE WEST BENGAL STATE CO-OPERATIVE BANK LTD.	800	Bank-Co operative
2	TRUSTEES CENTRAL BANK OF INDIA EMPLOYEES PENSION FUND	500	Trusts
3	INDIAN OVERSEAS BANK EMPLOYEES' PENSION FUND	500	Trusts
4	PUNJAB NATIONAL BANK EMPLOYEES PENSION FUND	230	Trusts
5	PUNJAB NATIONAL BANK EMPLOYEES PROVIDENT FUND	210	Trusts
6	VISAKHAPATNAM STEEL PROJECT EMPLOYEES PROVIDENT FUND TRUST	170	Trusts
7	INDIAN AIRLINES EMPLOYEES PROVIDENT FUND	123	Trusts
8	MTNL - GRATUITY TRUST	95	Trusts
9	UTTAR BIHAR GRAMIN BANK	60	Corporate Body-Others
10	TATA MOTORS LIMITED PROVIDENT FUND	50	Trusts

LOWER TIER II BONDS TOP 10 HOLDERS AS ON 30.09.2016			
SLNO	NAME 1	BONDS	Category
1	CBT EPF-05-C-DM	4986	Corporate Body-Central Govt
2	CBT-EPF-05-E-DM	2900	Corporate Body-Central Govt
3	CBT EPF-05-A-DM	2900	Corporate Body-Central Govt
4	CBT EPF-05-D-DM	2400	Corporate Body-Central Govt
5	STATE BANK OF INDIA EMPLOYEES PENSION FUND	1200	Trusts
6	CBT EPF-05-B-DM	1150	Corporate Body-Central Govt
7	COAL MINES PROVIDENT FUND ORGANISATION	250	Trusts
8	COAL MINES PENSION FUND	100	Trusts
9	CBT EPF-09-C-DM	10	Corporate Body-Central Govt
10	CBT EPF-08-C-DM	4	Corporate Body-Central Govt

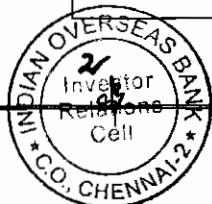
UPPER TIER II BONDS TOP 10 AS ON 30.09.2016			
SLNO	NAME 1	BONDS	CATEGORY
1	CBT EPF-05-C-DM	5850	Corporate Body-Central Govt
2	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	5000	FI-Govt Sponsered
3	CBT EPF-05-B-DM	1600	Corporate Body-Central Govt
4	CBT EPF-11-B-DM	640	Corporate Body-Central Govt
5	BOARD OF TRUSTEES HINDUSTAN STEEL LIMITED BHILAI STEEL PROJECT PROVIDENT FUND	597	Trusts
6	INDIAN OVERSEAS BANK EMPLOYEES' PENSION FUND	500	Trusts
7	ALLAHABAD BANK (EMPLOYEES') PENSION FUND	400	Trusts
8	BOARD OF TRUSTEES FOR BOKARO STEEL EMPLOYEES PROVIDENT FUND	250	Trusts
9	INDIAN OIL CORPORATION LTD (REFINERIES DIVISION) EMPLOYEES PROVIDENT FUND	250	Trusts
10	HDFC BANK LIMITED COVERED EMPLOYEES PROVIDENT FUND TRUST	250	Trusts

i) **THE AMOUNT OF CORPORATE GUARANTEE ISSUED BY THE ISSUER ALONG WITH NAME OF THE COUNTERPARTY (LIKE NAME OF THE SUBSIDIARY, JV ENTITY, GROUP BANK, ETC) ON BEHALF OF WHOM IT HAS BEEN ISSUED.**

The Issuer has not issued any corporate guarantee in favour of any counterparty including its joint venture entities, group companies, etc except for those given as a part of business of the Bank to earn fee based income.

ii) **DETAILS OF CERTIFICATE OF DEPOSITS:- THE TOTAL FACE VALUE OF CERTIFICATE OF DEPOSITS OUTSTANDING AS ON THE LATEST MONTH END TO BE PROVIDED AND ITS BREAKUP IN FOLLOWING TABLE: (30.09.2016)-**

DATE OF ISSUE	DATE OF MATURITY	FACE VALUE ( Rs in Crore)	ROI
14.03.2016	14.03.2017	100.00	8.30
	Total	100.00	







(vi) DETAILS OF REST OF THE BORROWING (IF ANY INCLUDING HYBRID DEBT LIKE FCCB, OPTIONALLY CONVERTIBLE DEBENTURES / PREFERENCE SHARES) AS ON 30.09.2016:-

Party Name (in case of Facility) / Instrument Name	Type of Facility / Instrument	Amt Sanctioned / Issued	Principal Amt outstanding	Repayment Date/Schedule	Credit Rating	Secured / Unsecured	Security
-	-	-	-	-	-	-	-

(vii) DETAILS OF ALL DEFAULT/S AND/OR DELAY IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE BANK, IN THE PAST 5 YEARS.

NIL

- a) The main constituents of the Issuer's borrowings are generally in the form of deposits, loans from Reserve Bank of India, other banks and institutions, bonds, etc.
- b) The Issuer has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.
- c) The Issuer has neither defaulted in repayment/redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past.
- d) The Issuer has not defaulted in any of its payment obligations arising out of any corporate guarantee issued by it to any counterparty including its joint entities, group companies etc in the past.

(viii) DETAILS OF ANY OUTSTANDING BORROWINGS TAKEN/ DEBT SECURITIES ISSUED WHERE TAKEN / ISSUED (I) FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, (II) AT A PREMIUM OR DISCOUNT, OR (III) IN PURSUANCE OF AN OPTION;

The Issuer confirms that other than and to the extent mentioned elsewhere in this Disclosure Document, it has not issued any debt securities or agreed to issue any debt securities or availed any borrowings for a consideration other than cash, whether in whole or in part, at a premium or discount or in pursuance of an option since inception.

(H) DETAILS OF PROMOTERS OF THE BANK:-

DETAILS OF PROMOTER HOLDING IN THE BANK AS ON THE LATEST QUARTER END: - (30.09.2016)

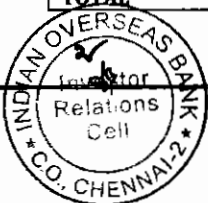
Sl. No.	Name of the Shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares	No. of Shares Pledged	% of Shares pledged with respect to shares owned
1.	Government of India	1953043242	1953043242	79.56	Nil	Nil

I) ABRIDGED VERSION OF AUDITED STANDALONE

ABRIDGED VERSION OF AUDITED STANDALONE FINANCIAL INFORMATION (LIKE PROFIT & LOSS STATEMENT, BALANCE SHEET AND CASH FLOW STATEMENT) FOR AT LEAST LAST THREE YEARS AND AUDITOR QUALIFICATIONS, IF ANY. \*

\* BALANCE SHEET FOR THE LAST THREE YEARS-

BALANCE SHEET FOR THE LAST THREE YEARS	Rs in Crore		
	As on 31 <sup>st</sup> March 2016	As on 31 <sup>st</sup> March 2015	As on 31 <sup>st</sup> March 2014
<b>Particulars</b>			
<b>CAPITAL AND LIABILITIES</b>			
Capital	1807	1235	1235
Reserves & Surplus	13859	14406	14935
Deposits	224514	246049	227976
Borrowings	27183	18232	24456
Other Liabilities & Provisions	7073	5715	6303
<b>TOTAL</b>	<b>274436</b>	<b>285637</b>	<b>274905</b>





<b>ASSETS</b>			
Cash and Balances with Reserve Bank of India	14033	12638	11735
Balances with Banks Money at call & short notice	8213	12261	7274
Investments	79189	81310	70237
Advances	160861	171756	175888
Fixed Assets	3270	2507	2604
Other Assets	8870	5165	7167
<b>TOTAL</b>	<b>274436</b>	<b>285637</b>	<b>274905</b>

**\*PROFIT AND LOSS ACCOUNT FOR THE LAST 3 YEARS**

<b>PROFIT &amp; LOSS ACCOUNT FOR THE LAST 3 YEARS</b>		<i>Rs in Crore</i>		
<b>Particulars</b>	<b>31<sup>st</sup> March 2016</b>	<b>31<sup>st</sup> March 2015</b>	<b>31st March 2014</b>	<b>31st March 2013</b>
<b>INCOME</b>				
Interest earned	23517	23938	22684	20677
Other Income	2528	2139	2169	1973
<b>TOTAL</b>	<b>26045</b>	<b>26077</b>	<b>24853</b>	<b>22650</b>
<b>EXPENDITURE</b>				
Interest expended	18134	18554	17107	15425
Operating Expenses	5025	4200	3749	3408
Provisions & contingencies	5783	3777	3395	3250
<b>TOTAL</b>	<b>28942</b>	<b>26531</b>	<b>24251</b>	<b>22083</b>
<b>PROFIT/LOSS</b>				
<b>Net Profit for the Year</b>	<b>(-2897)</b>	<b>(-454)</b>	<b>602</b>	<b>567</b>
Profit Brought forward from previous Year	(-490)	-	0	0
<b>TOTAL</b>	<b>(-3387)</b>	<b>(-454)</b>	<b>602</b>	<b>567</b>
<b>APPROPRIATIONS</b>				
Transfer to Statutory Reserve	0	-	151	142
Transfer to Capital Reserve	36	36	63	54
Transfer to Revenue Reserve	0	-	20	1
Transfer to Special Reserve	0	-	200	155
Interim Dividend and Proposed Dividend (Including Dividend Tax)	0	-	168	215
Balance carried over to Balance Sheet	(-3423)	-	0	0
<b>TOTAL</b>	<b>(-3387)</b>	<b>36</b>	<b>602</b>	<b>567</b>
<b>Statement of Cash Flow for the year ended</b>	<b>Year ended 31.03.2016</b>	<b>Year ended 31.03.2015</b>	<b>Year ended 31.03.2014</b>	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit</b>	<b>-28 97 32 75</b>	<b>-4543251</b>	<b>6 01 74 11</b>	
<b>Adjustments for :</b>				
Amortisation of HTM Investments	1 03 86 66	883683	81 25 78	
Loss on Revaluation of Investments	1 53 60	2534845	1 04 67 43	
Depreciation on Fixed Assets	1 96 48 08	1490008	1 41 31 60	
Profit / Loss on Sale of Assets	-1 24 72	(-11485)	- 1 86 84	





Transfer from Reserves	16 45 12 95	325442	-3 60 61 54
Provision for taxes	4 18 53 35	8363416	2 41 29 91
Provision for NPAs	67 42 96 42	37564748	22 10 79 79
Provision for Standard Assets	-2 49 47 53	(-465123)	2 46 13 43
Depreciation on Investments	31 74 38	(-5293906)	4 65 43 44
Provision for Other Items	-11 60 98 29	(-2402467)	2 31 83 71
Interest Paid on Tier II Interest	5 69 01 90	6031581	6 07 81 35
Increase / (Decrease) in Deposits	-215 34 48 19	180726349	258 40 73 86
Increase / (Decrease) in Borrowings	98 00 89 69	(-70733651)	11 33 17 60
Increase / (Decrease) in Other Liabilities & Provisions	27 69 13 84	(-1613502)	5 62 07 54
(Increase) / Decrease in Investments	19 83 65 03	(-108796355)	-89 98 48 91
(Increase) / Decrease in Advances	41 52 38 84	3690979	-179 66 28 47
(Increase) / Decrease in Other Assets	-37 87 18 46	11877858	-13 98 00 54
Direct Taxes Paid	-3 36 18 88	(-220133)	-4 65 00 00
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>-15 51 54 08</b>	<b>59409036</b>	<b>32 78 03 26</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Sale / disposal of Fixed Assets		80311	1 86 84
Purchase of Fixed Assets	9 97 72 59	-1659446	-2 21 57 78
Investment in Associates	-12 51 28 13	-63743	-6 89 46
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>-</b>	<b>-1642878</b>	<b>-2 26 60 39</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds of Equity Share Issue		-	15 98 04 60
Proceeds of Tier I & TIER II Bonds		10000000	-
Redemption of Tier II Bonds	5 71 91 74	-2000000	-2 00 00 00
Interest Paid on Tier II Capital	-2 00 00 00	-6145824	-6 04 62 06
Dividend Paid	-6 50 00 00	-722648	-94 49 61
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>-5 69 13 18</b>	<b>1131528</b>	<b>6 98 92 92</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)</b>	<b>-</b>	<b>58897686</b>	<b>37 50 35 79</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>			
	<b>-8 47 21 44</b>		
Cash & Balances with RBI		117350975	98 37 82 50
Balances with Banks & Money at Call	<b>-26 52 31 06</b>	72736803	54 20 59 49
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>			
Cash & Balances with RBI	126 37 77 47	126377747	117 35 09 75
Balances with Banks & Money at Call	122 60 77 16	122607716	72 73 68 03
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>-26 52 31 06</b>	<b>58 89 76 86</b>	<b>37 50 35 79</b>

\* **AUDITOR QUALIFICATIONS**

Financial Year	Auditors' Qualifications
2015-16	NIL
2014-15	NIL
2013-14	NIL

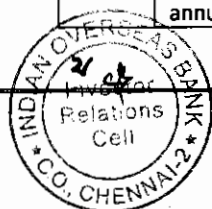




**(J) ABRIDGED VERSION OF LATEST AUDITED/ LIMITED REVIEW FIRST QUARTER FY 2016-17 (WHEREVER AVAILABLE) AND STANDALONE FINANCIAL INFORMATION (LIKE PROFIT & LOSS STATEMENT, AND BALANCE SHEET) AND AUDITORS QUALIFICATIONS, IF ANY. STANDALONE FINANCIAL RESULTS AS 30.06.2016**

Rs. Lacs

Sl.No.	Particulars	Three months ended 30.06.2016	Quarter ended 31.03.2016 (Audited)	Quarter ended 30.06.2015 (Reviewed)	Year ended 31.03.2016 (Audited)
1	Interest Earned (a) + (b) +(c)+ (d)	5,21,554	5,47,169	6,13,727	23,51,729
	(a)Interest/discount on advances/bills	3,73,722	3,79,426	4,38,667	16,66,231
	(b) Income on Investments	1,37,432	1,59,427	1,64,097	6,48,351
	(c) Interest on Balances with Reserve Bank of India and other Inter Bank Funds	10,400	8,316	10,963	37,147
	(d) Others	0	0	0	0
2	Other Income	65,290	68,603	53,484	2,52,826
3	<b>TOTAL INCOME (1+2)</b>	<b>5,86,844</b>	<b>6,15,772</b>	<b>6,67,211</b>	<b>26,04,555</b>
4	Interest Expended	3,97,047	4,16,383	4,80,825	18,13,460
5	Operating Expenses (i) + (ii)	1,20,742	1,27,961	1,30,755	5,02,550
	(i) Employees Cost	82,008	78,234	94,739	3,39,040
	(ii) Other Operating Expenses	38,734	49,727	36,016	1,63,510
6	<b>TOTAL EXPENDITURE (4+ 5) excluding Provisions &amp; Contingencies</b>	<b>5,17,789</b>	<b>5,44,344</b>	<b>6,11,580</b>	<b>23,16,010</b>
7	<b>OPERATING PROFIT (before provisions &amp; contingencies (3-6))</b>	<b>69,055</b>	<b>71,428</b>	<b>55,631</b>	<b>2,88,545</b>
8	Provisions (other than tax) and Contingencies	2,13,781	2,66,616	66,357	6,78,356
9	Exceptional Items (Refer Note No. 6 )	0	0	0	-17,000
10	Net Profit(+) / Loss(-) from Ordinary Activities before Tax (7-8-9)	-1,44,726	-1,95,188	-10,726	-3,72,811
11	Tax Expenses	324	-1,01,569	-12,202	-83,078
12	Net Profit(+) / Loss(-) from Ordinary Activities after Tax (10-11)	-1,45,050	-93,619	1,476	-2,89,733
13	Extraordinary Items (net of tax expense)		0	0	0
14	<b>Net Profit(+) / Loss(-) for the period (12-13)</b>	<b>-1,45,050</b>	<b>-93,619</b>	<b>1,476</b>	<b>-2,89,733</b>
15	Paid-up Equity Share Capital (Face Value of each share - Rs.10/-)	1,89,901	1,80,726	1,23,535	1,80,726
16	Reserves excluding Revaluation Reserves (As per Balance Sheet of Previous Accounting Year)	10,62,128	10,62,128	13,15,346	10,62,128
17	Analytical Ratios				
	(i) Percentage of shares held by Govt. of India	73.58	77.32	73.80	77.32
	(ii) Capital Adequacy Ratio (%) (Basel III)	9.47	9.66	9.75	9.66
	(iii) Earning per share (EPS) - in rupees				
	a) Basic and Diluted EPS before Extraordinary items (Net of tax expense) for the period, for the year to date and for the previous year (not annualized)	-7.86	-5.56	0.12	-19.86





b) Basic and Diluted EPS after Extraordinary items (Net of tax expense) for the period, for the year to date and for the previous year (not annualized)	-7.86	-5.56	0.12	-19.86
(iv) NPA Ratios				
(a) Gross NPA	33,91,315	30,04,863	16,45,120	30,04,863
(b) Net NPA	21,32,124	19,21,257	10,64,043	19,21,257
(c) % of Gross NPA	20.48%	17.40%	9.40	17.40%
(d) % of Net NPA	13.97%	11.89%	6.31	11.89%
(e) Return on Assets (Annualized)	-2.00	-1.25	0.02	-0.97

**(K) ANY MATERIAL EVENT/ DEVELOPMENT OR CHANGE HAVING IMPLICATIONS ON THE FINANCIALS/CREDIT QUALITY (E.G. ANY MATERIAL REGULATORY PROCEEDINGS AGAINST THE ISSUER/PROMOTERS, TAX LITIGATIONS RESULTING IN MATERIAL LIABILITIES, CORPORATE RESTRUCTURING EVENT ETC) AT THE TIME OF ISSUE WHICH MAY AFFECT THE ISSUE OR THE INVESTOR'S DECISION TO INVEST / CONTINUE TO INVEST IN THE DEBT SECURITIES.**

The Issuer hereby confirms that there has been no material event, development or change having implications on the financials/ credit quality of the Issuer (e.g. any material regulatory proceedings against the Issuer/ promoters of the Issuer, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of Issue which may affect the Issue or the investor's decision to invest/ continue to invest in the debt securities of the Issuer.

**(L) THE NAMES OF THE BOND TRUSTEE(S) SHALL BE MENTIONED WITH STATEMENT TO THE EFFECT THAT BOND TRUSTEE(S) HAS GIVEN HIS CONSENT TO THE ISSUER FOR HIS APPOINTMENT UNDER REGULATION 4 (4) AND IN ALL THE SUBSEQUENT PERIODICAL COMMUNICATIONS SENT TO THE HOLDERS OF DEBT SECURITIES.**

In accordance with the provisions of (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended from time to time, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES) REGULATIONS, 2013 ISSUED VIDE CIRCULAR No. LAD-NRO/GN/2013-14/11/6063 DATED JUNE 12, 2013 and (VII). Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Issuer has appointed IDBI Trusteeship Services Limited to act as Trustees ("Trustees") for and on behalf of the holder(s) of the Bonds. The address and contact details of the Trustees are as under:

**Bond Trustee:**

Name : IDBI Trusteeship Services Ltd  
 Address : Ground Floor, Asian Building, 17, R Kamani Road, Ballard Estate, Fort, Mumbai, Maharashtra 400001  
 Tel No : 022 4080 7000  
 Fax No : 91-22-66311771-3  
 Email id : itsl@idbitrustee.co.in

The Bank hereby undertakes that a Trust Deed shall be executed by it in favour of the Trustees within three months of the closure of the Issue. The Trust Deed shall contain such clauses as may be prescribed under Schedule IV of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993. Further the Trust Deed shall not contain any clause which has the effect of (i) limiting or extinguishing the obligations and liabilities of the Trustees or the Bank in relation to any rights or interests of the holder(s) of the Bonds, (ii) limiting or restricting or waiving the provisions of the Securities and Exchange Board of India Act, 1992 (15 of 1992); Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and circulars or guidelines issued by SEBI, (iii) indemnifying the Trustees or the Bank for loss or damage caused by their act of negligence or commission or omission.





The Bond holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Bonds as the Trustees may in their absolute discretion deem necessary or require to be done in the interest of the holder(s) of the Bonds. Any payment made by the Bank to the Trustees on behalf of the bond holder(s) shall discharge the Bank pro tanto to the bond holder(s). The Trustees shall protect the interest of the bond holders in the event of default by the Bank in regard to timely payment of interest and shall take necessary action at the cost of the Bank. No bond holder shall be entitled to proceed directly against the Bank unless the Trustees, having become so bound to proceed, fail to do so.

The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debt and Securities) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.

The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Bonds including but not limited to the right to appoint a nominee director on the Board of the Issuer in consultation with institutional holders of such Bonds. The Trustees shall ensure disclosure of all material events on an ongoing basis.

**(M) THE DETAILED RATING RATIONALE (S) ADOPTED (NOT OLDER THAN ONE YEAR ON THE DATE OF OPENING OF THE ISSUE)/ CREDIT RATING LETTER ISSUED (NOT OLDER THAN ONE MONTH ON THE DATE OF OPENING OF THE ISSUE) BY THE RATING AGENCIES SHALL BE DISCLOSED.**

(ICRA)A+(hyp). pronounced as "ICRA A+ hybrid" rating with negative outlook and "CRISIL A+/Negative" by CRISIL pronounced as "CRISIL A+ rating with negative outlook" with negative Outlook for the current issue of Bonds .

Other than the credit ratings mentioned hereinabove, Issuer has not sought any other credit rating from any other credit rating agency (ies) for the Bonds offered for subscription under the terms of this Disclosure Document

The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have the right to suspend, withdraw the rating at any time on the basis of new information etc.

Copies of Rating Letter(s) and Rating rationale(s) are enclosed elsewhere in this Disclosure Document.

**(N) IF THE SECURITY IS BACKED BY A GUARANTEE OR LETTER OF COMFORT OR ANY OTHER DOCUMENT/ LETTER WITH SIMILAR INTENT, A COPY OF THE SAME SHALL BE DISCLOSED. IN CASE SUCH DOCUMENT DOES NOT CONTAIN DETAILED PAYMENT STRUCTURE (PROCEDURE OF INVOCATION OF GUARANTEE AND RECEIPT OF PAYMENT BY THE INVESTOR ALONG WITH TIMELINES); THE SAME SHALL BE DISCLOSED IN THE OFFER DOCUMENT.**

NOT APPLICABLE

**(O) COPY OF CONSENT LETTER FROM THE BOND TRUSTEE SHALL BE DISCLOSED.**

Copy of letter IDBI trusteeship Services Limited conveying their consent to act as Trustee for the current issue of Bonds is enclosed elsewhere in this Disclosure Document.





**(P) NAMES OF ALL THE RECOGNISED STOCK EXCHANGES WHERE THE DEBT SECURITIES ARE PROPOSED TO BE LISTED CLEARLY INDICATING THE DESIGNATED STOCK EXCHANGE.**

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) Segment of the National Stock Exchange of India Limited ("NSE") / BSE Limited ("BSE"). The Bank shall obtain an in-principle approval from the NSE/ BSE for listing of said Bonds on its Wholesale Debt Market (WDM) Segment.

Making listing application to NSE/BSE within 15 days from the Deemed Date of Allotment of Bonds and seeking listing permission within 20 days from the Deemed Date of Allotment of Bonds in pursuance of SEBI Debt Regulations; (In the event of a delay in listing of the Bonds beyond 20 days of the Deemed Date of Allotment, the Issuer will pay to the investor penal interest of 1% per annum over the Coupon Rate commencing on the expiry of 30 days from the Deemed Date of Allotment until the listing of the Bonds.)

In connection with listing of Bonds with NSE / BSE, the Bank hereby undertakes that:

- (a) It shall comply with conditions of listing of Bonds as may be specified in the Listing Agreement with NSE. / BSE.
- (b) Ratings obtained by the bank shall be periodically reviewed by the credit rating agencies and any revision in the rating shall be promptly disclosed by the Bank to NSE / BSE.
- (c) Any change in rating shall be promptly disseminated to the holder(s) of the Bonds in such manner as NSE/ BSE may determine from time to time.
- (d) The Bank, the Trustees and NSE/ BSE shall disseminate all information and reports on Bonds including compliance reports filed by the Bank and the Trustees regarding the Bonds to the holder(s) of Bonds and the general public by placing them on their websites.
- (e) Trustees shall disclose the information to the holder(s) of the Bonds and the general public by issuing a press release in any of the following events:
  - a. revision of rating assigned to the Bonds;
- (f) The information referred to in para (e) above shall also be placed on the websites of the Trustees, Bank and NSE / BSE.

**(Q) OTHER DETAILS:**

**i. DRR CREATION** - The Ministry of Corporate Affairs, Government of India has vide circular no. 11/02/2012-CL-V(A) dated February 11,2013, clarified that no Debenture Redemption Reserve is required for debentures issued by Banking Companies for both public as well as well as privately placed debentures. The Bank has appointed a trustee to protect the interest of the Bondholders.

**ii. ISSUE/INSTRUMENT SPECIFIC REGULATIONS - RELEVANT DETAILS (RBI GUIDELINES, ETC).**

1. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended from time to time, and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012) and CIR/IMD/DF/18/2013 DATED OCTOBER 29, 2013 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014 and Securities And Exchange Board Of India (Issue And Listing Of Debt Securities) (Amendment) Regulations 2015, issued vide circular no. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015 and SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES) REGULATIONS,2013 ISSUED VIDE CIRCULAR No.LAD-NRO/GN/2013-14/11/6063 DATED JUNE 12,2013 as amended from time to time.

2. The present issue of Bonds is being made in pursuance of the RBI provision. Please refer to RBI circular RBI/2015-16/58 DBR.No.BP.BC.1/21.06.201/2015-16 dated July 1, 2015, RBI CIRCULAR No. DBR.No. BP.BC.83/ 21.06.201/ 2015-16 dated March 1, 2016. The definitions, abbreviations or terms wherever used shall have the same meaning as defined in the RBI circular governing the issue of these bonds.

3. Income Tax Act, 1961 & Income Tax Rules, 1962,





### iii. APPLICATION PROCESS.

#### WHO CAN APPLY

The following categories are eligible to apply for this private placement of Bonds:

- A. Mutual Funds,
- B. Public Financial Institutions as defined in section 4A of the Companies Act, 1956,
- C. Scheduled Commercial Banks,
- D. Insurance Companies,
- E. Provident Funds, Gratuity Funds, Superannuation Funds and Pension Funds,
- F. Co-operative Banks,
- G. Regional Rural Banks authorized to invest in bonds/ debentures,
- H. Companies and Bodies Corporate authorized to invest in bonds/ debentures,
- I. Trusts authorized to invest in bonds/ debentures,
- J. Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/ debentures

All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in the issue of Bonds as per the norms approved by Government of India, Reserve Bank of India or any other statutory body from time to time.

However, out of the aforesaid class of investors eligible to invest, this Disclosure Document is intended solely for the use of the person to whom it has been sent by the Bank for the purpose of evaluating a possible investment opportunity by the recipient(s) in respect of the securities offered herein, and it is not to be reproduced or distributed to any other persons (other than professional advisors of the prospective investor receiving this Disclosure Document from the Bank.

#### APPLICATION UNDER POWER OF ATTORNEY OR BY LIMITED COMPANIES

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate or Registered Society or Mutual Fund, and scientific and/or industrial research organizations or Trusts etc, the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the application form, quoting the serial number of the application form and the Bank's branch where the application has been submitted, at the office of the Registrars to the Issue after submission of the application form to the Bankers to the issue or any of the designated branches as mentioned on the reverse of the Application Form, failing which the applications are liable to be rejected. Such authority received by the Registrars to the Issue more than 10 days after closure of the subscription list may not be considered.

#### APPLICATIONS UNDER POWER OF ATTORNEY

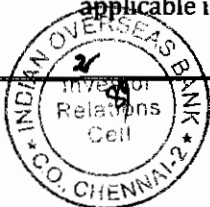
A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Bank or to its Registrars or to such other person(s) at such other address(es) as may be specified by the Bank from time to time through a suitable communication.

#### APPLICATIONS BY COMPANIES/ BODIES CORPORATE/ FINANCIAL INSTITUTIONS/ STATUTORY CORPORATIONS

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Associations / Constitution / Bye-Law(s) (ii) certified true copy of the resolution authorizing investment and containing operating instructions (iii) specimen signatures of authorized signatories and (iv) relevant certificate(s) in the prescribed form(s) under Income Tax Rules, 1962, if exemption is sought from deduction of tax at source on interest income.

#### APPLICATION BY REGIONAL RURAL BANKS

The Reserve Bank of India has permitted, vide its circular no. RPCD.RRB.BC. 882/03.05.34/ 96-97 dated December 13, 1996, the RRBs to invest their non-SLR surplus resources in bonds of public sector undertakings. The RBI has vide circular no. RPCD (H)/04.03.06/98-99 dated November 02, 1998 clarified that single exposure norms would be applicable in respect of investment in debentures and bonds of public sector undertakings.







The application must be accompanied by certified true copies of (i) Government notification/ Certificate of In / Memorandum and Articles of Association/ other documents governing the constitution (ii) resolution authorizing investment and containing operating instructions (iii) specimen signatures of authorized signatories (iv) Form 15H for claiming exemption from deduction of tax at source on income from interest on application money and (v) Form 15AA for claiming exemption from deduction of tax at source on the interest income.

#### **APPLICATION BY MUTUAL FUNDS**

In case of applications by Mutual Funds, a separate application must be made in respect of each scheme of an Indian Mutual Fund registered with SEBI and such applications will not be treated as multiple applications, provided that the application made by the Asset Management Company/ Trustees/ Custodian clearly indicate their intention as to the scheme for which the application has been made.

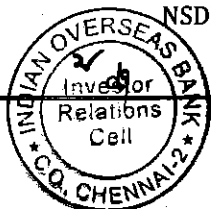
#### **SUBMISSION OF DOCUMENTS**

Investors need to submit the certified true copies of the following documents, along-with the Application Form, as applicable:

- Memorandum and Articles of Association/ Constitution/ Bye-laws/ Trust Deed;
- Government notification/ Certificate of incorporation(in case of Primary Co-operative Bank and RRBs);
- SEBI Registration Certificate, if applicable;
- Board Resolution authorizing investment along with operating instructions;
- Power of Attorney/ relevant resolution/ authority to make application;
- Form 15AA granting exemption from TDS on interest, if any;
- Form 15G/ 15H for claiming exemption from TDS on interest on application money, if any;
- Order u/s197 of Income Tax Act, 1961;
- Order u/s10 of Income Tax Act, 1961;
- Copy of Permanent Account Number Card ("PAN Card") issued by the Income Tax Department;
- Specimen signatures of the authorized signatories (ink signed), duly certified by an appropriate authority.

#### **(R) PROCEDURE FOR APPLYING FOR DEMAT FACILITY**

1. The applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL/ CDSL prior to making the application.
2. The applicant must necessarily fill in the details (including the beneficiary account number and Depository Participant's ID appearing in the Application Form under the heading 'Details for Issue of Bonds in Electronic/ Dematerialized Form'.)
3. Bonds allotted to an applicant will be credited directly to the applicant's respective Beneficiary Account(s) with the DP.
4. For subscribing the Bonds names in the application form should be identical to those appearing in the account details in the depository. In case of joint holders the names should necessarily be in the same sequence as they appear in the account details in the depository.
5. Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrars to the Issue.
6. If incomplete/incorrect details are given under the heading 'Details for Issue of Bonds in Electronic/ Dematerialized Form' in the application form it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.
7. For allotment of Bonds the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The Applicant is therefore responsible for the correctness of his/her demographic details given in the application form vis-à-vis those with his/her DP. In case the information is incorrect or insufficient the Issuer would not be liable for losses, if any.
8. It may be noted that Bonds will be issued in electronic form. The same can be traded only on the Stock Exchanges having electronic connectivity with NSDL/ CDSL. The NSE Ltd / BSE Ltd, where the Bonds of the Indian Overseas bank ("IOB" / the "Issuer"/ the "Bank") are proposed to be listed have connectivity with NSDL/ CDSL.





9. Payment of interest would be made to those Bond holders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on Record Date/ Book Closure Date. In case of those Bond for which the beneficial owner is not identified by the Depository as on the Record Date/ Book Closure Date, the issuer would keep in abeyance the payment of interest, till such time that the beneficial owner is identified by the Depository and conveyed to the Issuer, whereupon the interest would be paid to the beneficiaries, as identified, within a period of 30 (thirty) days.
10. The Bonds shall be directly credited to the Beneficiary Account as given in the Application Form and after due verification, allotment advice/ refund order, if any, would be sent directly to the applicant by the Registrars to the Issue but the confirmation of the credit of the Bonds to the applicants Depository Account will be provided to the applicant by the Depository Participant of the applicant.

**(S) HOW TO APPLY:**

This being a private placement offer, investors who are established/ resident in India and who have been addressed through this communication directly only are eligible to apply.

1. The remittance of application money is to be made through Electronic transfer of funds through RTGS mechanism for credit as per details given hereunder:

Bank name	Indian Overseas Bank
Beneficiary A/c Name	Indian Overseas Bank, Treasury, Central Office, Chennai
Beneficiary A/c Number	8706152
IFSC Code	IOBA0009016
Bank Branch Name & Address	Indian Overseas Bank, Treasury, Central Office, Chennai

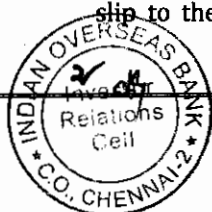
2. Cash, Money Orders, Demand draft, Postal Orders shall not be accepted. The Issuer assumes no responsibility for any applications lost in mail. The entire amount of Rs.10 lakhs per Bond is payable on application.

3. All Application Forms duly completed (along with all necessary documents as detailed in this Disclosure Document) must be delivered before the closing of the issue to the Arranger(s) to the Issue. While forwarding the application form, applicants must ensure that the relevant UTR number/ or any other evidence of having remitted the application money is obtained. Detailed instructions for filling up the application form are provided elsewhere in this Disclosure Document.

4. Applications for the Bonds must be in the prescribed form (enclosed) and completed in BLOCK LETTERS in English and as per the instructions contained therein. Applications should be for the number of Bonds applied by the Applicant. Applications not completed in the prescribed manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be filled in the Application Form. This is required for the applicant's own safety and these details will be printed on the refund orders and interest warrants.

5. The applicant or in the case of an application in joint names, each of the applicant, should mention his/her Permanent Account Number (PAN) allotted under the Income-Tax Act, 1961 or where the same has not been allotted, the GIR No. and the Income tax Circle/Ward/District. As per the provision of Section 139A (5A) of the Income Tax Act, PAN/GIR No. needs to be mentioned on the TDS certificates. Hence, the investor should mention his PAN/GIR No. if the investor does not submit Form 15G/15AA/other evidence, as the case may be for non-deduction of tax at source. In case neither the PAN nor the GIR Number has been allotted, the applicant shall mention "Applied for" and in case the applicant is not assessed to income tax, the applicant shall mention 'Not Applicable' (stating reasons for non-applicability) in the appropriate box provided for the purpose. Application Forms without this information will be considered incomplete and are liable to be rejected.

6. All applicants are requested to tick the relevant column "Category of Investor" in the Application Form. Public/ Private/ Religious/ Charitable Trusts, Provident Funds and Other Superannuation Trusts and other investors requiring "approved security" status for making investments. No separate receipts shall be issued for the application money. However, Arranger(s) to the Issue at their Designated Branch (es) receiving the duly completed Application Form(s) will acknowledge the receipt of the applications by stamping and returning the acknowledgment slip to the applicant. Applications shall be deemed to have been received by the Issuer only when submitted to





Arranger(s) to the Issue at their designated branches or on receipt by the Registrar as detailed above and not otherwise.

7. For further instructions about how to make an application for applying for the Bonds and procedure for remittance of application money, please refer to the Summary Term Sheet and the Application form carefully.

#### \*INVESTOR GRIEVANCE AND REDRESSAL SYSTEMS

Arrangements have been made to redress investor grievances expeditiously as far as possible, the Issuer endeavors to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of Bonds applied for, amount paid on application and details of collection centre where the Application was submitted, may be addressed to the Compliance Officer at registered office of the Issuer. All investors are hereby informed that the Issuer has appointed a Compliance Officer who may be contracted in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc. Contact details of the Compliance Officer are given elsewhere in this Disclosure Document.

#### INDIAN OVERSEAS BANK, CENTRAL OFFICE, CHENNAI 600002

(T)

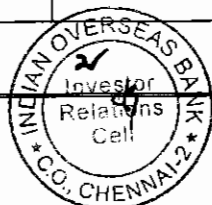
#### TERM SHEET : ISSUE DETAILS

1	Security Name	Indian Overseas Bank Tier II Bonds
2	Issuer	Indian Overseas bank ("IOB"/the "Issuer" / the "Bank")
3	Issue Size	Rs.800 crore
4	Objects of the Issue	To augment Tier II Capital and over all capital of the Bank for strengthening its capital adequacy as per BASEL III requirements.
5	Listing ( including name of Stock Exchange(s) where it will be listed)	Proposed to be listed on the Wholesale Debt Market (WDM) Segment of National Stock Exchange of India Limited(NSE) and BSE Limited(BSE)
6	Type of Instrument	BASEL III Compliant Tier II Debt Instruments
7	Nature and status of Bonds	Unsecured Non-Convertible Basel III compliant Tier II Bonds in the nature of promissory notes which will qualify as Tier II Capital
8	Seniority of instrument/ claim	The claims of the investors in instruments shall be - I. senior to the claims of investors in instruments eligible for inclusion in Tier 1 Capital of the Bank; II. subordinate to the claims of all depositors and general creditors of the Bank; and III. is neither secured nor covered by a guarantee of the Bank or related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis creditors of the Bank.
9	Tenor	10 years with a call option at the end of 5 years
10	Redemption Date	10 years from the deemed date of allotment
	Redemption premium/discount	N A
11	Convertibility	Non-Convertible
12	Face Value/ Issue Price	Rs. 10,00,000/- (Rupees Ten Lakh) per Bond.
13	Credit Rating	"CRISIL A+/Negative (Pronounced "CRISIL A plus rating with negative outlook") "[ICRA]A+(hyb)" (Pronounced ICRA A plus hybrid) rating with Negative Outlook
14	Mode of Issue	Private Placement
15	Security	Unsecured
16	Coupon	9.24% p.a.
17	Coupon Reset	Not Applicable
18	Coupon Type	Fixed
19	Coupon Payment Frequency	Annual
20	Coupon Payment Dates	On the Anniversary of Deemed Date of Allotment
21	Interest on application money	Interest at the Coupon Rate (subject to deduction of Income-tax under the provisions of the Income-tax Act 1961, or any statutory modification or re-



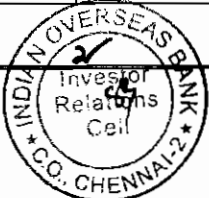


		<p>enactment as applicable) will be paid to all the applicants on the application money for the Bonds. Such interest shall be paid from the date of receipt of funds to one day prior to the Deemed Date of Allotment.</p> <p>The Interest on application money will be computed as per Actual/Actual Day count convention. Such interest would be paid on all the valid applications including the refunds. For the entire application amount that has been refunded, the Interest on application money will be paid along with the refund orders. Where an applicant is allotted lesser number of Bonds than applied for, the excess amount paid on application will be refunded to the applicant along with the interest on refunded money. Income Tax at Source (TDS) will be deducted at the applicable rate on Interest on application money.</p>
22	Record Date	Reference date for payment of coupon(interest) and redemption payment which shall be the date falling 15 days prior to the relevant Coupon Payment Date, Issuer Call Date, Tax Call Date or Regulatory Call Date (each as defined later) on which interest is due and payable. In the event the Record Date for Coupon Payment date falls on a day which is not a business day, the next business day will be considered as the Record Date.
23	Computation of Interest(Day count basis)	Actual/ Actual (as per SEBI circular No.CIR/IMD/DF/18/2013 dated October 29,2013 )
24	Eligible Investors	<p>The following categories of investors may apply for the Bonds, subject to applicable laws and subject to fulfilling their respective investment norms/rules by submitting all the relevant documents along with the Application Form.</p> <p>a. Mutual Funds;</p> <p>b. Public Financial Institutions as defined under the Companies Act 1956 and 2013;</p> <p>c. Scheduled Commercial Banks;</p> <p>d. Insurance Companies;</p> <p>e. Provident Funds, Gratuity Funds, Superannuation Funds and Pension Funds;</p> <p>f. Co-operative Banks;</p> <p>g. Regional Rural Banks authorized to invest in bonds/debentures;</p> <p>h. Companies and Bodies Corporate authorized to invest in bonds;</p> <p>i. Trusts authorized to invest in bonds and</p> <p>j. Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/debentures, etc</p> <p>The issue is restricted only to the above investors.</p> <p>Prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the issue.</p>
25	Utilisation of the proceeds of the issue	The Bank shall utilize the proceeds of the issue for its regular business activities.
26	Put Option	No Put Option available.
27	Call Option	<p>i) Issuer Call</p> <p>The Issuer may at its sole discretion, subject to prior approval of Reserve Bank of India (Department of Banking Regulation), the instrument has run for at least five years and having notified the Trustee not less than 21 days prior to the date of exercise of such Issuer Call (which notice shall specify the date fixed for exercise of the Issuer Call (the "Issuer Call Date")), may exercise a call on the outstanding Bonds.</p> <p>The Issuer Call, which is discretionary, may or may not be exercised on the fifth anniversary from the Deemed Date of Allotment i.e. the fifth Coupon Payment Date or on any Coupon Payment Date thereafter.</p> <p>The Issuer shall not exercise a Call unless:</p> <p>Issuer has replaced the Bond with Capital of the same or better quality and the replacement of this Capital is done at conditions which are sustainable for the income capacity of the Bank. Here, replacement of the capital can be concurrent with but not after the instrument is called.</p>



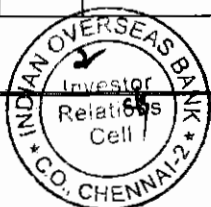


		<p>OR</p> <p>(i) The Issuer demonstrates that its capital position is well above the minimum capital requirements (as per Basel III guidelines) after the call option is exercised.</p> <p>(ii) Here, minimum capital requirement refers to Common Equity Tier 1 of 8% of RWAs (including capital conservation buffer of 2.5% of RWAs) and Total Capital of 11.5% of RWAs including any additional capital requirement identified under Pillar 2.</p> <p>ii) Tax Call or Variation</p> <p>a. The Bank may exercise Call Option on the Bonds upon happening/occurrence of certain tax event(s), set out in the Applicable RBI Guidelines.</p> <p>b. To illustrate, if there is a change in tax treatment which makes the Bonds with Tax Deductible coupons into an instrument with non-tax deductible coupons, then the Bank would have the option (not obligation) to repurchase the Bonds and replace the same with another capital instrument that perhaps does have tax deductible coupons.</p> <p>The Reserve Bank of India shall permit the Bank to exercise Call option only if the RBI is convinced that the Bank was not in a position to anticipate such regulatory Event(s) at the time of issuance of the Bonds.</p> <p>iii) Regulatory Call or Variation</p> <p>If a Regulatory Event (as described below) has occurred and continuing, then the Issuer may, and having notified the Trustee not less than 21 calendar days prior to the date of exercise of such Regulatory Call or Variation (which notice shall specify the date fixed for exercise of the Regulatory Call or Variation (the "Regulatory Call Date")), may exercise a call on the Bonds or substitute the Bonds or vary the terms of the Bonds so that the Bonds have better classification.</p> <p>A Regulatory Event is deemed to have occurred if there is a downgrade of the Bonds in regulatory classification i.e., Bonds is excluded from the consolidated Tier II Capital of the Issuer (e. g. if it is decided by the RBI to exclude an instrument from regulatory capital). the bank has the option to call the instrument and replace it with an instrument with a better regulatory classification, or a lower coupon with the same regulatory classification with prior approval of RBI. However, banks may not create an expectation / signal an early redemption / maturity of the regulatory capital instrument.</p>
28	Call Option Price	Rs. 10,00,000/- (Rupees Ten Lakh) per Bond.
29	Call Notification Time	In case of exercise of Call Option by the Bank, the Bank shall notify its intention to do so through a public notice at least in one All-India, English daily newspaper and/or through notice sent by registered post/courier to the sole/first Beneficial Owner of the Bonds at least 30 (Thirty) days prior to the Call Option Due Date. In case of exercise of Call Option, the trading in Bonds shall remain suspended from the Record Date and upto the Call Option Date of Allotment.
30	Depository	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited(CDSL)
31	Events of default	As specified in the Bond Trust Deed
32	Cross Default	Not Applicable
33	Issuance	Only in dematerialized form
34	Trading	Only in dematerialized form
35	Issue Schedule	
	Issue Opening Date	03.11.2016
	Issue Closing Date	03.11.2016
	Pay-In-Date	
36	Step up/Step down	N A
37	Deemed Date of Allotment	03.11.2016
38	Minimum Application and in	1 Bond and in multiples of 1 Bond thereafter



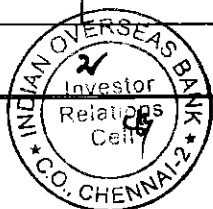


	multiples of Debt securities thereafter	
39	Settlement	Payment of interest, interest on application money and repayment of principal shall be made by way of credit through direct credit/ NECS/ RTGS/ NEFT mechanism.
40	Principal write-down on PONV Trigger Event	<p>If a PONV Trigger Event (as described below) occurs, the Issuer shall:</p> <ul style="list-style-type: none"> <li>(i) notify the Trustee;</li> <li>(ii) cancel any coupon which is accrued and unpaid on the Bonds as on the write-off date; and</li> <li>(iii) Without the need for the consent of Bondholders or the Trustee, write off of the outstanding principal of the Bonds by such amount as may be prescribed by RBI ("PONV Write Down Amount") and as is otherwise required by the RBI at the relevant time.</li> </ul> <p>Once the principal of the Bonds have been written down pursuant to PONV Trigger Event, the PONV Write-off Amount will not be restored in any circumstances, including where the PONV Trigger Event has ceased to continue.</p> <p>If the Bank is amalgamated with any other Bank pursuant to Sec 44 A of the Banking Regulation Act 1949 (BR Act) before the bonds have been written down, the bonds will become part of the corresponding categories of regulatory capital of the New Bank emerging after the merger.</p> <p>If the Bank is amalgamated with any other Bank after the Bonds have been written down pursuant to PONV trigger event, these cannot be written up by the amalgamated Bank. If the relevant authority/ies decides to reconstitute the Bank or amalgamate the Bank with any other Bank under Sec 45 of the BR Act, 1949, such a Bank will be deemed as non viable or approaching non viability and the trigger at the point of non-viability for write-off of Bonds will be activated. Accordingly the Bonds will be permanently written down in full before reconstitution or amalgamation</p> <p><b>Criteria to determine the PONV</b></p> <p>RBI would follow a two stage approach to determine the non viability of the Issuer.</p> <p>The stage 1 assessment would consist of purely objective and quantifiable criteria to indicate that there is a prima facie case of a Bank approaching non viability and therefore, a closer examination of the Bank's financial situation is warranted.</p> <p>The stage 2 assessment would consist of supplementary subjective criteria which, in conjunction with the Stage 1 information, would help in determining whether the Bank is about to become non viable. These criteria would be evaluated together and not in isolation.</p> <p>Once the PONV is confirmed the next step would be to decide whether rescue of the Bank would be through write off alone or write off in conjunction with a public sector injection of funds.</p> <p>The trigger at PONV will be evaluated both at consolidated and solo level and breach at either level will trigger write off.</p> <p>Additional PONV trigger events, in respect of the Bank or its Group, means the earlier of ;</p> <ul style="list-style-type: none"> <li>(i) a decision that a write-off, without which the Bank would become non-viable, is necessary, as determined by the RBI; and</li> <li>(ii) the decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by RBI;</li> <li>(iii) A write down due to a PONV trigger event shall occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted.</li> </ul> <p>The Basel III Guidelines state that, for this purpose, a non-viable bank will be a bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the RBI unless</p>





		<p>appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by a bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include write-off in combination with or without other measures as considered appropriate by the Reserve Bank.</p> <p>A bank facing financial difficulties and approaching a PONV will be deemed to achieve viability if within a reasonable time in the opinion of RBI; it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including augmentation of equity capital through write off or public sector injection of funds are likely to:</p> <p>a. Restore depositors'/investors' confidence;</p> <p>b. Improve rating /creditworthiness of the bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and</p> <p>c. Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.</p>
41	Treatment of Bonds in the event of winding-up of the Bank	<p>(i) If the Bank goes into liquidation before these instruments have been written-down, these instruments will absorb losses in accordance with the order of Seniority indicated in this Disclosure Document and as per usual legal provisions governing priority of charges.</p> <p>(ii) If the Bank goes into liquidation after these instruments have been written down, the holders of these instruments will have no claim on the proceeds of liquidation.</p>
42	Treatment of Bonds in the event of Bankruptcy / Liquidation	The investor must have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation
43	Order of claim of instruments at the event of Gone concern situation	<p>The order of claim of various types of Regulatory capital instruments issued by the Issuer shall be as under:</p> <p>Tier II debt instruments will be senior to the claims of investors in instruments in Tier I capital and subordinate to the claims of all depositors and general creditors of the Bank. However, write down / claim of Tier II debt instruments shall be on pari-passu basis amongst themselves irrespective of the date of issue.</p>
44	Transaction Documents	<p>The Issuer has executed/shall execute the documents including but not limited to the following in connection with the issue:</p> <p>(i) Letter appointing Trustees to the Bond Holders.</p> <p>(ii) Bond trustee agreement;</p> <p>(iii) Bond Trust deed;</p> <p>(iv) Rating agreement with Rating agency;</p> <p>(v) Tripartite agreement between the Issuer, Registrar and NSDL for issue of Bonds in dematerialized form;</p> <p>(vi) Tripartite agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form;</p> <p>(vii) Letter appointing Registrar and agreement entered into between the Issuer and the Registrar.</p> <p>(viii) Listing Agreement with NSE &amp; BSE Limited.</p> <p>(ix) Disclosure Document</p>
45	Conditions precedent to subscription of Bonds	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <p>(i) Rating letters from the CRISIL Ltd., and ICRA Limited not being more than one month old from the issue opening date;</p> <p>(ii) Letter from the Bond Trustees conveying their consent to act as Trustees for the Bondholder(s);</p> <p>(iii) Letter to NSE &amp; BSE for seeking its In-principle approval for listing and trading of Bonds</p>





46	Conditions subsequent to subscription of Bonds	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Disclosure Document:</p> <p>(i) Credit of demat account(s) of the allottee(s) by number of Bonds allotted within 2 working days from the Deemed Date of Allotment</p> <p>(ii) Making listing application to NSE/BSE within 15 days from the Deemed Date of Allotment of Bonds and seeking listing permission within 20 days from the Deemed Date of Allotment of Bonds in pursuance of SEBI Debt Regulations;</p> <p>(In the event of a delay in listing of the Bonds beyond 20 days of the Deemed Date of Allotment, the Issuer will pay to the investor penal interest of 1% per annum over the Coupon Rate commencing on the expiry of 30 days from the Deemed Date of Allotment until the listing of the Bonds.</p> <p>Besides the Issuer shall perform all activities whether mandatory or otherwise as mentioned elsewhere in this Disclosure Document</p>
47	Business Day Convention	<p>If any coupon payment date falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in the city of Chennai) then payment will be made on the succeeding Business Day along with interest for such additional period. However, interest for such additional period so paid, shall be deducted from the interest payable on the next coupon payment date.</p> <p>If the call option is exercised by the Bank, call option due date (also being the last Coupon Payment Date) of the Bonds falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in the city of Chennai) then payment of principal and last interest will be made on the preceding Business Day together with interest accrued on the Bonds until but excluding the date of such payment.</p> <p>If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in the city of Chennai) then payment of principal and last interest will be made on the preceding Business Day together with interest accrued on the Bonds until but excluding the date of such payment.</p>
48	Governing Law and Jurisdiction	<p>The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of competent courts of Chennai, Tamil Nadu.</p>
49	Applicable RBI Guidelines	<p>The present issue of Bonds is being made in pursuance of Master Circular on Basel III capital regulations issued vide circular RBI/2015-16/58 DBR.No.BP.BC.1/21.06.201/2015-16 dated July 1, 2015, by the RBI covering criteria for inclusion of debt capital instruments as Tier II capital (Annex 5) and minimum requirements to ensure loss absorbency of Tier II instruments and of all non-equity regulatory capital instruments at the PONV (Annex 16). In the event of any discrepancy or inconsistency between the terms of the Bonds or any other Transaction Document(s) and the Basel III guidelines, the provisions of the Basel III Guidelines shall prevail.</p>
50	Prohibition on Purchase / Funding of Bonds	<p>Neither the Bank nor a related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) should purchase the Bonds, nor can the Bank directly or indirectly should fund the purchase of the Bonds. The Bank should also not grant advances against the security of the Bonds issued by it.</p>
51	Reporting of non payment of coupons	<p>All instances of non payment of coupon should be notified by the bank to the Chief General Managers-in-charge of Department of Banking Regulation and Department of Banking Supervision of the Reserve Bank of India, Mumbai.</p>
52	Trustees	M/s. IDBI Trusteeship Services Limited, Mumbai
53	Registrar	M/s. Cameo Corporate Services Ltd, Chennai





**(U) DISCLOSURE OF CASH FLOWS: As per SEBI Circular No: CIR/IMD/DF/18/2013 dated October 29, 2013**

Company	Indian Overseas bank ("IOB" / the "Issuer" / the "Bank")
Tenure	10 years with a call option at the end of 5 years
Face Value (per security)	Rs. 10,00,000/- per bond (Rs Ten Lakh only)
Date of Allotment	03.11.2016
First Call date	On the 5 <sup>th</sup> Anniversary of the deemed date of allotment
Subsequent Call date	On every anniversary of Coupon Payment Date
Redemption	10 years from the deemed date of allotment with a call option at the end of five years
Coupon Rate	9.24% p.a (payable annually) from the date of allotment
Frequency of the interest payment with specified dates	Annually.
Day count Convention	Actual/Actual

Cash flow assuming call is exercised at the end of 5<sup>th</sup> year:

Coupon	9.24%			
Face Value	1000000			
Allotment Date	03.11.2016			
Schedule	Date	Day	Actual No. of Days from Last IP date / allotment date	Cash flow Rs.
1st Coupon	03.11.2017	FRIDAY	365	92400.00
2nd Coupon	03.11.2018	SATURDAY	365	92400.00
3rd Coupon	04.11.2019	MONDAY	366	92653.15
4th Coupon	03.11.2020	TUESDAY	365	92147.54
5th Coupon	03.11.2021	WEDNESDAY	365	92400.00
Principal Repayment if Call is exercised by Bank	03.11.2021	WEDNESDAY	1826	1000000.00

**Notes:**

\* In case of interest payment falling in a Leap year, the interest payment(s) will be calculated taking number of days as 366 days. (Actual/ Actual - as per SEBI Circular no CIR/IMD/DF/18/2013 dated 29th Oct 2013).

\* If the date of payment of interest happens to be holiday, the Interest payment will be made on the next working day with interest for the intervening period.

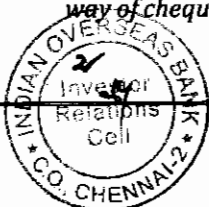
\* If the maturity payment date in the event of call option being exercised and interest payment date falls together on a holiday, redemption and accrued interest payment will be made on the previous working day together with interest accrued on the Bonds until but excluding the date of such payment.

\* The interest and/ or principal payment in the event of call option being exercised, the respective payments will be made on the best available information on holidays and could further undergo change(s) in case of any scheduled and unscheduled holiday(s) and/or changes in money market settlement day conventions by the Reserve bank of India/ SEBI.

\* Interest payments will be rounded-off to nearest rupee as per the FIMMDA 'Handbook on market practices'.

\* In case the Deemed Date of Allotment is revised (preponed/ postponed) then the Interest Payment Dates may also be revised preponed/ postponed) accordingly by the Bank at its sole & absolute discretion

\* Payment of interest and repayment of principal in the event of call option being exercised, shall be made by way of cheque(s)/ demand draft(s)/ RTGS/ NEFT mechanism





**(V) OTHER TERMS OF OFFER**

**AUTHORITY FOR THE ISSUE**

The present issue of Bonds is being made pursuant to the resolution of the Board of Directors of the Bank, passed at its meeting held on 27.05.2016 and the delegation provided there under.

The present issue of Bonds is being made in pursuance of Master Circular on Basel III capital regulations issued vide circular RBI/2015-16/58 DBR.No.BP.BC.1/21.06.201/2015-16 dated July 1, 2015 and DBR.No.BP.BC.83/21.06.201/2015-16 dated March 1, 2016 issued by the Reserve Bank of India on Basel III capital regulations covering terms and conditions for issue of debt capital instruments for inclusion as Tier II capital.

The Bank can issue the Bonds proposed by it in view of the present approvals and no further internal or external permission/ approval(s) is/ are required by it to undertake the proposed activity.

The Bonds offered are subject to provisions of the Securities Contract Regulation Act, 1956, Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, terms of this Disclosure Document, Instructions contained in the Application Form and other terms and conditions as may be incorporated in the Trustee Agreement and Bond Trust Deed. Over and above such terms and conditions, the Bonds shall also be subject to the applicable provisions of the Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GoI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), concerned Stock Exchange or any other authorities and other documents that may be executed in respect of the Bonds. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the competent courts of city of Chennai.

**UNDERWRITING;**

The Present issue of bonds on private placement basis has not been underwritten.

**AN UNDERTAKING THAT THE ISSUER SHALL USE A COMMON FORM OF TRANSFER**

The Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Bank.

The Bank undertakes that it shall use a common form/ procedure for transfer of Bonds issued under terms of this Disclosure Document.

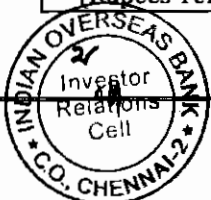
**TERMS AND CONDITIONS OF THE ISSUE**

This is a confidential Disclosure Document setting out the terms and conditions pertaining to issue of Unsecured, , Basel III Compliant Tier II Non-Convertible Series I Bonds in the nature of Promissory Notes Of (Rs. 10.00 Lacs Each For Cash At Par) Rs.800 Crores under Private Placement basis to be issued by **INDIAN OVERSEAS BANK** (hereinafter referred to as the "IOB"/ the "Issuer"/ the "Bank") Your participation is subject to the completion and submission of Application Form along with application money and acceptance of the offer by the Bank.

**TERMS OF PAYMENT**

The full face value of the Bonds applied for is to be paid along with the Application Form. Investor(s) need to send in the Application Form and the NEFT/ RTGS for the full face value of the Bonds applied for.

Face Value Per Bond	Minimum Application for	Amount Payable on Application per Bond
Rs. 10,00,000/- (Rupees Ten Lacs Only)	1 Bond and in multiple(s) of 1 Bond thereafter	Rs. 10,00,000/- (Rupees Ten Lacs Only)





### DEEMED DATE OF ALLOTMENT

Interest on Bonds shall accrue to the Bond holder(s) from the Deemed Date of Allotment. All benefits relating to the Bonds will be available to the investors from the Deemed Date of Allotment. The actual allotment of Bonds may take place on a date other than the Deemed Date of Allotment. The Bank reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any notice. In case if the issue closing date is changed (preponed/ postponed), the Deemed Date of Allotment may also be changed (preponed/ postponed) by the Bank at its sole and absolute discretion.

### MINIMUM SUBSCRIPTION

As the current issue of Bonds is being made on private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Bank shall not be liable to refund the issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of issue size or certain percentage of issue size.

### BASIS OF ALLOCATION / ALLOTMENT

The issuer reserves the right to reject any/all applications fully or partially at its sole discretion, without assigning any reason whatsoever.

### MARKET LOT

The market lot will be one Bond ("Market Lot"). Since the Bonds are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of Bonds. The market lot will be 1 Bond of the face value of Rs.10 lacs (Rupees Ten Lacs Only).

### TRADING OF BONDS

The marketable lot for the purpose of trading of Bonds shall be 1 (one) Bond of face value of Rs. 10 Lacs each. Trading of Bonds would be permitted in demat mode only in standard denomination of Rs. 10 Lacs and such trades shall be cleared and settled in recognized stock exchange(s) subject to conditions specified by SEBI. In case of trading in Bonds which has been made over the counter, the trades shall be reported on a recognized stock exchange having a nationwide trading terminal or such other platform as may be specified by SEBI.

### EFFECT OF HOLIDAYS: - As per SEBI Circular Dated October 29, 2013

If any interest payment date falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in the city of Chennai) then payment of interest will be made on the succeeding Business Day alongwith interest for such additional period. However, interest for such additional period so paid, shall be deducted from the interest payable on the next coupon payment date. If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day which is not a Business Day ('Business Day' being a day on which Commercial Banks are open for Business in the city of Chennai) then payment of interest will be made on the preceding Business Day together with interest accrued on the Bonds until but excluding the date of such payment.

In the event the Record Date for Coupon Payment date falls on a day which is not a business day, the next business day will be considered as the Record Date.

### REDEMPTION

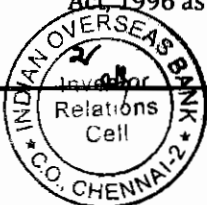
The Bonds will be redeemed at the end of 10 years from the deemed date of allotment with a call option at the end of 5 years and every coupon payment thereafter.

### DEPOSITORY ARRANGEMENTS

The Bank has appointed **CAMEO CORPORATE SERVICES LTD**, as Registrars & Transfer Agent for the present bond issue. The Bank shall make necessary depository arrangements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for issue and holding of Bond in dematerialized form. In this context the Bank shall sign two tripartite agreements as under:

- Tripartite Agreement between Issuer Bank, RTA and National Securities Depository Ltd. (NSDL) for offering depository option to the investors.
- Tripartite Agreement between Issuer Bank, RTA and Central Depository Services (I) Ltd. (CDSL) for offering depository option to the investors.

Investors can hold the Bonds only in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 as amended from time to time.





#### LIST OF BENEFICIAL OWNERS

The Bank shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest amount on maturity, as the case may be.

#### LETTER OF ALLOTMENT AND BOND CERTIFICATE

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Bond Certificate.

#### ISSUE OF BOND CERTIFICATE(S)

Subject to the completion of all statutory formalities within time frame prescribed in the relevant regulations/ act/ rules etc, the initial credit akin to a Letter of Allotment in the Beneficiary Account of the investor would be replaced with the number of Bonds allotted. The Bonds since issued in electronic (dematerialized) form, will be governed as per the provisions of The Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL/ CDSL/ Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Bonds shall be allotted in dematerialized form only.

#### DISPATCH OF REFUND ORDERS

The Bank shall ensure dispatch of Refund Order(s) by Registered Post only and adequate funds for the purpose shall be made available to the Registrar to the Issue by the Issuer Bank.

#### JOINT-HOLDERS

Where two or more persons are holders of any Bond(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to other provisions contained in the Articles.

#### SHARING OF INFORMATION

The Bank may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Bond holders available with the Bank, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Bank or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

#### MODE OF TRANSFER OF BONDS

Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Transfer of Bonds to and from NRIs/ OCBs, in case they seek to hold the Bonds and are eligible to do so, will be governed by the guidelines of RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Bank.

#### COMPUTATION OF INTEREST

Interest for each of the interest periods shall be calculated, on 'actual/ actual (366 in case of a leap year) days' basis, on the face value of principal outstanding on the Bonds at the coupon rate rounded off to the nearest Rupee.

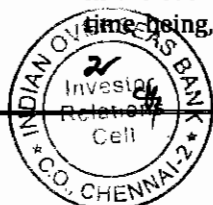
#### RECORD DATE

The Record Date for the bonds shall be 15 days prior to each interest payment date and/ or call option due date and/or redemption date.

In the event the Record Payment Date for Coupon date falls on a day which is not a business day, the next business day will be considered as the Record Date.

#### SUCCESSION

In the event of the demise of the sole/first holder of the Bond(s) or the last survivor, in case of joint holders for the time being, the Bank shall recognize the executor or administrator of the deceased Bond holder, or the holder of





succession certificate or other legal representative as having title to the Bond(s). The Bank shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Bank may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Bond (s) standing in the name of the deceased Bond holder on production of sufficient documentary proof or indemnity.

Where a non-resident Indian becomes entitled to the Bond by way of succession, the following steps have to be complied with:

- Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bond was acquired by the NRI as part of the legacy left by the deceased holder.
- Proof that the NRI is an Indian National or is of Indian origin.

Such holding by the NRI will be on a non-repatriation basis.

#### RIGHT TO ACCEPT OR REJECT APPLICATIONS

The Bank reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The rejected applicants will be intimated along with the refund warrant, if applicable, to be sent. Interest on application money will be paid from the date of credit of subscription amount to the account till one day prior to the date of refund. The application forms that are not complete in all respects are liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- Number of Bonds applied for is less than the minimum application size;
- Applications exceeding the issue size;
- Bank account details not given;
- Details for issue of Bonds in electronic/ dematerialized form not given; PAN/GIR and IT Circle/Ward/District not given;
- In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc relevant documents not submitted;

In the event, if any Bond(s) applied for is/ are not allotted in full, the excess application monies of such Bonds will be refunded, as may be permitted.

#### FICTITIOUS APPLICATIONS

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013 which is reproduced below:

*"Any person who—*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name.*

***Shall be liable for action under section 447."***

#### FUTURE BORROWINGS

The Bank shall be entitled, from time to time, to make further issue of bonds and / or Bonds and other such instruments to the public / members of the Bank / banks / financial institutions / bodies corporate / mutual funds and / or any other person(s) and /or to raise further loans, advances and/or avail of further financial and / or guarantee facilities from all or any of the above without obtaining the approval of the Bondholders and/or the Trustee.

#### RIGHTS OF BOND HOLDER(S)

The Bond holders will not be entitled to any rights and privileges of share holders other than those available to them under statutory requirements. The Bonds shall not confer upon the holders the right to receive notice, or to attend and vote at the general meetings of shareholders of the Bank. The principal amount and interest, if any, on the Bonds will be paid to the sole holder only, and in the case of joint holders, to the one whose name stands first in the Register





of Bond holders. The Bonds shall be subject to other usual terms and conditions incorporated in the Bond certificate(s) that will be issued to the allottee (s) of such Bonds by the Bank and also in the Trustee Agreement / Trust Deed.

#### **MODIFICATION OF RIGHTS**

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bondholders, provided that nothing in such consent or resolution shall be operative against the Bank where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Bank.

The bondholders will not be entitled to any of the rights and privileges available to the shareholders. If, however, any resolution affecting the rights attached to the Bonds is placed before the members of the Bank, such resolution will first be placed before the bondholders through the Trustees for their consideration.

#### **NOTICES**

All notices required to be given by the Issuer or by the Trustees to the Bondholders shall be deemed to have been given if sent by ordinary post/ courier/email to the original sole/ first allottees of the Bonds and/ or if published in one All India English daily newspaper and one regional language newspaper.

All notices required to be given by the Bondholder(s), including notices referred to under "Payment of Interest" shall be sent by registered post/courier or by hand delivery to the Issuer or to such persons at such address as may be notified by the Issuer from time to time.

#### **ADDITIONAL COVENANTS**

##### **1. DELAY IN LISTING:**

In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the issuer will pay penal interest of at least 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor

##### **2. REFUSAL OF LISTING:**

If listing permission is refused before the expiry of the 20 days from the Deemed Date of Allotment, the Issuer shall forthwith repay all monies received from the applicants in pursuance of the Disclosure Document along with penal interest of 1.00% per annum over the Coupon Rate from the expiry of 20 days from the Deemed Date of Allotment. If such monies are not repaid within 8 days after the Issuer becomes liable to repay it (i.e. from the date of refusal or 20 days from the Deemed Date of Allotment, whichever is earlier), then the Issuer and every director of the Issuer who is an officer in default shall, on and from the expiry of 8 days, will be jointly and severally liable to repay the money, with interest at the rate of 15 per cent per annum on application money.

##### **3. DEFAULT IN PAYMENT OF INTEREST:**

In case of default in payment of interest and/or principal redemption on the due dates, additional interest at 2% p.a. over the documented rate will be payable by the Bank for the defaulting period.

4. On the happening of any of the event of default, in addition to the rights specified above, the bond/debenture Holders/ debenture Trustees shall have the right as indicated in the SEBI Regulations/ from time to time.

5. If 'A+' credit rating of the Bonds issued by the issuer is downgraded at any point of time during the currency of the Bonds

(i) Bondholders reserve the right to reset the interest rate based on the downgraded rating with effect from the date of downgrading. (ii) the Bondholders shall reserve the right to recall its outstanding principal amount on the aforesaid debentures along with all other monies/accrued interest due in respect thereof including compensation for all real/notional losses calculated on the basis as the Bondholders may deem fit.

All applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle/ Ward/ District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

#### **TAX DEDUCTION AT SOURCE**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. Tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, must be lodged at the registered office of the Bank or at such other place as may be notified by the Bank in writing, at least 30 (thirty) calendar working days before the interest payment dates.

Tax exemption certificate/ declaration of non-deduction of tax at source on interest on application money, should be submitted along with the application form. Where any deduction of Income Tax is made at source, the bank shall send





to the Bondholder(s) a Certificate of Tax Deduction at Source. Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultant(s). Tax Deducted at source will be paid to Income tax authorities on accrual or payment whichever is earlier basis.

#### **TAX BENEFITS TO THE BOND HOLDERS OF THE BANK**

The holder(s) of the Bonds are advised to consider in their own case, the tax implications in respect of subscription to the Bonds after consulting their own tax advisor/ counsel.

#### **SIGNATURES**

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/ Notary Public under his/her official seal.

#### **ACKNOWLEDGEMENTS**

No separate receipts will be issued for the application money. However, the Bankers to the Issue receiving the duly completed Application Form will acknowledge receipt of the application by stamping and returning to the applicant the acknowledgement slip at the bottom of each Application Form.

#### **SERVICING BEHAVIOR ON EXISTING DEBT SECURITIES AND OTHER BORROWINGS**

The Bank hereby confirms that:

- a) The main constituents of Bank's borrowings have been in the form of borrowings from RBI, inter-bank borrowings, call money borrowings, term money borrowings, savings bank deposits, current account deposits, term deposits, subordinated bonds, certificate of deposits etc.
- b) The Bank has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.
- c) The Bank has neither defaulted in repayment/ redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past.

#### **MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE**

The Bank hereby declares that there has been no material event, development or change at the time of issue which may affect the issue or the investor's decision to invest/ continue to invest in the debt securities of the Bank.

#### **PERMISSION/ CONSENT FROM PRIOR CREDITORS**

The Bank hereby confirms that it is entitled to raise money through current issue of Bonds without the consent/ permission/ approval from the Bondholders/ Trustees/ Lenders/ other creditors of the Bank. Further the Bonds proposed to be issued under the terms of this Disclosure Document being unsecured and subordinated in nature, there is no requirement for obtaining permission/ consent from the prior creditors for creating second or pari passu charge in favor of Trustees.

#### **THE DISCOUNT AT WHICH SUCH OFFER IS MADE AND THE EFFECTIVE PRICE FOR THE INVESTOR AS A RESULT OF SUCH DISCOUNT**

The bonds are being issued at face value and not at discount to offer price.

#### **(W) MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER**

By very nature of its business, the Issuer is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Issuer. However, the contracts referred to in Para A below (not being contracts entered into in the ordinary course of the business carried on by the Issuer) which are or may be deemed to be material have been entered into by the Issuer. Copies of these contracts together with the copies of documents referred to in Para B may be inspected at the Registered Office of the Issuer between 10.00 a.m. and 2.00 p.m. on any working day until the issue closing date.

##### **A. MATERIAL CONTRACTS:**

- a. Copy of letter appointing Registrar and Transfer Agents and copy of Agreement entered into between the Bank and the Registrar.
- b. Copy of letter appointing Trustees to the Bondholders.





**B. DOCUMENTS:**

- a. The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, as amended from time to time.
- b. Board Resolution dated 27.05.2016 authorizing issue of Bonds offered under terms of this Disclosure Document.
- c. Letter of consent from the IBDI trusteeship Services Limited for acting as trustees for and on behalf of the holder(s) of the Bonds.
- d. Letter of consent from the Cameo Corporate Services Ltd, for acting as Registrars to the Issue.
- e. Application made to the NSE / BSE for grant of in-principle approval for listing of Bonds.
- f. Letter from CARE and Brickworks Rating Agencies conveying their credit rating for the Bonds.

**(X) DECLARATION**

The Bank undertakes that this Disclosure Document contains full disclosures in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, amended and Securities and Exchange Board of India (issue and listing of debt securities) (amendment) regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014 as amended, Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES) REGULATIONS, 2013 and RBI Master Circular NO. RBI/2015-16/58 DBOD.No.BP.BC.1/21.06.201/2015-16 dated July 1, 2015.

The Bank also confirms that this Disclosure Document does not omit disclosure of any material fact which may make the statements made therein, in light of the circumstances under which they are made, misleading. The Disclosure Document also does not contain any false or misleading statement.

The Bank accepts no responsibility for the statement made otherwise than in the Disclosure Document or in any other material issued by or at the instance of the Bank and that anyone placing reliance on any other source of information would be doing so at his own risk.

Signed pursuant to internal authority granted for Indian Overseas Bank

(Y.C.JAIN)  
General Manager &  
Chief Financial Officer

(R. SUBRAMANIAKUMAR)  
Executive Director

Place: Chennai  
Date: 26.10.2016

**(Y) ANNEXURE(S)**

- 1) RATING LETTER/S
- 2) BOND TRUSTEE CONSENT LETTER
- 3) APPLICATION FORM





INDOVER/165767/2016-17/838  
October 26, 2016

Mr. Y.C. Jain  
General Manager  
Indian Overseas Bank  
Central Office,  
763, Anna Salai,  
Chennai 600002  
Tel 600002

Dear Mr. Y.C. Jain,

**Re: CRISIL Rating for the Rs.8 Billion Tier-II Bonds (Under Basel III) of Indian Overseas Bank**

We refer to your request for a rating for the captioned Debt instrument.

CRISIL has, after due consideration, assigned a "CRISIL A+/Negative" (pronounced "CRISIL A plus rating with negative outlook") rating to the captioned Debt instrument. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

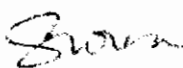
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to suspend, withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL believes may have an impact on the rating.

Further, in view of your decision to accept the CRISIL Rating, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at [debtissue@crisil.com](mailto:debtissue@crisil.com)

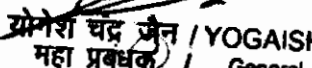
With warm regards,

Yours sincerely,

 कृते इण्डियन ओवरसीज़ बैंक  
For Indian Overseas Bank  
Suresh Krishnamurthy  
Director - CRISIL Ratings

  
Mivedita Shibu  
Associate Director - CRISIL Ratings



  
योगेश चंद्र जैन / YOGAISH C. JAIN  
महा प्रबंधक / General Manager

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, [www.crisil.com](http://www.crisil.com). For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Classification: EXTERNAL



CRISIL Limited

Corporate Identity Number: LB712DMH1987PLC042363



Ref. No.: RTG/Chen/123/16-17

October 24, 2016

**Mr. Y. C. Jain**  
**General Manager & CFO**  
**Indian Overseas Bank**  
**Central Office**  
**763, Anna Salai**  
**Chennai – 600 002**

**Re: ICRA Credit Rating for the Rs. 800.00 crore Basel III compliant Tier II bonds of Indian Overseas Bank**

Please refer to our earlier letter Ref. No: RTG/Chen/082/16-17 dated July 29, 2016 communicating the rating of [ICRA]A+ (hyb) (pronounced ICRA A Plus hybrid) with Negative outlook for the Rs. 500.00 crore Basel III compliant Tier II bonds of Indian Overseas Bank. The terms and conditions for the credit rating of the aforementioned instrument shall remain the same as mentioned in the letter Ref. No: RTG/Chen/082/16-17 dated July 29, 2016.

Also, please refer to your Rating Requisition dated October 18, 2016 and the subsequent Rating Agreement of October 19, 2016 for carrying out the rating for the Rs. 300.00 crore Basel III compliant Tier II bonds of your bank. The Rating Committee of ICRA, after due consideration, has assigned the [ICRA]A+ (hyb) (pronounced ICRA A Plus hybrid) rating with a Negative outlook to this Rs. 300.00 bond Programme. Instruments with [ICRA]A rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. Within this category modifiers {"+" (plus) / "-"(minus)} can be used with the rating symbols. The modifiers reflect the comparative standing within the category. The letters "hyb" in parenthesis suffixed to a rating symbol stand for "hybrid", indicating that the rated instrument is a hybrid subordinated instrument with equity-like loss-absorption features; such features may translate into higher levels of rating transition and loss-severity vis-à-vis conventional debt instruments.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as "[ICRA]A+(hyb)" with Negative Outlook. We would appreciate if you can sign on the duplicate copy of this letter and send it to us within 7 days from the date of this letter as a token of your acceptance and use of the assigned rating. The rationale for assigning the above rating will be sent to you on receipt of your confirmation about the use of our rating, as above. Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and confirmed to use by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

*Ok. Sanidha*

Karumuthu Centre, 5th Floor  
634, Anna Salai, Nandanam  
Chennai - 600035

Tel : +91 - 44 - 45964300  
Fax : +91 - 44 - 24343663  
CIN : L74999DL1991PLC042749

website : [www.icra.in](http://www.icra.in)  
email : [info@icraindia.com](mailto:info@icraindia.com)

Registered Office: N05, Kailash Building, 11th Floor, 28 Kasturba Gandhi Marg, New Delhi - 110001. Tel : +91-11-23357940-50 Fax : +91-11-23357014  
Corporate Office: Investor Relations Cell, Building No. 8, Tower-A, 2nd Floor, DLF Cyber City, Phase II, Gurgaon - 122002 Tel +91-124-4545300 Fax : +91-124-4050424





ICRA

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating the rating, the same would stand withdrawn unless revalidated before the expiry of 3 months.

You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

With kind regards,

Yours sincerely,  
for ICRA Limited

(K. Ravichandran)  
Senior Vice President & Co-Head, Corporate Ratings

(A. M. Karthik)  
Assistant Vice President

Instrument Details	Rated Amount (Rs. crore)	Utilized Amount as on date (Rs. crore)	Unutilized Amount as on date (Rs. crore)	Rating Outstanding / Assigned
Basel III compliant Tier II bonds	500.00	-	500.00	[ICRA]A+ (hyb) (Negative)
	300.00	-	300.00	[ICRA]A+ (hyb) (Negative)
<b>Total</b>	<b>800.00</b>	<b>-</b>	<b>800.00</b>	



कृते इण्डियन ओवरसीज बैंक  
For Indian Overseas Bank

योगेश चंद्र जैन / YOGAISH C JAIN  
General Manager

No. 2592/ITSL/OPR/CL/16-17/BT/386  
October 20, 2016

To,  
S Kalpagarani - Asst. General Manager  
Indian Overseas Bank  
Investor Relations Cell, Central Office: P.B. No. 3765,  
763, Anna Salai, Chennai - 600 002

Dear Madam,

**Consent to act as Bond Trustee for Tier II Basel III compliant bonds upto Rs.1000 crore**

This is with reference to your email dated 29.07.2016 regarding the appointment of IDBI Trusteeship Services Limited (ITSL) as Bond Trustee for Tier II Basel III compliant bonds upto Rs.1000 crore.

In this connection, we confirm our acceptance to act as Bond Trustee for the same, subject to the Bank agreeing the conditions as set out in "Annexure - A".

We are also agreeable for inclusion of our name as trustees in the Bank's offer document / disclosure document / listing application / any other document to be filed with SEBI / ROC / the Stock Exchange(s) or any other authority as required.

Indian Overseas Bank shall enter into Debenture Trustee Agreement for the said issue of the NCDs.

Thanking you,

Yours faithfully,  
For IDBI Trusteeship Services Limited

  
Ajit Gurujl  
Vice President



## Annexure A

1. The Bank agrees & undertakes to pay to the Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated above for their services as Debenture Trustee in addition to all legal, traveling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other Documents.

2. The Bank agrees & undertakes to comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions as amended from time to time and agrees to furnish to Trustees such information in terms of the same on regular basis

For IDBI Trusteeship Services Limited

  
Ajit Guruji  
Vice President





Addressed to: \_\_\_\_\_

Application form No: \_\_\_\_\_



**भारतीय ओवरसीज बैंक**  
**Indian Overseas Bank**  
 आपकी प्रगति का सच्चा साथी  
 Good people to grow with

**Indian Overseas Bank**  
 A Government of India Undertaking  
 Central Office, 763, Anna Salai Chennai-600002  
 Tel No: 044-71729791; Fax No: 044-28585675  
 E-mail: investor@iobnet.co.in;  
 Website: www.iob.in

For Office Use Only

Date of Receipt of Application  
 / / 1 6

Date of Clearance of Funds  
 / / 1 6

**APPLICATION FORM FOR 9.24 % UNSECURED, NON-CONVERTIBLE, TIER II, BASEL III COMPLIANT BONDS IN THE NATURE OF PROMISSORY NOTES SERIES - I**

To,  
 Indian Overseas Bank

Dear Sir/ Madam,  
 Having read, understood and agreed to the contents and terms and conditions of Indian Overseas Bank's Disclosure Document dated 26.10.2016 , I/We hereby apply for allotment to me/us, of the under mentioned Bonds (hereinafter referred to as "Bonds"), out of the Private Placement Issue. I/We irrevocably give my/ our authority and consent to IDBI Trusteeship Services Ltd., to act as my/our Trustees and for doing such acts and signing such documents as are necessary to carry out their duties in such capacity. The amount payable on application as shown below is remitted herewith. I/We note that the Bank is entitled in its absolute discretion to accept or reject this application in whole or in part without assigning any reason whatsoever.

(PLEASE READ CAREFULLY THE INSTRUCTIONS ON THE NEXT PAGE BEFORE FILLING UP THIS FORM)

**APPLICANT'S DETAILS**

SOLE/FIRST APPLICANT'S NAME IN FULL

SIGNATORY/AUTHORISED SIGNATORY

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

SECOND APPLICANT'S NAME

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

THIRD APPLICANT'S NAME

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

ADDRESS (Do not repeat name) (Post Box No. alone is not sufficient)

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

PIN CODE

TEL

FAX

E-MAIL:

**SOLE/ FIRST APPLICANT CATEGORY (Tick one)**

- Scheduled Commercial Bank
- Public Financial Institution
- Insurance Company
- Primary/ State/ District/ Central Co-operative Bank
- Regional Rural Bank
- Mutual Fund
- Company/ Body Corporate
- Provident/ Gratuity/ Superannuation Fund
- Others (please specify)

**INVESTMENT DETAILS**

Face Value/ Issue Price	Rs. 10,00,000/- (Rupees Ten Lacs Only) per Bond
Minimum Application	1 Bond and multiples of 1 Bond thereafter
Tenure	10 years with call option at the end of 5 YEARS
Coupon Rate	9.24% p.a.
Interest Payment	Annual
Amount payable per Bond (i)	Rs. 10,00,000/-
No. of Bonds Applied For (ii)	
Total Amount Payable (Rs.) (in fig) (i) x (ii)	

**PAYMENT DETAILS**

Total Amount Payable	
(Rs. in figures)	(Rs. in words)

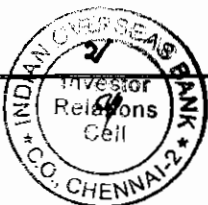
UTR No.	
RTGS Dated	
Name & Branch of the Bank	

**SOLE/ FIRST APPLICANT'S BANK DETAILS (Ref. Instructions)**

Bank Name	
Branch	
City	
Account Number	
RTGS /IFSC Code	
Type of Account	<input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> Others

**INCOME TAX DETAILS (Ref. Instructions)**

	Sole/ First Applicant	Second Applicant	Third Applicant
P.A.N./ G.I.R. NO. (enclosed copy)			
I.T. Circle/ Ward/ District No.			





**TAX DEDUCTION STATUS (PLEASE TICK ONE)**

Fully exempt (Please furnish exemption certificate)	<input type="checkbox"/>	Tax to be deducted at source	<input type="checkbox"/>
---	--------------------------	------------------------------	--------------------------

I / We undertake that the remittance of application money against our subscription in the issue as per application form has been remitted from a Bank Account in my/ our own name.

**TO BE FILLED IN ONLY IF THE APPLICANT IS AN INSTITUTION**

Name of the Authorised Signatory(ies)	Designation	Signature
1.	1.	
2.	2.	
3.	3.	
4.	4.	

**DETAILS FOR ISSUE OF BONDS IN ELECTRONIC/ DEMATERIALIZED FORM APPLICANT'S SIGNATURE(S)**

Depository Name (please tick)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL	Sole/ First Applicant	
Depository Participant Name			Second Applicant	
DP-ID Number			Third Applicant	
Client-ID				
Beneficiary Account Number				
Name of the Applicant				

(Tear Here)

**ACKNOWLEDGEMENT SLIP**

 <p><b>भारतीय ओवरसीज बैंक</b> <b>Indian Overseas Bank</b> आपकी प्रगति का सच्चा साथी Good people to grow with</p>	<p><b>Indian Overseas Bank</b> A Government of India Undertaking Central Office, 763, Anna Salai Chennai-600002 Tel No: 044-71729791; Fax No: 044-28585675 E-mail: investor@iobnet.co.in; Website: <a href="http://www.iob.in">www.iob.in</a></p>
---	---

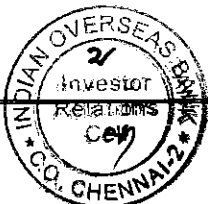
Received From (Name & Address)

An application for Unsecured, Non-Convertible, Tier II, Basel III Compliant Bonds In The Nature Of Promissory Notes Series - I issue vide RTGS - UTR no: \_\_\_\_\_ dated: \_\_\_\_\_

for Rs. \_\_\_\_\_

For Further Correspondence please contact

Branch Seal





## I N S T R U C T I O N S

1. Application forms must be completed and full in BLOCK LETTERS IN ENGLISH. A blank space must be left between two or more parts of the name:

A	B	C	D	W	X	Y	Z				
---	---	---	---	---	---	---	---	--	--	--	--

2. Signatures should be made in English or in any of the Indian languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate / Notary Public under his/her official seal.

3. The remittance of application money to be made through Electronic transfer of funds through RTGS mechanism for credit as per details given hereunder:

Bank name	Indian Overseas Bank
Beneficiary A/c Name	Indian Overseas Bank, Treasury, Central Office, Chennai
Beneficiary A/c Number	8706152
IFSC Code	IOBA0009016
Bank Branch Name & Address	Indian Overseas Bank, Treasury, Central Office, Chennai

4. Cash, Stock Invest, outstation cheques, money orders, postal orders etc. will NOT be accepted.

5. Minimum application is of 1 Bond and multiples of 1 Bond thereafter

6. Receipt of application will be acknowledged by Bankers stamping the "Acknowledgement Slip" appearing below the Application Form. No separate receipt will be issued.

7. All applicants should mention their Permanent Account Number or the GIR number allotted under Income-Tax Act, 1961 and the Income -Tax Circle/ Ward/ District. In case where neither the PAN nor GIR number has been allotted, the fact of non-allotment should be mentioned in the application form in the space provided.

8. The application would be accepted as per the terms of the Scheme outlined in the Disclosure document of Private Placement dated 26.10.2016.

9. All communications will be addressed to the applicant whose name appears first in the application form.

10. Those desirous of claiming tax exemptions on interest on application money are compulsorily required to submit a certificate issued by the Income Tax Officer/relevant declaration forms (as per Income Tax Act, 1961) along with the Application Form. In case the above documents are not enclosed with the application form, TDS will be deducted on interest on application money. For subsequent interest payments, such certificates have to be submitted periodically.

11. Applicant desirous of receiving bonds in dematerialized form should mention their Depository Participant's name, DP-ID and Beneficiary Account Number in the appropriate place in the Application Form. The Issuer will take necessary steps to credit the Depository Account of the allottee (s) with the number of bonds allotted.

12. Please give the Complete Bank details like Bank Account Number, IFSC Code, Name of the Bank and Branch and Branch Code in the Column of Bank details.

13. As a matter of precaution against possible fraudulent encashment of interest warrants due to loss / misplacement, applicants are requested to mention the full particulars of their bank account, as specified in the Application Form. Interest warrants will then be made out in favour of the sole / first applicant's account. Cheques will be issued as per the details in the register of Bondholders at the risk of the sole / first applicant at the address registered with Issuer.

14. The applications would be scrutinized and accepted as per the provisions of the terms and conditions of the Private Placement and as prescribed under the other applicable statues / guidelines etc. Issuer is entitled, at its sole and absolute discretion, to accept or reject any application, in part or in full, without assigning any reason whatsoever. An application form, which is not complete in any respect, is liable to be rejected.

15. The attention of applicants is drawn to the below mentioned:

Any person who

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

**Shall be liable for action under section 447 of Companies Act, 2013.**

