

PRIVATE PLACEMENT OFFER LETTER DATED 26TH DECEMBER 2019



ALLAHABADBANK

(A Government of India Undertaking)

Head Office: 2, Netaji Subhas Road, Kolkata - 700001

Tel: (033) 22420885/22107680/22420878; Fax: (033)-22420945/22623279

Website: www.allahabadbank.in;

E-mail: gmfa@allahabadbank.in, ho.sbd@allahabadbank.in, investors.grievance@allahabadbank.in

THIS DISCLOSURE DOCUMENT IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS. THIS DISCLOSURE DOCUMENT IS PREPARED IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2008/13/127878 DATED JUNE 06, 2008, AS AMENDED BY SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2012 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2012-13/19/5392 DATED OCTOBER 12, 2012, SECURITIES AND EXCHANGE BOARD OF INDIA'S CIRCULAR ON ISSUES PERTAINING TO PRIMARY ISSUANCE OF DEBT SECURITIES ISSUED VIDE CIRCULAR NO. CIR/IMD/DF-18/2013 DATED OCTOBER 29, 2013 READ WITH SEBI CIRCULAR NO. CIR/IMD/DF-1/122/2016 DATED NOVEMBER 11, 2016, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2014 ISSUED VIDE CIRCULAR NO. LAD-NRO/GN/2013-14/43/207 DATED JANUARY 31, 2014, SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE RBI CIRCULAR DBR NO. BP.BC.1/21.06.201/2015-16 DATED JULY 1, 2015 READ WITH RBI CIRCULAR DBR.NO. BP.BC.71/21.06.201/2015-16 DATED JANUARY 14, 2016 AND RBI CIRCULAR DBR.BP.BC.NO.50/21.06.201/2016-17 DATED FEBRUARY 2, 2017, EACH AS AMENDED FROM TIME TO TIME.

DISCLOSURE DOCUMENT/PRIVATE PLACEMENT OFFER LETTER

Disclosure Document for Private Placement of Unsecured, Subordinated, Redeemable, Non-Convertible, Taxable, Fully Paid up, Basel III Compliant Tier 2 Bonds of Face Value of ₹10 Lakh (Rupees Ten Lakh) each in the Nature of Debentures ("Bonds") aggregating ₹1500 Crore (Rupees one thousand five hundred crore) eligible for inclusion in Tier 2 Capital by Allahabad Bank (the "Issuer"/the "Bank")

GENERAL RISK

For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Bonds have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. 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 the deposit holder, the Bonds are not redeemable at the option of the Bondholders or without the prior consent of RBI. The Bonds are subject to loss absorption features, which may impact the payment of interest and principal.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

CREDIT RATING

CRISIL AA-/Rating Watch with Positive Implications by CRISIL Limited and "IND AA-/Rating Watch Evolving (RWE) by India Ratings and Research Private Ltd.

LISTING

The Bonds are proposed to be listed on National Stock Exchange of India Limited (NSE) in NSE Debt segment.

TRUSTEES FOR THE BONDHOLDERS



Axis Trustee Services Limited
The Ruby, 2nd Floor
SW,29 Senapati Bapat Marg,
Dadar West
Mumbai - 400028
Tel No: (022) 62300451
Fax No: (022) 62300700
E-mail: debenturetrustee@axistrustee.com

REGISTRAR TO THE ISSUE



C.B. Management Services (P) Ltd.
P-22 Bondel Road
Kolkata-700019
Tel No. : (033) 40116700,
Fax : (033) 2287 0263
E-mail : rta@cbmsl.com

ARRANGER TO THE ISSUE	
	TRUST INVESTMENT ADVISORS PRIVATE LIMITED 109/110, Balarama, Bandra Kurla Complex, Bandra East, Mumbai - 400051 Tel: +91 22 40845000 Fax: +91 22 40845066 Email: mbd.trust@trustgroup.in Website: www.trustgroup.in
	ICICI SECURITIES PRIMARY DEALERSHIP LIMITED ICICI Centre , H.T. Parekh Marg Churchgate, Mumbai - 400020 Tel : +91 22 22882460/70Fax: +91 22 22882313 Website : www.icicisecuritiespd.com
	A. K. CAPITAL SERVICES LIMITED 30-39 Free Press House, 3rd Floor, Free Press Journal Marg, 215,Nariman Point, Mumbai - 400021 Tel: +91 22 67546500Fax: +912266100594 Email: akmumbai@akgroup.co.in Website: www.akcapindia.com
	TIPSONS CONSULTANCY SERVICES PRIVATE LIMITED 401, Sheraton House, Opp Ketav Petrol Pump, Polytechnic Road, Ambawadi,Ahmedabad - 380015 Tel: +91 079 6682800 Fax: +91 079 66828001 Website: www.tipsons.com
	PIONEER INVESTCORP LIMITED 1218, 12 th Floor, Maker Chamber V, Nariman Point, Mumbai - 400 021 Tel: +91 22 6618 6471 Fax: +91 22 049195 Website: www.pinc.co.in

ISSUE SCHEDULE*

	Day	Date
Issue/Bids opens on NSE EBP@ 10.30 a.m.	Thursday	December 26, 2019
Issue/Bids closes on NSE EBP @ 11.30 a.m.	Thursday	December 26, 2019
Pay in Date	Friday	December 27, 2019
Deemed Date of Allotment	Friday	December 27, 2019

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



TABLE OF CONTENTS

I. DISCLAIMER	Page No.
1. DISCLAIMER OF THE ISSUER	06
2. DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA.....	06-07
3. DISCLAIMER OF THE STOCK EXCHANGE	07
4. DISCLAIMER OF THE RESERVE BANK OF INDIA.....	07
5. DISCLAIMER IN RESPECT OF JURISDICTION.....	07
6. DISCLAIMER BY DEBENTURE TRUSTEE	07
7. DISCLAIMER BY ARRANGER TO THE ISSUE.....	07-08
II. DEFINITIONS/ ABBREVIATIONS.....	09-11
III. ISSUER INFORMATION	12-13
IV. DETAILS OF DIRECTORS OF THE ISSUER	
1. CURRENT DIRECTORS OF THE ISSUER	14
2. CHANGE IN DIRECTORS OF THE ISSUER SINCE LAST THREE YEARS	15
V. DETAILS OF STATUTORY AUDITORS OF THE ISSUER.....	16-17
VI. BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS.....	
1. HIGHLIGHTS	18
2. OVERVIEW.....	19-22
a. Vision Statement.....	19
b. Mission Statement.....	19
c. Main Objects	19
d. Main Objects of Constitutional Documents.....	19-20
e. Bank's Operations.....	
i. Deposit Products of Bank	20
ii. Other Credit Products.....	21
3. CORPORATE STRUCTURE.....	23
4. KEY OPERATIONAL & FINANCIAL PARAMETERS OF THE ISSUER FOR LAST 3 YRS.....	24-25
5. DEBT EQUITY RATIO OF THE ISSUER	25
6. PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS.....	25
7. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE OF THE ISSUER.....	25
VII. BRIEF HISTORY OF ISSUER SINCE INCORPORATION, DETAILS OF ACTIVITIES INCLUDING ANY REORGANIZATION, RECONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE, (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS.....	
1. BRIEF HISTORY OF THE ISSUER	26-27
2. CAPITAL STRUCTURE (AS ON 30.09.2019)	27
3. EQUITY SHARE CAPITAL HISTORY OF THE ISSUER FOR LAST FIVE YEARS (AS ON 30.09.2019).....	27-28
4. CHANGES IN CAPITAL STRUCTURE OF THE ISSUER FOR LAST FIVE YEARS & UPTO 30.09.2019.....	28-30
5. DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR.....	30
6. DETAILS OF ANY REORGANIZATION OR RECONSTITUTION IN THE LAST 1 YEAR.....	30
7. SHAREHOLDING PATTERN OF THE ISSUER (AS ON 30.09.2019).....	31
8. TOP 10 EQUITY SHARE HOLDERS OF THE ISSUER (AS ON 30.09.2019).....	32
9. PROMOTER HOLDING IN THE ISSUER (AS ON 30.09.2019).....	32
10. BORROWINGS OF THE ISSUER (AS ON 30.09.2019)	32
a. Secured Loan Facilities.....	32
b. Unsecured Loan Facilities (as on 30.09.2019).....	32-33
c. Deposits (as on 30.09.2019)	33
d. Capital Status Bonds (as on 30.09.2019).....	33-34
11. TOP 10 BONDHOLDERS (AS ON 30.09.2019).....	34
12. AMOUNT OF CORPORATE GUARANTEES ISSUED BY THE ISSUER IN FAVOUR OF VARIOUS COUNTER PARTIES INCLUDING ITS SUBSIDIARIES, JOINT VENTURE ENTITIES, GROUP COMPANIES ETC.....	34
13. CERTIFICATE OF DEPOSITS ISSUED BY THE ISSUER (AS ON 30.09.2019).....	34
14. OTHER BORROWINGS (INCLUDING HYBRID DEBT LIKE FOREIGN CURRENCY CONVERTIBLE BONDS ("FCCBS"), OPTIONALLY CONVERTIBLE BONDS/ DEBENTURES/ PREFERENCE SHARES).....	35



15. SERVICING BEHAVIOR ON EXISTING DEBT SECURITIES, 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 ISSUER, IN THE PAST FIVE YEARS.....	35
16. OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN.....	35
17. AUDITED FINANCIAL INFORMATION OF THE ISSUER	35
I. STANDALONE.....	35
a. Statement of Profit & Loss.....	36
b. Balance Sheet.....	36-37
c. Cash Flow Statement	
d. Auditors' Qualifications	
II. CONSOLIDATED.....	38
a. Statement of Profit & Loss.....	38
b. Balance Sheet.....	38
c. Cash Flow Statement	39 - 40
d. Auditors' Qualifications	40
18. LATEST LIMITED REVIEW QTRLY AND HALF YEARLY STANDALONE FINANCIAL INFORMATION OF THE ISSUER	41 - 43
19. MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE	43
VIII. SUMMARY TERM SHEET	44 - 52
IX. TERMS OF OFFER (DETAILS OF DEBT SECURITIES PROPOSED TO BE ISSUED, MODE OF ISSUANCE, ISSUE SIZE, UTILIZATION OF ISSUE PROCEEDS, STOCK EXCHANGES WHERE SECURITIES ARE PROPOSED TO BE LISTED, REDEMPTION AMOUNT, PERIOD OF MATURITY, YIELD ON REDEMPTION, DISCOUNT AT WHICH OFFER IS MADE AND EFFECTIVE YIELD FOR INVESTOR).....	
1. ISSUE SIZE	53
2. ELIGIBILITY TO COME OUT WITH THE ISSUE	53
3. REGISTRATION AND GOVERNMENT APPROVALS	53
4. AUTHORITY FOR THE ISSUE	53
5. OBJECTS OF THE ISSUE.....	53
6. UTILISATION OF ISSUE PROCEEDS	54
7. MINIMUM SUBSCRIPTION.....	54
8. UNDERWRITING.....	54
9. NATURE AND STATUS OF THE BONDS / SENIORITY OF CLAIM	54
10. LOSS ABSORPTION FEATURES.....	54 - 56
11. APPLICABLE RBI REGULATIONS.....	56
12. FACE VALUE, ISSUE PRICE, EFFECTIVE YIELD FOR INVESTOR	57
13. SECURITY	57
14. TERMS OF PAYMENT OF APPLICATION MONEY.....	57
15. DEEMED DATE OF ALLOTMENT.....	57
16. LETTER(S) OF ALLOTMENT/ BOND CERTIFICATE(S)/ REFUND ORDER(S)/ ISSUE OF LETTER(S) OF ALLOTMENT	57
17. ISSUE OF BOND CERTIFICATE(S).....	57
18. DEPOSITORY ARRANGEMENTS	57
19. PROCEDURE FOR APPLYING FOR DEMAT FACILITY.....	58
20. FICTITIOUS APPLICATIONS.....	58
21. MARKET LOT.....	58
22. TRADING OF BONDS	58
23. MODE OF TRANSFER OF BONDS	58 - 59
24. COMMON FORM OF TRANSFER	59
25. INTEREST ON APPLICATION MONEY AGAINST WHICH ALLOTMENT IS MADE.....	59
26. INTEREST ON REFUNDED MONEY AGAINST WHICH ALLOTMENT IS NOT MADE....	59
27. INTEREST ON THE BONDS.....	59
28. BUSINESS DAY/ WORKING DAY	59
29. EFFECT OF HOLIDAYS	60
30. DAY COUNT CONVENTION.....	60
31. ILLUSTRATION OF CASH FLOWS	60 - 61
32. RECORD DATE	61
33. DEDUCTION OF TAX AT SOURCE.....	61
34. PUT & CALL OPTION	61
35. REDEMPTION.....	61



36. EVENT OF DEFAULT	62
37. ADDITIONAL COVENANT.....	62
38. SETTLEMENT/ PAYMENT ON REDEMPTION	62
39. LIST OF BENEFICIAL OWNERS	62
40. SUCCESSION	62-63
41. WHO CAN APPLY	63
42. WHO ARE NOT ELIGIBLE TO APPLY FOR BONDS	63
43. DOCUMENTS TO BE PROVIDED BY INVESTORS	63
44. HOW TO APPLY.....	64
45. FORCE MAJEURE	64
46. APPLICATIONS UNDER POWER OF ATTORNEY.....	64
47. APPLICATION BY MUTUAL FUNDS	64-65
48. APPLICATION BY PROVIDENT FUNDS, SUPERANNUATION FUNDS AND GRATUITY FUNDS.....	65
49. ACKNOWLEDGEMENTS	65
50. BASIS OF ALLOCATION	65
51. RIGHT TO ACCEPT OR REJECT APPLICATIONS.....	65
52. PAN.....	65
53. SIGNATURES	65
54. NOMINATION FACILITY.....	66
55. RIGHT OF BONDHOLDER(S).....	66
56. MODIFICATION OF RIGHTS	66
57. FUTURE BORROWINGS	66
58. BOND/ DEBENTURE REDEMPTION RESERVE ("DRR").....	66
59. NOTICES.....	66
60. JOINT-HOLDERS	66
61. DISPUTES & GOVERNING LAW	66
62. INVESTOR RELATIONS AND GRIEVANCE REDRESSAL.....	66-67
63. PURCHASE / FUNDING OF BONDS BY THE BANK.....	67
64. CONDITIONS PRECEDENT TO SUBSCRIPTION OF BONDS	67
65. CONDITIONS PRECEDENT TO SUBSCRIPTION OF BONDS.....	67
X. CREDIT RATING FOR THE BONDS.....	67
XI. TRUSTEES FOR THE BONDHOLDERS	67-68
XII. STOCK EXCHANGE WHERE BONDS ARE PROPOSED TO BE LISTED	68-69
XIII. MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER.....	
A. MATERIAL CONTRACTS.....	69
B. DOCUMENTS.....	69-70
XIV. DECLARATION	70
XV. ANNEXURES	
A. COPY OF RATING LETTER FROM CRISIL LIMITED.	
B. COPY OF RATING LETTER FROM INDIA RATINGS & RESEARCH PVT. LTD.	
C. COPY OF CONSENT LETTER FROM BOND TRUSTEE	
D. APPLICATION FORM FOR SUBSCRIPTION	



I. DISCLAIMER

1. DISCLAIMER OF THE ISSUER:

This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus. This Disclosure Document is prepared in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended 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, Securities and Exchange Board of India's circular on Issues pertaining to Primary Issuance of Debt Securities issued vide circular No. CIR/IMD/DF-18/2013 Dated October 29, 2013 read with SEBI circular No. CIR/IMD/DF-1/122/2016 Dated November 11, 2016, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular No. LAD-NRO/GN/2013-14/43/207 Dated January 31, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the RBI circular DBR No. BP.BC.1/21.06.201/2015-16 Dated July 1, 2015 read with RBI circular DBR. No. BP.BC.71/21.06.201/2015-16 Dated January 14, 2016 and RBI circular No. DBR.BP.BC.NO.50/21.06.201/2016-17 Dated February 2, 2017, each as amended from time to time.

This Private Placement Offer Letter does not constitute an offer to public in general to subscribe for or otherwise acquire the Bonds to be issued by Allahabad Bank (the "Issuer"/ the "Bank"). This Private Placement Offer Letter is for the exclusive use of the addressee and it should not be circulated or distributed to third party (ies). It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the Bonds issued by the Issuer. This bond issue is made strictly on private placement basis. Apart from this Private Placement Offer Letter, no offer document or prospectus has been prepared in connection with the offering of this bond issue or in relation to the Issuer.

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

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

This Private Placement Offer Letter is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by the recipient. The securities mentioned herein are being issued on private placement basis and this offer does not constitute a public offer/invitation.

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

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

This Private Placement Offer Letter has not been filed with Securities and Exchange Board of India ("SEBI"). The Bonds have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Private Placement Offer Letter. It is to be distinctly understood that this Private Placement Offer Letter should not, in



any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Private Placement Offer Letter. The Issue of Bonds being made on private placement basis, filing of this Private Placement Offer Letter is not required with SEBI. However SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Private Placement Offer Letter.

3. DISCLAIMER OF THE STOCK EXCHANGE:

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

4. DISCLAIMER OF THE RESERVE BANK OF INDIA:

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

5. DISCLAIMER IN RESPECT OF JURISDICTION:

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

6. DISCLAIMER BY DEBENTURE TRUSTEE:

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

7. DISCLAIMER OF THE ARRANGER (S) TO THE ISSUE:

It is advised that the Issuer has exercised self-due-diligence to ensure complete compliance of prescribed disclosure norms in this Private Placement Offer Letter. The role of Arrangers to the Issue (collectively referred to as "Arrangers"/ "Arrangers to the Issue") in the assignment is confined to marketing and placement of the bonds on the basis of this Private Placement Offer Letter as prepared by the Issuer. The Arrangers have neither scrutinized/ vetted nor have they done any due-diligence for verification of the contents of this Private Placement Offer Letter. The Arrangers shall use this Private Placement Offer Letter for the purpose of soliciting subscription from a particular class of eligible



Private Placement Offer Letter: Allahabad Bank

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



Private Placement Offer Letter: Allahabad Bank

II. DEFINITIONS/ ABBREVIATIONS

AY	Assessment Year
ALM	Asset Liability Management
ATM	Automated Teller Machine
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 Private Placement Offer Letter 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 Directors of Allahabad Bank or Committee thereof, unless otherwise specified
Bond(s)	Unsecured Redeemable Non-Convertible Fully Paid Up Basel III Compliant Tier 2 Bonds in the nature of Debentures for inclusion in Tier 2 Capital of Face Value of ₹10 lakh each ("Bonds") to be issued by Allahabad Bank ("Issuer" or the "Bank") through private placement route under the terms of this Private Placement Offer Letter.
Brickwork/BWR	Brickwork Ratings India Private Limited
CAR	Capital Adequacy Ratio
CAGR	Compounded Annual Growth Rate
CARE	CARE Ratings Limited
CAG	Comptroller and Auditor General of India
CCB	Capital Conservation Buffer
CDSL	Central Depository Services (India) Limited
CET 1	Common Equity Tier 1
CRISIL	CRISIL Limited
CRAR	Capital to Risk Weighted Assets Ratio
CRR	Cash Reserve Ratio
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 Issuer 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 Issuer 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/ Private Placement Offer Letter	Disclosure Document/Private Placement Offer Letter dated December 26, 2019 for Private Placement of Unsecured, Subordinated, Redeemable, Non-Convertible, Taxable, Fully Paid up, Basel III Compliant Tier 2 Bonds of Face Value of ₹10 Lakh (Rupees Ten Lakh) each in the Nature of Debentures ("Bonds") aggregating ₹1500 Crore (Rupees one thousand five hundred crore) eligible for inclusion in Tier 2 Capital by Allahabad Bank (the "Issuer"/ the "Bank").
DP	Depository Participant
DRR	Bond/ Debenture Redemption Reserve
EBP	Electronic Bidding Platform
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEDAI	Foreign Exchange Dealers Association of India
FIs	Financial Institutions
FIIs	Foreign Institutional Investors
FPIs	Foreign Portfolio Investors



Private Placement Offer Letter: Allahabad Bank

Financial Year/ FY	Period of twelve months ending March 31, of that particular year
GIR	General Index Registration Number
Gol	Government of India/ Central Government
HUF	Hindu Undivided Family
ICRA	ICRA Limited
IFSC	Indian Financial System Code
India Ratings/IND	India Ratings and Research Private Limited formerly FITCH Ratings India Private Limited
INR/ ₹	Indian National Rupee
Issuer/ Bank	Allahabad Bank, constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and having its Head Office at 2, Netaji Subhas Road, Kolkata 700001
I.T. Act	The Income Tax Act, 1961, as amended from time to time.
Listing Agreement	Uniform Listing Agreement Prescribed by Securities and Exchange Board of India vide circular no. CIR/CFD/CMD/6/2015 dated October 13, 2015.
Loss Absorbency	The Bonds shall be subject to loss absorbency features applicable for non-equity capital instruments vide 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 II Capital (Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular) and any other amendment in this regard from time to time. Accordingly, the Bonds may, at the option of the RBI, be permanently written off upon occurrence of the trigger event called the "Point of Non Viability Trigger". PONV trigger event shall be as defined in the RBI Regulations and shall be determined by the RBI.
MD & CEO	Managing Director & Chief Executive Officer of Allahabad Bank
MF	Mutual Fund
MoF	Ministry of Finance
NEFT	National Electronic Fund Transfer
NPA	Non Performing Asset
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE/ Designated Stock Exchange	National Stock Exchange of India Limited being the Stock Exchange in which Bonds of the Issuer are proposed to be listed
OCBs	Overseas Corporate Bodies
PAN	Permanent Account Number
PCR	Provision Coverage Ratio
PONV	The Bonds may, at the option of the RBI, be permanently written off upon occurrence of the trigger event called the "Point of Non Viability Trigger" ("PONV Trigger")
PONV Trigger	<p>The PONV Trigger event shall be the earlier of:</p> <ol style="list-style-type: none"> a decision that the write off, without which the Bank would become non-viable, is necessary, 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 Bank would have become non-viable, as determined by the relevant authority. <p>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. As such, there will not be any residual claims on the issuer which are senior to ordinary shares of the bank, following a trigger event and when write-off is undertaken.</p> <p>For the purpose of these guidelines, a non-viable bank will be a bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the 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 a bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include permanent write-off of non-equity regulatory capital, fully or partially, with or without other measures as considered appropriate by the Reserve Bank.</p> <p>In rare situations, a bank may also become non-viable due to non-financial problems, such as conduct of affairs of the bank in a manner which is detrimental to the interest of depositors, serious corporate governance issues, etc. In such situations raising capital is not considered a part of the solution and therefore, may not attract provisions of this framework.</p>



Private Placement Offer Letter: Allahabad Bank

	<p>A bank facing financial difficulties and approaching PONV will be deemed to achieve viability if within a reasonable time in the opinion of Reserve Bank of India; it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including write-off/public sector injection of funds are likely to:</p> <p>a) Restore depositors'/investors' confidence;</p> <p>b) Improve rating/creditworthiness of the bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and</p> <p>c) Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.</p>
Private Placement	An Offer or invitation to less than two hundred (200) persons to subscribe to the Bonds in terms of Section 42 (2) of the Companies Act, 2013.
RBI	Reserve Bank of India
RBI Regulations/ BASEL III 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 II Capital(Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular)and any other amendment in this regard from time to time.
Record Date	Reference date for payment of interest/repayment of principal
Registrar	Registrar to the Issue, in this case being CB Management Services (P) Ltd.
RTGS	Real Time Gross Settlement
RWA	Risk Weighted Asset
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 by Securities and Exchange Board of India (issue and listing of debt securities) (amendment) regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and CIR/IMD/DF/18/2013 dated October 29, 2013, Securities and Exchange Board of India (issue and listing of debt securities) (amendment) regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014 & Securities and Exchange Board of India (issue and listing of debt securities) (amendment) regulations, 2015 issued vide circular no. LAD-NRO/GN/2014-15/25/539 dated March 24, 2015, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued vide circular no. SEBI/LAD-NRO/GN/2015-16/013 dated September 2, 2015, Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2016 issued vide circular no SEBI/LAD-NRO/GN/2016-17/004 dated 25 May 2016, SEBI circular no. CIR/IMD/DF-1/122/2016 dated November 11, 2016 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2017 issued vide circular no. No. SEBI/LAD-NRO/GN/2017-18/009dated June 13,2017 each as amended from time to time..
SLR	Statutory Liquidity Ratio
TDS	Tax Deducted at Source
The Act	The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 as amended from time to time.
The Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and/or provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
The Issue/ The Offer/ Private Placement	Private Placement of Unsecured, Subordinated, Redeemable, Non-Convertible, Taxable, Fully Paid up, Basel III Compliant Tier 2 Bonds of Face Value of ₹10 Lakh (Rupees Ten Lakh) each in the Nature of Debentures ("Bonds") aggregating ₹1500 Crore (Rupees one thousand five hundred crore) eligible for inclusion in Tier 2 Capital by Allahabad Bank (the "Issuer"/ the "Bank").
Tier 2 Bonds	Tier 2 Bonds as defined in applicable Basel III Guidelines
Trustee	Trustee for the Bondholders in this case being Axis Trustee Services Limited
UTR	Unique Transaction Reference



Private Placement Offer Letter: Allahabad Bank

III. ISSUER INFORMATION:

Name of the Issuer	:	Allahabad Bank
Head Office	:	2, Netaji Subhas Road, Kolkata - 700001
Tel. No.	:	(033) 22107680/22420878
Fax No.	:	(033) 22420945/22623279
Website	:	www.allahabadbank.in
E-mail	:	gmfa@allahabadbank.in , ho.sbd@allahabadbank.in , investors.grievance@allahabadbank.in
Compliance Officer for the Issue	:	Shri. Dina Nath Kumar Assistant General Manager and Company Secretary Shares and Bonds Deptt. Allahabad Bank Head Office 2, Netaji Subhas Road, Kolkata - 700001 Tel : (033)22420878 Fax: +91-33-22623279 E-mail: ho.sbd@allahabadbank.in , investors.grievance@allahabadbank.in
Chief Financial Officer of the Issuer	:	Shri Sanjay Aggarwal General Manager (F&A) and CFO Allahabad Bank Head Office 2, Netaji Subhas Road, Kolkata - 700001 Tel : (033)-2420878/22107680 Fax: +91-33-22420860/22623279 E-mail: gmfa@allahabadbank.in
Trustees for the Bond Holders	:	Axis Trustee Services Limited The Ruby, 2 nd Floor, 2nd Floor 'E', Axis House SW, 29, Senapati Bapat Marg, Dadar, West Mumbai - 400028 Tel No: (022) 62300451 Fax No: +91-22-62300700 E-mail: debenturetrustee@axistrustee.com
Registrar to the Issue	:	CB Management Services (P) Ltd. P-22 Bondel Road, Kolkata - 700019 Call : +91 33 40116700, 2280 6692/93/94/2486 Fax : +91 33 2287 0263 E-mail: rta@cbmsl.com
Credit Rating Agencies	:	CRISIL Limited CRISIL House, Central Avenue, Hiranandani Business Park. Powai. Mumbai - 400076. Tel: +91 22 33423000 Fax: +91 22 40405800 E-mail: crisilratingdesk@crisil.com India Ratings & Research Pvt. Ltd. Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E) Mumbai - 400051 Tel: +91 22 40001700 Fax: +91 22 40001701 E-mail: info@indiaratings.co.in



Auditors of the Issuer:

Statutory Central Auditors:

1. **M/s Nandy Halder & Ganguli**
Chartered Accountants
Firm Registration No.: 302017E
18, Netaji Subhas Road, (Top Floor),
Kolkata- 700001
Tel: 033-2230-0008/ 2210-5018
E-mail: nandyhalderganguli1973@gmail.com

2. **M/s P L Tandon & Co.**
Chartered Accountants
Firm Registration No.: 000186C
Westcott Building, 37/17, 1st Floor,
M.G. Road, Post Box No. 113,
Kanpur 208001
E-mail: pltandon1957@gmail.com

3. **M/s R Gopal & Associates**
Chartered Accountants-
Firm Registration No.: 000846C
1/1 A, Vansittart Row, 1st Floor,
Room. No-06
Opp. Telephone Bhawan,
BBD Bag, Kolkata-700001
E-mail: ssawaria@rgopal.in

4. **M/s JBMT & Associates,**
Chartered Accountants,
Firm Registration No.: 320232E
Flat No.-203, 2nd Floor, Ratna Tower-II,
Cuttack Road, Bhubaneswar-751 006.
Phone: 0674-2571688. Fax-2570661.
09437068274, 0 9437056097
E-mail: jbmtca@gmail.com

5. **M/s Prakash Jain & Co.**
Chartered Accountants,
Firm Registration No.: 002423C
Vitrag "30/1 South Tukoganj, Indore,
Madhya Pradesh-452001
Phone : +91-7791-256086, 256087
E-mail: prakshsjainco@gmail.com



Private Placement Offer Letter: Allahabad Bank

IV. DETAILS OF DIRECTORS OF THE ISSUER:

1. CURRENT DIRECTORS OF THE ISSUER

The composition of the Board of Directors of the Issuer as on date of this Private Placement Offer Letter is as under:

Sr. No.	Name, Designation and DIN	Age (in years)	Address	Director of the Bank since	Other Directorships
1.	Shri K. Ramachandran Executive Director DIN - 08589628	58	Local: Flat No 09 Middleton Mansion 9 & 9/1, Middleton Street Kolkata-700 071.	26.12.2018	• Universal Sampo General Insurance Co Ltd (USGICL).
2.	Shri P.R. Rajagopal Executive Director	52	Local: Flat No 11 Middleton Mansion 9 & 9/1 Middleton Street Kolkata-700 071.	01.03.2019	Nil
3.	Shri Rajeev Ranjan Govt. Nominee Director	55	House no. 04, High Court Judge Colony, Sector- 105, NOIDA- 201 301.	17.08.2017	Nil
4.	Shri Vivek Deep RBI Nominee Director DIN -07053296	53	Flat No 121, Vasant Vihar Complex, Reserve Bank Senior Officers' Quarters, 85 Napean Sea Road, Mumbai - 400 006	06.12.2016	Nil
5.	Prof. Radha R. Sharma Part Time Non-Official Director	64	Flat no. 1108, Block – 17, Heritage City, M. G. Road, Gurgaon – 122 002.	01.03.2019*	Nil
6.	Shri Gautam Guha Part Time Non-Official Director	64	C 503, Kesarwani Apartments, Plot No. 4, Sector-5, Dwarka, New Delhi-110 075	21.10.2019**	Nil
7.	Dr. Bijaya Kumar Sahoo Shareholder Director DIN -00160494	56	Plot 315, Bidyut Marg, Sastri Nagar, Unit-4, Bhubaneshwar-751001.	22.03.2018	• JSS Software & Parks Pvt. Ltd. • JSS IT Solution Pvt. Ltd. • SRB Technologies Pvt. Ltd. • St. Sirdi SAI Education Society Pvt Ltd.
8.	Shri Sarath Sura Shareholder Director DIN-00269772	59	42, Meenakshi Bamboos, Opp. Ramky Towers, GachiBowli, Hyderabad- 500 032.	22.03.2018	• Grey Campus Edutech Pvt. Ltd
9.	Dr. Parthapratim Pal Shareholder Director	49	741, Jessore Road, Next lane of Kuchina Showroom, Daktarpara, Opp. Sarojini Naidu College, Kolkata – 700 028.	22.03.2018	Nil

*Prof Radha R Sharma was Part-Time Non-Official Director of the Bank from 28.01.2016 to 27.01.2019. She has been re-nominated as Part Time Non-Official Director w.e.f. 01.03.2019.

**Shri. Gautam Guha was Part-Time Non-Official Director of the Bank from 25.04.2016 to 24.04.2019. He has been re-nominated as Part Time Non-Official Director w.e.f. 21.10.2019.

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



2. CHANGE IN DIRECTORS OF THE ISSUER SINCE LAST THREE YEARS

Changes in the Board of Directors of the Issuer during the last three years are as under:

Name, Designation	Date of Appointment	Date of Cessation	Reason/ Remarks
Shri CH. S.S. Mallikarjuna Rao Managing Director & CEO	19.09.2018	01.10.2019	Appointed as Managing Director & Chief Executive Officer (MD & CEO) in Punjab National Bank w.e.f. 01.10.2019 vide GOI Notification No. F. No. 4/2/2018-BO.I dated 01.10.2019
Ms. Usha Ananthasubramanian Managing Director & CEO	06.05.2017	13.08.2018	Demitted office on 13.08.2018 as per GOI directive vide DFS, MOF Notification No. F. No. 16/13 /2018-BO.I dated 13.08.2018
Shri Rakesh Sethi Chairman and Managing Director	12.03.2014	30.04.2017	Retired on superannuation
Shri Hari Shankar Executive Director	18.02.2017	19.09.2018	Appointed as MD & CEO of Punjab & Sind Bank on 19.09.2018
Shri N.K. Sahoo Executive Director	12.03.2015	28.02.2019	Retired on superannuation
Shri Gautam Guha Part Time Non-Official Director	25.04.2016	24.04.2019	Expiry of three years term of appointment
Prof. Radha R. Sharma Part Time Non-Official Director	28.01.2016	27.01.2019	Expiry of three years term of appointment
Shri Parveen Kumar Chhokra Shareholder Director	04.03.2015	03.03.2018	Completion of 3 years term as shareholder Director.
Shri Sarath Sura Shareholder Director	04.03.2015	03.03.2018	Completion of 3 years term as shareholder Director.
Dr. Bijaya Kumar Sahoo Shareholder Director	04.03.2015	03.03.2018	Completion of 3 years term as shareholder Director.
Shri Anshuman Sharma Government Nominee Director	14.06.2016	17.08.2017	As per GOI letter F.No.6/3/2012-BO-I dated 17.08.2017
Shri Sanjeev Kumar Sharma Chartered Accountant Nominee Director	18.12.2013	17.12.2016	Expiry of three years terms of appointment
Shri A. Udgate RBI Nominee Director	13.10.2011	06.12.2016	As per GOI letter F.No.6/3/2011-BO-I dated 06.12.2016

** Prof Radha R. Sharma and Shri Gautam Guha, Part Time Non Official Directors were re-nominated on the Board of Directors of the Bank w.e.f. 01.03.2019 & 21.10.2019 respectively.

** Shri Sarath Sura and Dr. Bijaya Kumar Sahoo, Shareholder Directors were re-elected as Shareholder Directors of the Bank w.e.f. 22.03.2018.



V. DETAILS OF STATUTORY AUDITORS OF THE ISSUER

A. CURRENT STATUTORY AUDITORS OF THE ISSUER

Details of the statutory auditors of the Issuer for financial year 2018-19 are as under:

Name of Statutory Auditors	Firm Registration No.	Address & Contact Details	Auditor since
M/s. Nandy Halder & Ganguli <i>Chartered Accountants</i>	302017E	18, Netaji Subhas Road,(Top Floor), Kolkata- 700001 Tel:033-2230-0008/2210-5018 E-mail:nandyhalderganguli1973@gmail.com	FY 2017-18
M/s. P L Tandon & Co. <i>Chartered Accountants</i>	000186C	Westcott Building, 37/17,1st Floor, M.G. Road, Post Box No. 113, Kanpur 208001 E-mail: pltandon1957@gmail.com	FY 2018-19
M/s. R Gopal & Associates <i>Chartered Accountants</i>	000846C	1/1 A , Vansittart Row, 1st Floor, Room. No-06 Opp. Telephone Bahwan, BBD Bag , Kolkata-700001 E-mail: ssawaria@rgopal.in	FY 2018-19
M/s. JBMT & Associates, <i>Chartered Accountants</i>	320232E	Flat No.-203, 2nd Floor, Ratna Tower-II, Cuttack Road, Bhubaneswar-751 006. Phone: 0674-2571688. Fax-2570661. 09437068274, 0 9437056097 E-mail: jbmtca@gmail.com	FY 2018-19
M/s. Prakash Jain & Co. <i>Chartered Accountants</i>	002423C	Vitrag 30/1 South Tukoganj, Indore, Madhya Pradesh-452001 Phone : +91-7791-256086, 256087 E-mail: prakshsjainco@gmail.com	FY 2018-19



Private Placement Offer Letter: Allahabad Bank

B. CHANGES IN STATUTORY AUDITORS OF THE ISSUER SINCE LAST THREE YEARS

Changes in the statutory auditors of the Issuer during the last three years are as under:

Name	Address	Date of Appointment	Date of Cessation	Auditor of the Issuer since	Remarks
M/s N. C. Bannerjee & Co. <i>Chartered Accountants</i>	Commerce House, 1 st floor, Room No.9, 2, Ganesh Chandra Avenue, Kolkata- 700013 Tel:033-22132200/ 2214/ 2265 Fax: 033-22132419 E-mail: ncban02@rediffmail.com	FY 2014-15	FY 2016-17	FY2014-15	Nil
M/s Kansal Singla & Associates <i>Chartered Accountants</i>	SCO 80-81, 4th Floor, Sector 17 C, Chandigarh- 160017 Tele. – 01725078401 Fax: 0172-5072903 E-mail: caskk@cakansalsingla.com	FY 2015-16	FY2017-18	FY 2015-16	Nil
M/S. Raju & Prasad <i>Chartered Accountants</i>	401, Diamond House, Adj Amrutha Hills, Punjagutta, Hyderabad- 500082 Tel: 04023410404 Fax:040- 23410403 E-mail: rajuandprasad@gmail.com	FY 2015-16	FY2017-18	FY 2015-16	Nil
M/s De & Bose <i>Chartered Accountants</i>	8/2, Kiran Shankar Roy Road, 2nd Floor, Room No. 1, Kolkata- 700001 Tel: 03322485039 Fax: 033-22434864 E-mail: durgadas@cal3.vsnl.net.in	FY 2015-16	FY2017-18	FY 2015-16	Nil
M/s G N S & Associates <i>Chartered Accountants</i>	M-27, Madhusudhan Nagar, Unit-IV Bhubaneswar-751001 Tel:06742395256 Fax:0674-2395257 E-mail: gnsbbsr@gmail.com	FY 2015-16	FY2017-18	FY 2015-16	Nil



VI. BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS:

1. HIGHLIGHTS

- a. A Public Sector Bank with shareholding of 92.01% by Government of India as on September 30, 2019;
- b. Established in 1865- more than 154 years of existence;
- c. Professionally managed Bank;
- d. As on September 30, 2019, the Bank had a large network of 3174 domestic Branches spread throughout the country; one foreign branch at Hong Kong, which is in the process of winding-up;
- e. Specialized branches such as RMPC, Kisan Pragati Kendra, Corporate Finance Branch, SME Finance Branch, Trade Finance Branch and Large Corporate Branch to cater the needs of industrial finance, trade finance, personal banking, international banking and small-scale industries;
- f. As on September 30, 2019, the Capital Adequacy Ratio of the Bank as per Basel III stood at 10.92% which is above the stipulated minimum of 10.875% prescribed by Reserve Bank of India;
- g. Total Business of ₹381767 crore as on September 30, 2019; (Deposits - ₹216625 Crore and Advances – ₹165142 Crore);
- h. Net NPA to Net Advance Ratio was 5.98% as on September 30, 2019;
- i. Total number of employees - 23921 (as on September 30, 2019);
- j. Bank launched a Project "NAVODAY" to place the Bank in high growth trajectory by embarking upon a holistic approach of all aspects of Banking Structure, Processes, Products and Services;
- k. 53 Retail & MSME Processing Centers (RMPCs) have been set up across India for faster & seamless processing of Retail credit of more than Rs 5.00 lakh and MSME loan of more than Rs 10 00 lakh under Navoday Project.
- l. The Bank received communication dated 30.08.2019 from the Government of India, Ministry of Finance communicating that the Alternate Mechanism of GOI after consultation with RBI has decided that Indian Bank and Allahabad Bank may consider amalgamation of Allahabad Bank into Indian Bank.
- m. The Board of Directors of the Bank in its meeting dated 16.09.2019 accorded in-principle approval to the proposal of amalgamation of GOI.
- n. The Bank received communication dated 13.11.2019 from the Government of India, Ministry of Finance on communicating that the Alternate Mechanism of GOI has accorded in-principle approval to the proposed amalgamation of Allahabad Bank into Indian Bank with Indian Bank as the transferee bank and Allahabad bank as transferor bank.



2. OVERVIEW

a. Vision Statement

"To put the Bank on a higher growth path by building a Strong Customer-base through Talent Management, induction of State-of-the-art Technology and through Structural Re-organization".

b. Mission Statement

To ensure anywhere and anytime banking for the customer with latest state-of-the-art technology and by developing effective customer centric relationship and to emerge as a world-class service provider through efficient utilization of Human Resources and product innovation.

c. Main Objects

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

The main object of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 under which the undertaking of the Bank was taken over by the Central Government is as under: "An Act to provide for the acquisition and transfer of the undertakings of certain banking companies, having regard to their size, resources, coverage and organization, in order further to control the heights of the economy, to meet progressively, and serve better, the needs of the development of the economy and to promote the welfare of the people, in conformity with the policy of the State towards securing the principles laid down in clauses (b) and (c) of article 39 of the Constitution and for matters connected therewith or incidental thereto."

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

d. Main Objects of Constitutional Documents

Section 3(5) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, states as follows:

"Every corresponding new bank shall carry on and transact the business of banking as defined in clause (b) of Section 5 of the Banking Regulation Act, 1949 (10 of 1949) and may engage in one or more of the other forms of business specified in sub-section (1) of Section 6 of that Act."

Section 5(b) of the Banking Regulation Act reads as follows:

"Banking' means the accepting, for the purpose of lending or investment, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise."

Section 6(1) of the Banking Regulation Act reads as follows:

"Form and business in which banking companies may engage in addition to the business of banking, a banking company may engage in any one or more of the following forms of business, namely:

- i. The borrowing, raising, or taking up of money; the lending or advancing of money either upon or without security; the drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments and securities whether transferable or negotiable or not; the granting and issuing of letters of credit, traveller's cheques and circular notes; the buying, selling and dealing in bullion and specie; the buying and selling of foreign exchange including foreign bank notes; the acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; the purchasing and selling of bonds, scrips or other forms of securities on behalf of constituents or others, the negotiating of loans and advances; the receiving of all kinds of bonds, scrips or valuables on deposit or for safe custody or otherwise; the providing of safe deposit vaults; the collecting and transmitting of money and securities.
- ii. Acting as agents for any Government or local authority or any other person or persons; the carrying on of agency business of any description including the clearing and forwarding of goods, giving of receipts and discharges and otherwise acting as an attorney on behalf of customers, but excluding the business of a managing agent or secretary and treasurer of a company.
- iii. Contracting for public and private loans and negotiating and issuing the same.



Private Placement Offer Letter: Allahabad Bank

- iv. The effecting, insuring, guaranteeing, underwriting, participating in managing and carrying out of any issue, public or private, of State, municipal or other loans or of shares, stock, debentures, or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue.
- v. Carrying on and transacting every kind of guarantee and indemnity business.
- vi. Managing, selling and realizing any property which may come into the possession of the company in satisfaction or part satisfaction of any of its claims.
- vii. Acquiring and holding and generally dealing with any property or any right, title or interest in any such property which may form the security or part of the security for any loans or advances or which may be connected with any such security.
- viii. Undertaking and executing trusts.
- ix. Undertaking the administration of estates as executor, trustee or otherwise.
- x. Establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons; granting pensions and allowances and making payments towards insurance; subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- xi. The acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the company;
- xii. Selling, improving, managing, developing, exchanging, leasing, mortgaging, disposing of or turning into account or otherwise dealing with all or any part of the property and rights of the company.
- xiii. Acquiring and undertaking the whole or any part of the business of any person or company, when such business is of a nature enumerated or described in this sub- section.
- xiv. Doing all such other things as are incidental or conducive to the promotion or advancement of the business of the company.
- xv. Any other form of business which the Central Government may, by notification in the Official Gazette, specify as a form of business in which it is lawful for a banking company to engage.

e. Bank's Operations

i. Deposit Products:

(a) Saving Bank Products

- AllBank Kishore
- AllBankGenX
- AllBank SB Silver
- AllBank SB Gold
- AllBank SB Platinum
- AllBank SB Salary
- AllBankMahila Shakti
- AllBank SB TASC-G
- SB Capital Gain
- AllBankVarishtha
- AllbankSamman
- Allbank Salaam
- AllBank SB BSBD
- AllBank SB JanDhan
- AllBank SB Saral
- AllBank SB Samanya
- SB MACT
- AllBankSavifix
- AllBank SB NRE
- AllBank SB NRO
- AllBank SB RFC



(b) Term Deposit Account

- AllBank FDR- General
- AllBank FDR Staff
- AllBank FDR Varishtha (Senior Citizen)
- AllBank FDR NRI
- FDR Capital Gain
- AllBank FDR FCNR
- AllBank Sanchay - General
- AllBank Sanchay- Staff
- AllBank Sanchay- Varishtha
- AllBank Sanchay- NRI
- AllBank Sanchay- Tax
- Capital Gains
- MACAD
- AllBank RD- General
- AllBank RD Plus
- AllBank RD NRI
- Foundation Day Deposit (FDD) - 155 Days
- Foundation Day Deposit (FDD) - 333 Days
- AllBank Monthly Income Plan

(c) Current Account

- AllBank CA Silver
- AllBank CA Gold
- AllBank CA Platinum
- AllBank CA TASC-G
- CA EEFC
- AllBank CA Plus

ii. Credit Products:

- AllBank Home Plus
- AllBank Mortgage (Erstwhile AllBank Property Loan Scheme)
- AllBank Saral Loan
- AllBank Smart Child
- AllBank Pensioners' Personal Loan
- AllBank Doctor+
- AllBankVidya
- AllBankVahan
- AllBank Housing CRE Scheme
- AllBank AASHIANA
- AllBankSuvidha
- AllBank Gold Loan Scheme
- Skill Loan Scheme
- Cash Credit/ Overdraft/ Term Loan, Bill Finance



- **Akshay Krishi - Kisan Credit Card Scheme**
- **Allahabad Bank Potato Growers Credit Card Scheme**
- **Financing for Tractor/ Power Tiller**
- **Scheme for Financing to Cold Storage Units**
- **Scheme for Construction of Rural Godowns**
- **Produce Loan to Farmers against Warehouse Receipts**
- **Scheme for Construction of Godown under Lease Agreement with Food Corporation of India (FCI)/ Central Govt. or State Govt. Agriculture Produce Procurement Corporations/Agencies**
- **DAY-Deen Dayal Antyodaya Yojana**
- **Financing of Joint Liability Groups (JLGs) of Small Farmers(SF)/ Marginal Farmers (MF)/Tenant Farmers/Oral Lessees and Share Croppers**
- **Scheme for Financing Joint Liability Groups (JLGs) of Micro Entrepreneurs/Artisans/Others in Rural Non-Farm Sector**
- **Scheme For Financing Rice Shelling Units**
- **Allahabad Bank Weavers Credit Card (WCC) Scheme**
- **Scheme for Financing of Protected Cultivation under Green House/ Poly House Condition**
- **Scheme for Financing Mushroom Culture**
- **Scheme for financing of Agricultural Machinery Custom Hiring Centers (CHC)**
- **Scheme for Integrated Farming (Paddy – Shrimp)**
- **Scheme for Financing Horticultural Crops (Mango and Guava)**
- **All Bank Spices Scheme**
- **Premium Housing Finance scheme for High Networth Individuals (HNIs)**
- **Housing Finance Scheme For Furnishing and / or Repairing of Existing / New Flats / Houses**
- **Loan against NSC/KVP**
- **AllBank Trade Scheme**
- **Reverse Mortgage Scheme**



3. CORPORATE STRUCTURE

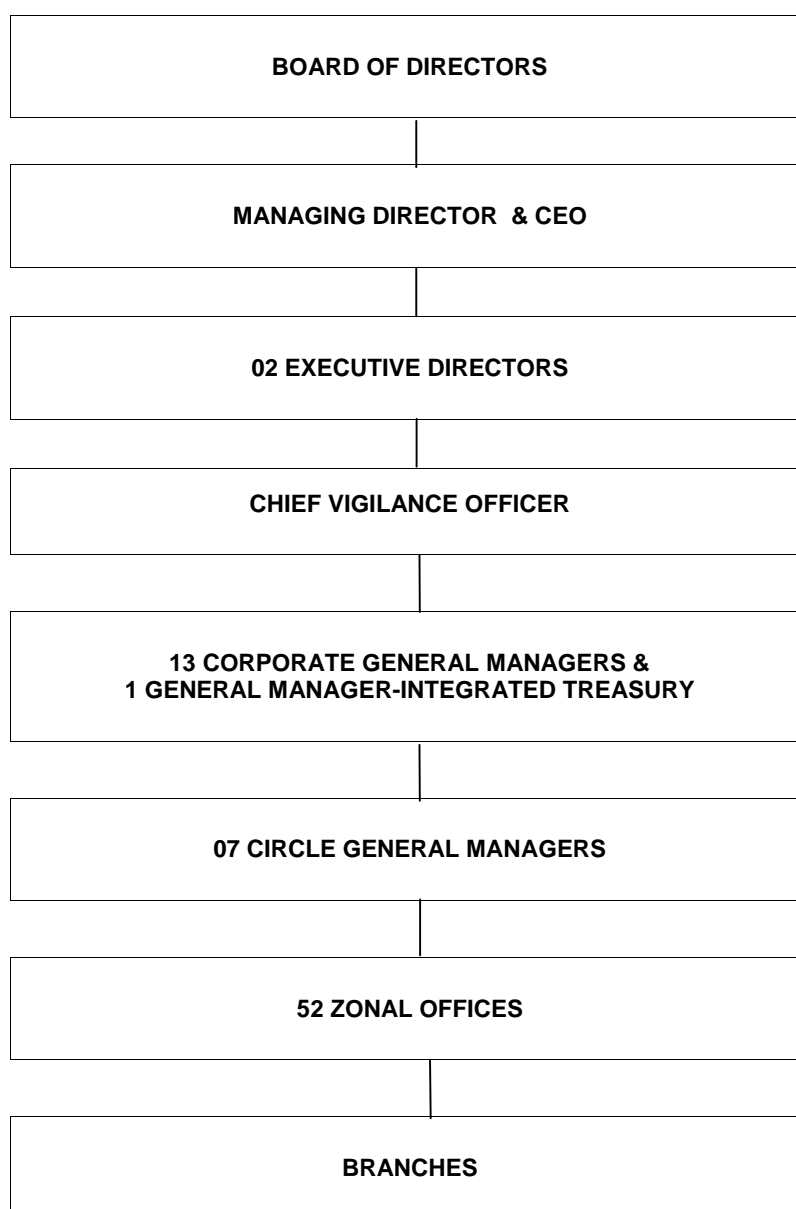
Board of Directors:

The Board is constituted in accordance with the Banking Companies (Acquisition and Transfer of Undertaking) Act, 1970 read with the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970. The Board has constituted various committees with a specific and focused approach towards the important functional areas of the Bank for providing proper direction, effective monitoring and controlling the affairs of the Bank.

Top Management Team:

The Top Management team is led by Managing Director & CEO, 02 Executive Directors, supported by Corporate General Managers, who oversee the operations of the Bank. The Bank has organizational set up consisting of 07 Circle Offices, 52 Zonal Offices which monitor and control the branches under the overall supervision and guidance of Head Office.

CORPORATE STRUCTURE OF THE BANK





4. KEY OPERATIONAL & FINANCIAL PARAMETERS OF THE ISSUER FOR THE LAST 3 AUDITED YEARS

A. STANDALONE

(₹ in crore)

Sr. No.	Parameters	HY Ended 30.09.19 (Unaudited)	FY2018-19 (Audited)	FY2017-18 (Audited)	FY2016-17 (Audited)
1.	Share Capital	3721.72	2096.84	844.04	743.69
2.	Reserves & Surplus	10328.90	7033.48	9424.35	13552.71
3.	Net worth (Excluding revaluation reserves)	11133.45	6186.64	7711.47	11695.93
4.	Deposits	216625.32	214334.07	213603.83	201870.22
5.	Borrowings	9126.16	12488.94	21400.52	14670.32
6.	Total Debt (4+5)	225751.48	226823.01	235004.35	216540.54
7.	Advances (Net)	142122.30	142212.16	152060.74	150752.70
8.	Investments (Gross)	73508.39	81317.46	69036.12	55711.96
9.	Net Fixed Assets	3486.79	3538.26	3132.09	3191.85
10.	Total Income	9370.40	18564.49	19051.05	20304.72
11.	Total Expenditure	7877.97	15797.48	15612.73	16437.95
12.	Operating Profit	1492.43	2767.01	3438.32	3866.77
13.	Provisions & Write-offs	3478.48	11100.97	8112.69	4180.29
14.	Profit After Taxation ("PAT")	(1986.06)	(8333.96)	(4674.37)	(313.52)
15.	Gross NPA to Gross Advances (%)	19.05	17.55	15.96	13.09
16.	Net NPA to Net Advances (%)	5.98	5.22	8.04	8.92
17.	Capital Adequacy Ratio: (BASEL II) (%)	10.51	12.04	9.30	10.90
	(BASEL- III) (%)	10.92	12.51	8.69	11.45
18.	Tier I Capital Adequacy Ratio: (BASEL- II) (%)	6.54	8.08	5.50	7.12
	(BASEL- III) (%)	8.08	9.68	6.69	8.49
19.	Tier II Capital Adequacy Ratio: (BASEL- II) (%)	3.96	3.96	3.80	3.78
	(BASEL- III) (%)	2.84	2.83	2.00	2.96
20.	Return on Assets (%)	(1.66)	(3.48)	(1.96)	(0.13)
21.	Earnings Per Share (Basic & Diluted)(in ₹)	(5.65)	(65.34)	(59.63)	(4.36)

B. CONSOLIDATED

Sr. No.	Parameters	HY Ended 30.09.19 (Unaudited)	FY2018-19 (Audited)	FY2017-18 (Audited)	FY2016-17 (Audited)
1.	Share Capital	3721.72	2096.84	844.04	743.69
2.	Reserves & Surplus	10502.14	7298.86	9812.22	13874.50
3.	Net worth (Excluding revaluation reserves)	11306.69	6452.02	8099.34	12017.72
4.	Deposits	216623.23	214330.08	213595.39	201835.31
5.	Borrowings	9128.69	12495.68	21412.42	14682.51
6.	Total Debt (4+5)	225751.92	226825.76	235007.81	216517.82
7.	Loans & Advances (Net)	142122.30	142212.17	152060.74	150752.69
8.	Investments (Gross)	74193.14	82004.13	69830.70	56388.57
9.	Net Fixed Assets	3500.04	3552.32	3147.62	3203.07
10.	Total Income	9556.35	18806.39	19487.50	20578.94
11.	Total Expenditure	8043.36	16140.45	15908.21	16670.12
12.	Operating Profit	1513.00	2665.94	3579.29	3908.82
13.	Provisions & Contingencies	3483.29	11123.31	8153.50	4187.82
14.	Profit After Taxation ("PAT")	(1970.30)	(8457.37)	(4574.21)	(279.00)
15.	Gross NPA to Gross Advances (%)	19.05%	17.55%	15.96%	13.09%
16.	Net NPA to Net Advances (%)	5.98%	5.22%	8.04%	8.92%



(₹ in crore)				
Sr. No.	Parameters	FY2018-19 (Audited)	FY2017-18 (Audited)	FY2016-17 (Audited)
17.	Capital Adequacy Ratio : (BASEL II) (%)	12.17%	9.50%	11.11%
	(BASELIII) (%)	12.59%	8.83%	11.61%
18.	Tier I Capital Adequacy Ratio : (BASEL II) (%)	8.20%	5.70%	7.32%
	(BASEL III) (%)	9.75%	6.83%	8.65%
19.	Tier II Capital Adequacy Ratio: (BASEL II) (%)	3.97%	3.80%	3.79%
	(BASELIII) (%)	2.84%	2.00%	2.96%
20.	Return on Assets (%)	(3.48)	(1.88)	(0.12)
21	Earnings Per Share (Basic & Diluted) (in ₹)	(66.30)	(58.35)	(3.88)

5. DEBT EQUITY RATIO OF THE ISSUER:

(₹ in crore)		
Particulars	Pre-Issue (as on September 30, 2019)	Post Issue of Bonds of ₹1500 Crore *
TOTAL LONG TERM DEBT		
Total Long Term Debt*	3150.00	4650.00
SHAREHOLDERS' FUNDS	11133.44	11133.44
Share Capital	3721.72	3721.72
Reserve & Surplus (excluding Revaluation Reserve)	7411.72	7411.72
Net Worth(excluding Revaluation Reserve)	11133.44	11133.44
Gross Debt/ Equity Ratio	0.28	0.42

* including Upper Tier 2 Bonds aggregating to ₹ 500 Crore and IPDI Bonds aggregating to ₹150 Crore which will be redeemed by the Bank on 18.12.2019 by exercising Call Option.

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

The funds being raised by the Issuer through present issue of Bonds are not meant for financing any particular project. The Issuer shall utilise the proceeds of the Issue for its regular business activities and other associated business objectives such as discharging existing debt obligations which were generally undertaken for business operations.

7. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE OF THE ISSUER:

- The Bank holds 28.52% equity stake in joint venture company, “**Universal Sampo General Insurance Company Limited**” for general insurance business along with Indian Overseas Bank, Karnataka Bank Ltd., Dabur Investment Ltd. and Japanese insurance major Sampo Japan Nipponkoa Insurance Inc. The net profit of Universal Sampo General Insurance Company Limited was ₹135.54 crore during FY 18-19.
- The Bank holds 27.04% equity stake in Asset management company “**ASREC (India) Ltd.**” along with other Banks/institutions. The net profit of ASREC (India) Ltd. was ₹5.06 crore during FY 18-19.
- Allahabad UP Gramin Bank (AUPGB) with Head Office at Banda (UP) was sponsored by our Bank till 31.03.2019.
The Government of India vide notification no. 7/8/2017-RRB (Uttar Pradesh II) dated 25.01.2019 has notified the amalgamation of AUPGB and Gramin Bank of Aryawart (sponsored by Bank of India) into a single Regional Rural Bank. The AUPGB, our sponsored RRB has ceased the business w.e.f. 01.04.19 and amalgamated to Gramin Bank of Aryawart, sponsored by Bank of India (BOI).



VII. BRIEF HISTORY OF ISSUER SINCE INCORPORATION, DETAILS OF ACTIVITIES INCLUDING ANY REORGANIZATION, RECONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE, (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS

1. BRIEF HISTORY OF THE ISSUER:

a. Major Events/ Milestones

Year	Events/ Milestones
1865	The Bank was founded at the confluence city of Allahabad by a group of Europeans.
1920	The Bank became a part of P & O Banking Corporation's group with a bid price of ₹436 per share.
1923	The Head Office of the Bank shifted to Calcutta on Business considerations.
1969	Nationalized along with 13 other banks, Branches-151, Deposits-₹119 crore, Advances-₹82 crore.
1989	United Industrial Bank Ltd. Merged with Allahabad Bank.
1991	Instituted AllBank Finance Ltd., a wholly owned subsidiary for Merchant Banking.
2002	The Bank came out with Initial Public Offer (IPO), of 10 crore share of face value ₹10 each, reducing Government shareholding to 71.16%.
2005	Follow on Public Offer (FPO) of 10 crore equity shares of face value ₹10 each with a premium of ₹72, reducing Government shareholding to 55.23%.
2006	The Bank Transcended beyond the National Boundary, opening Representative Office at Shenzhen, China (since closed). Rolled out first Branch under CBS.
2007	The Bank opened its first overseas branch at Hong Kong. Bank's business crossed ₹1,00,000 crore mark.
2010	The Bank crossed Business figure of ₹1,75,000/- crore with a growth rate of 23.06%
2011	The Bank implemented CBS in all its Branches
2012	The Bank crossed its net work of 2500 branches.
2013	The Bank crossed bench mark business figure ₹3, 00,000/- crore and enters in &"Orbit of Large Banks".
2014	The Bank celebrated 150 years of foundation.
2015	The Bank crossed its net work of 3000 branches.
2016	Total business of the Bank reached a level of ₹358,352 crore as on 31 March 16.
2017	Bank crossed its net work of 3200 branches.
2018	Bank crossed Business figure of ₹3,80,000/- crore with a growth rate of 5.57%. RBI imposed PCA on Allahabad Bank in January, 2018. AllBank Finance Ltd., a wholly owned subsidiary was merged with Allahabad Bank.
2019	In February 2019, Allahabad Bank was taken out of PCA framework of RBI. The Bank received communication dated 30.08.2019 from the Government of India, Ministry of Finance communicating that the Alternate Mechanism of GOI after consultation with RBI has decided that Indian Bank and Allahabad Bank may consider amalgamation of Allahabad Bank into Indian Bank. The Board of Directors of the Bank in its meeting dated 16.09.2019 accorded in-principle approval to the proposal of amalgamation of GOI. The Bank received communication dated 13.11.2019 from the Government of India, Ministry of Finance on communicating that the Alternate Mechanism of GOI has accorded in-principle approval to the proposed amalgamation of Allahabad Bank into Indian Bank with Indian Bank as the transferee bank and Allahabad bank as transferor bank.

b. The Growth Path of the Bank:

(₹ in crore)

Year ended	No. of Branches	Paid-up Capital	Deposits	Advances (Gross)
1865	1	0.02	0.01	0.01
1890	4	0.04	0.70	0.53
1910	15	0.20	5.53	4.66
1930	37	0.36	11.36	5.21
1950	58	0.46	27.16	14.97
1970	211	1.05	140.70	95.95
1989	1509	57.50	4,034.04	1,831.77
1999	1884	246.70	15,510.35	7,057.07
2000	1893	246.70	17642.10	8240.06
2001	1903	246.70	20106.02	10315.80
2002	1914	246.70	22665.94	11815.01
2003	1923	346.70	25463.38	13486.94
2004	1935	346.70	31476.61	16387.66



Private Placement Offer Letter: Allahabad Bank

2005	1951	346.70	40762.08	22151.52
2006	1999	446.70	48499.69	30061.22
2007	2060	446.70	59544.66	41913.51
2008	2155	446.70	71616.38	50312.16
2009	2278	446.70	84971.79	59443.40
2010	2287	446.70	106055.75	72437.31
2011	2416	476.22	131887.16	94570.93
2012	2517	500.03	159593.08	112249.74
2013	2717	500.03	178741.60	130936.26
2014	2841	544.61	190842.81	140905.46
2015	3108	571.38	193424.05	153095.14
2016	3210	613.80	200644.40	157707.24
2017	3246	743.69	201870.00	158103.00
2018	3245	844.04	213604.00	166436.00
2019	3229	2096.84	214335.00	163552.00

2. CAPITAL STRUCTURE (AS ON 30.09.2019)

(₹ in crore)

Particulars	Amount
1. SHARE CAPITAL	3721.71
a. Authorized Equity Share Capital	
800,00,00,000 Equity Shares of ₹10/- each	8,000.00
b. Issued, Subscribed & Paid-up Equity Share Capital	
342,44,06768 Equity Shares of ₹10/- each held by Central Government	3424.40
29,73,11,223 Equity Shares of ₹10/- each held by Public & Others	297.31
2. SHARE PREMIUM ACCOUNT	14459.26

3. EQUITY SHARE CAPITAL HISTORY OF THE ISSUER FOR LAST FIVE YEARS (As on 30.09.2019)

Sl. No.	Date of Allotment	No. of Equity Shares	Face Value (in ₹)	Issue Price (in ₹)	Nature of consideration (cash, other than cash etc)	Cumulative Share Capital		
						No. of Equity Shares	Equity Share Capital (₹ in crore)	Equity Share Premium (₹ in crore)
1	25.03.2015	26769282	10	119.54	Cash	571378618	571.38	2444.73
2	30.09.2015	29181274	10	96.98	Cash	600559892	600.56	2698.55
3	31.03.2016	13244282	10	43.42	Cash	613804174	613.80	2742.81
4	16.05.2016	109229064	10	63.17	Cash	723033238	723.03	3323.58
5	17.10.2016	4230226	10	78.01	Cash	727263464	727.26	3352.35
6	24.10.2016	16426392	10	78.01	Cash	743689856	743.69	3464.07
7	07.08.2017	56524678	10	73.95	Cash	800214534	800.21	3825.55
8	03.03.2018	43829778	10	*53.94	Cash	844044312	844.04	4096.94
9	29.05.2018	210733352	10	71.18	Cash	1054777664	1054.78	5386.21
10	15.10.2018	389215046	10	45.99	Cash	1443992710	1444.00	6786.99
11	18.02.2019	652843095	10	46.78	Cash	2096835805	2096.84	9188.14
12	24.04.2019	1624882186	10	42.44	Cash	3721717991	3721.72	14459.26

*Issue Price of the share was at a discount of 25% on the base price of ₹71.92.

Notes:

- The Bank issued and allotted 2,67,69,282 equity shares of ₹10.00 each for cash at a premium of ₹109.54 per share aggregating to ₹319.99 crore on March 25, 2015 to Government of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹544.61 crore to ₹571.37 crore and the equity holding of Government of India in the Bank was raised from 58.90% to 60.83%.



Private Placement Offer Letter: Allahabad Bank

- b. The Bank issued and allotted 2,91,81,274 equity shares of ₹ 10.00 each for cash at a premium of ₹86.98 per share aggregating to ₹282.99 crore on September 30, 2015 to Government of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹571.37 crore to ₹600.56 crore and the equity holding of Government of India in the Bank was raised from 60.83% to 62.73%.
- c. The Bank issued and allotted 1,32,44,282 equity shares of ₹10.00 each for cash at a premium of ₹33.42 per share aggregating to ₹57.51 crore on March 31, 2016 to Life Insurance Corporation of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹600.56 crore to ₹613.80 crore and the equity holding of Government of India in the Bank was declined from 62.73% to 61.38%.
- d. The Bank issued and allotted 10,92,29,064 equity shares of ₹10.00 each for cash at a premium of ₹53.17 per share aggregating to ₹690.00 crore on May 16, 2016 to Government of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹613.80 crore to ₹723.03 crore and the equity holding of Government of India in the Bank was raised from 61.38% to 67.21%.
- e. The Bank has issued and allotted 42,30,226 equity shares of face value of ₹10.00 at an issue price of ₹78.01 including a premium of ₹68.01 per equity share to Government of India (President of India) on preferential basis on 17.10.2016 for a total consideration of ₹33 Crore. The Bank has also issued and allotted 1,64,26,392 equity shares of face value of ₹10.00 at an issue price of ₹78.01 including a premium of ₹68.01 per equity share to Life Insurance Corporation of India (LIC) on 24.10.2016 for a total consideration of ₹128.14 Crore. As a result, the shareholding of Govt. of India (President of India) has increased from 61.38% as on 31.03.2016 to 65.92% as on 31.03.2017.
- f. The Bank has issued and allotted 5,65,24,678 new equity shares of face value of ₹10.00 at an issue price of ₹73.95 including a premium of ₹63.95 per equity share to Government of India (President of India) on preferential basis on 07.08.2017 against the capital infusion of ₹418 Crore received by the Bank on 31.03.2017 from Government of India (President of India) for FY 2016-17.
- g. The Bank made an offer of upto 5 (five) crore new equity shares of face value of ₹10.00 each to its eligible employees under an Employee Share Purchase Scheme namely "AllBank-ESPS" at an issue/exercise price of ₹53.94 per share. The issue price of ₹53.94 is at 25% discount to the base price of ₹71.92. Out of said five crore shares offered by the Bank to its Eligible Employees, 4,38,29,778 shares were validly exercised by the 21,742 Eligible Employees. The allotment of shares under the AllBank-ESPS was made on 03.03.2018. The Bank received an amount of ₹236,41,78,225.32 (Rupees two hundred thirty six crore forty one lac seventy eight thousand two hundred twenty five and paise thirty two only) as subscription/exercise money for the issue and allotment of 4,38,29,778 new equity shares to its Eligible Employees under AllBank-ESPS. Post Allotment of shares under ESPS, the shareholding of GOI has come down to 64.78%.
- h. The Bank issued and allotted 21,07,33,352 new equity shares of face value of ₹10.00 each at an issue price of ₹71.18 including premium of ₹61.18 per equity share for cash on Preferential basis to the Government of India (President of India), the promoter of the Bank on 29.05.2018.
- i. The Bank issued and allotted 38,92,15,046 equity shares of ₹10.00 each for cash at a premium of ₹35.99 per share aggregating to ₹1790 crore on 15.10.2018 to Government of India on preferential basis.
- j. The Bank issued and allotted 65,28,43,095 equity shares of ₹10.00 each for cash at a premium of ₹36.78 per share aggregating to ₹3054 crore on 18.02.2019 to Government of India on preferential basis.
- k. The Bank has allotted 162,48,82,186 new shares of face value of ₹10 at an issue price of ₹42.44 including a premium of ₹32.44 per equity share to Government of India (President of India) on 24.04.2019 against capital infusion of ₹6896 Crore. After allotment of said shares, the shareholding of Government of India (President of India) has increased to 92.01%.

4. CHANGES IN CAPITAL STRUCTURE OF THE ISSUER FOR LAST FIVE YEARS & UPTO 30.09.2019:

Particulars of change	Amount (₹in crore)	Date of change (AGM/ EGM)
The Bank issued and allotted 2,67,69,282 equity shares of ₹10.00 each for cash at a premium of ₹109.54 per share aggregating to ₹319.99 crore on March 25, 2015 to Government of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹544.61crore to ₹571.37 crore and the equity holding of Government of India in the Bank was raised from 58.90% to 60.83%.	319.99	Extraordinary General Meeting of shareholders of Bank was held on 10.03.2015 to approve the issue and allotment of 2,67,69,282 equity shares of ₹10.00 each for cash at a premium of ₹109.54 per share aggregating to ₹319.99crore to Government of India on preferential basis.



Private Placement Offer Letter: Allahabad Bank

The Bank issued and allotted 2,91,81,274 equity shares of ₹10.00 each for cash at a premium of ₹86.98 per share aggregating to ₹282.99 crore on September 30, 2015 to Government of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹571.37 crore to ₹600.55 crore and the equity holding of Government of India in the Bank was raised from 60.83% to 62.73%.	282.99	Extraordinary General Meeting of shareholders of Bank was held on 30.09.2015 to approve the issue and allotment of 2,91,81,274 equity shares of ₹10.00 each for cash at a premium of ₹86.98 per share aggregating to ₹282.99 crore to Government of India on preferential basis.
The Bank issued and allotted 1,32,44,282 equity shares of ₹10.00 each for cash at a premium of ₹33.42 per share aggregating to ₹57.51 crore on March 31, 2016 to Life Insurance Corporation of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹600.56 crore to ₹613.80 crore and the equity holding of Government of India in the Bank was declined from 62.73% to 61.38%.	57.51	Extraordinary General Meeting of shareholders of Bank was held on 30.03.2016 to approve the issue and allotment of 1,32,44,282 equity shares of ₹10.00 each for cash at a premium of ₹33.42 per share aggregating to ₹57.51 crore to Life Insurance Corporation of India on preferential basis.
The Bank issued and allotted 10,92,29,064 equity shares of ₹10.00 each for cash at a premium of ₹53.17 per share aggregating to ₹690.00 crore on May 16, 2016 to Government of India on preferential basis. Thereafter, the paid up equity capital of the Bank increased from ₹613.80 crore to ₹723.03 crore and the equity holding of Government of India in the Bank was raised from 61.38% to 67.21%.	690.00	Extraordinary General Meeting of shareholders of Bank was held on 04.05.2016 to approve the issue and allotment of 10,92,29,064 equity shares of ₹10.00 each for cash at a premium of ₹53.17 per share aggregating to ₹690.00 crore to Government of India on preferential basis.
The Bank issued and allotted 42,30,226 equity shares of face value of ₹10.00 at an issue price of ₹78.01 including a premium of ₹68.01 per equity share to Government of India (President of India) on preferential basis on 17.10.2016 for a total consideration of ₹33 Crore. The Bank has also issued and allotted 1,64,26,392 equity shares of face value of ₹10.00 at an issue price of ₹78.01 including a premium of ₹68.01 per equity share to Life Insurance Corporation of India (LIC) on 24.10.2016 for a total consideration of ₹128.14 Crore. As a result, the shareholding of Govt. of India (President of India) has increased from 61.38% as on 31.03.2016 to 65.92% as on 31.03.2017.	161.14	Extraordinary General Meeting of shareholders of Bank was held on 28.09.2016 to approve the issue and allotment of 42,30,226 equity shares of face value of ₹10.00 at an issue price of ₹78.01 including a premium of ₹68.01 per equity share to Government of India (President of India) on preferential basis for a total consideration of ₹33 Crore and issue and allotment of 1,64,26,392 equity shares of face value of ₹10.00 at an issue price of ₹78.01 including a premium of ₹68.01 per equity share to Life Insurance Corporation of India (LIC) for a total consideration of ₹128.14 Crore.
The Bank has issued and allotted 5,65,24,678 new equity shares of face value of ₹10.00 at an issue price of ₹73.95 including a premium of ₹63.95 per equity share to Government of India (President of India) on preferential basis on 07.08.2017 against the capital infusion of ₹418 Crore received by the Bank on 31.03.2017 from Government of India (President of India) for FY 2016-17.	418.00	Extraordinary General Meeting of shareholders of Bank was held on 17.05.2017 to approve the issue and allotment of 5,65,24,678 equity shares of ₹10.00 each for cash at a premium of ₹63.95 per share aggregating to ₹418.00 crore to Government of India on preferential basis.
The Bank made an offer of upto 5 (five) crore new equity shares of face value of ₹10.00 each to its eligible employees under an Employee Share Purchase Scheme namely "AllBank-ESPS" at an issue/exercise price of ₹53.94 per share. The issue price of ₹53.94 is at 25% discount to the base price of ₹71.92. The allotment of shares under the AllBank-ESPS were made on 03.03.2018. The Bank received an amount of ₹236,41,78,225.32 (Rupees two hundred thirty six crore forty one lakh seventy eight thousand two hundred twenty five and paise thirty two only) as subscription/exercise money for the issue and allotment of 4,38,29,778 new equity shares to its Eligible Employees under AllBank-ESPS. Post allotment of shares under ESPS,	236.41	Extraordinary General Meeting of shareholders of Bank was held on 17.01.2018 to approve the issue and allotment of 5,00,00,000 equity shares of ₹10.00 each to employees of the Bank. The Bank received an amount of ₹236,41,78,225.32 (Rupees two hundred thirty six crore forty one lac seventy eight thousand two hundred twenty five and paise thirty two only) as subscription/exercise money for the issue and allotment of 4,38,29,778 new equity shares to its Eligible



Private Placement Offer Letter: Allahabad Bank

the shareholding of the Government of India (President of India) has come down to 64.78%.		Employees under AllBank-ESPS.
The Bank issued and allotted 21,07,33,352 new equity shares of face value of ₹10.00 each at an issue price of ₹71.18 including premium of ₹61.18 per equity share aggregating to ₹1500 Crore to Government of India on preferential basis on 29.05.2018	1500.00	Extraordinary General Meeting of shareholders of Bank was held on 21.03.2018 to approve the issue and allotment of 21,07,33,352 equity shares of ₹10.00 each for cash at a premium of ₹61.18 per equity share aggregating to ₹1500 Crore to Government of India on preferential basis.
The Bank issued and allotted 38,92,15,046 equity shares of ₹10.00 each for cash at a premium of ₹35.99 per share aggregating to ₹1790 crore on 15.10.2018 to Government of India on preferential basis.	1790.00	Extraordinary General Meeting of shareholders of Bank was held on 18.09.2018 to approve the issue and allotment of 38,92,15,046 equity shares of ₹10.00 each for cash at a premium of ₹35.99 per equity share aggregating to ₹1790 Crore to Government of India on preferential basis.
The Bank issued and allotted 65,28,43,095 equity shares of ₹10.00 each for cash at a premium of ₹36.78 per share aggregating to ₹3054 crore on 18.02.2019 to Government of India on preferential basis.	3054.00	Extraordinary General Meeting of shareholders of Bank was held on 10.01.2019 to approve the issue and allotment of 65,28,43,095 equity shares of ₹10.00 each for cash at a premium of ₹36.78 per equity share aggregating to ₹3054 Crore to Government of India on preferential basis.
The Bank allotted 162,48,82,186 new shares of face value of ₹10 at an issue price of ₹42.44 including a premium of ₹32.44 per equity share to Government of India (President of India) on 24.04.2019 against capital infusion of ₹6896 Crore. After allotment of said shares, the shareholding of Government of India (President of India) has increased to 92.01%.	6896.00	Extraordinary General Meeting of shareholders of Bank was held on 26.03.2019 to approve the issue and allotment of 162,48,82,186 equity shares of ₹10.00 each for cash at a premium of ₹32.44 per equity share aggregating to ₹6896 Crore to Government of India on preferential basis.

5. DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR:

- Allahabad UP Gramin Bank (AUPGB) with Head Office at Banda (UP) was sponsored by our Bank till 31.03.2019.

The Government of India vide notification no. 7/8/2017-RRB (Uttar Pradesh II) dated 25.01.2019 has notified the amalgamation of AUPGB and Gramin Bank of Aryawart (sponsored by Bank of India) into a single Regional Rural Bank. The AUPGB, our sponsored RRB has ceased the business w.e.f 01.04.19 and amalgamated to Gramin Bank of Aryawart, sponsored by Bank of India (BOI).

- The Bank received communication dated 30.08.2019 from the Government of India, Ministry of Finance communicating that the Alternate Mechanism of GOI after consultation with RBI has decided that Indian Bank and Allahabad Bank may consider amalgamation of Allahabad Bank into Indian Bank.

The Board of Directors of the Bank in its meeting dated 16.09.2019 accorded in-principle approval to the proposal of amalgamation of GOI.

The Bank received communication dated 13.11.2019 from the Government of India, Ministry of Finance on communicating that the Alternate Mechanism of GOI has accorded in-principle approval to the proposed amalgamation of Allahabad Bank into Indian Bank with Indian Bank as the transferee bank and Allahabad bank as transferor bank.

6. DETAILS OF ANY REORGANIZATION OR RECONSTITUTION IN THE LAST 1 YEAR

Type of Event	Date of Announcement	Date of Completion	Details
None	None	None	None



7. SHAREHOLDING PATTERN OF THE ISSUER (AS ON 30.09.2019)

Sr. No.	Category	No. of Shareholders	Total No. of Shares	No. of Shares in Demat form	Total Shareholding as a %age of Total No. of Shares
A	Shareholding of Promoter & Promoter Group				
(1)	Indian				
(a)	Individuals/ Hindu Undivided Family	0	0.00	0.00	0.00
(b)	Central Government/ State Government(s)	1	3424406768	3424406768	92.01
(c)	Bodies Corporate	0	0.00	0.00	0.00
(d)	Financial Institutions/ Banks	0	0.00	0.00	0.00
	Sub-Total (A)(1)	1	3424406768	3424406768	92.01
(2)	Foreign				
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	0	0.00	0.00	0.00
(b)	Bodies Corporate	0	0.00	0.00	0.00
(c)	Institutions	0	0.00	0.00	0.00
	Sub-Total (A)(2)	0	0.00	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	1	3424406768	3424406768	92.01
B	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds/ UTI	5	28006298	28006298	0.75
(b)	Financial Institutions/ Banks	6	778090	778090	0.02
(c)	Insurance Companies	5	107579077	107579077	2.89
(d)	Foreign Institutional Investors	0	0	0	0
(e)	Foreign Portfolio Investors	59	33853905	33853905	0.91
	Sub-Total (B)(1)	75	170217370	170217370	4.57
(2)	Central Government/State Government(s)	1	34972	34972	0.00
(3)	Non-Institutions				
(a)	Individuals				
(i)	Individual shareholders holding nominal share capital up to ₹2 lakh	202188	71537898	58474686	1.92
(ii)	Individual shareholders holding nominal share capital in excess of ₹2 lakh	109	8990998	8920098	0.24
(b)	Others	21628	46529985	46377085	1.25
(i)	Non Resident Individuals	1146	1315122	1275622	0.04
(ii)	Trusts/HUF	10	67819	67819	0.00
(iii)	Bodies Corporate	704	8388232	8274832	0.23
(iv)	Clearing Members/Corp.	127	444947	444947	0.01
(v)	LLP	0	0	0	0
(vi)	Directors & relatives	3	700	700	0.00
(vii)	Employee	19638	36313165	36313165	0.98
	Sub-Total(B)(3)	223925	127058881	113771869	3.41
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	224001	297311223	284024211	7.99
	TOTAL (A)+(B)	224002	3721717991	3708430979	100.00
C	Shares held by Custodians and against which Depository Receipts have been issued				
		0	0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	224002	3721717991	3708430979	100.00

**8. TOP 10 EQUITY SHARE HOLDERS OF THE ISSUER** (as on 30.09.2019)

Sr. No.	Name of Shareholder	Total No. of Equity Shares held	No. of Equity Shares held in Demat form	Total Shareholding as a %age of Total No. of Equity Shares
1.	President of India	3424406768	3424406768	92.01
2.	Life Insurance Corporation of India-Various A/C	104432997	104432997	2.80
3.	HDFC Trustee Company Ltd - Various A/C	26970121	26970121	0.71
4.	Vanguard Total International Stock Index Fund	4495931	4495931	0.12
5.	Emerging Markets Core Equity Portfolio	4209398	4209398	0.11
6.	Vanguard Emerging Markets Stock Index Fund	3364029	3364029	0.09
7.	The Emerging Markets Small Cap Series of the DFA Investment	3085742	3085742	0.08
8.	The Hartford International Value Fund	3043699	3043699	0.08
9.	Pimco Equity Series Pimco Rae Fundamental Emerging Markets	2766514	2766514	0.07
10.	Ashish Ramesh kumar Goenka	2344011	2344011	0.06
TOTAL		3579119210	3579119210	96.15

9. PROMOTER HOLDING IN THE ISSUER (as on 30.09.2019)

Sr. No.	Name of Shareholder	Total No. of Equity Shares held	No. of Equity Shares held in Demat form	Total shareholding as a %age of Total No. of Equity Shares	No. of Equity Shares Pledged	% of Equity Shares pledged with respect to shares owned
1.	President of India acting through Ministry of Finance, Government of India	3424406768	3424406768	92.01	Nil	Nil

10. BORROWINGS OF THE ISSUER (as on 30.09.2019)**a. Secured Loan Facilities**

Lender's Name	Type of Facility	Amount sanctioned (₹ in crore)	Principal Amount Outstanding (₹ in crore)	Repayment Date/ Schedule	Security
The Bank has not availed any secured borrowings from any of the creditors					

b. Unsecured Loan Facilities (as on 30.09.2019)

Lender's Name	Type of Facility	Amount Sanctioned (₹ in crore)	Principal Amount Outstanding (₹ in crore)	Repayment Date/ Schedule
Reserve Bank of India	REPO Borrowing	500.00	500.00	N/A
Other Banks	Tier 1 Bonds (IPDI)	9.70	9.70	*Perpetual
	Tier II Bonds	475.20	475.20	#Between 20.01.2025 to 25.01.2027
	(i). Upper Tier 2 Bonds	90.00	90.00	
	(ii). BASEL III Tier 2 Bonds	385.20	385.20	



Private Placement Offer Letter: Allahabad Bank

Other Institutions and Agencies	Tier 1 Bonds (IPDI)	140.30	140.30	*Perpetual
	Tier II Bonds	2524.80	2524.80	#Between 20.01.2025 to 25.01.2027
	(i). Upper Tier 2 Bonds	410.00	410.00	
	(ii). BASEL III Tier 2 Bonds CBLO	2114.80	2114.80	
		1499.78	1499.78	
	Refinance – SIDBI/NHB/NSFDC	1005.62	487.00	Repayment between 2015 to 2024
	Others	300.00	300.00	Term deposit from Union Bank of India with maturity in April, 2020.
Borrowing Outside India	Loan	4500.00	3189.38	Between 16.09.2020 to 30.01.2023
Total		10955.40	9126.16	

*The Board of Directors of the Bank has approved for exercise of Call Option on Bank's outstanding IPDI Series II of ₹150.00 crore on its annual Anniversary date i.e. 18.12.2019.

The Board of Directors of the Bank has approved for exercise of Call Option on Bank's Outstanding Upper Tier 2 Bonds Series II of ₹500.00 crore its annual Anniversary date i.e. 18.12.2019.

c. Deposits (as on 30.09.2019)

(₹ in crore)		
Sr. No.	Particulars	Amount
A.	Demand Deposits	
(i)	From Banks	21.71
(ii)	From Others	10349.10
	Total (Demand Deposits) (A)	10370.81
B.	Saving Banks Deposits	93844.43
C.	Term Deposits	
(i)	From Banks	10.52
(ii)	From Others	112399.57
	Total (Term Deposits) ©	112410.09
	Total Deposits (A+B+C)	216625.32

d. Capital Status Bonds (as on 30.09.2019)

Bond Series	Tenure (in months)	Coupon Rate (% p.a.)	Amount (₹ in crore)	Date of Allotment	Repayment Date	Credit Rating (current)	Secured/ Unsecured
1. Upper Tier 2 Bonds*							
Series II	180	8.58	500.00	18.12.2009	18.12.2024	CARE A (Under Credit watch with Developing Implications) & CRISIL- A+/ Negative	Unsecured
Total- Upper Tier 2 Bonds			500.00				
2. Innovative Perpetual Debt Instruments**							
Series II	Perpetual	9.08	150.00	18.12.2009	Perpetual	CARE A; (Single A, under credit watch with developing implication) & CRISIL A+ (Negative)	Unsecured
Total- Innovative Perpetual Debt Instruments			150.00				



Private Placement Offer Letter: Allahabad Bank

3. Basel III Compliant Tier 2 Debt Instruments							
Series I	120	8.78	500.00	20.01.2015	20.01.2025	AA- Negative by CRISIL &BWR A+ by Brickwork (Rating Under Watch with Developing Implications)	Unsecured
Series II	120	8.64	1000.00	21.12.2015	20.12.2025	A+ by CRISIL &BWR A+ (Rating Under Watch with Developing Implications)	Unsecured
Series III	120	8.15	1000.00	25.01.2017	25.01.2027	IND AA-/RWE & CARE A+; Credit watch with developing implication	Unsecured
Total- Basel III Compliant Tier 2 Debt Instruments			2500.00				

*The Bank exercised Call Option on Bank's outstanding IPDI Series II Bonds of ₹150.00 crore on its annual Anniversary Date i.e. 18.12.2019.

** The Bank exercised Call Option on Bank's Outstanding Upper Tier 2 Bonds Series II of ₹500.00 crore on its annual Anniversary date i.e. 18.12.2019.

11. TOP 10 BONDHOLDERS*(as on 30.09.2019)

(₹ in crore)

Sr. No.	Name of bondholder	Total face value amount of bonds held
1.	Life Insurance Corporation of India	644.00
2.	LIC A/c Varishtha Pension Bima Yojana	356.00
3.	The State Bank of India Employees Provident Fund	350.00
4.	CBT EPF-11-C-DM	225.00
5.	CBT EPF-05-A-DM	200.00
6.	CBT EPF-05-D-DM	173.90
7.	CBT EPF-05-B-DM	151.00
8.	CBT EPF-05-D-DM	125.00
9.	CBT EPF-05-B-DM	95.00
10.	Coal Mines Provident Fund Organisation	89.50
Total		2409.40

* Top 10 holders' of bonds have been shown on a cumulative basis for all outstanding bonds.

12. AMOUNT OF CORPORATE GUARANTEES ISSUED BY THE ISSUER IN FAVOUR OF VARIOUS COUNTER PARTIES INCLUDING ITS SUBSIDIARIES, JOINT VENTURE ENTITIES, GROUP COMPANIES ETC.

The Issuer is a Public Sector Bank and issues Bank Guarantees in its normal course of Banking Business, However, the Bank has not issued any corporate guarantee in favour of its subsidiaries, joint venture entities, group companies etc.

13. CERTIFICATE OF DEPOSITS ISSUED BY THE ISSUER (As on 30.09.2019)

Sl. No.	Maturity Date	Total face value amount of Certificate of Deposits outstanding (₹ in crore)
		NIL

**14. OTHER BORROWINGS (INCLUDING HYBRID DEBT LIKE FOREIGN CURRENCY CONVERTIBLE BONDS ("FCCBs"), OPTIONALLY CONVERTIBLE BONDS/ DEBENTURES/ PREFERENCE SHARES)**

As on 30.09.2019, the Issuer has not issued any hybrid debt like Foreign Currency Convertible Bonds ("FCCBs"), Optionally Convertible Bonds/ Debentures ("OCBs")/ Preference Shares etc.

15. SERVICING BEHAVIOR ON EXISTING DEBT SECURITIES, 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 ISSUER, IN THE PAST 5 YEARS

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

16. OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN PURSUANCE OF AN OPTION

The Issuer confirms that other than and to the extent mentioned elsewhere in this Private Placement Offer Letter, 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.

17. AUDITED FINANCIAL INFORMATION OF THE ISSUER**A. STANDALONE:****a. Statement of Profit & Loss:**

(₹ in crore)

Sl. No.	Parameters	FY	FY	FY
		2018-19	2017-18	2016-17
I	Income			
a.	Interest Earned	16864.29	16358.49	17660.39
b.	Other Income	1700.20	2692.56	2644.33
	Total Income	18564.49	19051.05	20304.72
II	EXPENDITURE			
a.	Interest Expended	11353.48	11626.10	12373.36
b.	Operating Expenses	4444.00	3986.63	4064.59
c.	Provisions and Contingencies	11100.97	8112.69	4180.28
	Total Expenditure	26898.45	23725.42	20618.23
III	PROFIT FOR THE YEAR	(8333.96)	(4674.37)	(313.51)
	Profit brought forward	(5290.69)	(616.32)	(360.08)
	Total	(13624.65)	(5290.69)	(673.59)
IV	APPROPRIATIONS	NIL	NIL	NIL
	Transfer to Statutory Reserves	NIL	NIL	NIL
	Transfer to Revenue Reserves	NIL	NIL	NIL
	Transfer to Capital Reserve - Others	NIL	NIL	NIL
	Transfer to Special Reserve (in terms of Sec 36(l)(viii) of I.T. Act 1961)	NIL	NIL	NIL
	Transfer to / from IRS Reserve	NIL	NIL	NIL
	Proposed Dividend	NIL	NIL	NIL
	Tax on Dividends	NIL	NIL	NIL
	Balance carried to Balance Sheet	(13624.65)	(5290.69)	(673.59)
	Total	(13624.65)	(5290.69)	(673.59)
	Earnings Per Share (Basic & Diluted) (in ₹)	(65.34)	(59.63)	(4.36)



b. Balance Sheet

(₹ in crore)

Sl. No.	Parameters	As on	As on	As on
		31-03-2019	31-03-2018	31-03-2017
I	CAPITAL & LIABILITIES			
a.	Capital	2096.84	844.04	743.69
b.	Reserves & Surplus	7033.48	9424.35	13552.71
	Share Application Money pending Allotment	6896.00	1500.00	418.00
c.	Deposits	214334.07	213603.83	201870.22
d.	Borrowings	12488.94	21400.52	14670.32
e.	Other Liabilities and Provisions	5726.44	5889.54	5782.94
	Total	248575.77	252662.28	237037.88
II	ASSETS			
a.	Cash & Balances with Reserve Bank of India	9672.32	9250.88	8585.80
b.	Balances with Banks and Money at Call & Short Notice	4561.20	12130.92	13469.52
c.	Investments (Net)	79557.91	67714.03	55136.07
d.	Advances (Net)	142212.16	152060.74	150752.70
e.	Fixed Assets (Net)	3538.26	3132.09	3191.85
f.	Other Assets	9033.92	8373.62	5901.94
	Total	248575.77	252662.28	237037.88
	Contingent Liabilities	176636.57	212147.24	168085.77
	Bills for Collection	9452.05	12877.05	15669.83

b. Cash Flow Statement

(₹ in crore)

Parameters		FY	FY	FY
		2018-19	2017-18	2016-17
A	Cash flow from operating activities	(15806.18)	(2566.08)	(1112.78)
B	Cash flow from investing activities	(116.04)	(83.34)	(92.74)
C	Cash flow from financing activities	8773.94	2013.11	904.68
	Net Change in cash and cash equivalents	(7148.28)	(636.31)	(300.83)
D	Cash and cash equivalents at the beginning of the year	21381.80	22018.11	22356.15
E	Cash and cash at the end of the year (A+B+C+D)	14233.52	21381.80	22055.32
A	Cash flow from operating activities			
	Net Profit before Taxes	(9130.89)	(6591.02)	(604.70)
	Adjustment for:			
	Depreciation	138.11	143.10	156.74
	(Profit)/Loss on sale of Fixed Assets (Net)	0.00	0.01	(0.03)
	Provision for Bad & Doubtful Debts including floating	11761.13	10326.45	4552.37
	Provision for Standard Assets	(137.38)	(634.39)	95.59
	Depreciation on Investments	465.78	743.27	245.79
	Other Provisions (Net)	(191.63)	(405.99)	(422.27)
	Other income : Dep. on revaluated property	----	----	(47.56)
	Interest on IPDI & Subordinate Bonds	416.06	502.11	412.56
	Less: Direct Taxes Paid	NIL	(375)	(514)
		3321.18	3708.54	3874.49



Private Placement Offer Letter: Allahabad Bank

	<u>Changes in Operating Assets & Liabilities</u>						
	Increase/ (Decrease) in Deposit		730.24		11733.61		1225.82
	Increase/ (Decrease) in Borrowings		(6361.57)		6030.19		(4774.82)
	(Increase)/ Decrease in Investments		(12309.67)		(13263.86)		1773.05
	(Increase)/ Decrease in Advances		(1900.25)		(11527.65)		(2796.56)
	Increase/ (Decrease) in Other Liabilities		1341.12		2858.83		298.05
	(Increase) / Decrease in Other Assets		(627.24)		(2105.74)		(712.81)
	Net cash from operating activities		(15806.19)		(2566.08)		(1112.78)
B	<u>Cash flow from investing activities</u>						
	(Increase)/ Decrease in Fixed Assets	(116.04)		(83.34)		(92.74)	
	Net cash from investing activities		(116.04)		(83.34)		(92.74)
	Parameters	FY		FY		FY	
		2018-19		2017-18		2016-17	
C	<u>Cash flow from financing activities</u>						
	Dividend paid during the year	NIL		NIL		(NIL)	
	Tax Paid on dividend	NIL		NIL		(NIL)	
	Interest on Subordinate bonds	(416.06)		(502.11)		(412.57)	
	Issue of Subordinated Debt (Bonds)	NIL		NIL		1000.00	
	Issue of Additional Tier 1 Bonds	NIL		1200.00		300.00	
	Redemption of Subordinated Debt (Bonds)	(900.00)		(500.00)		(561.90)	
	Redemption of Additional Tier 1 Bonds	(1500.00)		NIL		NIL	
	Redemption of Subordinated IPDI (Bonds)	(150.00)		(NIL)		NIL	
	Share Capital	1042.06		43.83		20.66	
	Share Premium	3801.94		271.39		140.49	
	Fund infused/(refund) by/to GOI for allotment of Capital	6896.00		1500.00		418.00	
	Net cash from financing activities		8773.94		2013.11		904.68
D	<u>Cash and cash at the beginning of the year</u>						
	Cash in hand (including foreign currency notes & gold)	578.80		544.81		613.71	
	Balances with Reserve Bank of India	8672.08		8003.78		8857.43	
	Balances with Banks and Money at Call and Short Notice	12130.92	21381.80	13469.52	22018.11	12885.01	22356.15
E	<u>Cash and cash at the end of the year</u>						
	Cash in hand (including foreign currency notes & gold)	545.09		578.80		582.02	
	Balances with Reserve Bank of India	9127.23		8672.08		8003.78	
	Balances with Banks and Money at Call and Short Notice	4561.20	14233.52	12130.92	21381.80	13469.52	22055.32

**d. Auditors' Qualifications**

Financial Year	Auditors' Qualifications
2018-19	Nil
2017-18	Nil
2016-17	Nil

B. CONSOLIDATED**a. Statement of Profit & Loss**

(₹ in crore)

Sr. No.	Parameters	FY	FY	FY
		2018-19	2017-18	2016-17
I	Income			
a.	Interest Earned	16915.78	16398.44	17694.35
b.	Other Income	1890.61	3089.06	2884.59
	Total Income	18806.39	19487.50	20578.94
II	EXPENDITURE			
a.	Interest Expended	11354.28	11626.74	12372.93
b.	Operating Expenses	4786.17	4281.47	4297.19
c.	Provisions and Contingencies	11123.31	8153.50	4187.82
	Total Expenditure	27263.76	24061.71	20857.94
III	PROFIT FOR THE YEAR	(8457.37)	(4574.21)	(279.00)
	Profit brought forward	(5016.81)	(439.13)	(158.59)
	Total	(13474.18)	(5013.34)	(437.59)
IV	APPROPRIATIONS			
	Transfer to Statutory Reserves	NIL	3.48	2.75
	Transfer to Revenue Reserves	NIL	NIL	NIL
	Transfer to Capital Reserve - Others	NIL	NIL	NIL
	Transfer to Special Reserve (in terms of Sec 36(l) (viii) of I.T. Act 1961)	NIL	NIL	NIL
	Transfer to / from IRS Reserve	NIL	NIL	NIL
	Proposed Dividend	NIL	NIL	NIL
	Tax on Dividends	NIL	NIL	NIL
	Balance carried to Balance Sheet	(13474.18)	(5016.81)	(440.34)
	Total	(13474.18)	(5013.34)	(437.59)
	Earnings Per Share (Basic & Diluted) (in ₹)	(66.30)	(58.35)	(3.88)

b. Balance Sheet

(₹ in crore)

Sr. No.	Parameters	FY	FY	FY
		2018-19	2017-18	2016-17
I	CAPITAL & LIABILITIES			
a.	Capital	2096.84	844.04	743.69
b.	Reserves & Surplus	7298.86	9812.22	13874.50
	Share Application Money pending Allotment	6896.00	1500.00	418.00
c.	Deposits	214330.08	213595.39	201835.31
d.	Borrowings	12495.68	21412.42	14682.51
e.	Other Liabilities and Provisions	6459.20	6553.62	6408.62
	Total	249576.66	253717.69	237962.63
II	ASSETS			
a.	Cash & Balances with Reserve Bank of India	9672.46	9251.01	8585.97
b.	Balances with Banks and Money at Call & Short Notice	4577.49	12168.04	13500.54
c.	Investments	80237.69	68502.31	55805.28
d.	Advances	142212.17	152060.74	150752.69
e.	Fixed Assets	3552.32	3147.62	3203.07
f.	Other Assets	9324.53	8587.96	6115.08
	Total	249576.66	253717.69	237962.63



c. Cash Flow Statement

(₹ in crore)

Parameters		FY		FY		FY	
		2018-19		2017-18		2016-17	
A	Cash flow from operating activities		(15825.14)		(2552.99)		(1100.84)
B	Cash flow from investing activities		(117.90)		(90.38)		(96.01)
C	Cash flow from financing activities		8773.94		2013.11		904.67
	Net Change in cash and cash equivalents		(7169.10)		(630.26)		(292.18)
D	Cash and cash equivalents at the beginning of the year		21419.05		22049.31		22378.69
E	Cash and cash at the end of the year (A+B+C+D)		14249.95		21419.05		22086.51
A	<u>Cash flow from operating activities</u>						
	Net Profit before Taxes	(9233.57)		(6451.97)		(563.18)	
	Adjustment for:						
	Depreciation	141.44		145.82		159.39	
	(Profit)/Loss on sale of Fixed Assets (Net)	0.00		0.01		(0.03)	
	Provision for Bad & Doubtful Debts including floating	11761.13		10326.45		4552.37	
	Provision for Standard Assets	(137.38)		(634.39)		95.59	
	Depreciation on Investments	467.38		745.20		246.27	
	Other Provisions (Net)	(191.63)		(405.99)		(422.23)	
	Other income : Dep. on revaluated property	0.00		0.00		(47.56)	
	Interest on IPDI & Subordinate Bonds	416.06		502.11		412.57	
	TOTAL	3223.43		4227.23		4433.19	
	Less: Direct Taxes Paid	(18.59)	3204.84	(375.00)	3852.23	(522.81)	3910.38
	<u>Changes in Operating Assets & Liabilities</u>						
	Increase/ (Decrease) in Deposit		734.69		11760.08		1210.89
	Increase/ (Decrease) in Borrowings		(6366.74)		6029.91		(4769.94)
	(Increase)/ Decrease in Investments		(12201.85)		(13418.94)		1605.51
	(Increase)/ Decrease in Advances		(1900.25)		(11527.66)		(2796.55)
	Increase/ (Decrease) in Other Liabilities		1389.07		2858.34		559.55
	(Increase) / Decrease in Other Assets		(684.92)		(2106.95)		(820.68)
	Net cash from operating activities		(15825.14)		(2552.99)		(1100.84)
B	<u>Cash flow from investing activities</u>						
	(Increase)/ Decrease in Fixed Assets	(117.90)		(90.38)		(96.01)	
	Net cash from investing activities		(117.90)		(90.38)		(96.01)



Private Placement Offer Letter: Allahabad Bank

Parameters		FY		FY		FY	
		2018-19		2017-18		2016-17	
C	<u>Cash flow from financing activities</u>						
	Dividend paid during the year including Tax Paid on dividend	0.00		0.00		0.00	
	Interest on Subordinate bonds	(416.06)		(502.11)		(412.57)	
	Issue of Subordinated Debt (Bonds)	0.00		0.00		1000.00	
	Issue of Subordinated Perpetual Debt :Additional Tier 1 capital	0.00		1200.00		300.00	
	Redemption of Additional Tier 1 Bonds	(1500.00)		0.00		0.00	
	Redemption of Subordinated Debt (Bonds)	(900.00)		0.00		(561.90)	
	Redemption of Subordinated IPDI (Bonds)	(150.00)		(500.00)		0.00	
	Share Capital	1042.06		43.83		20.65	
	Share Premium	3801.94		271.39		140.49	
	Fund infused/(refund) by/to GOI for allotment of Capital	6896.00		1500.00		418.00	
	Net cash from financing activities		8773.94		2013.11		904.67
D	<u>Cash and cash at the beginning of the year</u>						
	Cash in hand (including foreign currency notes & gold)	578.93		544.99		613.80	
	Balances with Reserve Bank of India	8672.08		8003.78		8857.43	
	Balances with Banks and Money at Call and Short Notice	12168.04		13500.54		12907.46	
			21419.05		22049.31		22378.69
E	<u>Cash and cash at the end of the year</u>						
	Cash in hand (including foreign currency notes & gold)	545.23		578.93		582.19	
	Balances with Reserve Bank of India	9127.23		8672.08		8003.78	
	Balances with Banks and Money at Call and Short Notice	4577.49		12168.04		13500.54	
			14249.95		21419.05		22086.51

d. Auditors' Qualifications

Financial Year	Auditors' Qualifications
2018-19	Nil
2017-18	Nil
2016-17	Nil


18. LATEST LIMITED REVIEW QTRLY AND HALF YEARLY FINANCIAL INFORMATION OF THE ISSUER (STANDALONE)

(₹ in Lakh)

Sl. No.	Particulars	Quarter Ended			Half Year Ended		Year Ended
		30.09.2019	30.06.2019	30.09.2018	30.09.2019	30.09.2018	31.03.2019
		Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
1	Interest Earned (a) + (b) + (c) +(d)	411176	432311	399955	843487	859905	1686429
(a)	Interest/Discount on Advances/bills	275143	287840	259593	562983	595172	1118573
(b)	Income on Investments	126316	133242	116738	259558	227145	494283
(c)	Interest on Balances with Reserve Bank of India and other interbank funds	8147	8891	12886	17038	24372	41365
(d)	Others	1570	2338	10738	3908	13216	32208
2	Other Income	51114	42438	41117	93552	60571	170021
A	TOTAL INCOME (1)+(2)	462290	474749	441072	937039	920476	1856450
3	Interest Expended	283605	279301	284905	562906	574490	1135349
4	Operating Expenses (e) + (f)	115398	109493	102770	224891	209608	444400
(e)	Employees Cost	70987	66151	57064	137138	119744	252987
(f)	Other operating expenses (All items exceeding 10% of the total expenditure excluding interest expenditure have been shown separately)	44411	43342	45706	87753	89864	191413
B	Total Expenditure (3) + (4) excluding Provisions and Contingencies	399003	388794	387675	787797	784098	1579749
C	Operating Profit (A - B) (profit before Provisions & Contingencies)	63287	85955	53397	149242	136378	276701
D	Provisions (other than tax) and Contingencies	274060	100880	235604	374940	511886	1189790
	of which provisions for Non-performing Assets	272196	110230	199188	382426	458225	1176113
E	Exceptional Items	0	0	0	0	0	0
F	Provision for Taxes	632	(27725)	64	(27092)	1200	(79693)
G	Net Profit (+)/Loss(-) from Ordinary Activities (C-D-E-F)	(211406)	12800	(182271)	(198606)	(376708)	(833396)
H	Extraordinary Items (net of tax expenses)	0	0	0	0	0	0
I	Net Profit(+)/Loss(-) for the period (G-H)	(211406)	12800	(182271)	(198606)	(376708)	(833396)
5	Paid-up equity share capital (Face Value @ Rs. 10 per Share)	372172	372172	105478	372172	105478	209684
6	Reserves excluding Revaluation Reserves (As per balance sheet of previous accounting year)	408980	408980	686742	408980	686742	408980
7	Analytical Ratios						
(i)	Percentage of shares held by Government of India	92.01	92.01	71.81	92.01	71.81	85.82
(ii)	Capital Adequacy Ratio (%) #	10.92	12.55	7.07	10.92	7.07	12.51
	(a) CET 1 Ratio (%)	8.05	9.68	4.98	8.05	4.98	9.65
	(b) Additional Tier 1 Ratio (%)	0.03	0.03	0.09	0.03	0.09	0.03
(iii)	Earning per share (EPS) Basic & Diluted (')	(5.68)	0.39	(17.28)	(5.65)	(38.13)	(65.34)



Private Placement Offer Letter: Allahabad Bank

(iv)	a) Amount of Gross Non-Performing Assets	3146753	2870347	2723619	3146753	2723619	2870478
	b) Amount of Net Non-Performing Assets	850209	822985	1108274	850209	1108274	741931
	c) % of Gross NPAs	19.05	17.43	17.53	19.05	17.53	17.55
	d) % Net NPAs	5.98	5.71	7.96	5.98	7.96	5.22
(v)	Return on Assets (Annualized) (%)	(3.50)	0.22	(3.05)	(1.66)	(3.14)	(3.48)
Items of other operating Expenses Exceeded 10% of total expenditure excluding interest Expenditure							
Rent, Taxes & Lighting		10670	10037	10305	20707	20865	43507

LATEST LIMITED REVIEW QTRLY AND HALF YEARLY FINANCIAL INFORMATION OF THE ISSUER (CONSOLIDATED)

(₹ in lakh)

Sl. No.	Particulars	Quarter Ended			Half Year Ended		Year Ended
		30.09.2019	30.06.2019	30.09.2018	30.09.2019	30.09.2018	31.03.2019
		Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
1	Interest Earned (a) + (b) + (c) +(d)	412462	433553	401143	846015	862310	1691577
(a)	Interest/Discount on Advances/bills	275142	287840	259593	562982	595172	1118573
(b)	Income on Investments	127602	134483	117925	262085	229550	499418
(c)	Interest on Balances with Reserve Bank of India and other interbank funds	8148	8891	12887	17039	24372	41378
(d)	Others	1570	2339	10738	3909	13216	32208
2	Other Income	60061	49559	48080	109620	75273	189061
A	TOTAL INCOME (1)+(2)	472523	483112	449223	955635	937583	1880638
3	Interest Expended	283628	279322	284921	562950	574530	1135428
4	Operating Expenses (e) + (f)	124244	117142	110015	241386	223567	478617
(e)	Employees Cost	71455	66691	57551	138146	120747	255115
(f)	Other operating expenses (All items exceeding 10% of the total expenditure excluding interest expenditure have been shown separately)	52789	50451	52464	103240	102820	223502
B	Total Expenditure (3) + (4) excluding Provisions and Contingencies	407872	396464	394936	804336	798097	1614045
C	Operating Profit (A - B) (profit before Provisions & Contingencies)	64651	86648	54287	151299	139486	266593
D	Provisions (other than tax) and Contingencies	274059	100881	235603	374941	511885	1189951
	of which provisions for Non-performing Assets	272197	110230	199188	382426	458225	1176113
E	Exceptional Items	0	0	0	0	0	0
F	Provision for Taxes	911	(27521)	303	(26612)	2135	(77620)
G	Net Profit (+)/Loss(-) from Ordinary Activities (C-D-E-F)	(210319)	13288	(181619)	(197030)	(374534)	(845738)
H	Extraordinary Items (net of tax expenses)	0	0	0	0	0	0
I	Net Profit(+)/Loss(-) for the period (G-H)	(210319)	13288	(181619)	(197030)	(374534)	(845738)
5	Paid-up equity share capital (Face Value @ Rs. 10 per Share)	372172	372172	105478	372172	105478	209684



Private Placement Offer Letter: Allahabad Bank

6	Reserves excluding Revaluation Reserves (As per balance sheet of previous accounting year)	435518	435518	725530	435518	725530	435518
7	Analytical Ratios						
(i)	Percentage of shares held by Government of India	92.01	92.01	71.81	92.01	71.81	85.82
(ii)	Capital Adequacy Ratio (%) #	10.88	12.52	7.28	10.88	7.28	12.59
	(a) CET 1 Ratio (%)	7.99	9.64	5.18	7.99	5.18	9.72
	(b) Additional Tier 1 Ratio (%)	0.04	0.03	0.09	0.04	0.09	0.03
(iii)	Earning per share (EPS) Basic & Diluted (‘)	(5.65)	0.40	(17.22)	(5.60)	(37.91)	(66.30)
(iv)	a) Amount of Gross Non-Performing Assets	3146753	2870347	2723619	3146753	2723619	2870478
	b) Amount of Net Non-Performing Assets	850209	822985	1108274	850209	1108274	741931
	c) % of Gross NPAs	19.05	17.43	17.53	19.05	17.53	17.55
	d) % Net NPAs	5.98	5.71	7.96	5.98	7.96	5.22
(v)	Return on Assets (Annualized) (%)	(3.43)	0.22	(3.01)	(1.63)	(3.16)	(3.48)
Items of other operating Expenses Exceeded 10% of total expenditure excluding interest Expenditure							
	Rent, Taxes & Lighting	11011	10200	10512	21211	21217	44583

19. MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE

- A. The Bank received communication dated 30.08.2019 from the Government of India, Ministry of Finance on communicating that the Alternate Mechanism of GOI after consultation with RBI has decided that Indian Bank and Allahabad Bank may consider amalgamation of Allahabad Bank into Indian Bank.
- B. The Board of Directors of the Bank in its meeting dated 16.09.2019 accorded in-principle approval to the proposal of amalgamation of GOI.
- C. The Bank received communication dated 13.11.2019 from the Government of India, Ministry of Finance on communicating that the Alternate Mechanism of GOI has accorded in-principle approval to the proposed amalgamation of Allahabad Bank into Indian Bank with Indian Bank as the transferee bank and Allahabad bank as transferor bank.



VIII. SUMMARY TERM SHEET:

Issuer	Allahabad Bank (the "Bank"/ the "Issuer")
Issue Size	₹1500/- crore
Option to retain oversubscription	Nil
Objects of the Issue	<p>Augmenting overall capital of the Bank for strengthening its capital adequacy and augmenting Tier II Capital (as the term is defined in the Basel III Guidelines) and over all capital of the issuer for strengthening its capital adequacy and for enhancing its long term resources.</p> <p>The funds being raised by the Bank through this issue are not meant for financing any particular project. The Bank shall utilize the proceeds of the issue for its regular business activities.</p> <p>The Bank undertakes that proceeds of the Issue shall not be used for any purpose which may be in contravention of the regulations/guidelines/norms issued by the RBI /SEBI/Stock Exchange(s)</p>
Instrument	Unsecured, Subordinated, Non-Convertible, Fully Paid Up, Taxable, Redeemable Basel III Compliant Tier 2 Bonds in the nature of Debentures for inclusion in Tier 2 Capital ("Bonds")
Nature and Status of Bonds	<p>The claims of the Bondholders shall be (a) senior to the claims of investors in Common Equity and instruments eligible for inclusion in Tier 1 capital issued of the Bank; (b) subordinate to the claims of all depositors and general creditors of the Bank; and (c) neither be secured nor covered by a guarantee of the Bank 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>The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation.</p> <p>Tier 1 Capital and Tier 2 Capital shall have the meaning ascribed to such terms under Basel III Guidelines.</p> <p>Notwithstanding anything to the contrary stipulated herein, the claims of the Bondholders shall be subject to the provisions of Loss Absorbency permanent principal write-down on PONV Trigger Event and Other Events mentioned in the disclosure document (the "Disclosure Document") and this Term Sheet</p>
Issuance Mode	In Demat Mode only
Convertibility	Non-Convertible
Trading Mode	In Demat Mode only
Credit Rating	CRISIL AA-/Watch with Positive Implications by CRISIL and Ind AA-/ Rating Watch Evolving (RWE) by India Ratings
Mode of Issue	Private Placement in Demat Form through NSE Electronic Bidding Platform
Type of Bidding	Closed Bidding
Manner of Allotment	Uniform Coupon
Security	Unsecured and Subordinated
Security Name	9.53% Allahabad Bank Basel III Tier 2 Bonds 2029
Face Value	₹10,00,000/- (Rupees ten lakh only) per Bond
Premium on Issue	Nil
Discount on Issue	Nil
Issue Price	At par (₹10,00,000/- per Bond)
Premium on Redemption	Nil
Discount on Redemption	Nil
Redemption Amount	<p>At par (₹10,00,000/- per Bond) 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 this Term Sheet.</p> <p>In case of redemption due to exercise of Call or otherwise in accordance with RBI</p>



	<p>guidelines, the Bonds shall be redeemed at par along with interest accrued till one day prior to the Call Date subject to adjustments and/or write-off on account of "Loss Absorbency", Permanent principal write-down on "PONV Trigger Event" & "Other Events" as mentioned in this Term Sheet.</p>
Tenor	10 years from the deemed date of allotment.
Lock-in-Period	Not Applicable
Minimum Application	1 (one) Bond and in multiples of 1 (one) Bond thereafter
Put Option	None
Put Option Price	Not applicable
Put Option Date	Not applicable
Put Notification Time	Not applicable
Call Option:	<p>(i) Issuer Call: The issuer, with prior approval of RBI may at its sole discretion, having notified the Trustee not less than 21 calendar days prior to the date of exercise of such issuer call (Which notice shall specify the date fixed for exercise of the issuer Call (The "Issuer call date"), may exercise a call option on the outstanding Bonds.</p> <p>The Issuer Call, which is discretionary, may or may not be exercised on the fifth anniversary from the Deemed Date of Allotment i.e. the fifth Coupon Payment Date or on any Coupon Payment Date thereafter.</p> <p>Further as per RBI guidelines, Bank must not exercise call option unless; the instrument should be 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 issuer. Here, replacement of the capital can be concurrent with but not after the instrument is called.</p> <p>OR</p> <p>(i) The Issuer demonstrates that its capital position is well above the minimum capital requirements after the call option is exercised.</p> <p>(ii) Here, minimum refers to Common Equity Tier 1 of 8% RWAs Including capital conservation buffer of 2.5% of RWAs) and Total Capital of 11.5% of RWAs including any additional capital requirement identified under Pillar 2.</p> <p>(ii) Tax call: If a Tax Event (As described below) has occurred and continuing, then the issuer may, having notified the Trustee not less than 21 calendar days prior to the date of exercise of such Tax Call or Variation (Which notice shall specify the date fixed for exercise of the Tax Call or Variation "Tax Call Date"), may exercise a call on the Bonds or substitute the Bonds or vary the terms of the Bonds so that the Bonds have better classification.</p> <p>A Tax event has occurred if, as a result of any change in, or amendment to, the laws affecting taxation or regulations or rulings promulgated there under in India or any change in the official application of such laws, regulations or rulings; the Issuer will no longer be entitled to claim a deduction in respect of computing its taxation liabilities with respect to coupon on Bonds.</p> <p>The exercise of Tax Call by the Issuer is subject to requirements set out in the applicable RBI Guidelines (as defined below). RBI will 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.</p> <p>(iii) Regulatory Call: If a Regulatory Event (As described below) has occurred and continuing, then the issuer may, having notified the Trustee not less than 21 calendar days prior to the date of exercise of such Regulatory Call or Variation (Which notice shall specify the date fixed for exercise of the Regulatory Call or Variation "Regulatory Call Date"), may exercise a call on the Bonds and replace with the instrument with better regulatory classification or lower coupon with</p>



Private Placement Offer Letter: Allahabad Bank

	<p>same regulatory classification with prior approval of RBI or substitute the Bonds or vary the terms of the Bonds so that the Bonds have better classification.</p> <p>A Regulatory event is deemed to have occurred if there is a downgrade of the Bonds in regulatory classification e.g. Bonds are excluded from the regulatory Tier 1 Capital of the Issuer.</p> <p>The exercise of Regulatory Call by the Issuer is subject to requirements set out in the applicable RBI Guidelines (as defined below). RBI will permit the Issuer to exercise the Regulatory Call only if the RBI is convinced that the issuer was not in a position to anticipate the Regulatory Event at the time of issuance of the Bonds.</p>
Call Option Price	At par ₹10,00,000/- (Rupees ten lakh only) per Bond
Call Option Date	On every anniversary date after expiry of 5 years from the deemed date of allotment
Call Notification Time	Any redemption of the Bonds on account of exercise of Issuer Call, Tax Call or Regulatory Call shall be subject to the Bank giving not less than 21 (twenty one) calendar days prior notice to the Bondholders and/or the Debenture Trustee.
Redemption/ Maturity	At the end of 10 years from the Deemed Date of Allotment
Redemption Date	<p>27 December 2029, subject to Issuer Call, Tax Call and Regulatory Call, if any and provided that the Bonds have not been written-off on account of PONV and/or any other event on account of RBI guidelines.</p> <p>In case of exercise of call, redemption shall be made on call date.</p>
Coupon Rate	9.53% p.a. subject to "Loss Absorbency", "Permanent principal write-down on PONV Trigger Event" and "Other Events" mentioned in the Term Sheet.
Step Up/ Step Down Coupon Rate	In pursuance of RBI Regulations, the Bonds shall not have any step-ups or other incentives to redeem
Coupon Payment Frequency	Annual
Coupon Type	Fixed
Coupon Reset	Pursuant to RBI Regulations, the Bonds shall not have any credit sensitive coupon feature, i.e. a coupon that may be reset periodically based in whole or in part on the credit standing of the Bank.
Coupon Payment Dates	On the Anniversary of Deemed Date of Allotment every year till redemption of Bonds. i.e. 27 th December every year subject to holiday convention.
Day Count Basis	Actual/ Actual Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis.
Interest on Application Money against which Allotment is made	<p>In respect of applicants who get allotment of Bonds in the Issue, interest on application money shall be paid 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) on the aggregate face value amount of Bonds for the period starting from and including the date of realization of Cheque (s)/demand draft and in case of RTGS/other means of electronic transfer, the date of receipt of fund as application money in Issuer's account upto but excluding the Deemed Date of Allotment. Such interest on application money shall be paid by the Issuer to the allottees within 10 working days from the Deemed Date of Allotment.</p> <p>The interest on application money will be computed as per Actual/Actual Day count convention. Such interest would be paid on all the valid applications including the refunds. For the application amount that has been refunded, the interest on application money will be paid along with the refund orders and for the application amount against which Bonds have been allotted, the interest on application money will be paid within ten working days from the Deemed date of Allotment. Where an Applicant is allotted lesser number of Bonds than applied for, the excess amount paid on application will be refunded to the Applicant along with the interest on refunded money. Income Tax at Source (TDS) will be deducted at the applicable rate on interest on application money.</p> <p>The Bank shall not be liable to pay any interest in case of invalid applications or applications liable to be rejected including applications made by person who is not an Eligible investor.</p>



Private Placement Offer Letter: Allahabad Bank

Default Interest Rate	Not Applicable
Listing	The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of the National Stock Exchange of India Limited (NSE).
Trustees	Axis Trustee Services Limited
Depositories	National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
Registrars	CB Management Services (P) Limited
Settlement	Payment of interest and repayment of principal amount shall be made by the Bank by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism or any other online facility allowed by the RBI.
Record Date	15 Calendar days prior to each Coupon Payment Date, Call Date and Redemption Date
Business Day/ Working Day	<p>Business Day/ Working Day means a day (other than a Sunday and Saturday or a Bank holiday on which banks are open for general business in Kolkata (Chennai post amalgamation of the Bank into Indian Bank)#.</p> <p>1. If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday.</p> <p>2. If the Call Date and Coupon Payment Date of the Bonds falls together on a day that is not a Business Day, the Call proceeds shall be paid by the Issuer on previous working Business Day along with interest accrued on the Bonds until but excluding the date of such payment.</p> <p>#In terms of the SEBI Circular No. CIR/MD/DF-1/122/2016 dated 11 Nov, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.</p>
Effect of holidays	<p>If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule mentioned hereinafter in this document.</p> <p>If the Issuer Call Date/Tax Call date/ Regulatory Call Date (Each as specified herein above) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Bank on the immediately preceding working Day along with interest accrued on the Bonds until but excluding the date of such payment.</p> <p>However, in terms of SEBI Circular CIR/MD/DF-1/122/2016 dated 11th Nov, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.</p>
Payment Mode	Applicants shall make remittance of application money by way of electronic transfer of funds through RTGS/electronic fund mechanism for credit by the pay-in time in the bank account of the NSE Clearing Ltd. appearing on the NSE EBP Platform in accordance with the timelines set out in the EBP guidelines and the relevant rules and regulations specified by SEBI in this regard. All payments must be made through RTGS as per the Bank details mentioned in the NSE-EBP Platform.
Eligible Investors	Insurance Companies, Mutual Funds, Public Financial Institutions as defined under section 2(72) of the Companies Act, 2013, Scheduled Commercial Banks, 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, Trusts authorized to invest in bonds/ debentures, Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/ debentures, Resident Indian Individuals, Partnership Firms formed under applicable laws in India in the name of the partners, Hindu Undivided Families through Karta.
Non-Eligible classes of Investors	Minors without a guardian name, Qualified Foreign Investors, Foreign Nationals, Non Resident Indians, Persons resident outside India, Venture Capital Funds, Alternative Investment Funds, Overseas Corporate Bodies and Person ineligible to contract under applicable statutory/ regulatory requirements.



<p>Loss Absorption Features</p>	<p>The Bonds shall be subject to loss absorbency features applicable for non-equity capital instruments vide 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 II Capital (Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular.</p> <p>Accordingly, the Bonds may, at the option of the RBI, be permanently written off upon occurrence of the trigger event called the "Point of Non Viability Trigger".</p> <p>The PONV Trigger event shall be the earlier of:</p> <ol style="list-style-type: none"> a decision that the permanent write off, without which the Bank would become non-viable, is necessary, 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 Bank would have become non-viable, as determined by the relevant authority. <p>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. As such, there will not be any residual claims on the issuer which are senior to ordinary shares of the bank, following a trigger event and when write-off is undertaken.</p> <p>For the purpose of these guidelines, a non-viable bank will be a bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the 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 a bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include permanent write-off of non-equity regulatory capital, fully or partially, with or without other measures as considered appropriate by the Reserve Bank.</p> <p>In rare situations, a bank may also become non-viable due to non-financial problems, such as conduct of affairs of the bank in a manner which is detrimental to the interest of depositors, serious corporate governance issues, etc. In such situations raising capital is not considered a part of the solution and therefore, may not attract provisions of this framework.</p> <p>A bank facing financial difficulties and approaching PONV will be deemed to achieve viability if within a reasonable time in the opinion of Reserve Bank of India, it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including write-off/public sector injection of funds are likely to:</p> <ol style="list-style-type: none"> Restore depositors'/investors' confidence; Improve rating/creditworthiness of the bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and Augment the resource base to fund balance sheet growth in the case of fresh injection of funds. <p>The amount of Bonds to be written-off shall be determined by RBI.</p> <ol style="list-style-type: none"> Treatment of Bonds in the event of winding-up, amalgamation, acquisition, re-constitution etc. of the Bank <ol style="list-style-type: none"> If the Bank goes into liquidation before the Bonds have been written-off, the Bonds will absorb losses in accordance with the order of seniority and as per usual legal provisions governing priority of charges. If the Bank goes into liquidation after the Bonds have been written-off, the holders of the Bonds shall have no claim on the proceeds of liquidation.
---------------------------------	---



	<p>II. Amalgamation of a banking company (Section 44 A of BR Act, 1949):</p> <p>a) If the Bank is amalgamated with any other bank before the Bonds have been written-off, the Bonds shall become part of the corresponding categories of regulatory capital of the new bank emerging after the merger.</p> <p>b) If the Bank is amalgamated with any other bank after the Bonds have been written-off, the Bonds cannot be written-up by the amalgamated entity.</p> <p>III. Scheme of reconstitution or amalgamation of a banking company (Section 45 of BR Act, 1949):</p> <p>If the relevant authorities decide to reconstitute the Bank or amalgamate the Bank with any other bank under the Section 45 of BR Act, 1949, such a 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 Bonds shall be activated. Accordingly, the Bonds shall be written-off before amalgamation/ reconstitution in accordance with these rules.</p> <p>IV. Order of write-down of various types of capital instruments</p> <p>The capital instruments shall be written-off in order in which they would absorb losses in a gone concern situation. The capital instruments shall absorb losses in accordance with the order of seniority and as per usual legal provisions governing priority of charges.</p> <p>V. Criteria to Determine the PONV</p> <p>The above framework will be invoked when the Bank is adjudged by Reserve Bank of India to be approaching the point of non-viability, or has already reached the point of non-viability, but in the views of RBI:</p> <p>a) there is a possibility that a timely intervention in form of capital support, with or without other supporting interventions, is likely to rescue the Bank; and</p> <p>b) if left unattended, the weaknesses would inflict financial losses on the Bank and, thus, cause decline in its common equity level.</p> <p>The purpose of write-off of the Bonds shall be to shore up the capital level of the Bank. RBI would follow a two-stage approach to determine the non-viability of the Bank. The Stage 1 assessment would consist of purely objective and quantifiable criteria to indicate that there is a prima facie case of the Bank approaching non-viability and, therefore, a closer examination of the Bank's financial situation is warranted. The Stage 2 assessment would consist of supplementary subjective criteria which, in conjunction with the Stage 1 information, would help in determining whether the Bank is about to become non-viable. These criteria would be evaluated together and not in isolation.</p> <p>Once the PONV is confirmed, the next step would be to decide whether rescue of the Bank would be through write-off alone or write-off in conjunction with public sector injection of funds.</p> <p>The trigger at PONV shall be evaluated both at consolidated and solo level and breach at either level shall trigger write-off.</p> <p>As the capital adequacy is applicable both at solo and consolidated levels, the minority interests in respect of capital instruments issued by subsidiaries of the Banks including overseas subsidiaries can be included in the consolidated capital of the banking group only if these instruments have pre-specified triggers/loss absorbency at the PONV. The cost to the parent of its investment in each subsidiary and the parent's portion of equity of each subsidiary, at the date on which investment in each subsidiary is made, is eliminated as per AS-21. So, in case of wholly-owned subsidiaries, it would not matter whether or not it has same characteristics as the Bank's capital. However, in the case of less than wholly owned subsidiaries, minority interests constitute additional capital for the banking group over and above what is</p>
--	---



Private Placement Offer Letter: Allahabad Bank

	<p>counted at solo level; therefore, it should be admitted only when it (and consequently the entire capital in that category) has the same characteristics as the Bank's capital. In addition, if the Bank wishes the instrument issued by its subsidiary to be included in the consolidated group's capital, the terms and conditions of that instrument must specify an additional trigger event.</p> <p>The additional trigger event is the earlier of:</p> <ol style="list-style-type: none"> a decision that write-off of the Bonds, without which the Bank or the subsidiary would become non-viable, is necessary, 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 Bank or the subsidiary would have become non-viable, as determined by the Reserve Bank of India. Such a decision would invariably imply that the write-off of the Bonds consequent upon the trigger event must occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted. <p>In such cases, the subsidiary should obtain its regulator's approval/no-objection for allowing the capital instrument to be converted/written-off at the additional trigger point referred above.</p> <p>Any common stock paid as compensation to the holders of the Bonds must be common stock of either the issuing subsidiary or the Bank (including any successor in resolution).</p>
Prohibition on Purchase/ Funding of Bonds	Neither the Bank nor its related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor shall the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it.
Treatment in Bankruptcy/ Liquidation	The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) of the Bonds except in case of bankruptcy and liquidation of the Bank.
Governing Law and Jurisdiction	The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Kolkata (Chennai post amalgamation of the bank into Indian Bank).
Applicable RBI Regulations	<p>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 II Capital (Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular).</p> <p>In the case of any discrepancy or inconsistency between the terms of the Bonds or any other Transaction Document and the Basel III Guidelines, the provisions of the Basel III Guidelines shall prevail.</p>
Applicable SEBI Regulations	The Securities and Exchange Board of India (Issue and Listing of Debt Regulations Securities) Regulations, 2008 issued vide circular No. LAD- NRO/GN/2008/ 13/1 27878 dated June 6, 2008 as amended by SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular No. LAD-NRO/GN/ 2012-13113/5392 dated October 12, 2012 and CIRJ IMD /DF / 18/2013 dated October 29,2013 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN12013-14/431207 dated January 31,2014 as amended by SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015 issued vide circular no. LAD- NRO/GN/2014-15/251539 dated March 24, 2015 and SEBI Circular No.CIR/IMD/DF1/48/2016 dated April 21, 2016 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2017 issued vide circular No. SEBI/LAD-NRO/GN/2017-181009 dated June 13, 2017 SEBI (Issue and Listing of Debt Securities) Second Amendment) Regulations, 2017 issued vide circular no. SEBI/LAD-NRO/GN/2017-18/023 dated DECEMBER 15, 2017, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2019 dated May 07, 2019.
Cross Default	Not Applicable



Private Placement Offer Letter: Allahabad Bank

Events of Default	<p>Failure on the part of the Bank to forthwith satisfy all or any part of payments in relation to the Bonds when it becomes due (i.e. making payment of any installment of interest or repayment of principal amount of the Bonds on the respective due dates) (except in case of regulatory requirements prescribed under Applicable RBI Regulations), shall constitute an Event of Default for the purpose of the Issue.</p> <p>The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation.</p>
Additional Covenants	<p>a) Default in Payment: In case of default in payment of interest and/ or principal redemption on the due dates (except in case of regulatory requirements prescribed under Applicable RBI Regulations), the Bank shall pay additional interest at the rate of 2.00% p.a. over the Coupon Rate for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.</p> <p>b) Delay in Listing: The Bank shall make listing application to NSE within 15 days from the Deemed Date of Allotment of the Bonds and seek listing permission within 20 days from the Deemed Date of Allotment of Bonds. In case of delay in listing of the Bonds beyond 20 days from the Deemed Date of Allotment, the Bank shall pay penal interest at the rate of 1.00% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).</p> <p>The interest rates mentioned in covenants (a) and (b) shall be independent of each other.</p>
Transaction Documents	<p>The Bank has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> Letter appointing Trustee to the Bondholders; Debenture Trustee Agreement; Letter appointing Registrar and Agreement entered into between the Issuer and the Registrar; Rating letter from CRISIL Ltd.; Rating letter from India Ratings Tripartite Agreement between the Bank; Registrar and NDSL for issue of Bonds in dematerialized form; Tripartite Agreement between the Bank; Registrar and CDSL for issue of Bonds in dematerialized form; Application made to NSE for seeking its in-principle approval for listing of Bonds; Listing Agreement with NSE.
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> <ol style="list-style-type: none"> Rating letter from CRISIL Ltd. not being more than one month old from the issue opening date; Rating letter from India Ratings not being more than one month old from the issue opening date; Consent letter from the Trustees to act as Trustee to the Bondholder(s); Letter from NSE conveying in-principle approval for listing and trading of Bonds.
Conditions subsequent to subscription of Bonds	<p>The Bank shall ensure that the following documents are executed/ activities are completed as per terms of the Private Placement Offer Letter:</p> <ol style="list-style-type: none"> Credit of demat account(s) of the Allottee (s) by the number of Bonds allotted within 2 working days from the Deemed Date of Allotment; Making application to NSE 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; <p>Besides, the Bank shall perform all activities, whether mandatory or otherwise, as mentioned in the Private Placement Offer Letter.</p>
Role and Responsibilities of Trustees	<p>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 Trustee Agreement, Private Placement Offer Letter and all other related transaction documents, with due care, diligence and loyalty.</p>



Private Placement Offer Letter: Allahabad Bank

	<p>The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Bonds including but not limited to the right to appoint a nominee director on the Board of the Issuer in consultation with institutional holders of such Bonds. The Trustees shall ensure disclosure of all material events on an ongoing basis.</p> <p>The Issuer shall, till the redemption of Bonds, submit its latest audited/ limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and auditor qualifications, if any, to the Trustees within the timelines as mentioned in Uniform Listing Agreement issued by SEBI vide circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015. Besides, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all 'Qualified Institutional Buyers' (QIBs) within two working days of their specific request.</p>	
Issue Schedule *	Issue/Bids opens on NSE EBP@ 10.30 a.m.	December 26, 2019
	Issue/Bids closes on NSE EBP @ 11.30 a.m.	December 26, 2019
	Pay in Date	December 27, 2019
	Deemed Date of Allotment	December 27, 2019

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



IX. TERMS OF OFFER (DETAILS OF DEBT SECURITIES PROPOSED TO BE ISSUED, MODE OF ISSUANCE, ISSUE SIZE, UTILIZATION OF ISSUE PROCEEDS, STOCK EXCHANGES WHERE SECURITIES ARE PROPOSED TO BE LISTED, REDEMPTION AMOUNT, PERIOD OF MATURITY, YIELD ON REDEMPTION, DISCOUNT AT WHICH OFFER IS MADE AND EFFECTIVE YIELD FOR INVESTOR)

PLACEMENT OF UNSECURED, SUBORDINATED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE, FULLY PAID UP, BASEL III COMPLIANT TIER 2 BONDS OF FACE VALUE OF ₹10 LAKH (RUPEES TEN LAKH) EACH IN THE NATURE OF DEBENTURES ("BONDS") AGGREGATING ₹1500 CRORE (RUPEES ONE THOUSAND FIVE HUNDRED CRORE) ELIGIBLE FOR INCLUSION IN TIER 2 CAPITAL BY ALLAHABAD BANK (THE "ISSUER"/THE "BANK").

1. ISSUE SIZE

Allahabad Bank (the "Issuer" or the "Bank") proposes to raise ₹1500/-crore through issue of Unsecured, Subordinated, Redeemable, Non-Convertible, Taxable, Fully Paid up, Basel III Compliant Tier 2 Bonds of Face Value of ₹10 Lakh (Rupees Ten Lakh) each in the Nature of Debentures ("Bonds") aggregating ₹1500 Crore (Rupees one thousand five hundred crore) eligible for inclusion in Tier 2 Capital ("Bonds") (the "Issue") by way of private placement.

2. ELIGIBILITY TO COME OUT WITH THE ISSUE

The Bank or its promoter has not been restrained or prohibited or debarred by SEBI/any other Government authority from accessing the securities market or dealing in securities and no such direction or order is in force.

3. REGISTRATION AND GOVERNMENT APPROVALS

The Issuer can undertake the activities proposed by it in view of the present approvals and no further approval from any government authority (ies) is/are required by it to undertake the proposed activities save and except those approvals which may be required to be taken in the normal course of business from time to time.

4. AUTHORITY FOR THE ISSUE

The present issue of Bonds is being made pursuant to the resolution of the Board of Directors of the Issuer, passed at its meeting held on 07.12.2019 and the delegation provided there under.

The present issue of Bonds is being made in pursuance of 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 in Tier II Capital (Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular).

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

The Bonds offered are subject to provisions of the Companies Act, 2013 as applicable, Securities Contract Regulation Act 1956 as applicable, Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, terms of this Private Placement Offer Letter, instructions contained in the Application Form and other terms and conditions as may be incorporated in the Debenture Trustee Agreement. Over and above such terms and conditions, the Bonds shall also be subject to the applicable provisions of the Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GOI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), concerned Stock Exchange or any other documents that may be executed in respect of the Bonds.

5. OBJECTS OF THE ISSUE

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



6. UTILISATION OF ISSUE PROCEEDS

The funds being raised by the Issuer through present issue of Bonds are not meant for financing any particular project. The Issuer shall utilise the proceeds of the Issue for its regular business activities. The Issuer is subject to a number of regulatory checks and balances as stipulated in its regulatory environment. The Issuer is a Government of India undertaking under the administrative control of Ministry of Finance, Government of India and is managed by professionals under the supervision of the Board of Directors. The management of the Issuer shall ensure that the funds raised via the present Issue shall be utilized only towards satisfactory fulfilment of the objects of the Issue.

The Issuer undertakes that proceeds of the present Issue shall not be used for any purpose which may be in contravention of the regulations/ guidelines/ norms issued by the RBI/ SEBI/Stock Exchange(s).

In accordance with the SEBI Debt Regulations, the Issuer undertakes that it shall not utilise the proceeds of the Issue for providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management. However, the Issuer is a Government of India undertaking and, as such, it does not have any identifiable 'Group Companies' or 'Companies under the same Management'. The Issue proceeds shall not be utilised towards full or part consideration for the purchase or any acquisition, including by way of a lease, of any property.

Further, the Issuer undertakes that Issue proceeds from the present issue of Bonds shall not be used for any purpose which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

7. MINIMUM SUBSCRIPTION

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

8. UNDERWRITING

The present Issue of Bonds is not underwritten.

9. NATURE AND STATUS OF THE BONDS / SENIORITY OF CLAIM

The claims of the Bondholders shall be (a) senior to the claims of investors in Common Equity and instruments eligible for inclusion in Tier 1 capital issued of the Bank; (b) subordinate to the claims of all depositors and general creditors of the Bank; and (c) neither be secured nor covered by a guarantee of the Bank or its related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis creditors of the Bank. The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation. Tier I Capital and Tier 2 Capital shall have the meaning ascribed to such terms under Basel III Guidelines.

10. LOSS ABSORPTION FEATURES

The Bonds shall be subject to loss absorbency features applicable for non-equity capital instruments vide Master Circular No.DBR.No.BP.BC.1/21.06.201/2015-16dated 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 II Capital (Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular).

Accordingly, the Bonds may, at the option of the RBI, be permanently written off upon occurrence of the trigger event called the "Point of Non Viability Trigger".

The PONV Trigger event shall be the earlier of:

- a) a decision that the write off, without which the Bank would become non-viable, is necessary, as determined by the Reserve Bank of India; and
- b) the decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the relevant authority.

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. As such, there will not be any residual claims on the issuer which are senior to ordinary shares of the bank, following a trigger event and when write-off is undertaken.



Private Placement Offer Letter: Allahabad Bank

For the purpose of these guidelines, a non-viable bank will be a bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the 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 a bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include permanent write-off of non-equity regulatory capital fully or partially, with or without other measures as considered appropriate by the Reserve Bank.

In rare situations, a bank may also become non-viable due to non-financial problems, such as conduct of affairs of the bank in a manner which is detrimental to the interest of depositors, serious corporate governance issues, etc. In such situations raising capital is not considered a part of the solution and therefore, may not attract provisions of this framework.

A bank facing financial difficulties and approaching PONV will be deemed to achieve viability if within a reasonable time in the opinion of Reserve Bank of India, it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including write-off/public sector injection of funds are likely to:

- a) Restore depositors'/investors' confidence;
- b) Improve rating/creditworthiness of the bank and thereby improve its borrowing capacity and liquidity and reduce cost of funds; and
- c) Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.

If a PONV Trigger Event (as described above) occurs, the Issuer shall:

- (i) Notify the Trustee;
- (ii) Cancel any coupon which is accrued and unpaid on the Bonds as on the write-off date; and
- (iii) Without the need for the consent of Bondholders or the Trustee, write-off the outstanding principal of the Bonds by such amount as may be prescribed by RBI ("PONV Write-Off Amount") and as is otherwise required by the RBI at the relevant time. The Bank will affect a write-off within thirty days of the PONV write-off Amount being determined by RBI.

The amount of Bonds to be written-off shall be determined by RBI.

I. Treatment of Bonds in the event of winding-up, amalgamation, acquisition, re-constitution etc. of the Bank

- a) If the Bank goes into liquidation before the Bonds have been written-off, the Bonds will absorb losses in accordance with the order of seniority and as per usual legal provisions governing priority of charges.
- b) If the Bank goes into liquidation after the Bonds have been written-off, the holders of the Bonds shall have no claim on the proceeds of liquidation.

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

- a) If the Bank is amalgamated with any other bank before the Bonds have been written-off, the Bonds shall become part of the corresponding categories of regulatory capital of the new bank emerging after the merger.
- b) If the Bank is amalgamated with any other bank after the Bonds have been written-off, the Bonds cannot be written-up by the amalgamated entity.

III. Scheme of reconstitution or amalgamation of a banking company (Section 45 of BR Act, 1949):

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, such a 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 Bonds shall be activated. Accordingly, the Bonds shall be written-off before amalgamation/ reconstitution in accordance with these rules.

IV. Order of write-down of various types of capital instruments

The capital instruments shall be written-down in order in which they would absorb losses in a gone concern situation. The capital instruments shall absorb losses in accordance with the order of seniority and as per usual legal provisions governing priority of charges.



Private Placement Offer Letter: Allahabad Bank

V. Criteria to Determine the PONV

The above framework will be invoked when the Bank is adjudged by Reserve Bank of India to be approaching the point of non-viability, or has already reached the point of non-viability, but in the views of RBI:

- a) there is a possibility that a timely intervention in form of capital support, with or without other supporting interventions, is likely to rescue the Bank; and
- b) if left unattended, the weaknesses would inflict financial losses on the Bank and, thus, cause decline in its common equity level.

The purpose of write-off of the Bonds shall be to shore up the capital level of the Bank. RBI would follow a two-stage approach to determine the non-viability of the Bank. The Stage 1 assessment would consist of purely objective and quantifiable criteria to indicate that there is a prima facie case of the Bank approaching non-viability and, therefore, a closer examination of the Bank's financial situation is warranted. The Stage 2 assessment would consist of supplementary subjective criteria which, in conjunction with the Stage 1 information, would help in determining whether the Bank is about to become non-viable. These criteria would be evaluated together and not in isolation.

Once the PONV is confirmed, the next step would be to decide whether rescue of the Bank would be through write-off alone or write-off in conjunction with public sector injection of funds.

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

As the capital adequacy is applicable both at solo and consolidated levels, the minority interests in respect of capital instruments issued by subsidiaries of the Banks including overseas subsidiaries can be included in the consolidated capital of the banking group only if these instruments have pre-specified triggers/loss absorbency at the PONV. The cost to the parent of its investment in each subsidiary and the parent's portion of equity of each subsidiary, at the date on which investment in each subsidiary is made, is eliminated as per AS-21. So, in case of wholly-owned subsidiaries, it would not matter whether or not it has same characteristics as the Bank's capital. However, in the case of less than wholly owned subsidiaries, minority interests constitute additional capital for the banking group over and above what is counted at solo level; therefore, it should be admitted only when it (and consequently the entire capital in that category) has the same characteristics as the Bank's capital. In addition, if the Bank wishes the instrument issued by its subsidiary to be included in the consolidated group's capital, the terms and conditions of that instrument must specify an additional trigger event.

The additional trigger event is the earlier of:

- a) a decision that write-off of the Bonds, without which the Bank or the subsidiary would become non-viable, is necessary, as determined by the Reserve Bank of India; and
- b) the decision to make a public sector injection of capital, or equivalent support, without which the Bank or the subsidiary would have become non-viable, as determined by the Reserve Bank of India. Such a decision would invariably imply that the write-off of the Bonds 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.

In such cases, the subsidiary should obtain its regulator's approval/no-objection for allowing the capital instrument to be converted/written-off at the additional trigger point referred above.

Any common stock paid as compensation to the holders of the Bonds must be common stock of either the issuing subsidiary or the Bank (including any successor in resolution).

11. APPLICABLE RBI REGULATIONS

The present issue of Bonds is being made in pursuance of 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 (Annex 5 of the Master Circular) and minimum requirement to ensure loss absorbency of non-equity regulatory capital instruments at the Point of Non Viability (PONV) (Annex 16 of the Master Circular).

In the case of any discrepancy or inconsistency between the terms of the Bonds or any other Transaction Document and the Basel III Guidelines, the provisions of the Basel III Guidelines shall prevail.



12. FACE VALUE, ISSUE PRICE, EFFECTIVE YIELD FOR INVESTOR

Each Bond has a face value of ₹10 lakh and is issued as well as redeemable at par i.e. for ₹10 lakh. The Bonds shall be redeemable at par i.e. for ₹10 lakh per Bond. Since there is no premium or discount on either issue price or on redemption value of the Bonds, the effective yield for the investors shall be the same as the Coupon Rate on the Bonds.

13. SECURITY

The Bonds are unsecured and subordinated in nature.

14. TERMS OF PAYMENT OF APPLICATION MONEY

The full face value of the Bonds applied for is to be paid along with the Application Form. Applicant needs to send in the Application Form mentioning therein the RTGS detail for the full value of Bonds applied for.

Face Value per Bond	Minimum Application for	Amount Payable on Application per Bond
₹10 lakh	1 Bond and in multiples of 1 Bond thereafter	₹10 lakh

15. DEEMED DATE OF ALLOTMENT

All benefits under the Bonds including payment of interest will accrue to the Bondholders from and including December 27, 2019, which shall be 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 Issuer reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any notice. In case if the issue closing date/ pay in dates is/are changed (preponed/ postponed), the Deemed Date of Allotment may also be changed (pre-pond/ postponed) by the Issuer at its sole and absolute discretion.

16. 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.

17. ISSUE OF BOND CERTIFICATE(S)

Subject to the completion of all statutory formalities within timeframe 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.

18. DEPOSITORY ARRANGEMENTS

The Issuer has appointed M/s. CB Management Services (P) Ltd. (Address: CB Management Services (P) Ltd. P-22, Bondel Road, Kolkata-700019, Tel: (033) 40116700/ 22806692, Fax: +91-33-22870263, E-mail: rta@cbmsl.com) as the Registrar ("Registrar") for the present Bond Issue. The Issuer has already entered 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 has already signed 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.

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



19. 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. The applicant(s) must specify their beneficiary account number and depository participants ID in the relevant columns of the Application Form.
- c. If incomplete/incorrect beneficiary account details are given in the Application Form which does not match with the details in the depository system, the allotment of Bonds shall be held in abeyance till such time satisfactory demat account details are provided by the applicant.
- d. 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.
- e. 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.
- f. Applicants may please note that the Bonds shall be allotted and traded on the stock exchange(s) only in dematerialized form.

20. FICTITIOUS APPLICATIONS

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

"Any person who:-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or indifferent combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, **Shall be liable for action under section 447."**

21. MARKET LOT

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

22. TRADING OF BONDS

The marketable lot for the purpose of trading of Bonds shall be 1 (one) Bond of face value of ₹10 lakh each. Trading of Bonds would be permitted in demat mode only in standard denomination of ₹10 lakh and such trades shall be cleared and settled in recognised 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.

23. 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 Issuer.



Private Placement Offer Letter: Allahabad 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.

24. COMMON FORM OF TRANSFER

The Issuer undertakes that it shall use a common form/ procedure for transfer of Bonds issued under terms of this Private Placement Offer Letter.

25. INTEREST ON APPLICATION MONEY AGAINST WHICH ALLOTMENT IS MADE

In respect of applicants who get allotment of Bonds in the Issue, interest on application money shall be paid 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) on the aggregate face value amount of Bonds for the period starting from and including the date of realization of application money in Issuer's account upto but excluding the Deemed Date of Allotment. The interest on application money shall be paid by credit through direct credit/ NECS/ RTGS/ NEFT /cheque(s)/ demand draft(s) within 15 days from the Deemed Date of Allotment. The relative cheque(s)/ demand draft(s) along with the Refund Order(s), if any, as the case may be, will be dispatched by registered/speed post/courier to the sole/ first applicant, at the sole risk of the applicant.

26. INTEREST ON REFUNDED MONEY AGAINST WHICH ALLOTMENT IS NOT MADE

In respect of applications, which are valid but rejected on account of oversubscription (excluding the valid rejections), interest on refunded money shall be paid 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) for the period starting from and including the date of realization of application money in Issuer's account upto but excluding the Deemed Date of Allotment. Such interest on application money shall be paid by credit through direct credit/ NECS/ RTGS/ NEFT /cheque(s)/ demand draft(s) within 15 days from the Deemed Date of Allotment. The relative cheque(s)/ demand draft(s) along with the Refund Order(s), will be dispatched by registered/speed post/courier to the sole/ first applicant, at the sole risk of the applicant.

No interest on application money will be paid in respect of applications which are invalid and rejected for not being in accordance with the terms of the Private Placement Offer Letter.

27. INTEREST ON THE BONDS

The Bonds shall carry a fixed rate of interest at the rate of 9.53 percent per annum 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.

In pursuance of Master Circular No.DBR.No.BP.BC.1/21.06.201/2015-16 dated July 1, 2015, issued by the Reserve Bank of India on Basel III capital regulations covering criteria for inclusion of debt capital instruments as Tier 2 Capital, the Bonds shall not have any step-ups or any other incentives to redeem. Further, the Bonds shall not have a credit sensitive coupon feature, i.e. a coupon that is reset periodically based in whole or in part on Bank's credit standing.

In terms of SEBI Circular CIR/IMD/DF-1/122/2016 dated 11th November, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

28. BUSINESS DAY/ WORKING DAY

Business Day/ Working Day means a day (other than a Sunday and Saturday or a Bank holiday on which banks are open for general business in Kolkata (Chennai post amalgamation of the Bank into Indian Bank#).

1. If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday.
2. If the Call Date and Coupon Payment Date of the Bonds falls together on a day that is not a Business Day, the Call proceeds shall be paid by the Issuer on previous working Business Day along with interest accrued on the debentures until but excluding the date of such payment.

#In terms of the SEBI Circular No. CIR/MD/DF-1/122/2016 dated 11 Nov, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.



Private Placement Offer Letter: Allahabad Bank

29. EFFECT OF HOLIDAYS

If any interest payment date falls on a day which is not a Business Day then payment of interest will be made on the succeeding Business Day.

However, in terms of SEBI Circular CIR/IMD/DF-1/122/2016 dated 11th November, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.

30. DAY COUNT CONVENTION

Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis on the outstanding face value of the Bonds.

However, coupon payment will be made as per SEBI Circular CIR/IMD/DF-1/122/2016 dated 11th November, 2016.

31. ILLUSTRATION OF CASH FLOWS

In pursuance of SEBI circular no.CIR/IMD/DF/18/2013 dated October 29 2013 and Securities and Exchange Board of India Circular CIR/IMD/DF-1/122/2016 Dated November 11, 2016, set forth below is an illustration for guidance in respect of the day count convention and effect of holidays on payments.

Name of the Issuer	Allahabad Bank
Face Value of the Bonds (per Bond)	₹10,00,000
Deemed Date of Allotment	December 27 th , 2019
Redemption	December 27 th , 2029
Coupon / Interest Rate	9.53% p.a. payable annually
Frequency of the Interest Payment with specified dates	First coupon/interest payment date December 28 2020 and subsequently on December 27, of every year until the maturity date/ redemption date subject to holiday convention.
Day Count Convention	Actual / Actual

Cash Flows

Cash Flows	Date	Actual Payment Date	No. of days in Coupon Period	Amount (in Rupees)
1 st Coupon	Sunday, 27 December, 2020	Monday, 28 December, 2020	366	95,300
2 nd Coupon	Monday, 27 December, 2021	Monday, 27 December, 2021	365	95,300
3 rd Coupon	Tuesday, 27 December, 2022	Tuesday, 27 December, 2022	365	95,300
4 th Coupon	Wednesday, 27 December, 2023	Wednesday, 27 December, 2023	365	95,300
5 th Coupon*	Friday, 27 December, 2024	Friday, 27 December, 2024	366	95,300
6 th Coupon	Saturday, 27 December, 2025	Monday, 29 December, 2025	365	95,300
7 th Coupon	Sunday, 27 December, 2026	Monday, 28 December, 2026	365	95,300
8 th Coupon	Monday, 27 December, 2027	Monday, 27 December, 2027	365	95,300
9 th Coupon	Wednesday, 27 December, 2028	Wednesday, 27 December, 2028	366	95,300
10 th Coupon	Thursday, 27 December, 2029	Thursday, 27 December, 2029	365	95,300
Principal Redemption	Thursday, 27 December, 2029	Thursday, 27 December, 2029		10,00,000
TOTAL				1,953,000

* First call date - call can be exercised at the end of fifth year from the allotment date or any year thereafter
Notes:



Private Placement Offer Letter: Allahabad Bank

In terms of SEBI Circular CIR/IMD/DF-1/122/2016 dated 11th November, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

THE AGGREGATE COUPON / INTEREST PAYABLE TO EACH BONDHOLDER SHALL BE ROUNDED OFF TO THE NEAREST RUPEE AS PER THE FIXED INCOME MONEY MARKET AND DERIVATIVES ASSOCIATION HANDBOOK ON MARKET PRACTICES.

32. RECORD DATE

The 'Record Date' for the Bonds shall be 15 calendar days prior to each Coupon Payment Date and Redemption Date. In case of redemption of Bonds, the trading in the Bonds shall remain suspended between the Record Date and the Redemption Date. Interest payment and principal repayment shall be made to the person whose name appears as beneficiary with the Depositories as on Record Date. In the event of the Issuer not receiving any notice of transfer at least 15 days before the respective Coupon Payment Date and at least 15 days prior to the Redemption Date, the transferees for the Bonds shall not have any claim against the Issuer in respect of interest so paid to the registered Bondholders.

In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.

33. 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 197 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. However, with effective from 01.06.2008, tax is not to be deducted at source under the provisions of section 193 of Income Tax Act, 1961, if the following conditions are satisfied:

- a. interest is payable on any security issued by a company
- b. such security is in dematerialized form
- c. such security is listed in a recognised stock exchange in India

Present issue of Bonds fulfils the above conditions and therefore, no tax would be deducted on the interest payable. However, the Issuer shall pursue the provisions as amended from time to time with respect to applicability of TDS at the time of payment of interest on Bonds. Regarding deduction of tax at source and the requisite declaration forms to be submitted, applicants are advised to consult their own tax consultant(s).

34. PUT & CALL OPTION

In terms of Master Circular No. DBR.No.BP.BC.1/21.06.201/2015-16 dated July 1, 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, the Bonds shall not have any "Put Option".

However, the Bonds may have "Call Option" exercisable at the initiative of the Bank only after a minimum of five years, subject to compliance with the terms specified in the RBI Regulations.

Therefore, the bondholder(s) shall not have any right to exercise Put Option, in whole or in part, prior to the Redemption Date.

35. REDEMPTION

The face value of the Bonds shall be redeemed at par, on December 27, 2029 i.e. the Redemption Date. The Bonds will not carry any obligation, for interest or otherwise, after the Redemption Date. The Bonds shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date to the registered Bondholders whose name appear in the Register of Bondholders on the Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Bondholders.

However, in terms of SEBI Circular CIR/IMD/DF-1/122/2016 dated 11th November, 2016, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.



36. EVENT OF DEFAULT

Failure on the part of the Bank to forthwith satisfy all or any part of payments in relation to the Bonds when it becomes due (i.e. making payment of any installment of interest or repayment of principal amount of the Bonds on the respective due dates) (except in case of regulatory requirements prescribed under Applicable RBI Regulations), shall constitute an Event of Default for the purpose of the Issue.

The Bank shall notify all instances of non-payment of coupon to the Chief General Manager in-charge of Department of Banking Regulation and Department of Banking Supervision of the Reserve Bank of India, Mumbai.

The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation.

37. ADDITIONAL COVENANT

- a) Default in Payment: In case of default in payment of interest and/ or principal redemption on the due dates (except in case of regulatory requirements prescribed under Applicable RBI Regulations), the Bank shall pay additional interest at the rate of 2.00% p.a. over the Coupon Rate for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.
- b) Delay in Listing: The Bank shall make listing application to NSE within 15 days from the Deemed Date of Allotment of the Bonds and seek listing permission within 20 days from the Deemed Date of Allotment of Bonds. In case of delay in listing of the Bonds beyond 20 days from the Deemed Date of Allotment, the Bank shall pay penal interest at the rate of 1.00% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).

The interest rates mentioned in covenants (a) and (b) shall be independent of each other.

38. SETTLEMENT/ PAYMENT ON REDEMPTION

Payment of interest and repayment of principal amount shall be made by the Bank by way of cheque (s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism or any other online facility allowed by the RBI in the name of the Bondholders whose name appear on the List of Beneficial Owners given by Depository to the Issuer as on the Record Date.

The Bonds shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date to the list of Beneficial Owners as provided by NSDL/ CDSL/ Depository Participant as on Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Bondholders. On such payment being made, the Issuer shall inform NSDL/ CDSL/ Depository Participant and accordingly the account of the Bondholders with NSDL/ CDSL/ Depository Participant shall be adjusted.

The Issuer's liability to the Bondholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due date of redemption in all events. Further the Issuer will not be liable to pay any interest or compensation from the Redemption Date. On the Issuer's dispatching/ crediting the amount to the Beneficiary(ies) as specified above in respect of the Bonds, the liability of the Issuer shall stand extinguished.

39. 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.

40. 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.



Private Placement Offer Letter: Allahabad Bank

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

- a. 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.
- b. 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.

41. WHO CAN APPLY

The following categories of investors are eligible to apply for this Issue of Bonds. However, the prospective subscribers must make their own independent evaluation and judgement regarding their eligibility to invest in the Issue.

- a. Insurance Companies registered with IRDA,
- b. Mutual Funds,
- c. Public Financial Institutions as defined under section 2(72) of the Companies Act, 2013,
- d. Scheduled Commercial Banks,
- e. Provident Funds, Gratuity Funds, Superannuation Funds and Pension Funds,
- f. Co-operative Banks and Regional Rural Banks authorized to invest in bonds/ debentures,
- g. Companies and Bodies Corporate authorized to invest in bonds/ debentures,
- h. Trusts authorized to invest in bonds/ debentures,
- i. Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/ debentures,
- j. Resident Indian Individuals,
- k. Partnership Firms formed under applicable laws in India in the name of the partners, and
- l. Hindu Undivided Families through Karta.

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

However, out of the aforesaid class of investors eligible to invest, this Private Placement Offer Letter 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 Private Placement Offer Letter from the Issuer).

42. WHO ARE NOT ELIGIBLE TO APPLY FOR BONDS

This Issue is not being offered to the following categories of investors and any application from such investors will be deemed an invalid application and rejected:

- a. Minors without a guardian name,
- b. Qualified Foreign Investors,
- c. Foreign Nationals,
- d. Non Resident Indians,
- e. Persons resident outside India,
- f. Venture Capital Funds,
- g. Alternative Investment Funds,
- h. Overseas Corporate Bodies and
- i. Person ineligible to contract under applicable statutory/ regulatory requirements.

43. 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;
- Copy of a cancelled cheque for ECS payments;
- Necessary forms for claiming exemption from deduction of tax at source on interest on application money, wherever applicable.



44. HOW TO APPLY

All eligible investors should refer the operating guidelines for issuance of debt securities on private placement basis through an electronic book mechanism as available on the website of NSE. Investors will also have to complete the mandatory know your customer verification process. Investors should refer to the Operational Guidelines in this respect. The application form will be filled in by each Investor and uploaded in accordance with the SEBI regulatory and operational guidelines. Applications for the Bonds must be in the prescribed form (enclosed) and completed in BLOCK LETTERS in English as per instructions contained therein.

- (a) The detail of the Issue shall be entered on the NSE-EBP Platform by the Issuer at least 2 (Two) Business days prior to the Issue Opening date, in accordance with the Operational Guidelines.
- (b) The issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the NSE-EBP Platform, at least 1 (one) Business Day before the start of the Issue Opening Date.

Some of the key guidelines in terms of the current Operational Guidelines on issuance of securities on private placement basis through an EBP mechanism are as follows:

(a) Modification of Bid

Investors may note that modification of bid is allowed during the bidding period/window. However, in the last 10 (ten) minutes of the bidding period/window, revision of bid is only allowed for improvement of coupon/yield and upward revision of the bid amount placed by the investors.

(b) Cancellation of Bid

Investors may note that cancellation of bid is allowed during the bidding period/window. However, in the last 10 minutes of the bidding period/window, no cancellation is permitted.

(c) Multiple Bids

Investors are permitted to place multiple bids on the EBP platform in line with EPB Guidelines vide SEBI EBP Circular.

However, investors should refer to the Operation Guidelines as on date of the bid.

Payment Mechanism

Applicants shall make remittance of application money by way of electronic transfer of funds through RTGS/electronic fund mechanism for credit by the pay-in time in the bank account of the NSE Clearing Ltd. Appearing on the NSE EBP Platform on accordance with the timelines set out in the EBP guidelines and the relevant rules and regulations specified by SEBI in this regard. All payments must be made through RTGS as per the Bank details mentioned in the application form/NSE-EBP Platform.

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.

45. 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.

46. 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.

47. 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.

48. APPLICATION BY PROVIDENT FUNDS, SUPERANNUATION FUNDS AND GRATUITY FUNDS

The applications must be accompanied by certified true copies of (i) Trust Deed/Bye Laws/Resolutions, (ii) Resolution authorising investment and (iii) specimen signatures of the authorised signatories. Those desirous of claiming tax exemptions on interest on application money are compulsorily required to submit a certificate issued by the Income Tax authority along with the Application Form. For subsequent interest payments, such certificates have to be submitted periodically.

49. 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.

50. 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.

If and to the extent, the Issue (including the option to retain oversubscription as decided and finalised by the Issuer) is fully subscribed prior to the issue closing date, no allotments shall be accepted once the Issue is fully subscribed.

Allotment will be done on "day-priority basis". In case of oversubscription over and above the basic size, 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 that 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.

51. 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 not given;
- f. In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc. relevant documents not submitted;

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

52. PAN

All applicants should mention their Permanent Account Number allotted under Income Tax Act, 1961. In case where the PAN has not been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

53. 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.



54. NOMINATION FACILITY

As per Section 72 of the Companies Act, 2013, 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.

55. 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 Meeting 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 Banking Regulation Act, 1949, as amended, 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.

56. 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.

57. FUTURE BORROWINGS

The Issuer shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds/ Debentures/ Notes/ 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.

58. BOND/ DEBENTURE REDEMPTION RESERVE ("DRR")

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

59. 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 All India English daily newspaper and one regional language newspaper.

All notices required to be given by the Bondholder(s), including notices referred to under "Payment of Interest" 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.

60. 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, 2013.

61. 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 Kolkata (Chennai post amalgamation of Allahabad Bank in Indian Bank).

62. INVESTOR RELATIONS AND GRIEVANCE REDRESSAL

Arrangements have been made to redress investor grievances expeditiously as far as possible, the Issuer endeavours to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the



Private Placement Offer Letter: Allahabad Bank

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 Corporate office of the Issuer. All investors are hereby informed that the Issuer has appointed 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 Private Placement Offer Letter.

63. PURCHASE / FUNDING OF BONDS BY THE BANK

Neither the Bank nor a related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor shall the Bank directly or indirectly fund the purchase of Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it.

64. CONDITIONS PRECEDENT TO SUBSCRIPTION OF BONDS

The subscription from applicants shall be accepted for allocation and allotment by the Bank subject to the following:

- a. Rating letter from CRISIL not being more than one month old from the issue opening date;
- b. Rating letter from India Ratings and Research Private Ltd. (India Ratings) not being more than one month old from the issue opening date;
- c. Consent letter from the Trustees to act as Trustee to the Bondholder(s);
- d. Letter from NSE conveying in-principle approval for listing and trading of Bonds.

65. CONDITIONS SUBSEQUENT TO SUBSCRIPTION OF BONDS

The Bank shall ensure that the following documents are executed/ activities are completed as per terms of the Private Placement Offer Letter:

- a. Credit of demat account(s) of the Allottee(s) by the number of Bonds allotted within 2 working days from the Deemed Date of Allotment;
- b. Making application to NSE within 15 days from the Deemed Date of Allotment to list the Bonds; Besides, the Bank shall perform all activities, whether mandatory or otherwise, as mentioned in the Private Placement Offer Letter.

X. CREDIT RATING FOR THE BONDS

CRISIL, vide its letter No. ALLHBAN/2J 72SJ/LTIIB/12132019 dated 17th December, 2019, has assigned the credit rating of **"CRISIL AA-**(pronounced "CRISIL double A minus rating") and has also placed the debt instrument under "Rating Watch with Positive Implications" for the present issue of Bonds aggregating upto ₹1500.00 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. A copy of rating letter from CRISIL dated 17th December 2019 is enclosed elsewhere in this Private Placement Offer Letter.

India Ratings and Research Pvt. Ltd. (India Ratings), vide its letter dated 16th December, 2019 has assigned a credit rating of **"IND AA-/Rating Watch Evolving (RWE)"** for the present issue of Bonds aggregating upto ₹1500.00 crore. A copy of rating letter from India Ratings is enclosed elsewhere in this Private Placement Offer Letter.

Other than the credit ratings mentioned hereinabove, the Bank has not sought any other credit rating from any other credit rating agency (ies) for the Bonds offered for subscription under the terms of this Private Placement Offer Letter.

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.

XI. TRUSTEES FOR THE BONDHOLDERS

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, and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, as amended (iii) Section 71 of the Companies Act, 2013 and (iv)



Private Placement Offer Letter: Allahabad Bank

Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Issuer has appointed Axis Trustee Services Limited, to act as Trustees ("Trustees") for and on behalf of the holder(s) of the Bonds. The address and contact details of the Trustees are as under:



Axis Trustee Services Limited

The Ruby, 2nd Floor
SW, 29 Senapati Bapat Marg,
Dadar West
Mumbai - 400028
Tel No: (022) 62300451
Fax No: (022) 62300700
E-mail: debenturetrustee@axistrustee.com

A copy of letter from Axis Trustee Services Limited conveying their consent to act as Trustees for the current issue of Bonds is enclosed elsewhere in this Private Placement Offer Letter.

The Issuer hereby undertakes that a Debenture Trusteeship Agreement shall be executed by it in favour of the Trustees within period permissible under applicable laws. The Debenture Trusteeship Agreement shall contain such clauses as may be prescribed under section 71 of the Companies Act, 2013 and those mentioned in Schedule IV of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993. 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, Securities and Exchange Board of India (Issue and Listing of Debt Securities)(Amendment)Regulations, 2014 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). The Trustees shall protect the interest of the Bondholders in the event of default by the Issuer in regard to timely payment of interest and repayment of principal and shall take necessary action at the cost of the Issuer. 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, Private Placement Offer Letter and all other related transaction documents, with due care, diligence and loyalty.

The Trustees shall be vested with the requisite powers for protecting the interest of holders of the Bond including but not limited to the right to appoint a Nominee director on the Board of the Bank in consultation with institutional holders of such bonds. The Trustees shall ensure disclosure of all material events on an on-going basis.

The Bank will disclose the complete name and address of the Bond Trustee in its Annual Report. The Issuer shall till the redemption of Bond submit its latest audited / limited review consolidated (wherever available) and standalone financial information such as statement of profit & loss, Balance Sheet and Cash Flow statement and Auditor's qualifications if any, to the trustees within the time lines as mentioned in Uniform Listing Agreement prescribed by SEBI vide Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015. Besides, the Issuer shall within 180 days from the end of the financial year submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all the QIB's within two working days of their request.

XII. STOCK EXCHANGE WHERE BONDS ARE PROPOSED TO BE LISTED

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of National Stock Exchange of India Limited ("NSE").NSE shall be the designated stock exchange for the purpose of present Issue of Bonds. The



Private Placement Offer Letter: Allahabad Bank

Issuer has made an application to NSE for seeking its in-principle approval for listing of Bonds offered under the terms of this Private Placement Offer Letter.

In terms of sub-section (1) of Section 40 of the Companies Act, 2013, the Issuer shall make an application to NSE along with applicable disclosures within 15 days from the Deemed Date of Allotment of the Bonds to list the Bonds to be issued and allotted under this Private Placement Offer Letter. The Issuer shall complete all the formalities and seek listing permission within 20 days from the Deemed Date of Allotment.

In connection with listing of Bonds with NSE, the Issuer hereby undertakes that:

- (a) It shall comply with the conditions of listing as specified in the Listing Agreement;
- (b) The credit rating(s) obtained for the Bonds shall be got periodically reviewed by the credit rating agency(ies) and any revision in the rating(s) shall be promptly disclosed by the Issuer to NSE;
- (c) Any change in credit rating(s) shall be promptly disseminated to the Bondholder(s) in such manner as NSE may determine from time to time;
- (d) The Issuer, the Trustees and NSE shall disseminate all information and reports on the Bonds including compliance reports filed by the Issuers and the Trustees regarding the Bonds to the Bondholder(s) and the general public by placing them on their websites;
- (e) Trustees shall disclose the information to the Bondholder(s) and the general public by issuing a press release and placing on the websites of the Trustees, the Issuer and NSE, in any of the following events:
 - (i) Default by Issuer to pay interest on the Bonds or redemption amount;
 - (ii) Revision of the credit rating(s) assigned to the Bonds.
- (f) The Issuer shall, till the redemption of Bonds, submit its latest audited/ limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and auditor qualifications, if any, to the Trustees within the timelines as mentioned in Uniform Listing Agreement issued by SEBI vide circular No.CIR/CFD/CMD/6/2015 dated October 13, 2015. Besides, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all Qualified Institutional Buyers ("QIBs") and other existing Bondholder(s) within two working days of their specific request.

XIII. MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER

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

A. MATERIAL CONTRACTS

- a. Copy of letter appointing Registrars and copy of MoU entered into between the Issuer and the Registrars.
- b. Copy of letter appointing Trustees to the Bondholders.

B. DOCUMENTS

- a. The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, as amended from time to time.
- b. Board resolution dated 07.12.2019, authorizing issue of Bonds offered under terms of this Private Placement Offer Letter.
- c. Letter of consent from the Trustees for acting as trustees for and on behalf of the holder(s) of the Bonds.
- d. Letter of consent from the Registrar for acting as Registrar to the Issue.
- e. Application made to the NSE for grant of in-principle approval for listing of Bonds.
- f. Letter from CRISIL conveying the credit rating for the Bonds.
- g. Letter from India Ratings conveying the credit rating for the Bonds.
- h. Tripartite Agreement between the Issuer, NSDL and Registrars for issue of Bonds in dematerialized form.
- i. Tripartite Agreement between the Issuer, CDSL and Registrars for issue of Bonds in dematerialized form.



XIV. DECLARATION

The Issuer undertakes that this Private Placement Offer Letter/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 by Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012, Securities and Exchange Board of India's circular on issues pertaining to primary issuance of Debt Securities issued vide circular No. CIR/IMD/DF-18/2013 dated October 29, 2013 read with SEBI circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular No. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the RBI circular DBR NO. BP.BC.1/21.06.201/2015-16 dated July 1, 2015 read with RBI circular DBR.NO. BP.BC.71/21.06.201/2015-16 dated January 14, 2016 and RBI circular DBR.BP.BC.NO.50/ 21.06.201/2016-17 dated February 02, 2017, each as amended from time to time.

The Issuer also confirms that this Private Placement Offer Letter/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 Private Placement Offer Letter also does not contain any false or misleading statement.

The issuer or any of its Promoter or Directors is not a wilful defaulter or fugitive economic offender as defined under Regulation 2 of the SEBI (ICDR) Regulations, 2018 as amended.

The Issuer accepts no responsibility for the statement made otherwise than in the Private Placement Offer Letter or in any other material issued by or at the instance of the Issuer and that any one placing reliance on any other source of information would be doing so at his own risk.

For Allahabad Bank

(K. Ramachandran)
Executive Director



COPY OF RATING LETTER FROM CRISIL

Ratings

CRISIL
An S&P Global Company

CONFIDENTIAL

ALLHBAN/237283/LTIIB/12132019
December 17, 2019

Mr. Sanjay Aggarwal
General Manager
Allahabad Bank
Head Office, 2,
Netaji Subhas Road,
Kolkata 700001
Tel 033 22104713

Mr. Sanjay Aggarwal,

Re: CRISIL Rating on the Rs.1500 Crore Tier II Bonds (Under Basel III) of Allahabad Bank

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

CRISIL has, after due consideration, assigned a "CRISIL AA-" (pronounced "CRISIL double A minus rating") rating to the captioned debt instrument and also placed under "Rating Watch with Positive Implications". The Rating Watch reflects an emerging situation, which may affect the credit profile of the rated entity. 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.

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

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

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Subha Sri Narayanan
Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings



A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available with CRISIL and to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1600-267-1301.

Corporate Identity Number: L87120MH1982PLC042383



Ratings

CRISIL

An S&P Global Company

Details of the Rs.1500 Crore Tier II Bonds (Under Basel III) of Allahabad Bank

	1st tranche		2nd tranche		3rd tranche	
<i>Instrument Series:</i>						
<i>Amount Placed:</i>						
<i>Maturity Period:</i>						
<i>Put or Call Options (if any):</i>						
<i>Coupon Rate:</i>						
<i>Interest Payment Dates:</i>						
<i>Principal Repayment Details:</i>	Date	Amount	Date	Amount	Date	Amount
<i>Investors:</i>						
<i>Trustees:</i>						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available with CRISIL to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Corporate Identity Number: L67120MH1887PLC042363



COPY OF RATING LETTER FROM INDIA RATINGS AND RESEARCH



Mr. Sanjay Aggarwal
General Manager (Finance & Accounts) & CFO
Allahabad Bank - Head Office,
General Accounts & Audit Department,
2, Netaji Subhas Road,
Kolkata – 700 001

December 16, 2019

Dear Sir,

Re: Rating of Allahabad Bank's Instruments:

India Ratings (see definition below) affirms the following ratings of Allahabad Bank:-

- INR10bn Basel III Tier 2 bonds: 'IND AA-/RWE'.

India Ratings (see definition below) assigns the following ratings of Allahabad Bank:-

- INR15bn Basel III Tier 2 bonds: 'IND AA-/RWE'.

Out of the above, the bank has already issued INR10bn of Basel III Tier 2 bonds.

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

India Ratings & Research Private Limited A Fitch Group Company

Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

Tel: +91 22 4000 1700 | Fax: +91 22 4000 1701 | CIN/LLPIN: U67100MH1995FTC140049 | www.indiaratings.co.in



India Ratings
& Research

Fitch Group

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings' ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating to investors.

It is important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "**India Ratings**" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact us at +91 22 4000 1700.

Sincerely,
India Ratings

Anandu Bhoomik
Chief Analytical Officer

Prakash Agarwal
Director



COPY OF CONSENT LETTER FROM AXIS TRUSTEE SERVICES LIMITED

ATSL/CO/19-20/0121
Date : 20 December, 2019.

Allahabad Bank
Shares and Bonds Department
Head Office
2, N.S. Road
Kolkata – 700001

Kind Attn : Mr. Dina Nath Kumar

Dear Sir,

Sub: Consent to act as Debenture Trustee for listed, unsecured, subordinated, Basel III compliant Tier 2 Bonds in nature of non-convertible debenture (NCDs) aggregating to Rs.1500 crores proposed to be issued by Allahabad Bank (Issuer Company)

We, Axis Trustee Services Limited, hereby give our consent to act as the Debenture Trustee for the above mentioned issue of Debentures having a tenure of more than one year and are agreeable to the inclusion of our name as Debenture Trustee in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum and/or application to be made to the Stock Exchange for the listing of the said Debentures.

Axis Trustee Services Limited (ATSL) consenting to act as Debenture Trustees is purely its business decision and not an indication on the Issuer Company's standing or on the Debenture Issue. By consenting to act as Debenture Trustees, ATSL does not make nor deems to have made any representation on the Issuer Company, its Operations, the details and projections about the Issuer Company or the Debentures under Offer made in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document. Applicants / Investors are advised to read carefully the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document and make their own enquiry, carry out due diligence and analysis about the Issuer Company, its performance and profitability and details in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document before taking their investment decision. ATSL shall not be responsible for the investment decision and its consequence.

We also confirm that we are not disqualified to be appointed as Debentures Trustee within the meaning of Rule 18(2)(c) of the Companies (Share Capital and Debentures) Rules, 2014.

Yours Truly,

For Axis Trustee Services Limited


Rahul Vaishya
Senior Manager



Corporate Identity Number: U74999MH2006PLC182254 | MSME Registered UAN: MH19E0033585

Registered Office:

Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025

Corporate Office:

The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028

Tel No: 022-62300451 Fax No.: 022-6230 0700 Website: www.axistrustee.com



AXIS TRUSTEE

**ALLAHABAD BANK**

(A Government of India Undertaking)

Head Office: 2, Netaji Subhas Road, Kolkata 700 001

Tel.: (033) 22420899, 22107680, 22420878; Fax: (033) 22623279

APPLICATION FORM FOR 9.53 PERCENT UNSECURED, SUBORDINATED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE, FULLY PAID UP, BASEL III COMPLIANT TIER 2 BONDS OF FACE VALUE OF ₹10 LAKH (RUPEES TEN LAKH) EACH IN THE NATURE OF DEBENTURES ("BONDS") AGGREGATING ₹1500 CRORE (RUPEES ONE THOUSAND FIVE HUNDRED CRORE) ELIGIBLE FOR INCLUSION IN TIER 2 CAPITAL ISSUED BY ALLAHABAD BANK (THE "ISSUER"/ THE "BANK")

To,

Allahabad Bank, Head Office: 2, Netaji Subhas Road, Kolkata- 700 001

Dear Sir,

Having read, understood and agreed to the contents and terms and conditions of Allahabad Bank's Private Placement Offer Letter Dated December 26, 2019, I/we hereby apply for allotment to me/us, of the under mentioned Bonds (hereinafter referred to as "Bonds"), out of the Private Placement Issue. I/we irrevocably give my/ our authority and consent to Axis Trustee Services Ltd., to act as my/our Trustees and for doing such acts and signing such documents as may be necessary to carry out their duties in the said capacity. The amount payable on application as shown below is remitted herewith. I/we note that the Bank is entitled in its sole and absolute discretion to accept or reject this application in whole or in part without assigning any reason whatsoever.

I/we confirm that I/we have not received and will not receive any commission or brokerage or any other incentive in any form, directly or indirectly, for subscribing to the Issue.

APPLICANT'S DETAILS

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

SOLE/FIRST APPLICANT'S NAME IN FULL															SIGNATORY/AUTHORISED SIGNATORY																			
SECOND APPLICANT'S NAME																																		
THIRD APPLICANT'S NAME																																		
ADDRESS (Do not repeat name) (Post Box No. alone is not sufficient)																																		
																				TEL					FAX					PIN CODE				

SOLE/ FIRST APPLICANT CATEGORY (Tick one)

<input type="checkbox"/> Scheduled Commercial Bank
<input type="checkbox"/> Financial Institution
<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Primary/ State/ District/ Central Co-operative Bank
<input type="checkbox"/> Regional Rural Bank
<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Company/ Body Corporate
<input type="checkbox"/> Provident/ Gratuity/ Superannuation Fund
<input type="checkbox"/> Others (please specify) –

INVESTMENT DETAILS

Face Value/ Issue Price	₹10,00,000/- (Rupees Ten Lac Only) per Bond
Minimum Application	1 Bond
Tenure	10 Years
Coupon Rate	9.53 % p.a.
Interest Payment	Annual
Amount payable per Bond (i)	₹10,00,000/-
No. of Bonds Applied For (ii)	
Total Amount Payable (₹) (in fig) (i) x (ii)	
Total Amount Payable (₹) (in words)	

PAYMENT DETAILS

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

RTGS UTR No.&	
RTGS Date	

Applicants shall make remittance of application money by way of electronic transfer of funds through RTGS/ electronic fund mechanism for credit by the pay-in time in the bank account of the NSE Clearing Ltd.

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

Bank Name& Br.	
A/C Number	
IFSC Code	
MICR Code	
Type of Account	<input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> Others

INCOME TAX DETAILS (Ref. Instructions)

	Sole/ First Applicant	Second Applicant	Third Applicant
PAN No.			

TO BE FILLED IN ONLY IF THE APPLICANT IS AN INSTITUTION

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

DETAILS FOR ISSUE OF BONDS IN ELECTRONIC/ DEMATERIALIZED FORM

Depository Name (please tick)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Depository Participant Name	
DP-ID Number	
Client-ID	
Name of the Applicant	
Other Detail, if any	

APPLICANT'S SIGNATURE(S)

Sole/ First Applicant	
Second Applicant	
Third Applicant	

-----*(Tear Here)-----

**ALLAHABAD BANK**

to be filled in by the Applicant)

Received from

Address

an application for _____ Bonds bearing RTGS UTR No. _____

Dated _____ amounting to ₹ _____.

ACKNOWLEDGEMENT SLIP

All future communication in connection with this application should be addressed to the Registrars: M/s. C B Management Services (P). Ltd. (Address: P-22, Bondel Road, Kolkata-700019; Tel No. (033) 40116700, 2280, Fax No. (033) 2287 0263 quoting full name of Sole/ First Applicant, , Number of Bonds applied for, Date, Bank and Branch where the application was submitted and RTGS UTR No.& date.

IMPORTANT INSTRUCTIONS

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

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

Signatures should be made in English or in any other 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.

2. Applicants shall make remittance of application money by way of electronic transfer of funds through RTGS/electronic fund mechanism for credit by the pay-in time in the bank account of the NSE Clearing Ltd. Appearing on the NSE EBP Platform on accordance with the timelines set out in the EBP guidelines and the relevant rules and regulations specified by SEBI in this regard. All payments must be made through RTGS as per the Bank details mentioned in the application form/NSE-EBP Platform.
3. Application forms duly completed in all respect must be submitted to the respective Collecting Branches of the Bank.
4. The applicants are advised to mention the full particulars of their bank details, as specified in the Application Form. The Bond interest will be paid through NEFT/RTGS/Other Electronic mode to respective Bondholders as per Bank details provided by them.
5. Receipt of applications will be acknowledged by the respective Collecting Branch of the Bank in the "Acknowledgment Slip", appearing below the Application Form. No separate receipt will be issued.
6. All applicants should mention their Permanent Account Number allotted to them by income tax authorities, promptly at the appropriate place in the application form. The copy of the PAN card must be attached along with the application form.
7. The application would be accepted as per the terms of the Scheme outlined in the Private Placement Offer Letter dated December 26, 2019.