



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, 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



Indian Overseas Bank

Central Office, 763, Anna Salai
Chennai-600 002
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website: www.iob.in

DISCLOSURE DOCUMENT

DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF 11.70% UNSECURED, NON-CONVERTIBLE, BASEL III COMPLIANT TIER II BONDS - SERIES II IN THE NATURE OF PROMISSORY NOTES OF (RS. 10.00 LACS EACH FOR CASH AT PAR), Rs.300 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

Credit rating issued by CRISIL A+ / Stable on 03.12.2018 and

ICRA A+(hyb) / Negative on 03.12.2018

Rated instruments 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	
	<p>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 Contact Person: Mr. Ajit Guruji</p>		<p>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 Contact Person: Ms. Priya</p>
ARRANGER(S) TO THE ISSUE			
	<p>TRUST INVESTMENT ADVISORS PVT. LTD. Regd. Office: 109/110, 1st Floor, Balarama, Village Parigkhari; Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Tel : +91-22- 40845000 Fax : +91-22- 40845007 Email: mbd.trust@trustgroup.in</p>		<p>AXIS BANK LIMITED Axis House, 8th Floor, North Wing, Wadia International Centre, PB Marg, Worli, Mumbai 400 025 Tel: +91 (22) 6604 3293 Fax: +91 (22) 24253800 Email: vikas.shinde@axisbank.com</p>
ISSUE SCHEDULE			
ISSUE OPENS ON:	07th December 2018	ISSUE CLOSES ON:	07th December 2018
PAY IN DATE:	10th December 2018	ALLOTMENT DATE:	10th December 2018



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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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued vide circular no. SEBI/LAD-NRO/GN/2015-16/013 dated September 2 2015, Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2016 issued vide circular no SEBI/ LAD-NRO/GN/2016-17/004 dated May 25, 2016 and SEBI circular no. CIR/IMD/DF-1/122/2016 dated November 11, 2016 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) dated December 15, 2017, 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 January 14, 2016. 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.

7. Disclaimer By Arranger:

The Issuer has authorized the Arranger to distribute this Information Memorandum in connection with the proposed transaction outlined in it and the Bonds. It is advised that the Issuer exercise self due-diligence to ensure complete compliance of prescribed disclosure norms in this Disclosure Document. The role of the Advisors and Arrangers to the Issue (collectively referred to as “Arrangers”/ “Arrangers to the Issue”) in the assignment is confined to marketing and placement of the Bonds on the basis of this Disclosure Document, as prepared by the Issuer. The Arrangers have neither scrutinized/ vetted nor have they done any due-diligence for verification of the contents of this Disclosure Document.



The Arrangers shall use this Disclosure Document for the purpose of soliciting subscription from a particular class of eligible investors in the Bonds to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this Disclosure Document by the Arrangers should not in any way be deemed or construed that the Disclosure Document has been prepared, cleared, approved or vetted by the Arrangers; nor do they in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document; nor do they take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Arrangers are not responsible for compliance of any provision of Companies Act, 2013. The Arrangers or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this Disclosure Document.

*** 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 II issued in the nature of Promissory Notes (Rs. e 300 crore, by Indian Overseas Bank ("IOB"/ the "Issuer"/ the "Bank") through private placement route under the terms of this Disclosure Document
Rating Agencies	CRISIL Limited (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



Abbreviation	Definition / Elaboration
	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 05-12-2018 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.300 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	<p>(i) a decision that a write-off, without which the Bank would become non-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 the relevant authority;</p> <p>The Write-off of any Common Equity Tier 1 capital shall not be required before the write-off of any Non-equity (Additional Tier 1 and Tier 2) regulatory capital instrument.</p> <p>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>(iii) 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</p>



Abbreviation	Definition / Elaboration
	<p>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 a permanent write off or public sector injection of funds are likely to:</p> <ol style="list-style-type: none"> Restore depositors'/investors' confidence; Improve rating /creditworthiness of the bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.
GIR	General Index Registration Number
RBI	Reserve Bank of India
RBI Norms/ RBI 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	<p>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 29th October 2013, as 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 and The 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 circular no. CIR/IMD/DF1/48/2016 dated April 21, 2016, Securities And Exchange Board Of India (Issue And Listing Of Debt Securities) (Amendment) Regulations, 2016 issued vide circular no SEBI/ LAD-NRO/GN/2016-17/004 dated May 25, 2016 and SEBI circular no. CIR/IMD/DF-1/122/2016 dated November 11, 2016</p>
TDS	Tax Deducted at Source
Companies Act	Companies Act, 2013, 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").
The Issue / The Offer / Private Placement	Private Placement Of Unsecured, Tier II, Basel III Compliant Non-Convertible Bonds Series II in the nature of promissory notes of (Rs.10.00 Lacs Each For Cash At Par) Rs.300 crore, by Indian Overseas Bank ("IOB/ the "Issuer"/the "Bank") through Private placement route under the terms of this Disclosure Document.



A) ISSUER INFORMATION

NAME AND ADDRESS OF THE FOLLOWING:

SR. No	PARTICULARS	:	DETAILS
(i)	REGISTERED OFFICE OF THE ISSUER		
•	Name	:	INDIAN OVERSEAS BANK
•	Address	:	763 Anna Salai, Chennai – 600002
•	Tele No	:	044- 28519587, 28519456, 71729791
•	Email	:	investor@iobnet.co.in
•	Website	:	www.iob.in
(ii)	CORPORATE OFFICE OF THE ISSUER		
•	Name	:	INDIAN OVERSEAS BANK
•	Address	:	763 Anna Salai, Chennai – 600002
•	Tele No	:	044- 28519587, 28519456, 71729791
•	Email	:	investor@iobnet.co.in
•	Website	:	www.iob.in
(iii)	CHIEF GROUP COMPLIANCE OFFICER OF THE ISSUER		
•	Name	:	Ms. Radha Venkatakrishnan
•	Address	:	Central Office 763, Anna Salai, Chennai – 600002
•	Tele No	:	044-28519487
•	Email	:	investor@iobnet.co.in
•	Website	:	www.iob.in
(iv)	COMPLIANCE OFFICER FOR THE ISSUE		
•	Name	:	Ms. Radha Venkatakrishnan
•	Address	:	Central Office 763, Anna Salai, Chennai – 600002
•	Tele No	:	044-28519487
•	Email	:	investor@iobnet.co.in
•	Website	:	www.iob.in
(v)	CHIEF FINANCIAL OFFICER OF THE ISSUER		
•	Name	:	Ms. Radha Venkatakrishnan
•	Address	:	Central Office 763, Anna Salai, Chennai – 600002
•	Tele No	:	044-28519487
•	Email	:	investor@iobnet.co.in
•	Website	:	www.iob.in
(vi)	ARRANGER(S) TO THE ISSUE		
A	Name	:	Trust Investment Advisors Private Limited
•	Address	:	1101, Naman Centre, BKC, Bandra (E) Mumbai – 400 051
•	Tele No	:	022-40845000
•	Fax No	:	022-40845007
•	Website	:	www.trustgroup.in
B	Name	:	Axis Bank Limited
•	Address	:	Axis House, 8th Floor, North Wing, Wadia International Centre, PB Marg, Worli, Mumbai 400 025



•	Tele No	:	022-6604 3293
•	Fax No	:	022-24253800
•	Website	:	www.axisbank.com
(vii)	TRUSTEE OF THE ISSUE		
•	Name	:	IDBI TRUSTEESHIP SERVICES LTD.
•	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
viii)	REGISTRAR TO THE ISSUE		
•	Name	:	M/S CAMEO CORPORATE SERVICES LTD
•	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
(ix)	CREDIT RATING AGENCY		
A	Name	:	CRISIL LIMITED
•	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	Name	:	ICRA LIMITED
•	Address	:	1105, Kailash Building, 11 th Floor, 26, Kasturba Gandhi Marg, New Delhi 110 001
•	Tele No	:	+911123357940,
•	Fax No	:	+911123357014
•	Email	:	info@icraindia.com
*	Website	:	www.icra.in
(x)	LEGAL COUNSEL		
•	Name	:	Mr. K. Elangovan
•	Address	:	New No 22 (Old No. 42) West Circular Road, Vikas Sampriti, 3 rd 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. Indian Overseas Bank (IOB) was founded on 10th February 1937 by Shri. M.Ct.M. Chidambaram Chettyar, a pioneer in many fields.
2. The Bank was founded by him with the main objective of specializing in foreign exchange business in banking to take the Bank across the globe
3. IOB started business simultaneously - at Karaikudi, Chennai and Rangoon in Burma (presently Myanmar) followed by a branch in Penang, Malaysia.
4. 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.
5. As on 30.09.2018, the Bank has total 3303 domestic branches, 5 overseas branches and, 1 Remittance Centre and 1 Representative Office.
6. Global Total Business of Rs.3,73,210 crores as on 30.09.2018.
7. Operating Profit of Rs.2, 436 crore and Net Loss of Rs.1,407 crores for the half year ended September 2018.
8. Capital Adequacy Ratio of 9.16% as of September 30, 2018.

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 1lac 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

2016-17, 2017-18 and 2018-19

- IOB In-House magazine "VANI" (Official Language) has been First Prize by Government of India in 'C' Region for the year 2016-17.

- IOB In-House magazine "VANI" (Official Language) has been given Second Prize by Government of India in 'C' Region for the year 2017-18.



- Adjudged as 2nd Best Performing Bank in terms of Aadhar Generation and Update (using online client version) during the Aadhar Excellence Awards 2018.
- IOB features in Forbes 500 Best Employers list.
- IOB got Award for Excellent Contribution in the category of Vigilance Innovation in Vigilance Excellence Awards 2018 from Central Vigilance Commission.

MAIN OBJECT OF THE BANK

The main object and business of the Bank, as laid down in the Bank Nationalization 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 organization, 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 with drawables 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:

- o Paying, receiving, collecting and remitting money, bullion and securities on behalf of the Government of India
 - o 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:



- o Vast branch network spread all over India and in certain overseas trading business centres to enable resources mobilization at Low cost
- o Advancement in technological up gradation
- o 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 and MSME segments with innovative products. RAM Sector shall be the growth driver.
- 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

Financial Inclusion

Our Bank has engaged 2,661 Business Correspondents (BCs) in allotted SSA & 123 BCs in un-allotted SSA including 41 Urban BCs for providing Banking facilities in un-banked areas.

It is noteworthy to state that in coordination with Government of Tamil Nadu, IOB Smart Card Banking has been enabling about 4.44 lakh old age pensioners to get their monthly pension and about 0.25 lac Sri Lankan Tamil Refugees in 61 camps to obtain their monthly dole.

As per the guidelines from MoF, GOI, the Bank enabled Aadhaar Enabled Payment System (AEPS) ON-US and OFF-US Transactions in Business Correspondent Hand Held Devices. As on 30th September 2018, 2,62,47,798 AEPS ON-US and OFF-US transactions were carried out by Business Correspondents.

Pradhan Mantri Jan Dhan Yojana (PMJDY):

The Bank is implementing PMJDY as per the directives of Ministry of Finance, Govt. of India. The Scheme was launched by the Prime Minister of India on 15th August 2014. The Bank has opened 44,71,004 BSBD Accounts under PMJDY and issued 42,16,630 RuPay Debit Cards till 30th September 2018 under this scheme.

Regarding enrolments under JanSuraksha policies, our Bank has made 6,23,882 policies under PMJJBY and 24,19,033 policies under PMSBY. Since inception, our Bank has enrolled 2,47,461 subscribers under Atal Pension Yojana.

Aadhaar enrolment and update centres as per Aadhaar Regulations, 2016.

Subject to the UIDAI guidelines, our Bank has decided to establish Aadhaar Enrolment centres in 354 Branches and 91 Branches in our RRBs i.e 36 Branches in RRB – PGB and 55 Branches in RRB – OGB, by deploying our Staff Members and our own kits.

As advised by UIDAI, we have identified 355 Staff Members as “Supervisor/Verifier” from our Branches, for establishment of Aadhaar enrolment centres.

All 355 Staff members from our Bank have been trained and certified by UIDAI as Supervisors. Our RRBs – PGB and OGB have completed the training programme for all their identified 91 Staff members and certified as Supervisors.

Our Bank has been adjudged as 2nd “Best Performing Bank in terms of Aadhaar generation and update (using Online client version) during the Aadhaar Excellence Awards 2018. Our ED (AKS) and GM (UMB) received the award in the awards ceremony held at Goa, on 4th October 2018. Aadhaar Excellence Award includes a cash incentive of Rs. 50,000/- also.

As 30th September 2018, 345 Branches (IOB – 268; PGB – 24; OGB – 53) have started to operationalize as Aadhaar Enrolment Centres with our Staff Members and our own kits.



Rural Self Employment Training Institutes (RSETIs)

In line with the guidelines issued by Ministry of Rural development, Govt of India, the Bank had set up 12 RSETIs at all Lead Districts to provide training to farmers, members of SHGs, beneficiaries under SGSY, educated unemployed youths, artisans and beneficiaries belonging to weaker sections. In addition to the above, the Bank has set up one RSETI in the Nilgiris District for the benefit of the tribals.

The RSETIs are managed by SNEHA trust established by the Bank. Since inception, our Bank has conducted 2,370 training programmes benefiting 59,412 unemployed youths.

Our bank has also achieved cumulative settlement of 70 % and Cumulative credit settlement of 50 % which are well above the national average of 66% and 42% respectively and thereby all the RSETIs of our bank are eligible for the reimbursement from NRLM as per the revised guidelines of MoRD, GOI.

Financial Literacy

During the year, the Bank has spent about Rs.0.28 crore towards Corporate Social Responsibility by imparting Financial Literacy through Financial Literacy Centers (SNEHA) established at 23 centres.

The counselors of these centres are educating the people in rural and urban areas with regard to various financial products and services available from formal financial institutions, provide face-to-face financial counselling services and offer debt counseling to indebted individuals. They are also conducting periodical camps at various places.

Since inception, FLC Counsellors have conducted 70,156 credit counselling, 9,164 Financial Literacy camps and opened 91,871 SB accounts.

JOINTLY CONTROLLED ENTITY:

Universal Sampo General Insurance Company Ltd.

Universal Sampo General Insurance Co. Ltd. is a Public-Private Partnership Joint Venture between Allahabad Bank, Sampo 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 Sampo 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 Sampo 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

Performance Highlights - 2017-18

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

Business Parameters (in Crore)

	31.03.2018	31.03.2017	Growth 2017-18
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			Amount	%
Global Business	367831	468119	-100288	-21.42
Global Deposits	216832	211343	-5489	-2.60
Global Advances	150999	156776	-5777	-3.68
Operating Profit	3629.08	3650.20	-21.12	-0.58

Net Loss of the Bank for the quarter ended 30.09.2018 stood at (-) Rs.487.26 crore.

Net investments of the Bank decreased to Rs.68,646 crore as on 31.03.2018 from Rs.71,654 crore as on 31.03.2017.

Branch Expansion: - The domestic branch network of the Bank crossed the milestone mark of 3000 on 17.08.2013. As on 30.09.2018, the Bank had 3,303 domestic branches, comprising of 915 rural branches (28% to total branches), 981 Semi Urban branches (30%), 671 Urban branches (20%) and 736 Metropolitan branches (22%).

Apart from 3,303 branches, as on 30.09.2018, the Bank had 7 Zonal Offices, 48 Regional Offices, 4 Extension Counters, 2 Satellite Offices, 3 City Back Offices, 6 Inspectorates.

Major Administrative Office Network reorganization took place with closure of 11 Regional Offices, 41 Rapid Retail Centres, 37 City Back offices, 18 MSME Processing Centres. Apart from this 122 domestic branches, 3 Overseas branches, 2 Representative offices and one Remittance Centre were closed/merged as part of rationalization to reduce the administrative cost.

For Quarter ended 30.09.2018

- The percentage of priority sector advances to Adjusted Net Bank Credit stood Rs. 73,900 crores (50.54 %) as against RBI norms of minimum 40%.
- The Bank's agricultural credit stood at Rs.32,132 crores as on 30th Sep 2018.
- 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.32,437 crores. The share of credit to Micro, Small and Medium Enterprises (MSME) in the total Domestic Credit of the Bank is 23.01%.
- IOB In-House magazine "VANI" (Official Language) has been given Second Prize by Government of India in 'C' Region for the year 2017-18.
- Adjudged as 2nd Best Performing Bank in terms of Aadhar Generation and Updation (using online client version) during the Aadhar Excellence Awards 2018.
- IOB features in Forbes 500 Best Employers list.
- IOB got Award for Excellent Contribution in the category of Vigilance Innovation in Vigilance Excellence Awards 2018 from Central Vigilance Commission.
- Cost to Income Ratio stood at 42.62%.
- Provision coverage ratio stood at 61.97%.
- Domestic CASA ratio is maintained at above 36%.
- Business per employee improved to Rs.13.76 crores.
- RAM share in total domestic advances improved to 66%.
- Cost of deposits has come down to 5.39%.
- Number of loss incurring branches has come down to 254 (7.69% of total branches).
- Gross NPA stood at Rs. 37,110 crores and Net NPA stood at Rs. 18,876 crores. GNPA Ratio was 24.73% and NNPA Ratio was 14.34%.

Capital Adequacy Ratio

Our Bank's CRAR stood at 9.16% against the regulatory requirement of 9.00% (Excluding CCB) and CET stood at 7.11% against the regulatory requirement of 5.50%.

Para banking



In the area of Para-banking, Bank is concentrating on marketing of insurance products. The Bank continues with its Corporate Agency arrangement entered into with Universal Sampo 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 and with LIC of India for Life Insurance Products. As on 30.09.2018 the income derived out the para banking products amounts to Rs.11.40 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 I 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 six full-fledged overseas branches – one branch in Singapore, Hong Kong, Colombo, Seoul (South Korea) and Two branches in Bangkok (Thailand]. Bank is also having one Remittance Centre at Serangoon Road, Singapore and one Representative Office at Dubai.

Our Bank is also having a share in the Joint Venture – India International Bank, Malaysia Berhad at Kuala Lumpur, Malaysia. Bank has taken in principle decision to divest our stake in the JV.

During the year 2017-18, the Bank closed its Representative office at Guangzhou, China.

As per the directive of Department of Financial Services, Bank has closed its Branch at TST-Hong Kong and has initiated the process of closure of Seoul Branch and Dubai Representative Office. Bank has also closed one Branch at Colombo – Bambalapitiya and Boon Lay Remittance Centre at Singapore during the year 2018.

The overseas business stood at Rs.14, 672 Crore as of 30.09.2018.

Vision: -

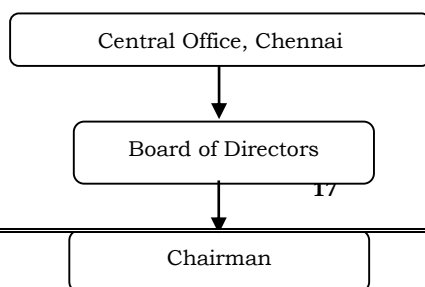
"To be among the top five nationalised banks in terms of business volumes and sustained profitability with global recognition guided by high standards of governance and ethics; and emerge as the "Most Preferred Banking Partner" to unlock value to all its stakeholders.

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 30.09.2018





KEY OPERATIONAL AND FINANCIAL PARAMETERS FOR THE LAST 3 AUDITED YEARS:-

(iii)

For Financial Entities	2015-16	2016-17	2017-18
Networth	10,411.47	8,408.19	5,518.69
Total Debt	27,183.31	16,097.67	9,228.08
of which — Non Current Maturities of Long Term Borrowing	Not Available		
- Short Term Borrowing	Not Available		
- Current Maturities of Long Term Borrowing	Not Available		
Net Fixed Assets	3,270.46	3,054.33	2,893.43
Non Current Assets	Not Available		
Cash and Cash Equivalentents	22,246.23	23,223.04	26,544.99
Current Investments	79,189.55	71,549.19	68,645.94
Current Assets	8,869.84	8,882.31	17,394.85
Current Liabilities	7,073.40	5,982.64	8,634.16
Assets Under Management	Not Available		
Off Balance Sheet Assets	-	-	-
Interest Income	23,517.29	19,718.60	17,915.21
Interest Expense	18,134.60	14,529.02	12,447.64
Provisioning & Write-offs	5,782.78	7,066.94	9,928.58

PAT	-2,897.33	-3,416.74	-6,299.49
Gross NPA (%)	17.40	22.39	25.28
Net NPA (%)	11.89	13.99	15.33
Tier I Capital Adequacy Ratio (%)	7.75	8.21	7.17
Tier II Capital Adequacy Ratio (%)	1.92	2.28	2.09

PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS:

The funds being raised by the Bank through present issue of Bonds are not meant for financing any particular project. The objects of the Issue are to augment Bank's Capital base to meet the future requirements arising out of the implementation of Basel III standards and the growth in its Assets, primarily its loans and investment portfolios and for other general corporate purposes.



(iv) SUBSIDIARIES OF THE BANK (If any): As on 30.09.2018 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.CtM. 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 nationalization, 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 Suvama 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 Sep 30,2018 has 3,303 branches, 5 Overseas Branches, 1 Overseas Representative Office, 1 Overseas Remittance Centre, 6 Inspectorates, 7 Zonal Offices, 48 Regional Offices, 1 Staff College, 12 Staff Training Centres, 4 Extension Counters, 3 CBOs, 14 Lead Bank Offices, 36 Currency Chests and 2 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 (30.09.2018):-

Equity Share Capital	Amount (Rs. In Crore)
Authorized Share Capital	10000.00
Issued, Subscribed and Paid-up Equity Share Capital	4890.77


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

Date of Change(AGM/EGM)	Amount in Rupees	Particulars
EGM : 16.12.2013	2297530150	Preferential allotment to GOI
EGM: 26.02.2014	815000000	Preferential allotment to LIC
EGM : 23.09.2015	4856175970	Preferential allotment to GOI
EGM : 24.03.2016	862997710	Preferential allotment to LIC
AGM:18.07.2016	917484480	Preferential allotment to QIBs
EGM :15.09.2016	5557147970	Preferential allotment to GOI
AGM : 28.06.2017	3978300180	Preferential allotment to GOI
EGM : 28.03.2018	20382110290	Preferential allotment to GOI

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

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, other than cash)	Nature of Allotment	Cumulative		
						No. of Equity Shares	Equity Share Capital (Rs.)	Equity Share Premium (in Rs.)
Opening (31.03.2013)	924095300	10				924095300	924.10	3558.34
31.12.2013	229753015	10	52.23	Cash	preferential	1153848315	1153.85	4528.59
31.03.2014	815000000	10	48.84	Cash	preferential	1235348315	1235.35	4845.13
31.03.2016	485617597	10	41.37	cash	preferential	1720965912	1720.97	6368.51
31.03.2016	86299771	10	23.18	cash	preferential	1807265683	1807.27	6485.58
30.06.2016	91748448	10	28.55	cash	preferential	1899014131	1899.01	6654.78
30.09.2016	555714797	10	27.91	Cash	preferential	2454728928	2454.73	7650.07
30.09.2017	397830018	10	27.65	Cash	preferential	2852558946	2852.56	8352.24
31.03.2018	2038211029	10	23.03	Cash	Preferential	4890769975	4890.77	*4029.08

* The Bank has with the approval of the shareholders at EGM held on 30.01.2018 set off the accumulated losses as at 31.03.2017 aggregating to Rs. 6978.95 crores against Share Premium account of the Bank amounting to Rs.7650.07 crore

iv. DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR: - Nil
**V. DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR:-
NIL**
**(D) DETAILS OF THE SHAREHOLDING OF THE BANK AS ON THE LATEST QUARTER END
(30.09.2018)**
i. SHAREHOLDING PATTERN OF THE BANK AS ON LAST QUARTER END (30.09.2018)

Sr No	Particulars	Total No of Equity Shares	No of shares in demat form	Total Demat Shareholding as % of total no. of equity shares
1.	Equity Shares	4890769975	4862167941	99.42%

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


ii) LIST OF TOP 10 SHAREHOLDERS OF THE BANK AS ON THE LATEST QUARTER ENDED (30.09.2018) HOLDERS OF EQUITY

SL. NO	FOLIO	CLID	NAME OF THE HOLDER(S)	SHARES	PERCENTAGE
1	12047200	12202993	PRESIDENT OF INDIA	4389084289	89.74
2	IN300812	10000012	LIFE INSURANCE CORPORATION OF INDIA	227027751	4.64
3	IN300812	10501340	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	15153036	0.31
4	IN301330	21061628	ASHISH RAMESHKUMAR GOENKA	12865778	0.26
5	IN300812	10497730	LIC OF INDIA MARKET PLUS GROWTH FUND	9385910	0.19
6	IN300812	10000543	UNITED INDIA INSURANCE COMPANY LIMITED	8756567	0.18
7	IN303438	10016654	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	7504203	0.15
8	IN300812	10006118	BANK OF BARODA	6326596	0.13
9	IN303438	10003257	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	5532962	0.11
10	IN300126	11194012	CANARA BANK	4190000	0.09
				4685827092	95.80

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

S. No	Name Designation Occupation and DIN	Age	Address	Date of Appointment	Date of Retirement/ End of term	Details of other Directorship
01	Shri T C A Ranganathan Non-Executive Chairman DIN :NA	64	Central Office, 763, Anna Salai Chennai-600 002	16/02/2017	15/02/2020	a) SIS Ltd b) RAL Consumer Product Ltd c) Orient Electric Limited d) IPA of ICMA
02	Shri R. Subramaniakumar MD & CEO DIN :NA	59	Central Office, 763, Anna Salai Chennai-600 002	29/09/2016	30/06/2019	
03	Shri K Swaminathan Executive Director DIN :NA	55	Central Office, 763, Anna Salai Chennai-600 002	17/02/2017	16/02/2020	
04	Shri Ajay Kumar Srivastava Executive Director DIN :NA	50	Central Office, 763, Anna Salai	09/10/2017	08/10/2020	



			Chennai-600 002			
05	Ms Annie George Mathew GOI Nominee Director DIN :NA	54	Central Office, 763, Anna Salai Chennai-600 002	22/07/2016	Until further order	
06	Shri. Nirmal Chand RBI Nominee Director DIN :NA	57	Central Office, 763, Anna Salai Chennai-600 002	13/03/2014	Until further order	
07	Shri K. Raghu Part Time Non -Official Director DIN :NA	52	Central Office, 763, Anna Salai Chennai-600 002	26/07/2016	25/07/2019	
08	Shri Sanjay Rungta Shareholder Director DIN :NA	52	Central Office, 763, Anna Salai Chennai-600 002	08/12/2017	07/12/2020	a) S.P. Rungta & Sons b) DMKH Insolvency Resolution Services LLP
09	Shri Navin Prakash Sinha Shareholder Director DIN :NA	55	Central Office, 763, Anna Salai Chennai-600 002	08/12/2017	07/12/2020	

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:
Details of Change in Directors for the period 1.04.2015 to 31.03.2016 – Nil**

A. April 2016 to March 2017

Sl No.	Name of the Director (Sarvashri)	Designation and DIN	Nature of Directorship	Director of Company Since	Retirement/ demission of office during the year
01	Shri T C A Ranganathan	Part time Non-Official Director as well as Non-Executive Chairman	Director	16.02.2017	
02	Shri R.Koteeswaran	Managing Director & Chief Executive Officer	Executive / Whole Time	31.12.2014	Demitted office on completion of term on 30.06.2016
03	Shri Atul Agarwal	Executive Director	Executive / Whole Time	27.09.2013	Demitted office on completion of term on 30.09.2016
04	Shri Pawan Kumar Bajaj	Executive Director	Executive / Whole Time	10.03.2015	Demitted office on 09.08.2016
05	Shri K Subramaniakumar	Executive Director	Executive / Whole Time	29.09.2016	
06	Shri K Swaminathan	Executive Director	Executive / Whole Time	17.02.2017	
07	Dr.Alok Pande	Govt. Nominee Director	Official – Non Executive	22.07.2011	Demitted office on 21.07.2016
08	Smt Annie George Mathew	Govt. Nominee Director	Official – Non Executive	22.07.2016	
09	Shri. R. Sampath Kumar	Workmen Employee Director	Non Executive	24.01.2014	Demitted office on 23.01.2017
10	Dr. Jai Deo Sharma	Officer Employee Director	Non Executive	02.05.2013	Demitted office on 01.05.2016
11	Shri Chinnaiah	Director / Part-time Non – Official	Non Executive	13.11.2013	Demitted office on 12.11.2016
12	Smt. S. Sujatha	Director /Part-time Non – Official	Non Executive	05.12.2013	Demitted office on 04.12.2016
13	Shri A.B.D.Badushas	Director / Part-time Non – Official	Non Executive	12.12.2013	Demitted office on 11.12.2016



A. April 2017 to March 2018

Sl No.	Name of the Director (Sarvashri)	Designation	Nature of Directorship	Director of Company Since	Retirement/ demission of office during the year
02	Shri R. Subramaniakumar	Managing Director & Chief Executive Officer	Executive / Whole Time	29.09.2016*	
04	Shri Ajay Kumar Srivastava	Executive Director	Executive / Whole Time	09.10.2017	
09	Shri Niranjana Kumar Agarwal	Shareholder Director	Non-Executive	08.12.2014	Demitted office on completion of 3 year term on 07.12.2017
10	Shri Sanjay Rungta	Shareholder Director	Non Executive	08.12.2017	Completed 3 years term from 08.12.2014 to 07.12.2017 and re-elected w.e.f 08.12.2017 until 07.12.2020.
11	Shri Navin Prakash Sinha	Shareholder Director	Non Executive	08.12.2017	
12	Shri Sivaraman Anant Narayan	Director / Part-time Non - Official	Non Executive	27.12.2017	

*Appointed as MD & CEO w.e.f 05.05.2017

(F) FOLLOWING DETAILS REGARDING THE AUDITORS OF THE BANK as on 30.09.2018:-

Sr No.	Name & Address of the Auditors	Auditor Since
1	M/s. Haribhakti & Co LLP 705, Leela Business Park, Andheri-Kurla Road, Andheri East, Mumbai-400 059	Appointed during 2015-16
2	M/s. Talati & Talati, 2 nd & 3 rd Floor, Ambica Chambers, Near Old High Court, Navarangpura, Ahmedabad-380009	Appointed during 2015-16
3	R Subramanian & Company LLP 6 Krishnaswamy Avenue, Luz, Mylapre, Chennai 600 004	Appointed during 2017-18
4	SARC & Associates, SARC House, D-191 Okhla Industrial Estate, Phase I New Delhi 110 020	Appointed during 2017-18

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

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)	Remarks
M/s. Vardhaman & Co	New No. 12 (Old No. 31-A) Krishna St., T Nagar Chennai - 600 017	05-03-2015	2014-15	
M/s. ASA & Associates LLP	81/1, Third Floor, Adchini Aurobindo Marg, New Delhi - 110 017	05-03-2015	2014-15	
M/s. A V Deven & Co	Flat E, 3rd Floor, "NuTech Janaki" No. 9 (old No. 1) 27th Street, Ashok Nagar, Chennai - 600 083	05-03-2015	2014-15	
M/s. Haribhakti & Co LLP	705, Leela Business Park, Andheri-Kurla Road, Andheri East, Mumbai - 400 059	22-12-2015	2015-16	
M/s. Talati & Talati	2nd & 3rd Floor Ambica Chambers, Near Old High Court, Navrangpura Ahmedabad - 380 009	22-12-2015	2015-16	
SARC & Associates	SARC House, D-191 Okhla Industrial Estate, Phase I, SARC House, D- 191 Okhla Industrial Estate, Phase I, New Delhi 110 020		2017-18	
R Subramanian & Company LLP	6 Krishnaswamy Avenue, Luz, Mylapre, Chennai 600 004		2017-18	



G) DETAILS OF BORROWINGS OF THE BANK, AS ON THE LATEST QUARTER END (30.09.2018)

Details of Secured Loan facilities:-

(Rs.In Crores)

Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule	Security
Nil					

(i) Details of Unsecured Loan facilities as on 30.09.2018:-

Rs. In crores.

Name of the Institution	Type of Facility	Amount Sanctioned	Principal O/s	Repayment
Nil				

(ii) Details of Unsecured Loan facilities issued by Bank as on 30.09.2018

Lenders Name	Type of Facility	Principal Amount outstanding (Rs. In lacs)	Repayment Date/Schedule
Various Bond holders	Bonds (Hybrid)	129000	Multiple Maturities
Various Bond holders	Subordinated Bonds (Tier II)	147700	Multiple Maturities
Various Bond holders	Innovative Perpetual Debt Instruments	30000	Multiple Maturities
Various Bond holders	Basel III Tier II Bonds	80000	03.11.2021

iii) Details of Outstanding Bonds as on 30.09.2018.

Series	Type	ISIN No	Date of Issue	Tenor (Months)	Date of redemption	Amount (Rs in Cr)	Coupon Rate (%)	Rating	Remarks
XIII	LOWER TIER II	INE565A09181	24.08.2009	120	24.08.2019	290.00	8.48	CRISIL AA-ICRA A+	Put: N.A. Call: N.A.
XIV		INE565A09215	31.12.2010	120	31.12.2020	1000.00	8.95	CRISIL AA-ICRA A+	Put: N.A. Call: N.A.
III	UPPER TIER II	INE565A09199	01.09.2009	@180	@01.9.2019	510.00	8.80	CRISIL AA-ICRA A	Put: N.A. Call: At the end of 10 th 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 AA-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 AA-ICRA A	Put: N.A. Call: At the end of 10 th year from the deemed date of allotment (i.e. 29.09.2019)
Basel III Tier II	Series I	INE565A09256	03.11.2019	@@ PERPETUAL	@@ 03.11.2021	800.00	9.24	CRISIL A+ / Negative & ICRA A+(hyb)	Put: N.A. Call: May be exercised by the bank at the end of 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).

**TIER 1 PERPETUAL BONDS BASEL II**

SLNO	DPID	CLID	NAME 1	BONDS	CATEGORY
1	IN303817	10000020	THE WEST BENGAL STATE CO-OPERATIVE BANK LTD.	800	Bank-Co operative
2	IN300079	10030782	TRUSTEES CENTRAL BANK OF INDIA EMPLOYEES PENSION FUND	500	Trusts
3	IN302437	20006752	INDIAN OVERSEAS BANK EMPLOYEES' PENSION FUND	500	Trusts
4	IN300708	10161819	PUNJAB NATIONAL BANK EMPLOYEES PENSION FUND	230	Trusts
5	IN300708	10125818	PUNJAB NATIONAL BANK EMPLOYEES PROVIDENT FUND	210	Trusts
6	IN300476	42840656	VISAKHAPATNAM STEEL PROJECT EMPLOYEES PROVIDENT FUND TRUST	170	Trusts
7	IN301549	18884008	INDIAN AIRLINES EMPLOYEES PROVIDENT FUND	123	Trusts
8	IN300484	10984305	MTNL - GRATUITY TRUST	95	Trusts
9	IN301330	20704165	UTTAR BIHAR GRAMIN BANK	60	Corporate Body-Others
10	IN301549	17021272	TATA MOTORS LIMITED PROVIDENT FUND	50	Trusts

LOWER TIER II BONDS

SLNO	DPID	CLID	NAME 1	BONDS	Category
1	IN301524	30030387	CBT EPF-05-C-DM	4986	Corporate Body-Central Govt
2	IN301524	30040191	CBT-EPF-05-E-DM	2900	Corporate Body-Central Govt
3	IN301524	30030320	CBT EPF-05-D-DM	2400	Corporate Body-Central Govt
4	IN306114	90175152	STATE BANK OF INDIA EMPLOYEES PENSION FUND	1200	Trusts
5	IN301524	30030362	CBT EPF-05-B-DM	1150	Corporate Body-Central Govt
6	IN306114	90175703	COAL MINES PROVIDENT FUND ORGANISATION	250	Trusts
7	IN301524	30030400	CBT EPF-09-C-DM	10	Corporate Body-Central Govt
8	IN301524	30030418	CBT EPF-08-C-DM	4	Corporate Body-Central Govt

UPPER TIER II BONDS

SLNO	DPID	CLID	NAME 1	BONDS	CATEGORY
1	IN301524	30030387	CBT EPF-05-C-DM	5850	Corporate Body-Central Govt
2	IN300812	10501340	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	5000	FI-Govt Sponsered
3	IN301524	30030362	CBT EPF-05-B-DM	1600	Corporate Body-Central Govt
4	IN301524	30030354	CBT EPF-11-B-DM	640	Corporate Body-Central Govt
5	IN300853	10064089	Allahabad Bank Employees Pension Fund	400	Trusts
6	IN301549	18220930	HDFC BANK LIMITED COVERED EMPLOYEES PROVIDENT FUND TRUST	250	Trusts
7	IN300054	10094075	Coal Mines Provident Fund Organization	250	Trusts
8	IN306114	90175152	State Bank of India Employees' Pension Fund	230	Trusts
9	IN301524	30030346	CBT EPF 05 A DM	155	Corporate Body - Central Govt.
10	IN300054	10094083	Coal Mines Provident Fund Organization	100	Trusts

Basel III Tier II Bonds:

SLNO	DPID	CLID	NAME 1	BONDS	CATEGORY
1	IN3000812	10000012	LIC of India	800	FI - Govt. Sponsored

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: (30.09.2018)-

	DATE OF MATURITY	AMOUNT OUTSTANDING	
	Nil		

(vi) DETAILS OF REST OF THE BORROWING (IF ANY INCLUDING HYBRID DEBT LIKE FCCB, OPTIONALLY CONVERTIBLE DEBENTURES / PREFERENCE SHARES) AS ON 30.09.2018:-

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

- 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.
- 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.
- 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.
- 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: - (30.09.2018)

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	4389084289	4389084289	89.74	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	
Particulars	31st March 2018	31st March 2017	31st March 2016
CAPITAL AND LIABILITIES			
Capital	4,890.77	2,454.73	1,807.27
Reserves & Surplus	8,383.21	11,289.82	13,858.55
Deposits	2,16,831.81	2,11,342.63	2,24,514.24
Borrowings	9,228.08	16,097.67	27,183.30
Other Liabilities & Provisions	8,634.16	5,982.64	7,073.40
TOTAL	2,47,968.03	2,47,167.49	2,74,436.76
ASSETS			
Cash and Balances with Reserve Bank of India	11,579.45	11,499.97	14,033.49
Balances with Banks Money at call & short notice	14,965.54	11,723.07	8,212.74
Investments	68,645.94	71,549.19	79,189.55
Advances	1,32,488.82	1,40,458.62	1,60,860.67
Fixed Assets	2,893.43	3,054.33	3,270.47
Other Assets	17,394.85	8,882.31	8,869.84
TOTAL	2,47,968.03	2,47,167.49	2,74,436.76

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

PROFIT & LOSS ACCOUNT FOR THE LAST 3 YEARS		Rs in Crore	
Particulars	31• March 2018	31• March 2017	31• March 2016
INCOME			
Interest earned	17,915.21	19,718.60	23,517.30
Other Income	3,746.44	3,372.63	2,528.25
TOTAL	21,661.65	23,091.23	26,045.55
EXPENDITURE			
Interest expended	12,447.64	14,529.02	18,134.60
Operating Expenses	5,584.93	4,912.01	5,025.50
Provisions & contingencies	9,928.57	7,066.94	5,782.78
TOTAL	27,961.14	26,507.97	28,942.88
PROFIT/LOSS			
Net Profit for the Year	(6,299.49)	(3,416.74)	(2,897.33)
Profit Brought forward from previous Year	(6,978.95)	(3,423.58)	(489.84)



TOTAL	6,978.95	-	
APPROPRIATIONS	(6,299.49)	(6,840.32)	(3,387.17)
Transfer to Statutory Reserve			
Transfer to Capital Reserve	-	-	-
Transfer to Revenue Reserve	74.21	138.62	36.42
Transfer to Special Reserve	-	-	-
Interim Dividend and Proposed Dividend (Including Dividend Tax)	-	-	-
Balance carried over to Balance Sheet	(6,373.70)	(6,978.94)	(3,423.59)
TOTAL	(6299.49)	(6840.32)	(3387.17)

Statement of Cash Flow for the year ended 31.03.2014	31.03.2018	31.03.2017	31.03.2016
	CASH FLOW FROM OPERATING ACTIVITIES	-6,299.49	-3,416.74
Net Profit			
Adjustments for :			
Amortisation of HTM Investments	68.62	92.88	103.86
Loss on Revaluation of Investments	186.03	16.19	1.54
Depreciation on Fixed Assets	272.47	214.87	196.48
Profit / Loss on Sale of Assets	-1.79	-1.24	-1.25
Transfer from Reserves	80.40	-80.11	105.67
Provision for taxes	59.81	268.55	418.53
Provision for NPAs	11,816.37	6,777.25	6,742.96
Provision for Standard Assets	-455.07	179.89	-249.47
Depreciation on Investments	912.38	79.95	31.74
Provision for Other Items	-2,404.92	-238.70	-1,160.98
Interest Paid on Tier II Interest	452.78	448.70	569.02
Increase / (Decrease) in Deposits	5,489.19	-13,171.61	-21,534.48
Increase / (Decrease) in Borrowings	-6,869.59	-10,355.63	9,800.89
Increase / (Decrease) in Other Liabilities & Provisions	5,522.43	-2,114.32	2,769.14
(Increase) / Decrease in Investments	1,841.15	7,451.33	1,983.65
(Increase) / Decrease in Advances	-3,846.57	13,624.80	4,152.38
(Increase) / Decrease in Other Assets	-7,299.65	152.41	-3,787.18
Direct Taxes Paid	-1,317.83	-433.42	-336.18
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	-1,793.28	-504.95	-3091
CASH FLOW FROM INVESTING ACTIVITIES			
Sale / disposal of Fixed Assets	6.68	6.98	997.73
Purchase of Fixed Assets	-121.74	-141.84	-1,251.28
Investment in Associates	-	-	-
NET CASH FROM INVESTING ACTIVITIES (B)	-115.06	-134.86	-253.55



CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds of Equity Share Issue	5,794.00	1,812.94	2,211.37
Proceeds of Tier I & TIER II Bonds	-	800	-650
Redemption of Tier II Bonds	-	-1530	-200
Interest Paid on Perpetual AT I Bonds	-100.00	-100.00	-100.00
Share Application Money Received from GOI		1100.00	
Interest Paid on Tier II Capital	-463.71	-466.34	-569.13
NET CASH FROM FINANCING ACTIVITIES (C)	5,230.29	1,616.60	692.24
NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	3,321.95	976.79	-2,652.31
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR			
Cash & Balances with RBI	11,499.97	14,033.49	12,637.77
Balances with Banks & Money at Call	11,723.07	8,212.74	12,260.77
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR			
Cash & Balances with RBI	11,579.45	11,499.96	14,033.49
Balances with Banks & Money at Call	14,965.54	11723.06	8212.74
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,321.95	976.79	-2,652.31

* **AUDITOR QUALIFICATIONS**

Financial Year	Auditors' Qualifications
2017-18	NIL
2016-17	NIL
2015-16	NIL

(J) ABRIDGED VERSION OF LATEST AUDITED/ LIMITED REVIEW HALF YEARLY CONSOLIDATED (WHEREVER AVAILABLE) AND STANDALONE FINANCIAL INFORMATION (LIKE PROFIT & LOSS STATEMENT, AND BALANCE SHEET) AND AUDITORS QUALIFICATIONS, IF ANY.

STANDALONE FINANCIAL RESULTS AS 30.09.2018

Rs. Lakhs

Sl. No.	Particulars	Three months ended 30.09.2018 audited	Quarter ended 30.06.2018 audited	Quarter ended 31.12.2017 Audited	Year ended 31.03.2017 Audited
1	Interest Earned (a) + (b) +(c)+ (d)	4,28,374	4,24,860	425468	19,71,861
	(a)Interest/discount on advances/bills	2,90,508	2,90,391	299710	14,05,304
	(b) Income on Investments	1,23,729	1,20,772	111897	5,20,948
	(c) Interest on Balances with Reserve Bank of India and other Inter Bank Funds	14,137	13,697	13861	41,655
	(d) Others	0	0	0	3,954



2	Other Income	1,06,461	1,07,811	80770	3,37,264
3	TOTAL INCOME (1+2)	5,34,835	5,32,671	506238	23,09,125
4	Interest Expended	3,07,543	3,04,050	306514	14,52,902
5	Operating Expenses (i) + (ii)	96,873	1,15,418	131247	4,91,202
	(i) Employees Cost	52,081	76,856	74919	3,04,467
	(ii) Other Operating Expenses	44,792	38,562	56328	1,86,735
6	TOTAL EXPENDITURE (4+ 5) excluding Provisions & Contingencies	4,04,416	4,19,468	437761	19,44,104
7	OPERATING PROFIT (before provisions & contingencies (3-6))	1,30,419	1,13,203	68477	3,65,021
8	Provisions (other than tax) and Contingencies	2,01,660	2,40,060	1,64,025	7,03,114
9	Exceptional Items (Refer Note No. 6)	0	0	0	0
10	Net Profit(+) / Loss(-) from Ordinary Activities before Tax (7-8-9)	-71,241	-1,26,857	-95,548	-3,38,093
11	Tax Expenses	-22,515	-34,913	1,569	3,581
12	Net Profit(+) / Loss(-) from Ordinary Activities after Tax (10-11)	-48,726	-91,944	-97,117	-3,41,674
13	Extraordinary Items (net of tax expense)	0	0	0	0
14	Net Profit(+) / Loss(-) for the period (12-13)	-48,726	-91,944	-97,117	-3,41,674
15	Paid-up Equity Share Capital (Face Value of each share - Rs.10/-)	4,89,077	4,89,077	2,85,256	2,45,473
16	Reserves excluding Revaluation Reserves (As per Balance Sheet of Previous Accounting Year)	627996	627996	9,12,438	9,12,438
17	Analytical Ratios				
	(i) Percentage of shares held by Govt. of India	89.74	89.74	82.41	79.56
	(ii) Capital Adequacy Ratio (%) (Basel III)	9.16	7.98	9.74	10.50
	(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)	-1.00	-1.88	-3.40	-15.78
	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)	-1.00	-1.88	-3.40	-15.78
	(iv) NPA Ratios				
	(a) Gross NPA	37,10,996	38,14,605	33,26,688	35,09,825



(b) Net NPA	18,87,605	19,64,181	17,76,122	19,74,932
(c) % of Gross NPA	24.73%	25.64%	21.95%	22.39%
(d) % of Net NPA	14.34%	15.10%	13.08%	13.99%
(e) Return on Assets (Annualized)	-0.71	-1.35	-1.45	-1.21

(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 (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.

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+(hyb). pronounced as “ICRA A+ hybrid” rating with negative outlook and “CRISIL A+/ Stable”.

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 .

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,

The present Issue of Bonds is being made pursuant to the approval by the Board of Directors by Circular Resolutions dated 30.11.2018 and the delegation provided there under. The current issue of bonds is within the overall borrowing limits.

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:

All Eligible participants will have to register themselves as a one-time exercise (if not already registered) under the BSE BOND – EBP Platform offered by BSE for Participating in the electronic book mechanism. Eligible participants will also have to complete the mandatory KYC verification process as suggested in the operating guideline of BSEBOND and SEBI circular no: SEBI/HO/DDHS/CIR/P/2018/05 issued by SEBI on January 05, 2018 now read with Circular no: SEBI/HO/DDHS/CIR/P/2018/122 dated August 16, 2018 introducing certain additions and amendments.

The details of the issue shall be entered on the BSE BOND - EBP Platform by the Issuer at least 2 (two) working days prior to the Issue / Bid Opening Date, in accordance with the Operational Guidelines.

The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer’s bidding announcement on the BSE BOND – EBP Platform, at least 1 (One) working day before the start of the Issue / Bid Opening Date.

A bidder will only able to enter the amount while placing their bids in the BSE BOND – EBP Platform, since the proposed issue is a fixed rate/coupon issue. In case of yield based bidding, the bidder will enter the coupon (%) as well as the amount(Rs.)

Other Important highlights:

Bidding Mechanism

Bid Timings:	<ul style="list-style-type: none"> • The placing of Bids/Orders by Participants will take place from 9 a.m. to 5 p.m. Monday to Friday, on working days of BSE.(ref Term sheet for issue specific date and timing) • The Bidding for a particular issue will be allowed on the working days of BSE. The bidding window shall be open for the period as specified by the issuer in the bidding announcement (T-1 stage)/ issue set-up (T-2 stage) • The minimum time to keep the bidding window open is at least one hour • The bidding can be kept open for more than one working day and the same is for continuous time slots. i.e. to say the session spill over will move on to the next working day • The issuer is required to specify upfront if the issue is open for one or more working days • Any change in bidding time and/ or date by the Issuer shall be intimated to participants, ensuring that such announcement is made within the operating hours of the EBP, at least a day before the bidding date • Provided that such changes in bidding date and/or time shall be allowed for maximum of two times • Extension of bidding timing is allowed only once up to 5 pm on the same day • Extension of bidding timing is allowed only before the start of last 10 minutes of the bid end time
Bid Modification:	<ul style="list-style-type: none"> • Allowed during the bidding period



	<ul style="list-style-type: none"> In last 10 minutes of the bidding period revision is allowed only to improve the coupon / yield and upward revision in terms of bid amount
Bid Cancellation:	<ul style="list-style-type: none"> Allowed during the bidding period No cancellation of bids is permitted in the last 10 minutes of the bidding period
Multiple Bids	<ul style="list-style-type: none"> Bidders are permitted to place multiple bids in an issue

Issue withdrawal

Withdrawal of issue:	<p>An Issuer, at its discretion, may withdraw from the issue process as per the following conditions:</p> <ol style="list-style-type: none"> I. Issuer is unable to receive the bids up to base issue size. II. Bidder has defaulted on payment towards the allotment, within stipulated timeframe, due to which the issuer is unable to fulfil the base issue size III. Cut off yield in the issue is higher than the estimated cut off yield disclosed to BSE BOND, where the base issue size is fully subscribed
Restriction on usage of ANY EBP:	<p>If the Issuer has withdrawn the issue apart from any of the above conditions, the issuer will not be able to use any of the platforms provided by any EBP for the period of 7 days from the date of such withdrawal</p>

Allocation

- Allotment to the bidders shall be done on yield-time priority basis.

Bidding Scenario	Allotment
First case scenario	Yield priority
Where two or more bids are at the same yield	Time-priority basis
Where two or more bids have the same yield and time	Pro-rata basis

Payment Mechanism

Subscription should be as per the final allocation made to the successful bidder as notified by the Issuer.

Successful bidders should do the funds pay-in to the following bank account of ICCL(“Designated Bank Account”):

➤ **HDFC Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD
 Account Number: ICCLEB
 IFSC Code : HDFC0000060
 Mode: NEFT/RTGS

➤ **Yes Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD
 Account Number: ICCLEB
 IFSC Code : YESB0CMSNOC
 Mode: NEFT/RTGS



➤ **ICICI Bank :**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD
 Account Number: ICCLEB
 IFSC Code : ICIC0000106
 Mode: NEFT/RTGS

Successful bidders must do the funds pay-in to the Designated Bank Account up to 10.00 am on Pay-in Date ("Pay-in Time"). Successful bidders should ensure to do the funds pay-in from their same bank account which is updated by them in the BSE BOND - EBP Platform while placing the bids. In case of mismatch in the bank account details between BSE BOND - EBP Platform and the bank account from which payment is done by the successful bidder, the payment would be returned back. Provided that, in case of bids made by the Arranger on behalf of Eligible Investors, funds pay-in shall be made from the bank account of such Eligible Investors.

Note: In case of failure of any successful bidder to complete the funds pay-in by the Pay-in Time or the funds are not received in the ICCL's Designated Bank Account by the Pay-in Time for any reason whatsoever, the bid will liable to be rejected and the Issuer and/or the Arranger shall not be liable to the successful bidder.

Funds pay-out on 10.12.2018 would be made by ICCL to the following bank account of the Issuer:

Name of the Collecting Banker	Indian Overseas Bank, Cathedral Branch, Chennai
Account Name	IOB Basel III Tier II Bond 2018 Application Money A/c
Credit into Current A/c No.	010902000977889
IFSC Code	IOBA0000109
Address of the Branch	Indian Overseas Bank, Cathedral Branch, 762, Anna Salai, Chennai 600 002

1. 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.
2. All Application Forms duly completed (along with all necessary documents as detailed in this Supplemental 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 Supplemental Disclosure Document.
3. 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/ redemption warrants.

4. 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.
5. 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.
6. If the securities are to be held jointly, the payment is to be made from the account in the name of Applicant whose name appears first in the Application Form.
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.

Investor Relations Officer	Ms. Radha Venkatakrishnan
Designation/ Dept	Chief Financial Officer
Address	Central Office 763, Anna Salai, Chennai – 600002
Ph No	044-28519487
Fax	044-28585675



Email	investor@iobnet.co.in
Website	www.iob.in

Please provide details pertaining to willful defaulter as stated in ILDS: Not Applicable

Term Sheet

1	Security Name	Indian Overseas Bank Tier II Bonds 2018-19
2	Issuer	Indian Overseas (the "Bank"/ the "Issuer")
3	Type of Instrument	Unsecured, Non-Convertible, Redeemable, Basel III Compliant Tier II Bonds in the nature of Promissory Note of Rs.10 lakhs each.
4	Nature of Instrument	Unsecured, fully paid up, Non-convertible redeemable bonds in the nature of Promissory Note, which will qualify as Tier-II Capital
5	Seniority of Instrument/Claim	<p>The claims of the investors in instruments shall be subject to</p> <p>i) Senior to the claims of investors in equity shares and in instruments eligible for inclusion in Tier I Capital;</p> <p>ii) Subordinate to the claims of all depositors and general creditors of the bank;</p> <p>iii) Is neither secured nor covered by the guarantee of the issuer of related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis bank creditors</p> <p>iv) Unless the terms of any subsequent issuance of bonds/debentures by the Bank specifies that the claims of such subsequent bond holders are senior or subordinate to the Bonds issued under this Information Memorandum or unless the RBI specifies otherwise in its guidelines, the claims of the Bond holders shall be pari passu with claims of holders of such subsequent debentures/bond issuances; and shall be on pari passu ranking with holders of other Tier II instruments issued by the Bank.</p>
6	Mode of Issue	Private Placement in demat form through BSE EBP bidding Platform
7	Time of Bidding	9.00 am to 10:00 am
8	Bid Book Type	Open Book
9	Mode of allotment	Uniform
10	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;</p> <p>c. Scheduled Commercial Banks;</p> <p>d. Insurance Companies;</p> <p>e. Provident, Gratuity, Pension and Superannuation Funds;</p> <p>f. Cooperative Banks;</p> <p>g. Regional Rural Banks authorised to invest in bonds;</p> <p>h. Companies, Bodies Corporate authorised to invest in bonds;</p> <p>i. Trusts authorised to invest in bonds; and</p>



		<p>j. Statutory Corporations/ Undertakings established by Central/ State legislature authorised to invest in bonds etc.</p> <p>The issue is restricted only to above investors. Prospective subscribers must make their own independent evaluation and judgement regarding their eligibility to invest in the issue</p>
11	Listing	Proposed on the Wholesale Debt Market Segment of National Stock Exchange of India Limited (NSE) / Bombay Stock Exchange (BSE)
12	Rating	"A+(stable) by CRISIL and A+(Hyb) negative by ICRA
13	Issue Size	Rs.300 crore
14	Option to retain oversubscription (amount)	NA
15	Objects of the Issue	To augment Tier II Capital and overall capital of the bank for strengthening the capital adequacy as per BASEL III requirements and for enhancing the long term resources
16	Utilization of Issue Proceeds	The funds being raised by the Bank through this Private Placement are not meant for financing any particular project. The Bank shall utilize the proceeds of the issue for its regular business activities. The Bank undertakes that proceeds of the present issue shall not be used for any purpose which may be in contravention of the regulations/ guidelines/ norms issued by the RBI / SEBI / Stock Exchange(s).
17	Coupon Rate	11.70%
18	Coupon Type	Fixed
19	Step Up/Step Down Coupon Rate	Not Applicable
20	Coupon Payment Frequency	Annual
21	Coupon Payment Dates	On the anniversary of Deemed Date of Allotment
22	Coupon Reset Process (including rates, spread, effective date, interest Rate cap and floor etc)	Not Applicable
23	Day Count Basis	Actual/Actual
24	Interest on Application Money	This shall be paid at the coupon rate (subject to deduction of Income Tax as per the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Bonds for the period starting from and including the date of realization of application money in Issuer's Bank Account upto one day prior to the Deemed Date of Allotment.



		<p>Interest on application money will be computed as per Actual/Actual day count convention. Such interest would be paid on all valid applications, including the refunds. Where the entire subscription amount 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.</p> <p>TDS will be deducted at the applicable rate on interest on application money.</p> <p>The refund amounts together with interest thereon shall be paid by the Issuer to the relevant applicants within 15 days from the Deemed Date of Allotment.</p>
25	Default Interest rate	Not Applicable
26	Tenor	Redeemable after 120 (One Hundred Twenty) months) i.e. 10 years from the date of Allotment with Call Option after 60 months (5 years) from date of allotment.
27	Redemption Date	Redeemable after 120 (one hundred twenty) months i.e. 10 years from the Deemed Date of Allotment
28	Redemption Amount	At par along with interest accrued till one day prior to Redemption Date, as per the terms of the Disclosure Document
29	Premium / Discount on Redemption	Nil
30	Issue Price	Rs. 10 lakhs per bond
31	Discount at which security is issued and effective yield as a result of such discount	Not applicable
32	Put Date	Not applicable
33	Put Option Price	Not applicable
34	Issuer Call	<p>The Issuer may at its sole discretion, subject to above conditions for call having been satisfied and having notified the Trustee not less than 21 calendar 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 or on any coupon payment date thereafter (i.e. at the end of the 5th year and thereafter)</p>
35	Conditions for exercise of 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")),</p>



		<p>may exercise a call on the outstanding Bonds. 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. The Issuer shall not exercise a Call unless:</p> <p>a) 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>b) 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) Tax Call or Variation 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. 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. 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 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. 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 I maturity of the regulatory capital instrument</p>
36	Call Option Price	At Par
37	Put Notification Time	Not applicable
38	Call Notification Time	Not applicable
39	Face Value	Rs.10,00,000.00 (Rupees Ten Lakhs per Bond)



40	Minimum Application	Ten Bonds and in multiples of 1 Bond thereafter
41	Issue Timing: 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	07 th December 2018 07 th December 2018 10 th December 2018 10 th December 2018
42	Issuance Mode	Demat only
43	Trading Mode	Demat only
44	Settlement mode of the Bond	Payment of interest and repayment of principal amount shall be made by the Bank by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ through direct credit/ NECS/ RTGS/ NEFT mechanism.
45	Depository	National Securities Depository Limited and Central Depository Services (India) limited
46	Business Day Convention	“Business Day” shall be all days (excluding Sundays, Public Holidays and Saturdays on which the Bank is not open) on which commercial banks are open for business in the city of Mumbai, Maharashtra.
47	Effect of Holiday	If any Coupon Payment Date falls on a day which is not a Business Day, the payment of coupon shall be made by the Bank on the immediately succeeding Business Day, however interest will not be paid for extended period. Please note (i) the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the Bonds. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular Coupon payment has been postponed earlier because of it having fallen on a day which is not a Business Day; and (ii) the amount of interest to be paid would be computed as per the schedule originally stipulated at the time of issuing the security. If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Bank on the immediately preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.
48	Record Date	15 days prior to the relevant Coupon Payment Date/ Redemption Date. In the event the Record Date falls on a day which is not a Business Day, the next business day will be considered as the Record Date.
49	Security	Unsecured
50	Transaction Documents	The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue: a) Letter appointing Trustee to the Bondholders b) Bond Trusteeship Agreement / Bond Trust Deed; c) Letter appointing Registrar and Agreement entered into between the Issuer and the Registrar; d) Rating Agreement with CRISIL Limited & ICRA Limited; e) Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form; f) Tripartite Agreement between the Issuer; Registrar and CDSL for issue of Bonds in dematerialized form;



		<p>g) Letter appointing Arranger(s) to the Issue;</p> <p>h) Application made to NSE/BSE for seeking its in-principle approval for listing of Bonds</p> <p>i) Listing Agreement with NSE/BSE.</p>
51	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 & BSE for seeking its In-principle approval for listing and trading of Bonds</p>
52	Conditions subsequent to subscription of Bonds	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per terms of this Disclosure Document:</p> <p>a) Credit of demat account(s) of the Allottee(s) by the number of Bonds allotted within 2 working days from the Deemed Date of Allotment;</p> <p>b) Making application to NSE/BSE within 15 days from the Deemed Date of Allotment to list the Bonds and seek listing permission within 20 days from the Deemed Date of Allotment of bonds in pursuant to SEBI Debt regulation;</p> <p>c) The Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Disclosure Document.</p>
53	Events of Default and Treatment in Bankruptcy/ Liquidation	The Bondholder shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation of the Issuer.
54	Provisions related to Cross Default	Not applicable
55	Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders. All rights and remedies under the Transaction Documents shall rest in and be exercised by the Debenture Trustee without having it referred to the Debenture Holders.
56	Governing Law and Jurisdiction	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 Courts at Chennai, Tamil Nadu.
57	Convertibility of Bonds	Non-Convertible
58	Loss Absorbency	The bonds shall be subjected to loss absorbency features applicable for non equity capital instruments vide RBI Master Circular on Basel-III Capital Regulations vide circular No. RBI/2015-16/58 DBR.No.BP.BC.1 /21.06.201/ 2015-16 dated July 01, 2015 read with Clarification issued by RBI vide circular RBI/2015-16/285 DBR.No.BP.BC.71//21.06.201/2015-16 dated January 14, 2016. Accordingly, the Bonds may at the option of RBI be written off on the occurrence of the trigger event called the 'Point of Non Viability' (PONV). PONV trigger event shall be as defined in the aforesaid RBI Circular and shall be determined by the RBI.
59	Point of Non-Viability (PONV)	<p>(a) PONV Trigger Event is the earlier of:</p> <p>1. a decision that a permanent write-off without which the Bank would become non-viable, is necessary as determined by the RBI; and</p>



		<p>2. the decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become nonviable, as determined by the relevant authority.</p> <p>(b) The amount of non-equity capital to be written-off will be determined by RBI.</p> <p>(c) The order of write-off of the Bonds shall be as specified in the order of Seniority as per this Information Memorandum and any other regulatory norms as may be stipulated by the RBI from time to time.</p> <p>(d) The write-off consequent upon the 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. The Bondholders shall not have any residual claims on the Bank (including any claims which are senior to ordinary shares of the Bank), following the PONV Trigger Event and when write-off is undertaken.</p> <p>(e) For these purposes, the Bank may be considered as non viable if: The 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 the Bank should be such that these are likely to result in financial losses and raising the CET 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 of non equity regulatory capital into common shares in combination with or without other measures as considered appropriate by the RBI.</p> <p>(f) The 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 of Bonds/ public sector injection of funds are likely to:</p> <p>(i) Restore depositors'/investors' confidence;</p> <p>(ii) Improve rating /creditworthiness of the Bank and there by improve its borrowing capacity and liquidity and reduce cost of funds; and</p> <p>(iii) Augment the resource base to fund balance sheet growth inthe case of fresh injection of funds.</p> <p>(g) Criteria to Determine the PONV The above framework will be invoked when the Bank is adjudged by RBI to be approaching the point of non viability, or has already reached the point of non-viability, but in the views of RBI:</p> <p>(i) there is a possibility that a timely intervention in form of capital support, with or without other supporting interventions, is likely to rescue the bank; and</p> <p>(ii) if left unattended, the weaknesses would inflict financial losses on the bank and, thus, cause decline in its common equity level.</p> <p>(h) RBI would follow a two- stage approach to determine the non-viability of the Bank. The Stage 1 assessment would consist of purely objective and quantifiable criteria to indicate that there is a prima facie case of the Bank approaching non-viability and, therefore, a closer examination of the Issuer's financial situation is warranted. The Stage 2 assessment would consist of</p>
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		<p>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. 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>(i) The PONV Trigger Event will be evaluated both at consolidated and solo level and breach at either level will trigger write-off.</p> <p>(j) As the capital adequacy is applicable both at solo and consolidated levels, the minority interests in respect of capital instruments issued by subsidiaries of banks including overseas subsidiaries can be included in the consolidated capital of the banking group only if these instruments have pre-specified triggers (in case of AT1 capital instruments) / loss absorbency at the PONV (for all non-common equity capital instruments). In addition, where a bank wishes the instrument issued by its subsidiary to be included in the consolidated group's capital in addition to its solo capital, the terms and conditions of that instrument must specify an additional trigger event.</p> <p>This additional trigger event is the earlier of:</p> <ol style="list-style-type: none"> (1) a decision that a write-off, without which the Bank or the subsidiary would become non-viable, is necessary, as determined by the Reserve Bank of India; and (2) the decision to make a public sector injection of capital, or equivalent support, without which the Bank or the subsidiary would become nonviable, as determined by the Reserve Bank of India. Such a decision would invariably imply that the write-off consequent upon the trigger event must occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted. <p>In such cases, the subsidiary would obtain its regulator's approval/no objection for allowing the capital instrument to be written-off at the additional trigger point referred to in paragraph above.</p>
60	<p>Other Events or Treatment in the event of Winding-up, Amalgamation, Acquisition, Re-constitution etc., of the Bank</p>	<p>Treatment of Bonds in the event of Winding-Up:</p> <ol style="list-style-type: none"> a. If the Bank goes into liquidation before the Bonds have been permanently written-off, these Bonds will absorb losses in accordance with the order of Seniority indicated in the Information Memorandum and as per usual legal provisions governing priority of charges; b. If the Bank goes into liquidation after the Bonds have been permanently written-off, the holders of these instruments will have no claim on the proceeds of liquidation. <p>Amalgamation of a banking company (section 44A of the Banking Regulations Act, 1949):</p> <ol style="list-style-type: none"> a. If the Bank is amalgamated with any other bank before the Bonds have been permanently written-off, the Bonds will become part of the corresponding categories of regulatory capital of the new bank emerging after the merger. b. If the Bank is amalgamated with any other bank after the Bonds have been written-off permanently, these cannot be written-up by the amalgamated entity.



		<p>c. If the Bank is amalgamated with any other bank after the Bonds have been written-off temporarily, the amalgamated entity can write-up these instruments as per its discretion.</p> <p>Scheme of reconstitution or amalgamation of a banking company</p> <p>If the relevant authorities decide to reconstitute the Bank or amalgamate the Bank with any other bank under the Section 45 of BR Act, 1949, the Bank will be deemed as non-viable or approaching non-viability and both the pre-specified trigger and the trigger at the point of non-viability for writeoff of the Bonds will be activated. Accordingly, the Bonds will be fully written-off permanently before amalgamation / reconstitution in accordance with these rules.</p> <p>The Order of write-off of the present Tier II Bonds vis-à-vis other capital instruments which the Bank has already issued or may issue in future, will be in accordance with the order of "Seniority of the Bonds" as mentioned earlier in the Information Memorandum and as per usual legal provisions governing priority of charges.</p>
61	Treatment in Bankruptcy / Liquidation	The Bondholders have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation.
62	Registrars	Cameo Corporate Services Ltd
63	Compliance Officer	Mrs. Radha Venkatakrishnan, General Manager & CFO
64	Additional Covenants	<p>Delay in Listing: The Issuer shall complete all formalities and seek listing permission within 15 days from the Deemed Date of Allotment. In the event of delay in listing of Bonds beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).</p> <p>Refusal of Listing: If listing permission is refused before the expiry of 20 days from the Deemed Date of Allotment, the Issuer shall forthwith repay all money 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.</p> <p>Modification of Issue schedule: The Bank reserves its sole and absolute right to modify (pre-pone/ postpone) the above issue schedule without giving any reasons or prior notice. The Bank also reserves its sole and absolute right to change the deemed date of allotment of the above issue without giving any reasons or prior notice. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates and/or Redemption Date may also be changed at the sole and absolute discretion of the Issuer. The Bank reserves the right to close the Issue earlier than the stipulated issue closing date and it is further clarified that the Bank need not wait for any minimum subscription amount to the Bonds before closing the Issue.</p>
65	Applicable RBI Guidelines	The present issue of Bonds is being made in pursuance of Master Circular on Basel III capital regulations issued by RBI vide circular



		RBI/2015-16/58 DBOD.No.BP.BC.1/ 21.06.201/ 2015-16 dated July 1, 2015 , covering criteria for inclusion of debt capital instruments as Tier-2 capital (Annex 5) and minimum requirements to ensure loss absorbency of additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the PONV (Annex 16) and Master Circular on Basel III capital regulations Clarification issued by RBI vide circular RBI / 2015 -16/ 285 DBR. No. BP. BC. 71 / /21.06.201/2015-16 dated January 14, 2016. In the event of any inconsistency in terms of the Bonds as laid down in any of the transaction document(s) and terms of the BASEL III Guidelines, the provisions of RBI Circular on BASEL III Guidelines shall prevail.
66	Prohibition on Purchase / Funding of Instruments	Neither the Bank nor a related party over which the Bank exercises Control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor shall the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it.

Note: The Issuer reserves its sole and absolute right to modify (pre-pone/ post-pone/cancel) the above issue schedule without giving any reasons or prior notice. In such a case, appropriate notice of cancellation/about the revised time schedule by the Issuer, will be notified in the website of the Issuer. The Issuer also reserves the right to keep multiple Date(s) of Allotment at its sole and absolute discretion without any notice. In case if the Issue Closing Date/ Pay in Dates is/are changed (pre-poned/ post-poned), the Deemed Date of Allotment may also be changed (pre-poned/ post-poned) by the Issuer at its sole and absolute discretion. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates and/or Redemption Date may also be changed at the sole and absolute discretion of the Issuer.

(U) DISCLOSURE OF CASH FLOWS: As per SEBI Circular No: CIR/IMD/DF-1/122/2016 dated November 11,2016

Company	Indian Overseas bank ("IOB" / the "Issuer" / the "Bank")
Tenure	10 Years
Face Value (per security)	Rs. 10,00,000/- per bond (Rs Ten Lakh only)
Date of Allotment	10-12-2018
First Call date	At the end of the 5th year and on any Coupon date thereafter
Redemption	8 th December 2028
Coupon Rate	11.70%
Frequency of the interest payment with specified dates	Annually
Day count Convention	Actual/Actual

Cash Flows	IP Date	Actual Date of Payment	No. of days in Coupon Period	Amount (in Rupees)
1st Coupon	Tuesday, 10 December, 2019	Tuesday, 10 December, 2019	365	1,17,000
2nd Coupon	Thursday, 10 December, 2020	Thursday, 10 December, 2020	366	1,17,000
3rd Coupon	Friday, 10 December, 2021	Friday, 10 December, 2021	365	1,17,000
4th Coupon	Saturday, 10 December, 2022	Monday, 12 December, 2022	365	1,17,000
5th Coupon	Sunday, 10 December, 2023	Monday, 11 December, 2023	365	1,17,000
6th Coupon	Tuesday, 10 December, 2024	Tuesday, 10 December, 2024	366	1,17,000

Cash flow assuming call is exercised at the end of 5th year:



7th Coupon	Wednesday, 10 December, 2025	Wednesday, 10 December, 2025	365	1,17,000
8th Coupon	Thursday, 10 December, 2026	Thursday, 10 December, 2026	365	1,17,000
9th Coupon	Friday, 10 December, 2027	Friday, 10 December, 2027	365	1,17,000
10th Coupon	Sunday, 10 December, 2028	Friday, 8 December, 2028	364	1,16,361
	Principal	Friday, 8 December, 2028		10,00,000
TOTAL				21,69,361

Cash Flows	IP Date	Actual Date of Payment	No. of days in Coupon Period	Amount (in Rupees)
1st Coupon	Tuesday, 10 December, 2019	Tuesday, 10 December, 2019	365	1,17,000
2nd Coupon	Thursday, 10 December, 2020	Thursday, 10 December, 2020	366	1,17,000
3rd Coupon	Friday, 10 December, 2021	Friday, 10 December, 2021	365	1,17,000
4th Coupon	Saturday, 10 December, 2022	Monday, 12 December, 2022	365	1,17,000
5th Coupon	Sunday, 10 December, 2023	Friday, 8 December, 2023	363	1,16,359
	Principal	Friday, 8 December, 2023		10,00,000
TOTAL				15,84,359

* 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 dated 30.11.2018 of the Board of Directors of the Bank, passed by circulation 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.

OBJECTS OF THE ISSUE:

The proposed issue of Bonds is being made for augmenting Tier II capital and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long-term resources.

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 II Bonds in the nature of Promissory Notes of (Rs. 10.00 Lacs Each For Cash At Par) Rs.300 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 Lakhs Only)	1 Bond and in multiple(s) of 1 Bond thereafter	Rs.10,00,000/- (Rupees Ten Lakhs 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.

REDEMPTION

The face value of the Bonds shall be redeemed at par, on the Redemption Date. The Bonds will not carry any obligation, for interest or otherwise, after the Redemption Date. The Bonds shall be taken as discharged on payment of the redemption amount by the Bank on the Redemption Date to the registered Bondholders whose name appear in the Register of Bondholders on the Record Date. Such payment will be a legal discharge of the liability of the Bank towards the Bondholders.

In case if the Redemption 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 Mumbai, Maharashtra), then the payment due shall be made on the preceding business day.

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.

REPORTING OF NON PAYMENT OF COUPON

All instances of non-payment of coupon shall be notified by the issuing banks to the Chief General Managers-in-charge of Department of Banking Regulation and Department of Banking Supervision of the Reserve Bank of India, Mumbai

**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. 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.

PAN/GIR NUMBER

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 30.11.2018 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 CRISIL and ICRA Rating Agencies conveying their credit rating for the Bonds.
g. Tripartite Agreement between the Issuer, NSDL and Registrars for issue of Bonds in dematerialized form.
h. Tripartite Agreement between the Issuer, CDSL and Registrars for issue of Bonds in dematerialized form.

(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 Circular No. CIR/IMD/DF1/48/2016 dated April 21, 2016, Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2016 issued vide circular no SEBI/ LAD-NRO/GN/2016-17/004 dated May 25 2016 and SEBI circular no. CIR/IMD/DF-1/122/2016 dated November 11, 2016 AND RBI MASTER CIRCULAR NO.RBI/2015-16/58 DBR.NO.BP.BC.1/21.06.2015-2016 DATED JULY 1, 2015 AND RBI CIRCULAR RBI/2015- 16/285 DBR.NO.BP.BC.71//21.06.201/2015-16 DATED JANUARY 14, 2016.

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

(Radha Venkatakrisnan)
General Manager &
Chief Financial Officer

Place: Chennai
Date: 05.12.2018

(K. Swaminathan)
Executive Director

(Y) ANNEXURE(S)



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)		Tax to be deducted at source	
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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/ DEMATERIALISED FORM APPLICANT'S SIGNATURE(S)

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

Sole/ First Applicant	
Second Applicant	
Third Applicant	

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ACKNOWLEDGEMENT SLIP

 <p>इण्डियन ओवरसीज़ बैंक Indian Overseas Bank आपकी प्रगति का सच्चा साथी Good people to grow with</p>	<p>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</p>
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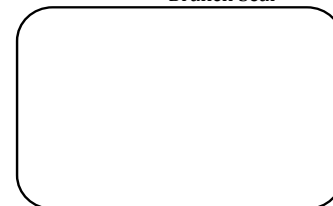
Received From (Name & Address)

An application for Unsecured, Non-Convertible, Tier II, Basel III Compliant Bonds In The Nature Of Promissory Notes Series – II 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					
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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.

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** .

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.