

Dated 29.12.2015

STATE BANK OF HYDERABAD

(Constituted under the State Bank of India (Subsidiary Banks) Act, 1959)

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PRIVATE PLACEMENT OF NON-CONVERTIBLE, REDEEMABLE, UNSECURED, BASEL III COMPLIANT TIER 2 BONDS, FOR INCLUSION IN TIER 2 CAPITAL OF THE BANK, IN THE NATURE OF DEBENTURES OF FACE VALUE OF Rs.10 LAKHS EACH ("BONDS") AT PAR AGGREGATING Rs. 500 CRORES BY STATE BANK OF HYDERABAD (OR SBH OR "ISSUER" OR "BANK")

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

The Bonds are Capital Instruments and not deposits of the Bank and they cannot be used as Collateral for any loan made by the Bank or any of its Subsidiaries or Affiliates. The Bonds are different from Fixed Deposits and are not covered by Deposit Insurance. Unlike the Fixed Deposits where Deposits are repaid at the option of Deposit Holder, the Bonds are not redeemable at the option of the Bondholders or without the prior consent of RBI. The Bonds carry Loss Absorption Features applicable to such instruments as are prescribed by RBI and may impact the payment of interest and principal.




CREDIT RATING
The Bonds proposed to be issued by the Bank have been assigned a rating of [ICRA] AAA (Hyb) by ICRA Limited vide its letter No. ICRA/ HYD/SBH-277/2015-16/1612/B dated 16th December 2015. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk. The Bonds proposed to be issued by the Bank have been assigned a rating of CARE AAA by CARE Ratings vide its letter No.CARE/HRO/RL/2015-16/1366 dated 17th December 2015.

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 agency and should be evaluated independently of any other ratings. Please refer to Annexure I & II for the above ratings.

LISTING: The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of BSE Ltd. (BSE).

Issue Opens on	Issue Closes on	Date of Allotment
30.12.2015	30.12.2015	30.12.2015

Trustee of the Issue	Registrar of the Issue
IDBI Trusteeship services Asian Building, Ground Floor 17, R. Karnani Marg, Ballard Estate Mumbai 400 001 Tel: +91-22-4080 7000 Fax: +91-22-6631 1776 Email: itsl@idbitrustee.com Website: www.idbitrustee.com	M/s. Karvy Computer Share Pvt.Ltd Karvy Selenium Tower B, Plot No.31-32 Gachibowli, Financial District Nanakramguda Hyderabad-500032 Phone: +91-40-67161503 Cell No.9177401177 Email:

Arranger to the Issue	Arranger to the Issue	Arranger to the issue	Arranger to the issue	Arranger to the Issue
 SBI Capital Markets Ltd, 202, Maker Tower "E", Cuffee Parade, Mumbai-400005, Tel:+91-22-22178300 Fax:+91-22-22188332 Email: dcm@sbicaps.com	 TIPSONS Consultancy Services Pvt.Ltd., 401, Sheraton Huse, Polytechnic Road, Ambawadi, Ahmedabad-380 009 Tel:+91-079-30002004 Fax:+91-079-30480298	 Trust Investment Advisors Pvt Ltd. 109/110, 1 st Floor, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 Tel:+91-22-30681 150 Fax:+91-22-30681151 Email: info@trustgroup.co.in	ICICI Bank, ICICI Bank Towers, 2 nd Floor, Bandra Kurla Complex, Bandra(E), Mumbai-400 051	Axis Bank Axis House, C-2, Wadia International Centre, Pandurang Budhakar Marg, Worli, Mumbai-400 025, Tel:+91-22-24252525

The Bank reserves its sole and absolute right to modify (pre-poner/ 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 and/or reserves the right to keep multiple Deemed Date(s) of Allotment without giving any reasons or prior notice.

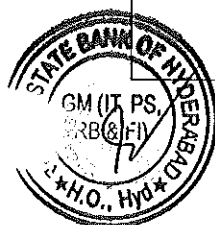
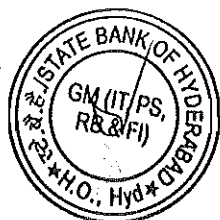


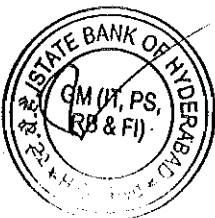
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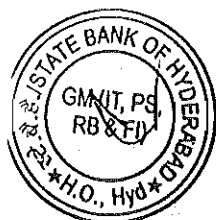


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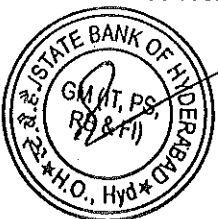
Disclaimers:

1. General Disclaimer:

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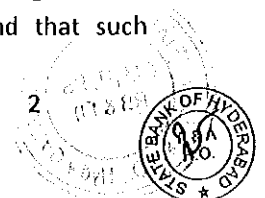
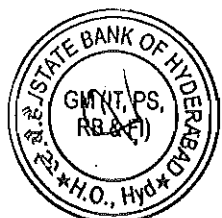
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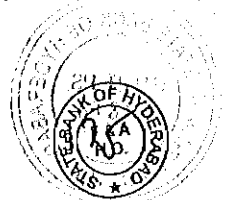
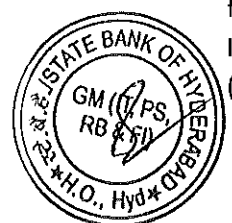
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- (b) As a result of those other relationships, the Arranger and/or their affiliates may get information about the Issuer and/or the Issue or that may be relevant to any of them. Despite this, the Arranger and/or their affiliates will not be required to disclose such information, or the fact that it is in possession of such information, to any recipient of this Information Memorandum;
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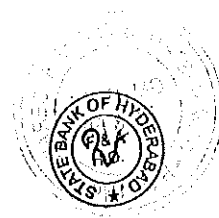
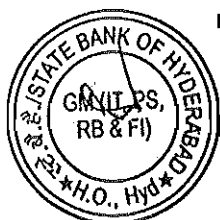
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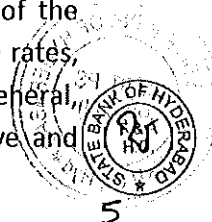
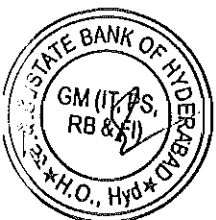
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Forward Looking Statements

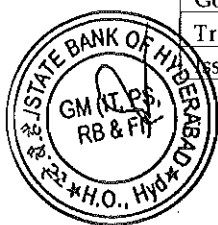
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In addition, other factors that could cause actual results to differ materially from those estimated by the forward-looking statements contained in this Disclosure Document include, but are not limited to, the monetary and interest rate policies of India and the other markets in which the Bank operates, natural calamities, general economic, financial or political conditions, instability or uncertainty in India, southeast Asia, or any other country, caused by any factor including terrorist attacks in India or elsewhere, military armament or social unrest in any part of India, inflation, deflation, unanticipated turbulence in interest rates, changes or volatility in the value of the rupee, instability in the subprime credit market and liquidity levels in the foreign exchange rates, equity prices or other market rates or prices, the performance of the financial markets in general, changes in domestic and foreign laws, regulations and taxes, changes in the competitive and pricing environment in India, and general or regional changes in asset valuations.



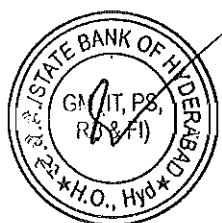
Definitions and Abbreviations

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
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
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 State Bank of Hyderabad or Committee thereof, unless otherwise specified
Bond(s)	Non-Convertible, Redeemable, Unsecured Basel III compliant Tier 2 Bonds for inclusion in Tier 2 Capital in the nature of promissory note of face value of Rs. 10 lacs each at par to be issued by State Bank of Hyderabad ("SBH" or "Issuer" or the "Bank") through private placement route under the terms of this Disclosure Document.
BSE	BSE Limited
CARE	Credit Analysis & Research Ltd.
CAR	Capital Adequacy Ratio
CDSL	Central Depository Services (India) Limited
Coupon / Interest Payment Date	The date as may be specified in the Summary Term Sheet of this Disclosure Document
Debt Securities	Non-Convertible debt securities which create or acknowledge indebtedness and include debenture, bonds and such other securities of a body corporate or any statutory body constituted by virtue of a legislation, whether constituting a charge on the assets of the Bank or not, but excludes security bonds issued by Government or such other bodies as may be specified by SEBI, security receipts and securitized debt instruments
Deemed Date of Allotment	The cut-off date declared by the Bank from which all benefits under the Bonds including interest on the Bonds shall be available to the Bondholder(s). The actual allotment of Bonds (i.e. approval from the Board of Directors or a Committee thereof) may take place on a date other than the Deemed Date of Allotment
Depository	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant	A Depository participant as defined under Depositories Act
Disclosure Document	Disclosure Document dated 29 th December 2015 for private placement of Non-Convertible, Redeemable, Unsecured Basel III compliant Tier 2 Bonds for inclusion in Tier 2 Capital in the nature of Debentures of face value of Rs. 10 lacs each ("Bonds") at par aggregating Rs.500 crore by State Bank of Hyderabad
DP	Depository Participant
DRR	Bond/ Debenture Redemption Reserve
EPS	Earnings Per Share
FIs	Financial Institutions
FIIs	Foreign Institutional 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 / SBH / Bank	State Bank of Hyderabad



Private and Confidential – Not for Circulation

I.T. Act	The Income Tax Act, 1961, as amended from time to time
Listing Agreement	Listing Agreement for Debt Securities issued by Securities and Exchange Board of India vide circular no. SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 and Amendments to Simplified Debt Listing Agreement for Debt Securities issued by Securities and Exchange Board of India vide circular no. SEBI/IMD/DOF-1/BOND/Cir-5/2009 dated November 26, 2009 and Amendments to Simplified Debt Listing Agreement for Debt Securities issued by Securities and Exchange Board of India vide circular no. SEBI/IMD/DOF-1/BOND/Cir-1/2010 dated January 07, 2010
MF	Mutual Fund
MoF	Ministry of Finance
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
GIR	General Index Registration Number
INR/₹	Indian National Rupee
RBI	Reserve Bank of India
RBI Norms / RBI Guidelines	Master Circular No. DBR.No.BP.BC.1/21.06.201/2015-16 dated July 01, 2015 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 2 capital as updated/modified from time to time
RTGS	Real Time Gross Settlement
Record Date	As may be specified in the Summary Term Sheet
Registrar	Registrar to the Issue, in this case being M/s. KARVY Computershare Pvt Ltd.,
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended from time to time
TDS	Tax Deducted at Source
The Companies Act	The Companies Act, 1956 to the extent not repealed, and the Companies Act, 2013 to the extent provisions of the Companies Act, 2013 have been notified by the Government of India.
The Issue/ The Offer/ Private Placement	Private Placement of Non-Convertible, Redeemable, Unsecured Basel III compliant Tier 2 Bonds for inclusion in Tier 2 Capital in the nature of Debentures of face value of Rs. 10 lacs each ("Bonds") at par aggregating Rs. 500 crore by State Bank of Hyderabad



A. Issuer Information

a. Name and address of the following:-

i. **Registered Office of the Issuer**

State Bank of Hyderabad
Head Office: Gunfoundry,
Hyderabad-500001(Telangana)
Ph: +91-40-23387724, 23387301
Fax: +91-40-23387562
Email: dgmans@sbhyd.co.in
Web site: www.sbhyd.com

ii.

Corporate Office of the Issuer

State Bank of Hyderabad
Head Office: Gunfoundry,
Hyderabad-500001(Telangana)
Ph: +91-40-23387724, 23387301
Centrex: +91-40-23387201 to 208
Fax: +91-40-23387562
Email: dgmans@sbhyd.co.in
Web site: www.sbhyd.com

iii.

Compliance Officer of the Issuer

a)

Shri Ashqk Kumar Goyal
Deputy General Manager (Compliance)
Chief Compliance Officer,
State Bank of Hyderabad,
1st Floor, Prabhat Towers
Gunfoundry, Hyderabad-500001
Telangana
Ph.: +91-40-23387449,
Fax: +91-40-23234448
Email: dgmcompliance@sbhyd.co.in

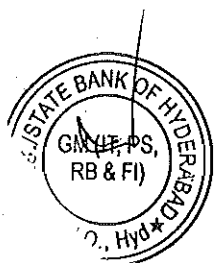
b)

Shri. P.Mohandas
Deputy General Manager (F&A)
Compliance Officer for Stock Exchange
State Bank of Hyderabad,
Head Office: Gunfoundry,
Hyderabad-500001
Telangana
Ph.: +91-40-23387724,
Fax: +91-40-23387562
Email: dgmans@sbhyd.co.in

iv.

CFO of the Issuer

Shri. S. Chandrasekharan
General Manager (Treasury) & CFO
State Bank of Hyderabad
Head Office: Gunfoundry,
Hyderabad-500001(Telangana)
Ph.: +91-40-23382814
Fax: +91-40-23387887



v. Arrangers

a) SBI Capital Markets Limited

202, Maker Tower 'E',
Cuffe Parade,
Mumbai - 400 005
Tel: +91-22-2217 8300
Fax: +91-22-2218 8332
Email: dcm@sbicaps.com

b) AXIS BANK,

Axis House C-2,
Wadia International Centre,
Pandurang Budhakar Marg,
Worli, Mumbai 400 025.
Tel : +91-22-24252525 / 43252525

c) ICICI Bank

ICICI Bank Towers, Bond Desk
2nd Floor, BKC, Bandra (E)
Mumbai – 400 051

d) Trust Investment Advisors Pvt Ltd.,

109/110, 1st Floor, Balarama
Bandra Kurla Complex, Bandra(E)
Mumbai -400 051

e) TIPSONS Consultancy Services Pvt Ltd.,

401, Sheraton House, Polytechnic Road
Ambawadi, Ahmedabad -380 009

vi. Trustee of the Issue

IDBI Trusteeship Services Limited

Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001.
Ph.: +91-22-4080 7000,
Fax: +91-22-6631 1776
Email: itsl@idbitrustee.com
Website: www.idbitrustee.com

vii. Registrar of the Issue

Karvy Computershare Pvt Ltd

Karvy Selenium Tower B, Plot No.31-32
Gachibowli, Financial District
Nanakramguda
Hyderabad-500032
Phone: +91-40-67161503
Cell No.9177401177

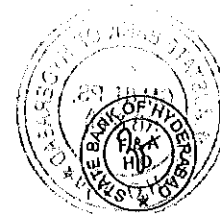
viii. Credit Rating Agencies

ICRA Limited

1105, Kailash Building
11th Floor, 26,
Kasturba Gandhi Marg
- New Delhi- 110 001.
- Ph: +91-124-4545300
- Fax: +91-124-4050424
Email: info@icraindia.com
Website: www.icra.in

CARE Ratings

4th Floor, Godrej Colleseum
Somaiya Hospital Road
Off Eastern Express Highway
Sion(E), Mumbai -400 022
Ph: +91-22-6754-3456
Fax: +91-22-6754-3457
Email: care@careratings.com
Website: www.careratings.com



xi. Auditors of the Issuer (As on 30th September, 2015)

1. M/s. Anjaneylu & Co.
30, Bhagyalakshmi Nagar
Gandhi Nagar,
Hyderabad – 500080
Telangana

2. M/s. S.K. Basu & Co.
Temple Chambers, 2nd Floor
6, Old Post Office Street
Kolkata – 700 001
West Bengal

3. M/s. K.G. Somanl & Co.
3/15, Asif Ali Road
4th Floor, Near Dellite Cinema
New Delhi - 110 002

4. M/s. Jawahar and Associates
C-5, Skylark Apartments
3-6-309, Basheerbagh,
Hyderabad - 500029
Telangana

b. A brief summary of the business/ activities of the Issuer and its line of business containing at-least following information:-

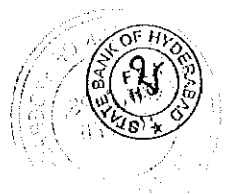
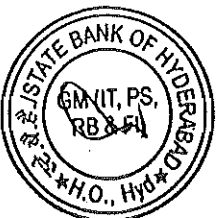
Overview

State Bank of Hyderabad was constituted as 'Hyderabad State Bank' on August 8th 1941 under the Hyderabad State Bank Act, 1941. The Bank started as the central Bank to the erstwhile princely State of Hyderabad for managing its currency-Osmania Sikka- and public debt, besides functioning as a commercial bank. The First branch of the Bank was opened at Gunfoundry, Hyderabad on 5th April 1942. In 1953 the Bank took over the assets and liabilities of the Hyderabad Mercantile Bank Ltd., and in the same year, the Bank started conducting Government and Treasury business as an agent of Reserve Bank of India. In 1956, the Bank was taken over by Reserve Bank of India as its first subsidiary and its name was changed from Hyderabad State Bank to 'State Bank of Hyderabad' The Bank became a subsidiary of State Bank of India on 1st October, 1959 and is now the largest Associate Bank of State Bank of India. Recently our Bank has awarded "Best Public Sector Bank in India" by AB News.

As on date State Bank of India holds 100% shares of our Bank.

Our Bank is one of the leading Public Sector scheduled commercial Banks in Telangana State and offers a wide range of products and services to Retail and Corporate customers through a variety of delivery channels. In 74 years of our operations, we have significantly grown our branch network with a presence predominantly in South India, especially Telangana State.

Our Bank has widespread network of 1848 Branches and 2348 ATMs (as on 30th September, 2015), 22 Extension Counters spread all over India including 1 Corporate Finance Branch, 39 specialized MSME branches, 3 Industrial Finance Branches, 2 Currency Administration Branches, 4 Commercial Branches, 8 Personal & Services Banking Branches, 24 Agricultural Development Branches, 5 Treasury Branches, 2 Overseas Branches. 17 specialized Branches (NRI/Service Br/Asset Recovery Br), 209 Government Business Branches, 205 Currency Chest Branches offering wide range of services to the customers.



Our Bank has a dedicated work force of 17557 employees. The staff strength comprised 7626 officers, 6223 clerical staff and 3708 sub-ordinate staff(as on 30th September,2015). The skill and competence of the employees have been kept updated by providing in house training and also deputing to Reputed agencies to meet the requirement of our customers keeping in view the changes in the business environment.

We have three main business lines:

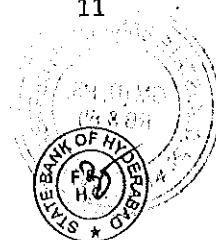
- Corporate/Wholesale Banking
- Retail Banking
- Treasury Operations

We offer various corporate/wholesale banking products and services to our trade and corporate customers, including project finance, term loans, short term loans, cash credit, working capital finance, export credit, bill discounting, line of credit, letters of credit and guarantees.

Our retail banking portfolio consists of Savings Bank, Current Account and Term Deposit services, retail lending for Housing, Gold Loan, Vehicle, Education, MSME lending, Agriculture and other personal loans, and also other personal banking products. We offer our customers a suite of technological products, including global debit cards, "anywhere banking" facilities, mobile banking, Internet banking, RTGS, NEFT and POS machines at commercial outlets. Bank has launched a Mobile application named "SBH Touch" on Android platform which gives access to MBS/INB/Holiday List/Branch Locator/ATM Locator etc. Bank has started SMS/Missed Call Banking whereby customer will get statement of account/Balance on his registered Mobile Number.

We distribute third-party products such as life and non-life insurance policies and Pradhan Mantri Jeevan Jyothi Bima Yajana(5,27,986 policies of PMJJBY) through corporate agency agreements with SBI Life Insurance Company Limited, Pradhan Mantri Suraksha Bima Yojana(9,32,020 policies of PMSBY) through corporate agency agreement with National Insurance Company Limited and SBI General Insurance Company Limited, and mutual funds with SBI Funds Management Private Limited through a distribution agreement. We have entered into an agreement for sourcing the applications for SBI Credit Cards. We also act as an agent for various State Governments and the Central Government on numerous matters including the collection of taxes and payment of salary and pension including pensions under New Pension Scheme.

Our treasury operations comprise of liquidity management by seeking to maintain an optimum level of liquidity, while complying with the CRR and the SLR, monitoring and implementation of non-SLR investments of our Bank. We maintain the SLR through a portfolio of Central Government, State Government and Government-guaranteed securities that we actively manage to optimize yield and benefit from price movements. We are also involved in the trading of debt securities, equity securities and foreign exchange within permissible limits.



Performance:

Deposits:

The Aggregate Deposits (Total Deposits excluding inter Bank Deposits) stood at Rs.1,31,051 crore as on 30th September, 2015. The share of CASA deposits to aggregate deposits is 32%. Share of Personal Segment deposits to aggregate deposits as on 30th September'15 is 60%.

To further boost deposits growth under Personal segment new deposits Schemes viz., Kuber-400 days Deposit Scheme and Kuber Recurring Deposit Scheme were introduced and the Bank mobilized aggregate amount of Rs.8,034.29 crore under the schemes during the current financial year.

Advances:

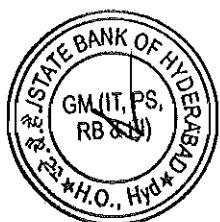
The total advances of the Bank as on 30th September 2015 is Rs.1,05,301 crores and the CD Ratio as on 30.09.2015 is 79.78%. Our Bank is having the Corporate Network consisting of 10 large branches spread over Metro and other big centres of the Country, for catering to the needs of large Corporates. The Corporate Network of the Bank has achieved a business level of Rs.49,504 crores, comprising of Rs.10,948 crores of deposits & Rs.38,556 crores of advances, as on 30.09.2015.

We have conducted loan campaigns viz., Utsav Car Loan, Gold Loan during the current year. During the Gold Loan campaign from 01.07.2015 to 30.09.2015 the Bank has sanctioned 42,926 loans. During Monsoon Dhamaka 2015 campaign from 01.07.2015 to 30.09.2015 the Bank could mobilize Housing loans amounting to Rs.918 crores. Personal segment advances as on 30.09.2015 stood at Rs.27,153 crores consisting 26% of total advances. Special campaigns are being conducted to provide a boost to the growth in Housing loans, Car loans, and Gold loans.

For boosting credit flow to MSME special sector, special campaigns viz., Subh labh, Suvidha and Mudra were also launched.

Income:

Total Income of the Bank increased by 4.84%, from Rs. 14,449.28 crs as at March, 2014 to Rs.15,148.83 crs in March, 2015. Interest Income increased from Rs. 13,466.81 crs to Rs.13,823.76 crs (2.65%). Average Yield on Advances decreased from 11.23% in 2013-14 to 11.13% in 2014-15, while Average Yield on Investments decreased from 7.79% as on 31st March 2014 to 7.76% as on 31st March 2015. Non-Interest Income increased by 34.87 % from Rs.982.47 crs to Rs.1,325.07 crs with the growth in profit from sale of securities improved from Rs.193.83 crs to Rs. 349.55 crs. The ratio of Non-Interest Income to Total Income, therefore, stood at 8.74 % (6.79 % last year).



Expenditure:

The Total Expenditure (before provisions and contingencies) increased by Rs.476.87 crs, from Rs.11758.28 crs in 2013-14 to Rs.12235.15 crs in 2014-15. While Interest Expenses decreased by Rs. 59.67 crs (0.63 %), the Operating Expenses increased by Rs.536.55 crs (23.67%) during the current year. The Average Cost of Deposits decreased from 7.51% in March, 2014 to 7.26% in March, 2015 predominantly due to decrease in high cost bulk deposits.

Profit

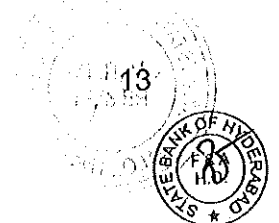
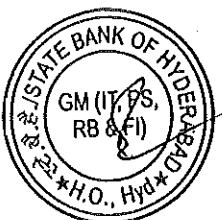
While the Operating Profit increased from Rs.2690.99 crs in 2013-14 to Rs.2913.67 crs in 2014-15 (8.28%), the Net Profit increased from Rs.1019.52 crs to Rs.1317.13 crs (29.19%). The increase in net profits was predominantly on account of the steep increase in Net Interest Income and Other Income. While Return on Assets (ROA) increased from 0.70 % to 0.89 % , Return on Equity (ROE) also increased from 12.74 % to 14.66 % during the year.

Capital Adequacy

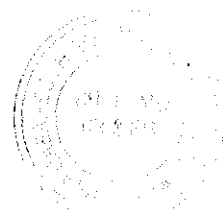
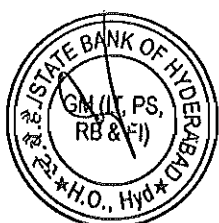
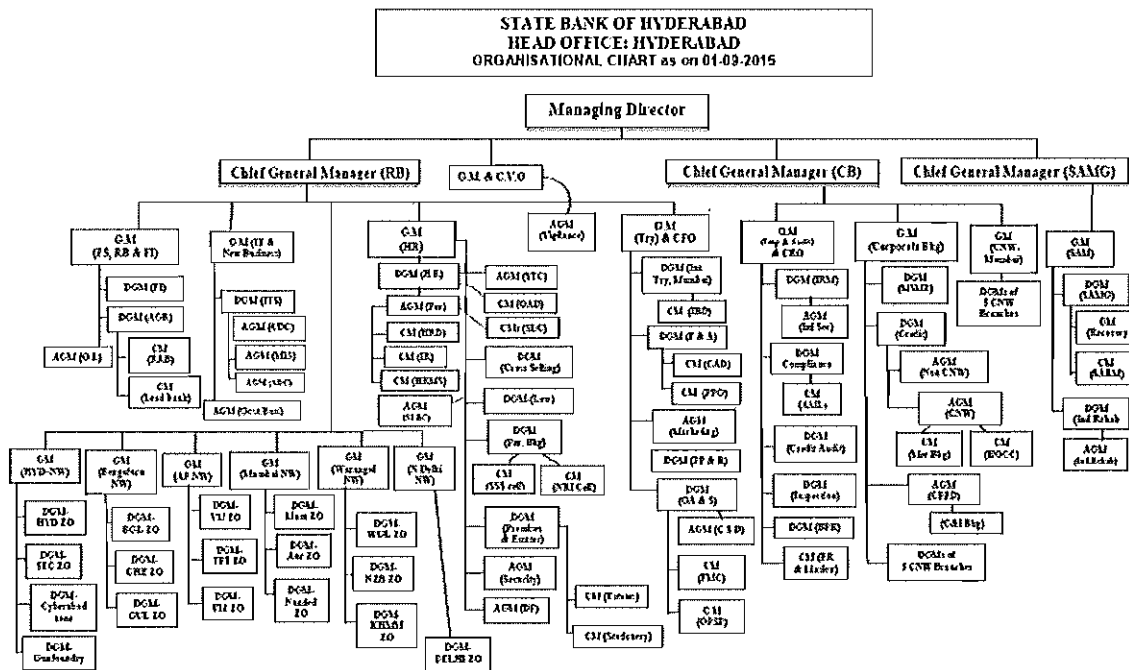
The Capital Adequacy Ratio recast under Basel III guidelines as per RBI directives effective from 1st April 2013 stands at 11.26% as at March,2015, against 12.00% as at March 2014. The CRAR of 11.26% consists of Common Equity Tier (CET-1) of 8.86%, Additional Tier (AT-1) of 0.32% both forming Tier-I Capital, besides 2.08% of Tier-II Capital. The CRAR under Basel II guidelines as at March 2015 stood at 12.00% as against 12.52% in the previous year.

Bank has recently secured the following awards:

- 1 .SKOCH INDIA'S BEST 2015 AWARD under Economic Value Add category for its "Paperless Board Meeting Project".
2. SKOCH SMART TECHNOLOGY AWARD 2015 for "e-payment solution" in Marthwada Region of Maharashtra to Government of Maharashtra and the Portal designed for SLBC, Telangana, www.telanganaslbc.com.
3. BEST BANK (Public Sector) award received in "Banking, Financial Services & Insurance (BFSI) Awards" by ABP News



ii. Corporate Structure

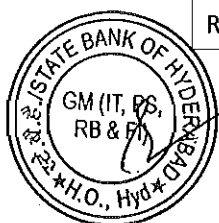


iii. Key Operational and Financial Parameters for the last 3 Audited Years

Key Operational and Financial Parameters of the Bank for the last 3 Audited years and Unaudited Results up to 30.09.2015 are as under:

(Rs. in Crore):

Particulars	For the Half year ended 30-09-2015	AUDITED		
		For FY 2014-15	For FY 2013-14	For FY 2012-13
Capital	20.75	20.75	20.75	20.75
Reserves & Surplus	10202.56	9575.81	8348.67	7610.92
Net worth	10223.31	9596.56	8369.42	7631.67
Deposits	128607.02	130166.19	119509.70	113324.26
Borrowings	6533.39	8502.45	6336.39	5448.42
Other Liabilities & Provisions	8738.73	6237.58	7273.54	9673.71
Cash and Balances with Reserve Bank of India	6003.23	5791.68	6637.59	6375.97
Balances with Banks and money at call and short notice	542.77	1622.50	247.27	1419.60
Investments	38122.36	36491.15	34266.96	33967.98
Advances	101460.38	105053.13	95653.80	89856.51
Fixed Assets	710.47	638.17	519.90	472.47
Other Assets	7263.24	4906.15	4163.53	3985.53
Contingent Liabilities	63382.97	62795.85	45787.47	44463.40
Bills for Collection	1819.25	2412.97	6985.68	3168.24
Interest earned	7168.41	13823.75	13466.81	12447.80
Other Income	607.04	1325.06	982.46	975.61
Interest expended	4934.00	9431.14	9490.82	8529.90
Operating expenses	1320.40	2804.01	2267.47	2105.07
Provisions and contingencies (including tax)	894.29	1596.53	1671.47	1538.22
Net Profit for the Period	626.76	1317.12	1019.51	1250.22
Gross NPA (%)	4.92%	4.59%	5.89%	3.46%
Net NPA (%)	2.39%	2.24%	3.12%	1.61%
Tier I Capital Adequacy Ratio (Basel II) (%)	9.36%	9.37%	9.58%	9.25%
Tier II Capital Adequacy Ratio (Basel II) (%)	2.44%	2.63	2.94%	3.11%
ROA	0.77	0.89	0.70	0.99
ROE	15.34	14.66	12.74	17.70



Gross Debt: Equity Ratio of the Company:-

(Based on figures as on 30th September 2015)

Particulars	Before the issue of bonds	After the issue of bonds
Total Borrowing (Rs. Crore)	6533.39	7033.39
Net worth (Rs. Crore)	10223.31	10223.31
Borrowings / Equity Ratio	0.64	0.69

Note: Borrowings does not include deposits

iv. Project Cost and means of financing, in case of funding of new projects

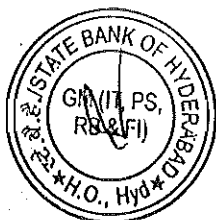
The funds being raised by the Issuer through present issue of Tier 2 bonds are not meant for financing any particular project. The Bank shall utilize the proceeds of the issue for augmenting its Tier II and overall capital base and for the purpose of its regular business activities & other associated business objectives.

c. **A brief history of the Issuer since its incorporation giving details of its following activities:-**

State Bank of Hyderabad was constituted as 'Hyderabad State Bank' on August 8th 1941 under the Hyderabad State Bank Act, 1941. The Bank started as the central Bank to the erstwhile princely State Bank of Hyderabad for managing its currency-Osmania Sikka- and public debt, besides functioning as a commercial bank. The First branch of the Bank was opened at Gunfoundry, Hyderabad on 5th April 1942. In 1953 the Bank took over the assets and liabilities of the Hyderabad Mercantile Bank Ltd., and in the same year, the Bank started conducting Government and Treasury business as an agent of Reserve Bank of India. In 1956, the Bank was taken over by Reserve Bank of India as its first subsidiary and its name was changed from Hyderabad State Bank to 'State Bank of Hyderabad' The Bank became a subsidiary of the State Bank of India on 1st October, 1959 and is now the largest Associate Bank of State Bank of India. State Bank of India holds 100% of Share holding.

i. Details of Share Capital as on 30th September, 2015:-

Share Capital	Rs in crs
Authorized Share Capital	500.00
Issued, Subscribed and Paid-up Share Capital	20.75



ii) Changes in its capital structure as on 30th September, 2015, for the last five years:

Date of Change	Amount (Increase) Rs in crs		Particulars
	Capital	3.50	
31.03.2010	Premium	346.50	Infusion of additional Equity Capital by SBI

iii. Equity Share Capital History of the Company as on last quarter end, for the last five years:-

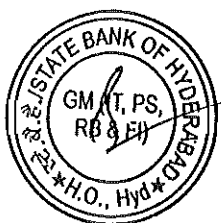
State Bank of India holds 100% of Share holding.

iv. Details of any Acquisition or Amalgamation in the last 1 year:-

There has not been any Acquisition or Amalgamation in the last 1 year

v. Details of any Reorganization or Reconstruction in the last 1 year:-

Type of Event	Date of Announcement	Date of Completion	Details
There has not been any Reorganization or Reconstruction in the last 1 year			

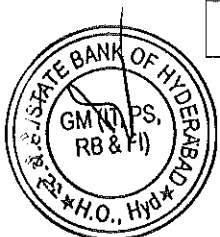


d. Details of the shareholding of the Company as on 30th September, 2015:-**i. Shareholding pattern of the Company as on 30th September, 2015:-**

Sr. No.	Particulars	Total No. of Equity Shares	No. of Shares in Demat Form	Total Shareholding as a % of total no. of equity shares
(A)	Shareholding of Promoter (State Bank of India) 2075000		--	100%
(B)	Public Shareholding			
1.	Institutions			
(a)	Mutual Funds/UTI			
(b)	Financial Institutions/Banks			
(c)	Central Government/State Government (s)			
(d)	Insurance Companies			
(e)	Foreign Institutional Investors			
(f)	Qualified Foreign Investor			
	Sub Total (B) (1)			
2.	Non-Institutions			
(a)	Bodies Corporate			
(b)	Individuals/shareholders holding nominal			
i)	Share capital upto Rs.1.00 lakh			
ii)	Individuals/shareholders holding nominal Share capital excess of Rs.1.00 lakh			
(c)	Qualified Foreign investor			
(d)	Any other (specify)			
(d-i)	Non Resident Indian			
(d-ii)	Trusts			
(d-iii)	OCB			
(d-iv)	Foreign National			
(d-v)	Foreign Body Corporates			
(d-vi)	Clearing Member			
	Sub Total (B) (2)			
	Total Public Shareholding (B)=(B)(1) + (B) (2)			
	Shares held by Custodians and against which Depository Receipts have been issued			
	GRAND TOTAL (A)+(B)+(C)	20,75,000		20,75,000

ii) List of top 10 holders of equity shares of the Company as on 30th September 2015.

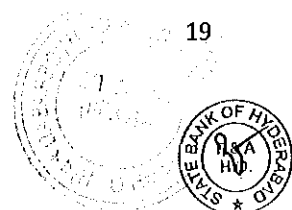
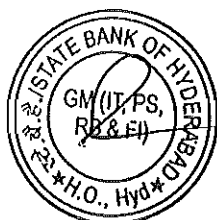
Sr. No.	Name of the shareholders	Total No. of Equity Shares	No. of Shares in Demat Form	Total Shareholding as a % of total no. of equity shares
(A)	State Bank of India	2075000	--	100%



e. Following details regarding the directors of the Company: -

i. Details of the Current Directors of the Bank

Sr. no.	Name, Designation and DIN	Age (yrs.)	Address	Director of the Bank since	Details of other directorships
1.	Smt. Arundhati Bhattacharya, Chairman	59	No.5, Dunedin, J.M.Mehta Road, Mumbai – 400 006	07.10.2013	State Bank of India, State Bank of Patiala, State Bank of Bikaner & Jaipur, State Bank of Mysore, State Bank of Travancore, SBI Capital Markets Limited, SBI Global Factors Ltd., SBI Pension Funds Pvt Ltd., SBI Life Insurance Company Ltd., SBI Funds Management Pvt. Ltd., SBI General Insurance Company Ltd., SBI DFHI Limited., SBI Cards & Payment Services P. Ltd., Export-Import Bank of India, IBA, NIBM, Indian Institute of Banking and Finance
2.	Shri Santanu Mukherjee Director	59	Flat No.A5, Trendset Villa, Road No.3, Banjara Hills, Hyderabad-500034	23.07.2014	
3.	Shri Anil K Sharma Director	52	Chief General Manager, Reserve Bank of India, Dept., of Co-operative Bank Supervision, Garment House, Worli, Mumbai-400018	26.06.2015	
4.	Shri V. G. Kannan Director DIN: 03443982	59	MD&GE, A&S Group, State Bank of India, Corporate Centre, Floor 18, State Bank Bhavan, Madamme Cama Road, Mumbai-400021	21.10.2014	State Bank of Patiala, State Bank of Bikaner & Jaipur, State Bank of Mysore, State Bank of Travancore, SBI Capital. Markets, SBICAP Securities Ltd, SBICAP Ventures Ltd, SBICAP(UK) Ltd, SBICAP Singapore Ltd, SBI Cards
5.	Shri Neeraj Vyas. Director DIN:	57	Chief General Manager , State Bank of India, A&S Department, SBI Corporate Bank, Mumbai -400 021	24.08.2015	
6.	Shri Ravi Nandan Sahay Director	55	Chief General Manager , State Bank of India, A&S Department, SBI Corporate Bank, Mumbai -400 021	28.08.2015	
7.	Shri.Vijay Kumar Monga Director	57	General Manager (A&S), State Bank of India, A&S Group, SBI Corporate Centre, Mumbai-400021	30.09.2015	
8.	Dr.Syed Mazher Hussain Director	57	Executive Director, Confederation of Voluntary Association, H.No.5-9-48/8/A, Basheer bagh, Hyderabad-500 029	16.01.2013	
9.	Smt.Nallapati Laxmi Srinivas Director	59	Special Assistant, PPG Department, SBH, Head Office, Hyderabad	17.07.2013	

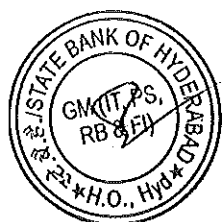


Sr. no.	Name, Designation and DIN	Age (yrs.)	Address	Director of the Bank since	Details of other Directorships
10.	Sri M.Harshavardhan Director	55	Assistant General Manager, Inspection Department, State Bank of Hyderabad D.No.3-3-109/7, Plot No.7, Street No.7, Pleasant Park, Attapur Hyderguda, Hyderabad-500048	18.06.2013	
11.	Shri Venkat Changavalli Director	61	Villa 105, Hill County, Nizampet, Bachupalli Road, Kukatpally, Hyderabad-500072	16.12.2014	
12.	Mrs Bolleni Shanti Sree Director	53	Chartered Account Cas tukaram & Co, Flat No. 209, Venkata Rama Towers, Opp.Talwalkars, Lane Adj. to Shanbagh Hotel, Basheerbagh, Hyderabad-500 029.	21.03.2015	
13	Smt Annie George Mathew Director	52	Joint Secretary, Dept.of expenditure, min.of finance, GOI, Room No.39-A, North Block, New Delhi.	15.06.2015	



i. Details of change in directors since last three years:-

Sr. no.	Name, Designation and DIN	Date of Appointment / Cessation / Resignation	Director of the Bank since (in case of Cessation / Resignation)	Reason / Remarks
1	Shri Pratip Chaudhuri, Chairman, SBI	07.04.2011	30.09.2013	Retired
2	Shri M.Bhagavantha Rao, Managing Director	22.08.2011	31.05.2014	Retired
3	Shri Kaza Sudhakar CGM(CVO), RBI	03.01.2011	02.03.2014	Transferred
4	Shri Shyamal Acharya DMD & GE(A&S)	01.07.2011	29.11.2012	Transferred
5	Shri A K Deb CGM, SBI	05.09.2011	30.11.2012	Retired
6	Shri K.N.Nayak DGM, SBI	30.09.2011	25.11.2013	Transferred
7	Gopal Vaidya Workmen Director	08.04.2010	31.12.2012	Resigned
8	Sri P.Narasimha Officer Employee Director	23.02.2010	22.02.2013	Term Completed
9	Prof.V V Ramana Non Official Director	21.09.2011	23.04.2012	Resigned
10	Shri Ramesh Datla Non Official Director	01.12.2010	30.11.2013	Term Completed
11	Shri Venkat Changavalli Non Official Director	20.01.2011	19.01.2014	Term Completed
12	Shri S.Gopal Krishna Under Secretary,DFS, Govt of India	09.06.2008	12.12.2012	Transferred
13	Shri Anand Rao Vishnu Patil Govt of Indian nominee Director	12.12.2012	29.09.2013	Transferred
14	Shri S.Vishvanathan CGM, SBI	17.07.2013	30.04.2013	Retired
15	Shri Ashok Kumar Dogra Dy.Secretary(DA&RB),DFS,GOI	30.09.2013	25.11.201	Transferred
16	Sri P C Jena DGM, SBI	26.11.2013	17.07.2014	Transferred
17	Shri KK Saraf CGM, RBI	03.03.2014	04.02.2015	Transferred
18	Shri Ajay Mlchhari	04.02.2015	26.06.2015	Transferred
19	Shri B.Ramesh Babu	05.05.2014	24.08.2015	Transferred
20	Shri R.C.Srivastava	17.07.2014	28.08.2015	Transferred

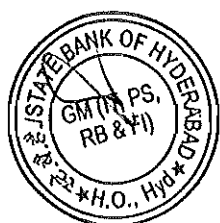


f. Following details regarding the auditors of the Company:-**i. Details of the auditors of the Company as on 30.09.2015**

<u>Name</u>	<u>Address</u>	<u>Auditor since</u>
Anjaneyulu & co.,	30, BhagyalakshmiNagar, Gandhi Nagar, Hyderabad 500 080. Telangana	March 2015
S.K.Basu & Co.,	Temple Chambers, 2 nd floor, 6, Old Post Office Street, Kolkata 700 001. West Bengal.	Dec 2015
K.G.Somani & Co.,	3/15, Asif Ali Road, 4th floor, Near Delite Cinema, New Delhi 110 002.	Dec 2015
Jawahar and Associates	C-5, Skylark Apartments, 3-6-309, Basheerbagh, Hyderabad 500 029. Telangana	Dec 2015

ii. Details of change in Auditor since last three years

<u>Name</u>	<u>Address</u>	<u>Date of appoinment/ Resignation</u>	<u>Auditor of the Company since (In case of resignation)</u>	<u>Remarks</u>
Rao & Narayan	Srinivasa Apartments, Flat No. 6, Raj Bhavan Road, Somajiguda, Hyderabad 500082	Dec 2014	Dec 2011	Retirement
S. Mann & Co.,	1006, 10th floor, Vikrant Tower Rajindra Place, New Delhi 110008	Dec 2014	Dec 2011	Retirement
Elias George & Co.,	B-16, HIG Avenue, Gandhi Nagar, Kochi - 682 020, Kerala	Dec 2014	Dec 2011	Retirement
Chandra Gupta & Associates	106, Laxman Chambers, 370-371, Hospital Road, Jangpura, New Delhi - 110014	Sept 2011	Dec 2008	Retirement
P.G Joshi & Co	Dhanwate Chambers, Sitabuldi, Nagpur 440012	Sept 2011	Dec 2008	Retirement
K C Khanna & Co	Gobind Mansion, H-96, Connaught Circus, New Delhi - 110001	Sept 2011	Dec 2008	Retirement
Rao & Kumar	10-S0-19/4, Southamani Siripuram Vlsakhapatnam - 530003	Sept 2012	Dec 2009	Retirement
Ananthan & Sundaram	123, Sivakartha, Sankarnagar, Kalrmanam P.O, Neeramankara, Tiruvananthapuram - 695 040	Sept 2012	Dec 2009	Retirement
D V Rama Rao & Co	1-1-773/A, Opp. Park Gandhi Nagar, Hyderabad - 500 080	Sept 2012	Dec 2009	Retirement
Khanna & Annadhanam,	706, Akash Deep, 26-A, Barakhamba Road, New Delhi - 11 0001	Sept 2015	Dec 2012	Retirement
Sharma Goel & Co., LLP.	A-47, Lower Ground floor, Hauz Khas, New Delhi 110016	Sept 2015	Dec 2012	Retirement
SRI Associates,	Central Plaza , 3 rd Floor 41 B B Ganguly Street, Kolkata - 700012	Sept 2015	Dec 2012	Retirement
M/s Anjaneyulu & Co.	30, Bhagyalaxmi Nagar, Gandhinagar, Hyderabad - 500 080	---	March 2012	Appointment



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g. Details of Borrowings as on 30.09.2015

i. Details of Loan facilities

Borrowings as on 30.09.2015 (Rs. crores)			6533.38
I. Borrowings In India			4959.28
i.	Reserve Bank of India		
ii.	Other Banks		
iii.	Other Institutions and Agencies		1421.28
iv.	Capital Instruments		
	a. Innovative Perpetual Debt instruments		
	b. Subordinated Debt		3538.00
	TOTAL		4959.28
II. Borrowings outside India			
i.	Borrowings and Refinance outside India		1574.10
	TOTAL		1574.10
	GRAND TOTAL		6533.38
Secured borrowings Included in I & II above			

ii. Details of Deposits as on 30.09.2015

Sr. no.	Particulars	Amount (Rs.)	Cumulative (Rs.)
I.	Demand Deposits		
i.	From Banks	448.98	9567.48
ii.	From Others	9118.50	
II.	Savings Bank Deposits		31842.65
III.	Term Deposits		81840.62
i.	From Banks	491.18	
ii.	From Others	86705.71	
	Total		87196.89
	Deposits of Branches in India		128607.02
	Deposits of Branches outside India		
	Total		128607.22



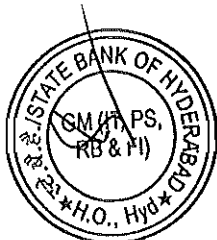
iii. Details of Subordinated debt (Bonds)

Sl. No	Bond series	Date of issue	Amount in crore	R.O.I	Tenure	Due Date	Rating		
							CARE	CRISIL	ICRA
1	V(Tier II)	29.09.2006	550	8.80%	115 months	29.04.2016	CARE AAA	AAA/STABLE	LAAA
2	VI(Tier II)	23.02.2008	160	9.15%	115 months	23.09.2017	CARE AAA	AAA/STABLE	LAAA
3	VII(Tier II-U)	19.03.2008	500	9.35%	180 months	19.03.2023	CARE AAA	AAA/STABLE	
4	VIII(Tier I-IPDI)	28.03.2008	350	9.95%	Perpetual	NA	CARE AAA	AAA/STABLE	
5	IX(Tier II-U)	05.06.2009	325	8.39%	180 months	05.06.2024	CARE AAA	AAA/STABLE	
6	X(Tier II-U)	21.08.2009	450	8.50%	180 Months	21.08.2024	CARE AAA	AAA/STABLE	
7	XI(Tier II-U)	08.09.2009	475	8.60%	180 months	08.09.2024	CARE AAA	AAA/STABLE	
8	XII(Tier I-IPDI)	24.02.2010	135	9.20%	Perpetual	NA	CARE AAA	AAA/STABLE	
9	XIII(Tier I)	20.09.2010	200	9.05%	Perpetual	NA	CARE AAA	AAA/STABLE	
10	XIV (Tier II)	31.03.2015	393	8.32%	120 months	31.03.2015	---	AAA/STABLE	AAA (HYB)

iv. List of Top 10 Bond Holders as on 30th September 2015

Sr. No.	Name of Bond Holders	Amount in crores
1	LIFE INSURANCE CORPORATION OF INDIA	1253.00
2	CENTRAL BOARD OF TRUSTEES EMPLOYEES PF ORGANISATION	887.40
3	LIFE INSURANCE CORPORATION OF INDIA P&GS FUND	325.00
4	COAL MINES PF ORGANISATION	80.00
5	KOTAK MAHINDRA TRUSTEE CO.LTD.	60.00
6	ONGC LTD EMPLOYEES CONTRIBUTORY PROVIDENT FUND	55.00
7	ONGC SELF CONTRIBUTORY POST RETIREMENT & DEATH IN SERVICE SUPER ANNUATION BENEFIT TRUST	47.80
8	BIRLA LIFE INSURANCE CO.LTD	42.60
9	HVPNL EMPLOYEES PF TRUST	40.00
10	ANDHRA BANK EMPLOYEE PF TRUST	35.00

Note: Top 10 holders' (In value terms, on cumulative basis for all outstanding debentures issues) details should be provided.



- v. The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, etc) on behalf of whom it has been issued.

There are no Corporate Guarantees issued by the Bank to counterparties including the Bank's Subsidiaries, Joint Ventures, Group Companies, etc.; except Non Fund based limits in the form of Bank Guarantees, during the course of Bank's Business Operations.

vi. Details of Certificate of Deposit: - The total Face Value of Certificate of Deposit Outstanding as on 30th September 2015 is NIL

- vii. Details of Rest of the borrowings (including hybrid debt like FCCB, Optionally Convertible Bonds /Preference Shares) as on 30.09.2015:
The Bank has not issued any hybrid debt like Foreign Currency Convertible Bonds (FCCBs), optionally Convertible Bonds /Debentures (OCBs) / Preference Shares etc.
- viii. 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 Company, in the past 5 years .

There has been no default (s) and / or delay (s) 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 five years.

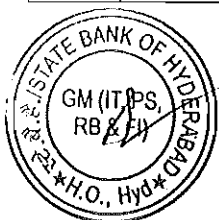
- ix. Details of any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option;

The Bank 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 Company:-

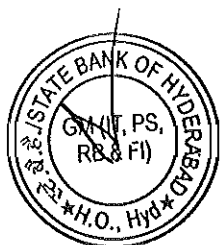
i. Details of Promoter Holding in the Bank as on 30th September 2015:-

Sr.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.	State Bank of India	2075000	--	100%	Nil	Nil

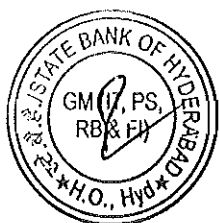


i. Abridged version of Audited Consolidated (wherever available) and standalone Financial Information (Profit & Loss statement, Balance Sheet and Cash Flow statement) for last three years and auditor qualifications

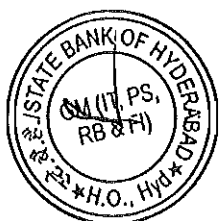
Abridged Balance Sheet of State Bank of Hyderabad					
(Rs. in crores)					
	CAPITAL	As on 31.03.2015	As on 31.03.2014	As on 31.03.2013	
I	Authorised Capital :				
	50000000 Equity shares of `100/- each	500	500	500	
	Issued Subscribed & Paid up Capital 2075000 Equity shares of `100/- each	20.75	20.75	20.75	
II	Reserves & Surplus	9575.80	8348.68	7610.92	
	i. Statutory Reserve	3242.39	2847.26	2541.4	
	ii. Capital Reserve	203.67	156.18	131.93	
	iii. Share Premium	346.5	346.50	346.5	
	iv. Revenue And Other Reserves	5783.24	4998.74	4591.09	
	3. Investment Fluctuation Reserve				
	V. Balance In Profit And Loss Account				
III	: DEPOSITS	130166.18	119509.71	113324.26	
	I. DEMAND DEPOSITS	12231.19	10088.31	9538.04	
	II. SAVINGS BANK	30998.73	26739.46	23171.49	
	III. TERM DEPOSITS	86936.26	82681.94	80614.73	
IV	SCHEDULE - 4 : BORROWINGS				
	I BORROWINGS IN INDIA	8502.45	6336.38	5448.42	
	i) Banks (RBI / export refinance)	124.00	750	0	
	ii) Banks (other than RBI)	0	0	0	
	iii) Other Institutions & Agencies	2777.95	970.76	329.58	
	iv) Innovative Perpetual Debt Instruments	685.00	685.00	685	
	v) Subordinated Debt	3353.00	2960.00	2960	
		6939.95	5365.76	3974.58	
	II BORROWINGS OUTSIDE INDIA				
	From Overseas Banks	1562.5	970.62	1473.84	
	TOTAL - B	1562.5	970.62	1473.84	
	Secured borrowings Included in I & II above	0	0	0	
V	OTHER LIABILITIES AND PROVISIONS				
	` In thousands	6237.58	7273.54	9673.71	
	I. Bills payable	1423.82	1131.14	1435.86	
	II. Interest Accrued	1110.62	1203.15	1067.19	
	III. Deferred Tax Liability	73.93	223.46	0	
	IV. MAT Tax Liability	0	53.83	0	
	IV. Others (Including provisions)	3629.21	4661.96	7170.66	
VI	CASH AND BALANCES WITH	5791.68	6637.60	6375.97	
	RESERVE BANK OF INDIA				
	I. Cash In hand (Including Foreign Currency Notes)	588.00	626.03	510.19	
	II. Balances with Reserve Bank of India				
	- In Current Account	5203.68	6011.57	5865.78	
VII	BALANCES WITH BANKS AND	1622.50	247.28		
	MONEY AT CALL AND SHORT NOTICE				
	I. IN INDIA				
	(a) Balances with Banks :				
	(i) In Current Accounts	38.81	80.03	77.92	
	(ii) In Other Deposit Accounts	0	0	614	
	(b) Money at Call and Short notice				
	With Other Institutions	1415.49	100.49	700	
	TOTAL	1454.30	180.52	1391.92	
	II. OUTSIDE INDIA - In Current Accounts	168.20	66.76	27.68	



		As on 31.03.2015	As on 31.03.2014	As on 31.03.2013
VIII	INVESTMENTS	36491.14	34266.96	33967.98
	I. INVESTMENTS IN INDIA			
	i) Government Securities	31055.52	31862.23	31750.97
	ii) Other Approved Securities			0
	iii) Shares	218.77	251.95	280.03
	iv) Debentures and Bonds	2838.93	998.43	612.53
	v) Subsidiaries and/or Joint Venture	6.32	6.32	6.33
	vi) Others	2371.60	1148.03	1318.12
	II. GROSS INVESTMENTS	36491.14	34381.49	33967.98
	Less: Depreciation	30.10	114.53	66.71
IX	ADVANCES (In India)	105053.12	95653.80	89856.51
	A) I. Bills purchased and discounted	2591.43	2130.81	1702.61
	II. Cash Credits Overdrafts and Loans repayable on demand	47347.79	39585.87	38410.99
	III. Term Loans	55113.90	53937.12	49742.91
X	FIXED ASSETS	638.17	519.90	472.47
XI	OTHER ASSETS	4906.15	4163.53	3985.53
	I. Inter Office Adjustments (Net)	2236.72	871.86	821.95
	II. Interest Accrued	1259.75	1343.32	1153.99
	III. Tax paid in advance/Tax deducted at source	744.37	782.20	706.84
	IV. MAT Credit Entitlement	0	53.84	0
	V. Stationery & Stamps	9.53	7.21	7.78
	V. Deferred Tax Asset	0	0	167.04
	VI. Others	655.78	1105.10	1127.93
XII	CONTINGENT LIABILITIES	62795.85	45787.47	44463.4
	I. Claims against the bank not acknowledged as debt	84.86	26.41	79.08
	II. Liability for partly paid Investments	0.2	0.2	0.2
	III. Liability on account of out-standing forward			
	Exchange Contracts	42021.55	28033.66	28591.18
	IV. Guarantees given on behalf of Constituents (Including Letters of Comfort)			
	i) In India	9795.4	8414.85	7306.51
	ii) Outside India	916.98	678.45	612.41
	V. Acceptances endorsements and other Obligations	9058.12	8315.00	7312.69
	VI. Other Items for which the bank is contingently (net of provisions)	918.74	318.90	561.33

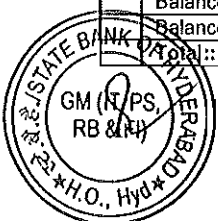


Abridged Profit & Loss Account of State Bank of Hyderabad						(Rs. in crores)	
		As on 31.03.2015		As on 31.03.2014		As on 31.03.2013	
XIII	Interest Earned		13823.76		13466.81		12447.8
	Interest/Discount on advances/ bills	10959.24		10395.74		9555.83	
	Income on Investments	2651.15		2805.75		2587.3	
	Interest on balances with RBI and other inter bank funds	92.19		172.06		193.38	
	Others	121.18		93.26		111.29	
XIV	Other Income		1325.06		982.46		975.61
	Commission/Exchange/Brokerage	780.24	780.24		661.63		667.41
	Profit on sale of Investments	389.63	349.55	194.94	193.83	197.82	189.53
	Less loss on sale of Investments	40.08		1.11		8.3	
	Profit on sale of land/Building and other assets	0.06	-4.78	0.09	-4.19	0.15	-7.9
	Less loss on sale of land/Building and other assets	4.84		4.28		8.05	
	Profit on Exchange transactions	106.24	94.6	320.1	93.77	338.63	85.02
	Less Loss on Exchange transactions	11.64		226.33		253.61	
	Lease income						
	lease rental	0		0		0	
	lease equalization	0		0		0	
	Misc Income		105.45		37.42		41.55
XV	Interest Expended		9431.15		9490.82		8529.9
	Interest on Deposits		8841.68		8857.69		8121.1
	Interest on RBI/ Inter Bank Borrowings		103.58		157.08		28.55
	Others		485.89		476.05		380.25
XVI	Operating expenses		2804.00		2267.47		2105.07
	Employee cost		1745.89		1519.72		1415.46
	Rent taxes & lighting		242.83		214.31		173.98
	Printing & stationery		25.61		22.89		20.23
	Advertisement & publicity		17.04		20.05		23.45
	Depreciation on fixed assets		104.25		83.15		98.87
	Directors fees, allowances & expenses		0.14		0.07		0.26
	Auditors fees and expenses		20.48		20.36		11.18
	Law charges		6.03		5.45		3.08
	postage, telegrams, telephones		16.11		17.59		14.85
	Repairs & Maintenance		21.11		17.38		14.87
	Insurance		140.83		150.28		120.33
	Other operating expenses		463.68		196.22		208.51
	Provisions & contingencies		947.2		1232.68		1276.5
	Provisions towards NPA		668.88		1050.26		1041.62
	Provisions towards Standard assets		39.14		9.68		30.96
	Others (Excluding taxes)		239.18		172.74		203.92
	Profit (Loss) before Tax		1966.47		1458.31		1511.94
	Current tax		798.85		248.15		614.7
	Deffered tax		-149.52		190.64		-352.98
	Profit (Loss) after tax		1317.14		1019.52		1250.22
	Appropriations						
	Transfer to Statutory Reserve		395.14		305.86		375.32
	Transfer to Other Reserves		832		631.76		758.68
	Transfer to Government/ Dividend & Dividend tax		90		81.9		116.22
	Balance earned forward to Balance sheet						



STATE BANK OF HYDERABAD

Cash flow statement		(in crores)			
	PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013	
A	Cash Flow from Operating activities	1156.28	-392.99	-635.85	
B	Cash Flow from Investing activities	-217.75	-117.07	-141.8	
C	Cash Flow from Financial activities	-409.21	-400.65	-434.97	
	Net Change in Cash & Cash Equivalents	529.32	-910.71	-1212.62	
D	Cash & Cash Equivalents at the beginning of the year	6884.86	7795.57	9008.19	
E	Cash & Cash Equivalents at the end of the year	7414.18	6884.86	7795.57	
	Net Change in Cash & Cash Equivalents at the end of year(A+B+C+D)	529.32	-910.71	-1212.62	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit after Taxes	1317.13	1019.51	1250.22	
	Add: Tax Provision	799.17	248.3	614.7	
	SUB - TOTAL ::-	2116.30	1267.81	1864.92	
	Less: Amount Transferred to Provision for leave encashment	0	0	0	
	SUB - TOTAL ::-	2116.30	1267.81	1864.92	
	Adjustments :-				
i.	Depreciation on Fixed Assets	109.04	-83.74	-82.76	
ii.	Provision for NPAs(pbdd)	668.88	1050.27	1384.43	
iii.	Depreciation on Investments	-43.96	63.24	-57.9	
iv.	Interest paid on Subordinated Debts	319.22	318.75	318.75	
vi.	Provision for Agri. Debt Relief	0	0	0	
v.	Earmarked for restructured advances	277.15	126.98	235.11	
vi.	Other Provisions				
	Provision for wage revision	327.76	0	60	
	DTA / DTL for current year	-149.50	190.64	-352.98	
	Provision for Retired employee's Medical Bills			0	
	Adhoc provision for loan loss & Misce. Items/other provision	65.66	2.3	-35.43	
	Provision for Contingent Liabilities	26.92	27.13	22.06	
	Floating Provision for Loan Losses	-47.77	-47.06	4.63	
	Amount transferred from Dividend payable A/c			0	
	SUB - TOTAL ::-	1553.4	299.99	-66.61	
	SUB - TOTAL ::-	3669.70	2916.32	3360.83	
	Less:: Direct Taxes (Actual advance Tax paid)	-837	310	812.61	
	SUB-TOTAL ::-	2832.70	2606.32	2548.22	
	Increase in Deposits	10856.48	6185.45	14592.35	
	Increase/Decrease in Borrowings	2166.07	887.96	-529.98	
	Increase in Investments	-2224.19	-184.45	-4478.76	
	Increase in Advances	-9399.33	-2624.2	14188.83	
	Increase In Other Liabilities & Provisions	-1773.57	7443.38	2279.89	
	Increase in Other Assets	-1101.88	179.31	-858.93	
	SUB-TOTAL ::-	1156.28	2999.31	-3184.06	
	Net Cash Flow from Operating Activities	1156.28	-392.99	-635.84	
	Investment in Subsidiaries and/or Joint Ventures	0	0	0	
	Income Earned on Such Investment	0	0	0	
	Fixed Assets	-217.75	-117.06	-141.8	
	Additions during the year	-306.48	-191.74	-154.75	
	Deductions during the year	88.73	74.68	12.05	
	Net Cash used In Investing Activities	-217.75	-117.06	-141.8	
	Share Capital	0	0	0	
	Share Premium	0	0	0	
	Subordinated Bonds	0	0	0	
	Redemption of Bonds (Series - I)	0	0	0	
	Interest paid on Subordinated Bonds	-319.21	-318.75	-318.75	
	Dividend paid	-90	-81.9	-116.22	
	Net Cash Provided by (used In) Financing Activities	-409.21	-400.65	-434.97	
	Cash In Hand (including Foreign Currency Notes)	626.03	510.19	543.83	
	Balance with Reserve Bank of India	6011.57	5865.78	5193.51	
	Balance with Banks and Money at call and short Notice	247.27	1419.61	3270.85	
	Total::	6884.87	7795.58	9008.19	
	Cash In Hand (including Foreign Currency Notes)	588	626.03	510.19	
	Balance with Reserve Bank of India	5203.69	6011.56	5865.78	
	Balance with Banks and Money at call and short Notice	1622.5	247.27	1419.6	
	Total::	7414.19	6884.86	7795.57	



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. Names of the Debentures Trustees and Consents thereof

IDBI Trusteeship Services Ltd., Mumbai.

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,
- (ii) 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.

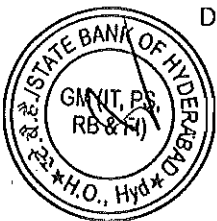
The Issuer has appointed IDBI Trusteeship Services Ltd to act as Trustees to the Bondholder(s).

The address and contact details of the Trustees are as under:

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001.
Ph.022-40807001, Fax – 022 6631 1776

Copy of letter from IDBI Trusteeship Services Ltd conveying their consent to act as Trustees for the current issue of Bonds is enclosed as Annexure to this Disclosure Document.

The Issuer hereby undertakes that a Debenture Trusteeship Agreement shall be executed by it in favour of the Trustees within three months permissible under applicable laws. Further, the Debenture Trusteeship Agreement shall not contain a clause which has the effect of



- i. limiting or extinguishing the obligations and liabilities of the Trustees or the Issuer 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; Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 and circulars, regulations or guidelines issued by SEBI and
- iii. Indemnifying the Trustees or the Issuer for loss or damage caused by their act of negligence or commission or omission.

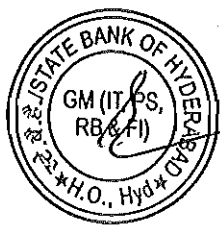
The Bondholder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Bonds as the Trustees may in their absolute discretion deem necessary or require to be done in the interest of the holder(s) of the Bonds. Any payment made by the Issuer to the Trustees on behalf of the Bondholder(s) shall discharge the Issuer pro-tanto to the Bondholder(s). No Bondholder shall be entitled to proceed directly against the Issuer 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.

m. Rating and Rating Letter

ICRA vide its letter No.ICRA/HYD/SBH-277/2015-16/1621/B dated 16th December 2015, has assigned a credit rating of [ICRA] AAA (Hyb) and CARE vide its letter No. CARE/HRO/RL/2015-16/1366 dated 17th December 2015 has assigned a credit rating of "CARE AAA (Triple A)" for the present issue of BASEL III compliant Tier II Bonds aggregating to Rs. 1500 crore. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such Instruments carry very low credit risk. Copies of rating letter from ICRA Ltd. and Credit Analysis and Research Ltd. are enclosed as Annexure to 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.



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)

Not Applicable

o. Stock Exchange where Bonds are proposed to be listed

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of BSE Ltd. (BSE). BSE shall be the designated stock exchange for the purpose of present Issue of the BASEL III compliant Tier II Bonds.

p. Other Details

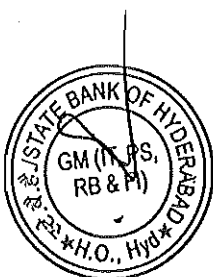
i. DRR Creation

Since our bank is not incorporated under the Companies Act, provision relating to creation of Debenture Redemption Reserve are not applicable to the Bank. It may be noted that under the Companies (Share Capital and Debentures) Rules, 2014 the Banking companies are not required to create Debenture Redemption Reserve.

ii. Issue/instrument specific regulations

The present issue of Bonds is being made in pursuance of RBI Master Circular DBR.No.BP.BC.1/21.06.201/2015-16 dated July 1, 2015 on Basel III Capital Regulations issued by the RBI, covering Prudential Guidelines on Implementation of Basel III Capital Regulations in India covering Criteria for inclusion of Debt Capital Instruments as Tier II Capital (Annex 5) and Minimum Requirements to ensure loss absorbency of Additional Tier I instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the PONV(Annex 16)

The present Issue of Bonds is being made pursuant to the approval by the Board of Directors at its meeting held on 28.10.2015 for raising Rs.1,500 crore in multiple tranches and the delegation provided there under. The current Issue of bonds is within the overall borrowing limits. 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.



i. Application Process

1. Who can Apply

The categories of investors who are eligible to apply for this issue of Bonds are mentioned in the term Sheet of this Disclosure Document. However, the prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the issue

All applicants 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, RBI 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 issuer 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 issuer)

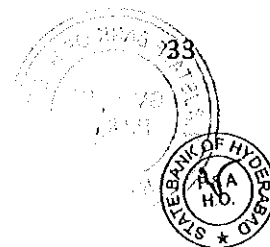
2. Documents to be provided by Investors

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;
- Board Resolution authorizing the investment and containing operating instructions;
- Power of Attorney/ relevant resolution/authority to make application;
- Specimen signatures of the authorized signatories (ink signed), duly certified by an appropriate authority;
- Government Notification (in case of Primary Co-operative Bank and RRBs);
- Copy of Permanent Account Number Card ("PAN Card") issued by the Income Tax Department;
- Necessary forms for claiming exemption from deduction of tax at source on interest on application money, wherever applicable.

3. How to Apply

This being a private placement Issue, the eligible investors who have been addressed through this communication directly, only are eligible to apply. Applications for the Bonds must be in the prescribed form and completed in BLOCK LETTERS in English and as per the instructions contained therein.



Applications complete in all respects must be submitted before the last date indicated in the issue time table or such extended time as decided by the Issuer, at any of the designated collection centres, accompanied by details of remittance of the application money . The original Applications Forms (along with all necessary documents as detailed in this Disclosure Document), payment details and other necessary documents should be sent to the Corporate Office of the Bank through respective Arrangers on the same day.

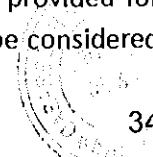
The payment should be made by electronic transfer of funds through RTGS mechanism for credit as per details given hereunder:

Name of the Banker	State Bank Hyderabad
Account Name	SBH A/C Tier II Bond ISSUE Series XV
Credit into Current A/c No.	62448855399
IFS Code	SBHY0020066
Address of the Branch	Gunfoundry Branch, Ablds, Hyderabad-500001
Narration	Application Money for Bond Issue

Cheque(s), demand draft(s), Money orders, postal orders will not be accepted. The Bank assumes no responsibility for any applications lost in mail. The entire amount of Rs.10 lacs per Bond is payable on application.

Applications should be for the number of Bonds applied by the Applicant. Applications not completed in the said 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.

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. In case neither the PAN nor the GIR Number has been allotted, the applicant shall mention "Applied for" nor 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.



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.

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.

4. 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 details of RTGS for the full value of Bonds applied for.

5. Force Majeure

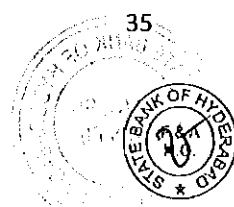
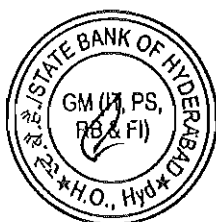
The Issuer reserves the right to withdraw the issue prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and regulatory environment.

6. 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 Issuer or to the Registrars or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

7. 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.



8. Application by Provident Funds, Superannuation Funds and Gratuity Funds

The applications must be accompanied by certified true copies of

- a. Trust Deed / Bye Laws /Resolutions
- b. Resolution authorizing Investment
- c. Specimen Signatures of the Authorized Signatories

Those desirous of claiming tax exemptions on interest on application money are compulsorily required to submit a certificate issued by the Income Tax Officer along with the Application form. For subsequent interest payments, such certificates have to be submitted periodically.

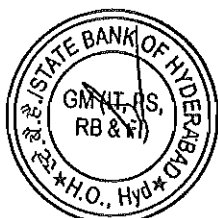
9. Acknowledgements

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.

10. Basis of Allocation

Beginning from the issue opening date and until the day immediately prior to the issue closing date, full and firm allotment against all valid applications for the Bonds will be made to applicants on a first -come-first- served basis, subject to a limit of the Issue size, in accordance with applicable laws. At its sole discretion, the Issuer shall decide the amount of oversubscription to be retained over and above the basic issue size. If and to the extent, the Issue (including the option to retain oversubscription as decided and finalized by the Issuer) is fully subscribed prior to the issue closing date; no allotments shall be accepted once the Issue (including the option to retain oversubscription as decided and finalized by the Issuer) is fully subscribed.

Allotment will be done on "day-priority basis". In case of oversubscription over and above the basic size inclusive of the option to retain oversubscription exercised by the Issuer, the allotment of such valid applications received on the closing day shall be on pro rata basis to the investors in the ratio in which they have applied regardless of investor category. If the proportionate allotment of Bonds to such applicants is not a minimum of one Bond or in multiples of one Bond (which is the market lot),



the decimal would be rounded off to the next higher whole number if that decimal is 0.5 or higher and to the next lower whole number if the decimal is lower than 0.5. All successful applicants on the issue closing date would be allotted the number of Bonds arrived at after such rounding off.

11. Right to Accept or Reject Applications

The Issuer 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 realization of the cheque(s)/ demand drafts(s) 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:

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

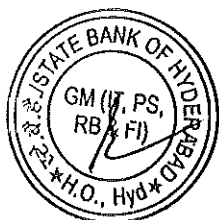
In the event, if any Bond(s) applied for is/ are not allotted in full, the excess application monies of such Bonds will be refunded, as may be permitted.

12. 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.

13. 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.



14. Nomination Facility

Only individuals applying as sole applicant/Joint Applicant can nominate, in the prescribed manner, a person to whom his Bonds shall vest in the event of his death. Non -individuals including holders of Power of Attorney cannot nominate.

15. Fictitious Applications

Any person who makes, in fictitious name, any application to a body corporate for acquiring, or subscribing to, the bonds, or otherwise induced a body corporate to allot, register any transfer of bonds therein to them or any other person in a fictitious name, shall be punishable under the extant laws.

16. Depository Arrangements

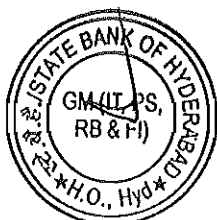
The issuer has appointed M/s Karvy Computershare Pvt. Ltd., as the Registrar for the present Bond Issue. The Issuer will enter into necessary depository arrangements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") for dematerialization of the Bonds offered under the present Issue, in accordance with the Depositories Act, 1996 and regulations made there under. In this context, the Issuer will sign two tripartite agreements as under:

- Tripartite Agreement between the Issuer, NSDL and the Registrar for dematerialization of the Bonds offered under the present Issue.
- Tripartite Agreement between the Issuer, CDSL and the Registrar for dematerialization of the Bonds offered under the present Issue.

Bondholders 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.

17. Procedure for applying for Demat Facility

- a. Applicant(s) must have a Beneficiary Account with any Depository Participant of NSDL or CDSL prior to making the application.
- b. Applicant(s) must specify their beneficiary account number and depository participants ID in the relevant columns of the Application Form.



c. For subscribing to the Bonds, names in the application form should be identical to those appearing in the account details of 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.

d. If incomplete/ incorrect beneficiary account details are given in the Application Form which does not match with the details in the depository system, it will be deemed to be an incomplete application and the same be held liable for rejection at the sole discretion of the Bank.

e. 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 applicant's Depository Account will be provided to the applicant by the Depository Participant of the applicant.

f. Interest or other benefits with respect to the Bonds would be paid to those bondholders whose names appear on the list of beneficial owners given by the depositories to the Issuer as on the Record Date. In case, the beneficial owner is not identified by the depository on the Record Date due to any reason whatsoever, the Issuer shall keep in abeyance the payment of interest or other benefits, till such time the beneficial owner is identified by the depository and intimated to the Issuer. On receiving such intimation, the Issuer shall pay the interest or other benefits to the beneficiaries identified, within a period of 15 days from the date of receiving such intimation.

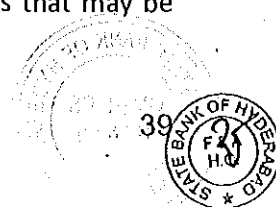
g. Applicants may please note that the Bonds shall be allotted and traded on the stock exchange(s) only in dematerialized form.

ii. Others

1. Right of Bondholder(s)

Bondholder is not a shareholder. The Bondholders will not be entitled to any other rights and privilege of shareholders other than those available to them under statutory requirements. The Bond(s) shall not confer upon the holders the right to receive notice, or to attend and vote at the General Meetings of the Issuer. The principal amount and interest on the Bonds will be paid to the registered Bondholders only, and in case of Joint holders, to the one whose name stands first.

Besides the above, the Bonds shall be subject to the provisions of the terms of this bond issue and the other terms and conditions as may be incorporated in the Debenture Trusteeship Agreement and other documents that may be executed in respect of these Bonds.



2. 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 Issuer where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Issuer.

3. Future Borrowings

The Issuer shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds or other securities in any manner with ranking as pari -passu basis or otherwise and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the Bondholder(s) or the Trustees in this connection.

4. 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 to the original sole/ first allottees of the Bonds and/ or if published in one English daily newspaper having nation -wide circulation and one regional language newspaper.

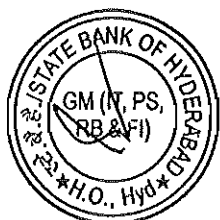
All notices required to be given by the Bondholder(s), including notices referred to under "Payment of Interest" and "Payment on Redemption" shall be sent by registered post or by hand delivery to the Issuer or to such persons at such address as may be notified by the Issuer from time to time.

5. 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 the issue size or certain percentage of the issue size.

6. Underwriting

The present issue of Bonds is not underwritten.



7. Deemed Date of Allotment

All benefits under the Bonds including payment of interest will accrue to the Bondholders from and including 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 date(s) of allotment / allotment date(s) at its sole and absolute discretion without any notice. In case if the issue closing date/ pay in dates is/are changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre -pond/ postponed) by the Issuer at its sole and absolute discretion.

8. Letter(s) of Allotment / Bond Certificate(s) /Refund Order (s)/ Issue of Letter(s) of Allotment

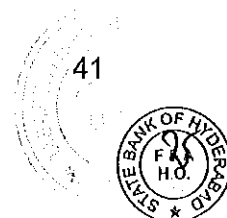
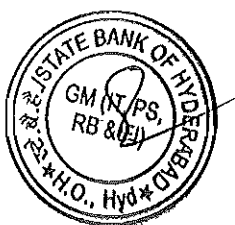
The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 working days from the Deemed Date of Allotment. The initial credit in the account will be akin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

9. 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.

10. Market Lot

The market lot will be one Bond ("Market Lot"). Since the Bonds are being issued only in dematerialized form, the odd lots will not arise either at the time of issuance or at the time of transfer of Bonds.



11. Trading of Bonds

The marketable lot for the purpose of trading of Bonds shall be 1 (one) Bond 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.

12. Mode of Transfer of Bonds

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/ redemption 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.

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 then prevailing guidelines of RBI.

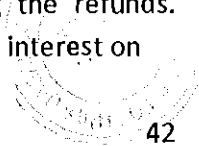
13. Common Form of Transfer

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

14. Interest on Application Money

Interest at the Coupon Rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Bonds.

Such interest shall be paid for the period starting from and including the date of realization of application money in Issuer's Bank Account up to one day prior to the Deemed Date of Allotment. The 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.

The interest cheque(s)/ demand draft(s) for interest on application money (along with Refund Orders, in case of refund of application money, if any) shall be dispatched by the Issuer within 15 days from the Deemed Date of Allotment and the relative interest warrant(s) along with the Refund Order(s), as the case may be, will be dispatched by registered post to the sole/ first applicant, at the sole risk of the applicant.

15. Interest on the Bonds

The Bonds shall carry a fixed rate of interest at the Coupon Rate from, and including, the Deemed Date of Allotment up to, but excluding the Redemption Date, payable on the "Coupon Payment Dates", on the outstanding Principal Amount of Bonds till Redemption Date, to the holders of Bonds (the "Holders" and each, a "Holder") as of the relevant Record Date. Interest on Bonds will cease from the Redemption Date in all events.

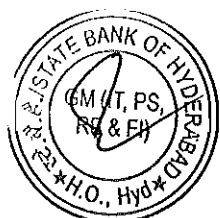
16. Deduction of Tax at Source

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source out of interest payable on Bonds.

Interest payable subsequent to the Deemed Date of Allotment of Bonds shall be treated as "Interest on Securities" as per Income Tax Rules. Bondholders desirous of claiming exemption from deduction of income tax at source on the interest payable on Bonds should submit tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, with the Registrars, or to such other person(s) at such other address (es) as the Issuer may specify from time to time through suitable communication, at least 45 days before the payment becoming due. Regarding deduction of tax at source and the requisite declaration forms to be submitted, applicants are advised to consult their own tax consultant(s).

17. List of Beneficial Owners

The Issuer 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 or repayment of principal amount, as the case may be.



18. 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 Issuer shall recognize the executor or administrator of the deceased Bondholder or the holder of succession certificate or other legal representative as having title to the Bond(s). The Issuer 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 Issuer 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 Bondholder 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:

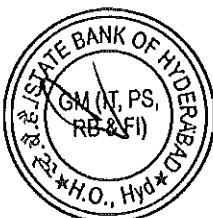
- Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bond was acquired by the NRI as part of the legacy left by the deceased holder.
- Proof that the NRI is an Indian National or is of Indian origin.
- Such holding by the NRI will be on a non -repatriation basis

19. 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 provisions contained in the Companies Act, 1956 and the amendments there to.

20. Disputes & Governing Law

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 district courts of Mumbai, Maharashtra.



21. Investor Relations and Grievance Redressal

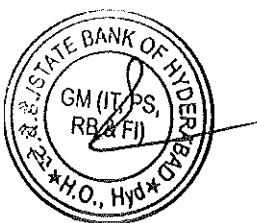
Arrangements have been made to redress investor grievances expeditiously as far as possible. The Issuer shall endeavour to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of Bonds applied for, 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 designated a Compliance Officer who may be contacted 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.

22. Material Contracts & Agreements Involving Financial Obligations of the Issuer

By very nature of its business, the Bank 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 Bank. 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 Bank) which are or may be deemed to be material that have been entered into by the Bank. Copies of these contracts together with the copies of documents referred to in Para B may be inspected at the Head Office of the Bank between 10.30 a.m. and 2.30 p.m. on any working day until the issue closing date.

A. Material Contracts & Documents

- a. Letter appointing Registrars and copy of MoU entered into between the Bank and the Registrars.
- b. Letter appointing Trustees to the Issue.
- c. The State Bank of India (Subsidiary Banks) Act, 1959
- d. Board Memorandum of the meeting held on 28.10.2015
authorizing issue of Bonds offered under terms of this Disclosure Document.
- e. Letter of Consent from the Trustees to act as Trustees to the Issue.
- f. Letter of Consent from the Registrars for acting as Registrars to the Issue.
- g. Letter/Email granting In-principle Approval for listing of Bonds by BSE.
- h. Letter from CRISIL and CARE Ratings conveying the credit rating for the Bonds.

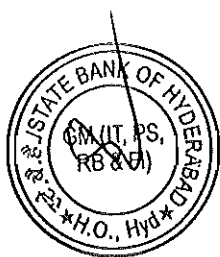


- i. Tripartite Agreement between the Issuer, NSDL and Registrars for issue of Bonds in dematerialized form.
- j. Tripartite Agreement between the issuer, CDSL and Registrars for issue of Bonds in dematerialized form.
- k. Annual Report along with Audited financials and Audit Reports for the last three financial years.

B. Issue Details

Summary Term Sheet:

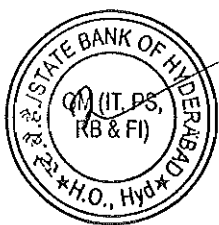
Security Name	8.40% , SBH 2025
Series	Series XV
Issuer	State Bank of Hyderabad
Type Nature of Instrument	Non-convertible, Redeemable, Unsecured Basel III complaint Tier 2 Bonds in the nature of debentures of Rs.10 lacs each
Nature of Instrument	Unsecured
Seniority	<p>The claims of the investors in instruments shall be –</p> <p>senior to the claims of Investors in Instruments eligible for inclusion in Tier 1 Capital</p> <p>subordinate to the claims of all depositors and general Creditors of the Bank and neither be secured nor covered by a guarantee of the Issuer or its related entity or other arrangement that legally or economically enhances the seniority of the claim vis -à-vis creditors of the Bank.</p> <p>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 paripassu with claims of holders of such subsequent debentures/bond issuances; and shall be on pari-passu ranking with holders of other Tier 2 instruments issued by the Bank.</p>
Mode of Issue	Private Placement
Eligible Investors	<p>The following class of investors are eligible to participate in the offer:</p> <p>Mutual Funds, Public Financial Institutions as defined in section 4A of the Companies Act, 1956, Scheduled Commercial Banks, Insurance Companies, Provident Funds, Gratuity Funds, Superannuation Funds and Pension Funds, Co-operative Banks, Regional Rural Banks authorized to invest in bonds/debentures, Companies and Bodies Corporate authorized to invest in bonds/debentures, Societies authorized to invest in bonds/debentures, Trusts authorized to invest in bonds/debentures, Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/debentures, etc., Foreign Institutional Investors*.</p> <p>This being a private placement Issue, the eligible investors who have been addressed through this communication directly, are only eligible to apply.</p> <p>The following class of investors are not eligible to participate in the offer:</p>



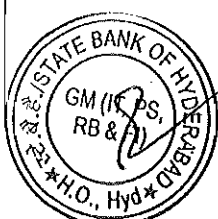
	<p>Resident Individual Investors, , Foreign Nationals, Persons resident outside India, Venture Capital Funds, Alternative Investment Funds, Overseas Corporate Bodies, Partnership firms formed under applicable laws in India in the name of the partners, Hindu Undivided Families through Karta, Person ineligible to contract under applicable statutory / regulatory requirements.</p> <p>*Investment by FIIs in Tier 2 instruments raised in Indian Rupees shall be subject to a separate ceiling of USD 500 million.</p>
Listing	Proposed on the Wholesale Debt Market (WDM) Segment of BSE
Rating	"[ICRA] AAA (hyb)" by ICRA Limited and CARE AAA by CARE Ratings.
Issue Size	Rs. 500 crore
Option to retain oversubscription	Nil
Objects of the Issue	Augmenting Tier 2 Capital and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long-term resources
Details of Utilization of funds	Augmenting Tier 2 Capital and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long-term resources
Coupon Rate	8.40% p.a.
Step Up/Step Down Coupon Rate	N.A.
Coupon Payment Frequency	Annual
Coupon Payment Dates	31 st March every year till redemption of Bonds
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
Day Count Basis	<p>Interest for each of the interest periods shall be computed as per Actual / Actual day count conversion on the face value of principal outstanding at the coupon rate rounded off to the nearest rupee.</p> <p>Interest Period means each period beginning on (and including) the deemed date of allotment(s) or any coupon payment date and ending on (but excluding) the next coupon payment date/ Redemption Date.</p> <p>Sample interest calculation is provided in the Information Memorandum in Annexure IV</p>
Interest on Application Money	Interest at the coupon rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any 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 Date of Allotment.



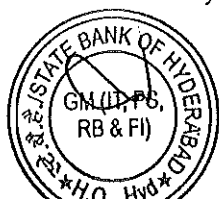
	<p>Provided that, notwithstanding anything contained hereinabove, Bank shall not be liable to pay any interest on monies liable to be refunded in case of invalid Applications or Applications liable to be rejected.</p>
Default Interest Rate	<p>In case of default in payment of Interest and/or principal redemption on the due dates, additional interest at 2% p.a. over the coupon rate will be payable by the Issuer for the defaulting period.</p> <p>However, any non-payment of interest and / or principal on account of RBI Guidelines on Basel III capital regulations and other provisions of this Summary Term Sheet, no such default interest shall be payable</p>
Tenor	Redeemable after 120 months from the Deemed Date of Allotment
Redemption Date	December 30, 2025 subject to Regulatory and Tax Call, if any and provided that the instrument has not been written-off on account of PONV and/or any other event on account of RBI Guidelines.
Redemption Amount	At par along with interest accrued till one day prior to the Redemption Date subject to adjustments and write-off on account of "Loss Absorbency" & "Other Events" mentioned in the Summary Term Sheet
Premium/ Discount on redemption	Nil
Issue Price	At par (Rs.10 lacs per Bond)
Discount on Issue	Nil
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Call Option Date	Not Applicable
Condition for exercise of Call Option	<p>Exercise of Call Option by the Bank will be subject to all the conditions mentioned below:</p> <p>The Call Option can be exercised only after a minimum of five years</p> <p>To exercise a call option the Bank shall require prior approval of RBI ; and</p> <p>Bank shall not exercise a call unless</p> <p>(a) The instrument is replaced 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; or</p> <p>(b) The Bank demonstrates that its capital position is well above the minimum capital requirements after the call option is exercised</p>
Tax Call	<p>If there is any change in, or amendment to, the laws affecting taxation (or regulations or rulings promulgated thereunder) in India or any change in the official application of such laws, regulations or rulings wherein the Issuer will no longer be entitled to claim a deduction in respect of computing its taxation liabilities with respect to coupon on the Bonds, (a "Tax Event"), Issuer may, at its option, redeem the Bonds, in whole but not in part, at a redemption price equal to outstanding principal amount subject to adjustment on account of "Loss Absorbency" and Other Events mentioned in the Term Sheet, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled) to (but excluding) the date fixed for redemption. Any redemption upon the occurrence of a Tax Event will be subject to the provisions described under</p>



	RBI may permit the Issuer to exercise the Tax Call only if the RBI is convinced that the Issuer was not in a position to anticipate the Tax Event at the time of issuance of the Bonds and if the Bank demonstrates to the satisfaction of RBI that the Bank's capital position is well above the minimum capital requirements after the call option is exercised.
Regulatory Call	<p>If there is a change in the regulatory classification of the Bonds that occurs on or after the issue date of the Bonds (a "Regulatory Event"), Issuer may, at its option, redeem the Bonds, in whole but not in part, at a redemption price equal to outstanding principal amount subject to adjustment on account of "Loss Absorbency" and Other Events mentioned in the Term Sheet, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled) to (but excluding) the date fixed for redemption. Any redemption upon the occurrence of a Regulatory Event will be subject to the provisions described under "Call Notification Time" and "Condition for exercise of Call Option"</p> <p>RBI may permit the Issuer to exercise the Regulatory Call all only if the RBI is convinced that the Issuer was not in a position to anticipate the Regulatory Call at the time of issuance of the Bonds and if the Bank demonstrates to the satisfaction of RBI that the Bank's capital position is well above the minimum capital requirements after the call option is exercised.</p>
Call Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Any redemption of the Bonds on account of exercise of Tax Call and/ or Regulatory Call shall be subject to the Issuer giving not less than twenty one (21) calendar days prior notice t Applicable
Face Value	Rs. 10 Lacs per Bond
Minimum Application	10 (Ten) Bonds and in multiples of 1 (One) Bond thereafter
Issue Timing:	
1. Issue Opening Date	December 30, 2015
2. Issue Closing Date	December 30, 2015
3. Pay-in Date	December 30, 2015
4. Deemed Date of Allotment	December 30, 2015
Issuance mode	In Demat mode only
Trading Mode	In Demat mode only
Settlement	Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/RTGS/ NEFT mechanism
Depository	National Securities Depository Limited and Central Depository Services (India) Limited
Business Day Convention/ Effect of Holidays	'Business Day' shall be a day on which commercial banks are open for business in the city of Hyderabad, Telangana. If the date of payment of interest does not fall on a Business Day, then the succeeding Business Day will be considered for such payment of interest with interest for such additional period. Such additional interest will be deducted from the interest payable on the next date of payment of interest. In case the Maturity Date does not fall on a Business Day, the payment will



	be made on the preceding Business Day, along with coupon/interest accrued on the Bonds until but excluding the date of such payment.
Record Date	15 days prior to each coupon payment date / Redemption date.
Security	Unsecured
Transaction documents	<p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <p>Letter appointing IDBI Trusteeship Services Ltd., as Trustees to the Bondholders; Letter appointing Arranger to the issue Debenture Trusteeship Agreement; Debenture Trust Deed; Rating Letter from rating agency; Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form; Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form; Letter appointing Registrar and MoU entered into between the Issuer and the Registrar; Application made to BSE for seeking its in-principle approval for listing of Bonds; Listing Agreement with BSE</p>
Conditions precedent to subscription of Bonds	<p>The subscription from applicants shall be accepted for allocation and allotment by the Bank, subject to the following:</p> <p>Rating Letters from ICRA Limited and CARE Ratings Consent Letter from the Trustees to act as Trustee to the Bondholder(s) Letter from BSE conveying In-Principle Approval for listing & trading of Bonds</p>
Conditions subsequent to subscription of Bonds	<p>The Bank shall ensure that the following documents are executed/ activities are completed as per terms of this Disclosure Document:</p> <p>Credit of Demat Account(s) of the Allottee(s) by number of Bonds allotted within 2 working days from the Deemed Date of Allotment Making application to 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 Neither the Bank nor any related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor would the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall not grant advances against the security of the Bonds issued by it</p>
Events of Default	The investor shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation of the Issuer.
Treatment in Bankruptcy / Liquidation	The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation.
Cross Default	Not Applicable
Role and Responsibilities of Trustees to the Issue	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.
Loss Absorbency	The Bonds (including all claims, demands on the Bonds and interest thereon, whether accrued or contingent) are issued subject to loss absorbency features applicable for non-equity capital Instruments issued in terms of RBI Master Circular DBR.No.BP.BC.1/21.06.201/2015-16 dated July 01, 2015 on Basel III Capital



Regulations in India, including in compliance with the requirements of Annex 5 thereof and are subject to certain loss absorbency features as described herein and required of Tier 2 instruments at the Point of Non Viability ("PONV") as provided for in Annex 16 of the aforesaid circular.

Accordingly, the instrument and any claims or demands of any holder thereof or any other person claiming for or on behalf of or through such holder of the instrument, against us or any of our assets, wherever situated, may at the option of RBI be permanently written-off, in whole or in part, upon the occurrence of the trigger event called the Point of Non Viability (PONV). A write-off of the Bonds may have the following effects:

- (i) reduce the claim of the Bond (up to nil) in liquidation;
- (ii) reduce the amount to be re-paid on the Bond when call is exercised (up to nil);
- (iii) partially or fully reduce coupon payments on the Bond (up to nil coupon)."

PONV trigger event shall be as defined in the aforesaid RBI Circular and shall be determined by the RBI.

RBI may in its imminence alter or modify the PONV trigger whether generally or in relation to us or otherwise. In any case it should be noted that following writing-off of the instruments and claims and demands as noted above neither us, nor any other person on our behalf shall be required to compensate or provide any relief, whether absolutely or contingently, to the holder of the instrument or any other person claiming for or on behalf of or through such holder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocably extinguished and terminated. Unless otherwise specified in this Information Memorandum, the write-off of any common equity or any other regulatory capital (as understood in terms of the aforesaid circular or any replacement/amendment thereof), whether senior or paripassu or subordinate, and whether a Tier 1 capital or otherwise shall not be required before the write-off of any of the instruments issued in terms of this Information Memorandum and there is no right available to the holder hereof or any other person claiming for or on behalf of or through such holder to demand or seek that any other regulatory capital be subject to prior or simultaneous write-off or that the treatment offered to holders of such other regulatory capital be also offered to the holders of the instruments issued pursuant to this Information Memorandum.

PONV

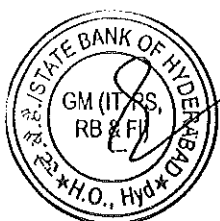
The Bonds (including all claims, demands on the Bonds and interest thereon, whether accrued or contingent), at the option of the RBI, can be written down upon the occurrence of the trigger event, called "Point of Non-Viability Trigger" (PONV Trigger)

The PONV Trigger event is the earlier of:

a decision that a permanent write-off without which the Bank would become non-viable, as determined by the Reserve Bank of India; and

the decision to make a public sector injection of capital, or equivalent support, without which the Issuer would have become non-viable, as determined by the relevant authority.

The amount of non-equity capital to be written-off will be determined by RBI.



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. 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.

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. The holders of the Bonds shall not have any residual claims on the Bank (including any claims which are senior to ordinary shares of the Bank), following any trigger event. In any case it should be noted that following writing-off of the instruments and claims and demands as noted above neither the Bank, nor any other person on the Bank's behalf shall be required to compensate or provide any relief, whether absolutely or contingently, to the holder of the instrument or any other person claiming for or on behalf of or through such holder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocably extinguished and terminated. Unless otherwise specified in this Information Memorandum, the write-off of any common equity or any other regulatory capital (as understood in terms of the aforesaid circular or any replacement/amendment thereof), whether senior or paripassu or subordinate, and whether a Tier 1 capital or otherwise shall not be required before the write-off of any of the instruments issued in terms of this Information Memorandum and there is no right available to the holder hereof or any other person claiming for or on behalf of or through such holder to demand or seek that any other regulatory capital be subject to prior or simultaneous write-off or that the treatment offered to holders of such other regulatory capital be also offered to the holders of the instruments issued pursuant to this Information Memorandum.

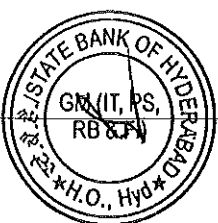
For these purposes, the Bank may be considered as non-viable if::

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 Reserve Bank 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 Common Equity Tier 1 capital of the Bank should be considered as the most appropriate way to prevent the bank from turning nonviable. Such measures would include write-off / conversion of non-equity regulatory capital into common shares in combination with or without other measures as considered appropriate by the Reserve Bank.

The Bank facing financial difficulties and approaching a PONV will be deemed to achieve viability if within a reasonable time in the opinion of Reserve Bank, 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/conversion/public sector injection of funds are likely to:

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.

The trigger at PONV will be evaluated both at consolidated and solo level and breach at either level will trigger write-off.



In addition, the Bonds shall have additional trigger events. This additional trigger event is the earlier of:

(1) a decision that a conversion or write-off, without which SBI or SBH 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 SBI or SBH would have become non-viable, as determined by the Reserve Bank of India. Such a decision would invariably imply that the write-off or issuance of any new shares as a result of conversion 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.

Treatment of Bonds in the event of Winding-Up:

Subject to the provisions of The State Bank of India Act (Subsidiary Banks) Act, 1959 as amended from time to time

If the Bank goes into liquidation before the instrument has been written-down, these instruments will absorb losses in accordance with the order of Seniority as specified in this Information Memorandum and as per usual legal provisions governing priority of charges.

If the Bank goes into liquidation after the instrument has been written-down, the holders of these instruments will have no claim on the proceeds of liquidation.

Amalgamation of a banking company: (Section 44 A of BR Act, 1949)

Subject to the provisions of The State Bank of India Act (Subsidiary Banks) Act, 1959 and the Banking Regulation Act, 1949 as amended from time to time

If the Bank is amalgamated with any other bank before the instrument has been written-down, these instrument will become part of the corresponding categories of regulatory capital of the new bank emerging after the merger.

If the Bank is amalgamated with any other bank after the instrument has been written-down permanently, these bonds cannot be written up by the amalgamated entity.

Scheme of reconstitution or amalgamation of a banking company

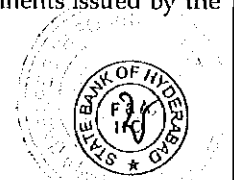
Subject to the provisions of The State Bank of India Act (Subsidiary Banks) Act, 1959 and the Banking Regulation Act, 1949 as amended from time to time:

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 write-down of AT1/AT2 instruments will be activated. Accordingly, the Bonds may be written-down permanently before amalgamation / reconstitution in accordance with these rules.

Other Events

The order of claim of various types of Regulatory capital instruments issued by the Bank and that may be issued in future shall be as under:

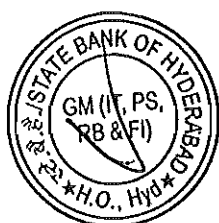
Order of claim of Tier 2 instruments



	<p>Tier 2 instruments shall be superior to the claims of investors in instruments eligible for inclusion in Tier 1 Capital and subordinate to the claims of all depositors and general Creditors of the Bank. Tier 2 debt instruments will rank paripassu without preference amongst themselves and other debt instruments irrespective of the date of issue classifying as Tier 2 Capital in terms of Basel III Guidelines. 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 paripassu with claims of holders of such subsequent debentures/bond issuances; and shall be on pari-passu ranking with holders of other Tier 2 instruments issued by the Bank.</p> <p>However, the claims of the Bondholders shall be subject to the provisions of Loss Absorbency and Other Events mentioned above.</p>
Governing Law and Jurisdiction	<p>The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of courts of Mumbai, Maharashtra</p>

Note: 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.

In case of delay in listing of the Bonds 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 the Bonds to the investor.



Cash Flow Illustration

Name of the Company	State Bank of Hyderabad
Face Value	10,00,000
Date of Allotment	30.12.2015
Redemption Date	30.12.2025
Coupon Rate	8.40%
Frequency of Interest	Annual
Day Count Convention	Actual/Actual

Cash Flow	Date	No. of Days In Coupon Period	Amt.in (Rs.)
Interest	31.03.2016	93	21,344
Interest	31.03.2017	365	84,000
Interest	31.03.2018	365	84,000
Interest	31.03.2019	365	84,000
Interest	31.03.2020	366	84,000
Interest	31.03.2021	365	84,000
Interest	31.03.2022	365	84,000
Interest	31.03.2023	365	84,000
Interest	31.03.2024	366	84,000
Interest	30.12.2025	273	62,826
Principal			10,00,000

Note: The above example is for illustration only and does not take into account the effect of holidays announced as well as the impact of the loss absorption features mentioned in the Term Sheet. The actual pay interest shall be made as per the terms mentioned in the Information Memorandum.



C. DECLARATION

The Issuer 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, 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.

The Issuer also confirms that to the best of its knowledge and beliefs 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 Issuer 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 Issuer and that anyone placing reliance on any other source of information would be doing so at his/her own risk.

Signed pursuant to internal authority granted;

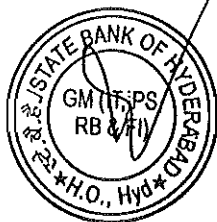
For State Bank of Hyderabad



Authorized Signatory

Place: Hyderabad,

Date: 29.12.2015.





KCPL/SBH/QUOTE/PAV
December 11, 2015

Deputy General Manager (F&A)
State Bank of Hyderabad
Accounts & Services Department
Head Office,
Hyderabad – 500 001

Dear Sir,

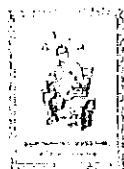
Sub : Proposed issue of Unsecured, Redeemable, Non-Convertible Basel III Compliant, Tier II Subordinated Debt Bonds of Rs.500 Crore,-Appointment of Registrar and Transfer Agent.

This has reference to your letter No.F&A/BS/2015-16/Bonds/486 dated 11.12.2015 with regard to subject matter. We understand that the Bank is planning to appoint Registrar & Transferring Agent for existing and the proposed bond offerings. We hereby offer our services to act as Registrars and Transfer Agents for the same on the terms and conditions set out in the annexure.

Karvy Computershare Private Limited (KCPL) is a 50:50 joint venture between Karvy Consultants Limited and Computershare Limited. Computershare Limited is a global registrar head quartered in Australia with presence in 19 other countries. They are currently servicing more than 14000 corporate entities and 90 million investors. The registry business earlier handled by Karvy Consultants Limited has been hived off to the new entity. SEBI has since made over the Registration Certificate issued in the name of Karvy Consultants Limited to the above joint venture. The joint venture with Computershare Limited is expected to help adopt international practices in client and investor servicing and absorption of better technology.

Karvy Consultants Limited (**KARVY**) has been one of the leading Registrars to Issues and Share Transfer Agents, registered with **SEBI**. **KARVY** has, since inception, handled over 800 issues as Registrar to Issue/Offer. The assignments include IPOs through both Book Building and Fixed Price mechanisms. In the process, we had associated and interacted with a large number of professionals, regulatory authorities, and all the major active stock exchanges, other financial sector intermediaries and has become a repository of the most precious thing in business - **rich knowledge and experience**.

We are presently servicing over 24 million investor accounts spread over 350 corporate clients including banks, PSUs and mutual funds. The Company has a work force of over 3600 experienced personnel drawn from various disciplines.



Karey Computershare Private Limited
* Karey Sofienham Tower-B*, Plot No. 31 & 32, Gachibowli, Ferozganj District, Hyderabad.
Seringanipally, Hyderabad- 500 032, Ph: +91-40-67162232, 32213000, e-mail: support@karey.com

Reprint and Sales: 4000, 15000, 30000, 45000, 60000, 75000, 90000, 105000, 120000, 135000, 150000, 165000, 180000, 195000, 210000, 225000, 240000, 255000, 270000, 285000, 300000, 315000, 330000, 345000, 360000, 375000, 390000, 405000, 420000, 435000, 450000, 465000, 480000, 495000, 510000, 525000, 540000, 555000, 570000, 585000, 600000, 615000, 630000, 645000, 660000, 675000, 690000, 705000, 720000, 735000, 750000, 765000, 780000, 795000, 810000, 825000, 840000, 855000, 870000, 885000, 900000, 915000, 930000, 945000, 960000, 975000, 990000, 1005000, 1020000, 1035000, 1050000, 1065000, 1080000, 1095000, 1110000, 1125000, 1140000, 1155000, 1170000, 1185000, 1200000, 1215000, 1230000, 1245000, 1260000, 1275000, 1290000, 1305000, 1320000, 1335000, 1350000, 1365000, 1380000, 1395000, 1410000, 1425000, 1440000, 1455000, 1470000, 1485000, 1500000, 1515000, 1530000, 1545000, 1560000, 1575000, 1590000, 1605000, 1620000, 1635000, 1650000, 1665000, 1680000, 1695000, 1710000, 1725000, 1740000, 1755000, 1770000, 1785000, 1800000, 1815000, 1830000, 1845000, 1860000, 1875000, 1890000, 1905000, 1920000, 1935000, 1950000, 1965000, 1980000, 1995000, 2010000, 2025000, 2040000, 2055000, 2070000, 2085000, 2100000, 2115000, 2130000, 2145000, 2160000, 2175000, 2190000, 2205000, 2220000, 2235000, 2250000, 2265000, 2280000, 2295000, 2310000, 2325000, 2340000, 2355000, 2370000, 2385000, 2400000, 2415000, 2430000, 2445000, 2460000, 2475000, 2490000, 2505000, 2520000, 2535000, 2550000, 2565000, 2580000, 2595000, 2610000, 2625000, 2640000, 2655000, 2670000, 2685000, 2700000, 2715000, 2730000, 2745000, 2760000, 2775000, 2790000, 2805000, 2820000, 2835000, 2850000, 2865000, 2880000, 2895000, 2910000, 2925000, 2940000, 2955000, 2970000, 2985000, 3000000, 3015000, 3030000, 3045000, 3060000, 3075000, 3090000, 3105000, 3120000, 3135000, 3150000, 3165000, 3180000, 3195000, 3210000, 3225000, 3240000, 3255000, 3270000, 3285000, 3300000, 3315000, 3330000, 3345000, 3360000, 3375000, 3390000, 3405000, 3420000, 3435000, 3450000, 3465000, 3480000, 3495000, 3510000, 3525000, 3540000, 3555000, 3570000, 3585000, 3600000, 3615000, 3630000, 3645000, 3660000, 3675000, 3690000, 3705000, 3720000, 3735000, 3750000, 3765000, 3780000, 3795000, 3810000, 3825000, 3840000, 3855000, 3870000, 3885000, 3900000, 3915000, 3930000, 3945000, 3960000, 3975000, 3990000, 4005000, 4020000, 4035000, 4050000, 4065000, 4080000, 4095000, 4110000, 4125000, 4140000, 4155000, 4170000, 4185000, 4200000, 4215000, 4230000, 4245000, 4260000, 4275000, 4290000, 4305000, 4320000, 4335000, 4350000, 4365000, 4380000, 4395000, 4410000, 4425000, 4440000, 4455000, 4470000, 4485000, 4500000, 4515000, 4530000, 4545000, 4560000, 4575000, 4590000, 4605000, 4620000, 4635000, 4650000, 4665000, 4680000, 4695000, 4710000, 4725000, 4740000, 4755000, 4770000, 4785000, 4800000, 4815000, 4830000, 4845000, 4860000, 4875000, 4890000, 4905000, 4920000, 4935000, 4950000, 4965000, 4980000, 4995000, 5010000, 5025000, 5040000, 5055000, 5070000, 5085000, 5100000, 5115000, 5130000, 5145000, 5160000, 5175000, 5190000, 5205000, 5220000, 5235000, 5250000, 5265000, 5280000, 5295000, 5310000, 5325000, 5340000, 5355000, 5370000, 5385000, 5400000, 5415000, 5430000, 5445000, 5460000, 5475000, 5490000, 5505000, 5520000, 5535000, 5550000, 5565000, 5580000, 5595000, 5610000, 5625000, 5640000, 5655000, 5670000, 5685000, 5700000, 5715000, 5730000, 5745000, 5760000, 5775000, 5790000, 5805000, 5820000, 5835000, 5850000, 5865000, 5880000, 5895000, 5910000, 5925000, 5940000, 5955000, 5970000, 5985000, 6000000, 6015000, 6030000, 6045000, 6060000, 6075000, 6090000, 6105000, 6120000, 6135000, 6150000, 6165000, 6180000, 6195000, 6210000, 6225000, 6240000, 6255000, 6270000, 6285000, 6300000, 6315000, 6330000, 6345000, 6360000, 6375000, 6390000, 6405000, 6420000, 6435000, 6450000, 6465000, 6480000, 6495000, 6510000, 6525000, 6540000, 6555000, 6570000, 6585000, 6600000, 6615000, 6630000, 6645000, 6660000, 6675000, 6690000, 6705000, 6720000, 6735000, 6750000, 6765000, 6780000, 6795000, 6810000, 6825000, 6840000, 6855000, 6870000, 6885000, 6900000, 6915000, 69300

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We have emerged as a market leader in Investor Servicing in the country by offering its services through its network of 592 Branches in 391 cities spread across the country and abroad, undoubtedly the largest in the country. We are poised to set new benchmarks in Investor Servicing by establishing performance standards for Service Delivery and development and enhancement of Service delivery competence through structured and custom built training and development initiatives.

In its quest for quality and excellence in Investor Servicing, **KARVY** has been conferred the prestigious **ISO 9002** certificate by **DNV** for all its business divisions-the first Registrar in the country to receive this coveted recognition. Our association with prominent international players has highlighted the importance of service performance and has led to quantitative measurement and monitoring of Service delivery.

KARVY group of companies are actively engaged in a number of financial services including, but not limited to, Registrars and Transfer Agent Services, Distribution of Financial Products, Mutual Fund Servicing, Merchant Banking, Depository Participant Services and Stock Broking, - in short a one-stop for all the financial services needs of the investors and corporates. **We have consciously chosen to be in these activities as all them are investor centric, apart from being inter related and thus could pave way for comprehensive cost effective services.** In a short span of time we have been able to register significant growth in each of the above activities. We have been consistently ranked No. 1 Share Transfer Agent in the country for more than a decade in a row.

Karvy has also established connectivity with National Securities Depository Ltd. and Central Depository Services Ltd for providing depository services to the issuer.

Currently, we are the registrars for the bonds issued by the Government, Semi Government and Private Sector entities, including,

- | | |
|------------------------------------|----------------------------------------|
| ➤ A P Road Development Corp. | ➤ A P Power Finance Corp. Ltd. |
| ➤ A P Infrastructure Dev. Corp. | ➤ A P State Electricity Board |
| ➤ Bank of Baroda | ➤ National Capital Regional Plg. Board |
| ➤ National Housing Bank | ➤ WB Infrastructure Bonds |
| ➤ Syndicate Bank | ➤ UTI Bank Ltd. |
| ➤ Union Bank of India | ➤ UCO Bank |
| ➤ IDBI Flexi Bonds - 2, 3, 4, 5, 7 | ➤ State Bank of Hyderabad |
| ➤ State Bank of Bikaner and Jaipur | |



Karvy ComputerShare Private Limited
 "Karvy Selenium Tower- II", Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda
 Serilingampally, Hyderabad- 500 032. Ph: +91-40-67162222, 33211000, e-mail: support@karvy.com

Registered Office: Karvy House, 46, Anna and Street, 4th Floor, Hyderabad- 500 034
 Tel: +91-40-67162222, 33211000, Fax: +91-40-67162222, 33211000, e-mail: support@karvy.com
 Registered Branches: Chennai, Coimbatore, Delhi, Gurgaon, Hyderabad, Kolkata, Lucknow, Mumbai, Pune, Raipur, Secunderabad, Thiruvananthapuram, Tirunelveli, Visakhapatnam

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Please find enclosed our both scope of work and Financials in a sealed envelope. We trust you will find the same competitive and look forward to receiving your favorable consideration of our proposal.

While assuring you of our best attention and services we thank you once again for the interest evinced in us.

Thanking you,

Yours faithfully,

For Karvy Computershare Private Limited



Varghese P A
Zonal Head – Corporate Registry



Karvy Computershare Private Limited

*Karvy Solentum Tower- B2, Plot No. 31 A 32, Gachibowli, Financial District, Hoshikrupada
Bullingtonpally, Hyderabad- 500 032. Ph: (01-40-67162222, 93211000, e-mail: support@karvy.com

Registered Office: Karvy Computershare Private Limited, Plot No. 31 A 32, Gachibowli, Financial District, Hoshikrupada, Bullingtonpally, Hyderabad- 500 032. Ph: (01-40-67162222, 93211000, e-mail: support@karvy.com
Karvy Computershare Private Limited is a company registered in India under the Companies Act, 1956. The company is a subsidiary of Karvy Computershare Limited, a company registered in India under the Companies Act, 1956. The company is a subsidiary of Karvy Computershare Limited, a company registered in India under the Companies Act, 1956.

Annexure - 1

OFFER TO ACT AS REGISTRARS FOR THE FORTHCOMING PUBLIC ISSUE

A. Scope of work and procedure :

As an extension of our services, we would like to be associated with you, in a few other pre - issue activities as well like:

1. Designing the application form and preparing detailed instructions for investors to avoid rejections on technical grounds.
2. To go through the offer document, confining our scope to only those subjects relating to investors, such as procedure for filling up the application forms etc.

We consider this as an important necessity as in our experience, it would help in completing the allotment process smoothly and accurately.

B. Pre-allotment

After the applications are received by us, we shall immediately commence processing them. This principally involves the following activities :

Reconciliation of application forms with bank schedules and submission of discrepancy statements, if any to the bank.

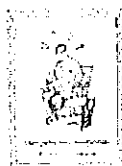
The bank shall be requested to submit a final certificate, after taking into account rectification's, if any.

Preparation of the complete list of valid applications, and presenting the same category-wise. Identifying and listing applications with technical errors or those that could be rendered rejected as per guidelines issued by SEBI and other relevant government bodies. These will be highlighted and presented to the Bank. There after an allotment Register for valid applications will be generated for being placed before the Board of Directors of the Bank.

C. Post Allotment

This activity generally involves preparation of all final reports and printing of the certificates. These are enumerated below :

Commence printing of Bond Certificates/letter of allotment, preparation of refund cheques if any, allotment advices, brokerage warrants, etc., as may be applicable



Karvy Computershare Private Limited
 "Karvy Selenum Tower- D", Plot No. 31 & 32, Dheeraboli, Financial District, Hanamantguda,
 Serilingampally, Hyderabad- 500 032. Tel: (91)-08-67162222, 33211000, e-mail: support@karvy.com

Registered Office: Karvy Private Limited, 4th Floor, 100 Feet Road, Hyderabad - 500 044.
 Tel: (91)-08-22440000, 22440001, 22440002, 22440003, 22440004, 22440005, 22440006, 22440007, 22440008, 22440009, 22440010, 22440011, 22440012, 22440013, 22440014, 22440015, 22440016, 22440017, 22440018, 22440019, 22440020, 22440021, 22440022, 22440023, 22440024, 22440025, 22440026, 22440027, 22440028, 22440029, 22440030, 22440031, 22440032, 22440033, 22440034, 22440035, 22440036, 22440037, 22440038, 22440039, 22440040, 22440041, 22440042, 22440043, 22440044, 22440045, 22440046, 22440047, 22440048, 22440049, 22440050, 22440051, 22440052, 22440053, 22440054, 22440055, 22440056, 22440057, 22440058, 22440059, 22440060, 22440061, 22440062, 22440063, 22440064, 22440065, 22440066, 22440067, 22440068, 22440069, 22440070, 22440071, 22440072, 22440073, 22440074, 22440075, 22440076, 22440077, 22440078, 22440079, 22440080, 22440081, 22440082, 22440083, 22440084, 22440085, 22440086, 22440087, 22440088, 22440089, 22440090, 22440091, 22440092, 22440093, 22440094, 22440095, 22440096, 22440097, 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22441098, 22441099, 22441100, 22441101, 22441102, 22441103, 22441104, 22441105, 22441106, 22441107,

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Arranging to mail these documents within the stipulated time.

Computing and preparing statement of brokerage, pay orders and ispatch of the same after getting the necessary approvals.

Preparation of the Distribution Schedule and Analysis form (for purposes of the Stock Exchanges or the Bank, if listing is proposed.

Verification of DP-ID, Client ID with the Depositories.

Preparation of the following Registers and other data :

Assistance in getting ISIN from NSDL.

Filing of Master Creation Form with Depositories.

Allotment registers

Register of members

Register of Interest on Application money

Index of members

Return of allotment

Cross Reference Register

Postal Journals for documents mailed

Details of Demat Credit.

D. SCHEDULE OF FEES

Processing Charges (Issue work)

For Issue related work, consolidated fee of Rs.20,000/- will be payable.



Karvy Computerware Private Limited

Karvy Solentun Tower- B, Plot No. 31 & 32, Gachibowli, Financial District, Narsimharipuram
Serilingampally, Hyderabad- 500 032. Ph: +91-40-67162722, 33211000, e-mail: support@karvy.com

Registered Office: Karvy House, 16 Avenue C, Street No. 1, Banjara Hills, Hyderabad - 500 011

T: +91-40-2311-2454/2332-076/075/251/17 +91-40-2311-1000 | www.karvy.com | karvy@karvy.com | karvy@karvy.com | karvy@karvy.com | karvy@karvy.com

Australia | Bahrain | Canada | China | Denmark | Germany | Hong Kong | India | Italy | Japan | Korea | Malaysia | New Zealand | Philippines | Singapore | South Africa | Sri Lanka | Taiwan | Thailand | USA

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Annexure – 2

**OFFER TO ACT AS SECURITIES TRANSFER AGENTS TO THE
EXISTING BOND ISSUE**

S. Scope of work :

- Maintenance of the Register of bond holders.
- Registration of Transfers
- Change of Address, Mandate, POA, Tax exemption requests etc.
- Printing & Processing of requests for issue of duplicate, split, consolidation of bond certificates.
- Printing of Register of Bond holders.
- Printing of Index of bond holders.
- Processing of interest payments on due dates including TDS.
- Printing of interest registers at Half-yearly intervals.
- Printing and dispatch of interest warrant & reconciliation thereof.
- Attending to investor complaints.
- Assistance to get the existing bonds admitted into the depository system.
- Demat/Remat of physical bonds.

B. Schedule of Fees

S.No.	Particulars	Fee Payable
1.	Folio Maintenance for Bond holders	For the activities from 1 to 10 Rs.1,000/- per month
2.	Transfers, Transmissions & Transpositions	
3.	Endorsement of Transfers / Transmissions / Transpositions on certificates	
4.	Covering Letter generation	
5.	Transactions like change of Addresses/ Name etc.,	
6.	Endorsement Stickers, if any	
7.	Interest Processing, Printing of Interest Register / Warrant / Postal Register	
8.	Printing of TDS Certificates	
9.	Interest Warrant Reconciliation	
10.	Scanning of Signatures	



Karvy Computershare Private Limited

* Karvy Selenum Tower- B2, Plot No. 31 & 32, Qachibpalli, Financial District, Nallakuruguda,
Serilingampally, Hyderabad- 500 032. Ph: 491-40-67162722, 33211000, e-mail: support@karvy.com

Registered Office: Karvy Computershare Private Limited, Karvy Selenum Tower, Plot No. 31 & 32, Qachibpalli, Financial District, Nallakuruguda, Serilingampally, Hyderabad- 500 032. Ph: 491-40-67162722, 33211000, e-mail: support@karvy.com
T: 491-40-67162722, 33211000, e-mail: support@karvy.com
Karvy Computershare Private Limited is a company registered in India under the Companies Act, 1956.

- An monthly connectivity fee of Rs. NIL per depository per ISIN to cover costs of maintaining on going linkage expenditure incurred for the depository linked operations.

The cost of easy read computer stationery, postage, envelopes, conveyance and travel, telephone / telex / fax / telegram expenses, courier charges, (including Speed Post charges) labour charges will have to be reimbursed by the corporation on actual basis. Bills will be forwarded to the Corporation in all cases, and in the event of specific bills not being available, billing will be done on an approximate basis with full justification thereof.

All pre printed stationery, such as Bond Certificates, Allotment advices, Refund Orders, Envelopes and other related items will be supplied to us by the Corporation.

An amount of Rs. 10,000/-- should be paid to us as advance at the time of appointment and signing of the Contract.

On acceptance of the proposal and before appointment, an MOU on the lines prescribed by SEBI will have to be entered into between us.

The account will be serviced out of Hyderabad.



Karvy Computershare Private Limited
 Karvy Belliflora Tower B, Plot No. 31 & 32, Gachibowli, Hyderabad District, Narsimharipuram,
 Serilingampally, Hyderabad-500 032. Pw: +91-40-67162222. 33211000 e-mail: support@karvy.com

Highland Park, 1996-1997, and 1998-1999. *Journal of Great Lakes Research*, 24: 1-11.

Annexure – VI: Application Form



State Bank of Hyderabad

(Associate of the State Bank of India)

Head Office: Gunfoundry, Abids, Hyderabad – 500001

Tel: +91-40-23387724; 23387301 Fax: +91-40-23387562

E-mail: dgmans@sbhyd.co.in; Website: www.sbhyd.com

Application Form Sr. No.

Dear Sirs,

Having read and understood the contents of the Disclosure Document dated _____ for Private Placement, we apply for allotment to us of the Unsecured, Redeemable Non-Convertible, Basel III Compliant Tier II Subordinated Bonds in the nature of Debentures. The amount payable on application as shown below is remitted herewith. On allotment, please place our name on the Register of Bond holders. We bind ourselves to the terms and conditions as contained in the Disclosure Document for Private Placement. We note that the Bank is entitled in its absolute discretion to accept or reject this application whole or in part without assigning any reason whatsoever.

(PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE FILLING THIS FORM)

Form in which certificate is to be issued

Demat	NSDL	[]	CDSL	[]
DP NAME:				
DPID:		CLIENT ID:		

We understand that in case of allotment of Bonds to us, our Beneficiary Account as mentioned above would be credited to the extent of Bonds allotted. In case the Bonds allotted to us cannot be credited to our Beneficiary Account for any reason whatsoever, we will accept physical Bonds certificates.

The application shall be for a minimum of 1 (One) Bonds and in Multiples of 1 (One) Bond thereafter (Each bond of Rs. 10,00,000)

Remittance through Cheque/Draft

No. of Bonds applied for (In figures)		
No. of Bonds applied for (In words)		
Amount (Rs.) _____		
(in words)		
Date	Cheque /Demand Draft No.	Cheque /Demand Draft drawn on

Remittance through RTGS

No. of Bonds applied for (In figures)
No. of Bonds applied for (In words)
Amount (Rs.) _____
(in words)
Remittance Particulars

Mode of Remittance	UTR No.	Name of the Remitting Bank and Branch and Date of Remittance
RTGS		

We are applying as {Tick (✓) whichever is applicable}

1	Company Body Corporate	2	Commercial Bank	3	Regional Rural Bank
4	Co-operative Banks	5	Financial Institution	6	Insurance Companies
7	Mutual Fund	8	Provident/Superannuation/Gratuity Funds	9	Port Trusts
10	NBFC & Residuary NBFC	11	Association of Persons	12	Others (Please specify)

Application Details

First Applicant's Name in Full (Block letters)																													
Second Applicant's Name in Full (Block letters)																													
Third Applicant's Name in Full (Block letters)																													
Mailing Address in Full (Do not repeat name. Post Box No. alone is not sufficient.)																													
Pin:					Tel:										Fax:														
Tax Details					PAN or GIR No.										IT Circle / Ward / District										Not Allotted				

Details of Bank Account of the First Applicant:

Name of the Bank _____ Branch _____

Account No: _____ Nature of Account: SB/CA

RTGS Code of Bank/ Branch _____

Tax Deduction Status: (Please tick one)

☐ Fully Exempt (Please furnish exemption certificate):☐ Tax to be deducted at Source:

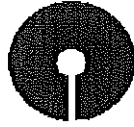
Specimen Signature

	Name of the Authorised Signatory	Designation	Signature
1.			
2.			

Acknowledgement Slip shall be given to the Investors as shown below the instructions.

Tear Here

ACKNOWLEDGEMENT SLIP



State Bank of Hyderabad

(Associate of the State Bank of India)

Head Office: Gunfoundry, Abids, Hyderabad - 500001

Tel: +91-40-23387724; 23387301 Fax: +91-40-23387562

E-mail: dgmanas@sbhyd.co.in; Website: www.sbhyd.com

Application Form Sr. No: _____

Received from _____
Address _____
an application for _____ Bonds along with Cheque/Demand Draft No. _____ Dated _____
Drawn on _____ for Rs. _____
(Rupees _____ only)

(Note: Cheques and Drafts are subject to realisation)

RTGS Remittance Particulars

Mode of Transfer	Date of Remittance	Name of the Remitting Bank and Branch	Amount of Remittance
RTGS			Rs. _____ (Rupees _____)

INSTRUCTIONS

- 1) Application Forms must be completed in BLOCK LETTERS IN ENGLISH. A blank space must be between two or more parts of the name. For Example:

A	B	C	D	E		L	T	D			
---	---	---	---	---	--	---	---	---	--	--	--

- 2) Application forms duly completed in all respects must be lodged with the Bank at its corporate office, before the closure of the subscription. Investors may remit the application money through RTGS (if remitted from branches of other Banks), with instructions to credit the same to the State Bank of Hyderabad account (A/c No. ____) maintained at our **Gunfoundry Branch, (IFSC Code:SBHY0020066)**.
- 3) As an abundant precaution, the investors are advised to send by fax the particulars of the remittances made through RTGS [like i) Name of the Investor ii) Number of Bonds applied for iii) Amount of Application Money remitted iv) Date of the remittance v) Bank and Branch through which the remittance is made etc.] to any of the Advisors, on the fax number mentioned elsewhere in the Document/Application Form.
- 4) **Cash, outstation cheques/drafts, money orders, postal orders and stock invest will NOT be accepted.**
- 5) Receipt of application will be acknowledged by the collecting Bank branch(es) in the "Acknowledgement Slip" appearing below the Application Form. No separate receipt will be issued.
- 6) All applicant(s) should mention their Permanent Account Number (PAN) or the GIR number allotted under the Income Tax Act, 1961 and the Income Tax Circle/Ward district. In case where neither the PAN nor GIR is allotted, the fact of non-allotment should be mentioned in the application form in the space provided for.
- 7) The Application would be accepted as per the terms and conditions of the Bonds outlined in the Information Memorandum of Private Placement.
- 8) Signatures should be made in English or in any other Indian language included in Schedule VIII of the Constitution of India. Thumb impression must be attested by an authorized official of a Bank or by a Magistrate/Notary Public under his/her official seal.
- 9) 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 forms, TDS will be deducted on interest on Application Money. For subsequent interest payments such certificates have to be submitted periodically.

Application Form(s) can be submitted to the offices of the Arrangers or Bankers to the Issue or at the branch (es) of State Bank of Hyderabad designated as collection centers mentioned in the Information Memorandum: