

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

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

VIII. SUMMARY TERM SHEET

Issuer	Vijaya Bank (the "Bank"/ the "Issuer")
Issue Size	Rs. 250 crore
Objects of the Issue	Augmenting Tier 2 Capital and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long-term resources
Instrument	Non-Convertible Redeemable Unsecured Basel III compliant Tier 2 Bonds (Series VIII) in the nature of Debentures ("Bonds")
Nature and status of Bonds	Claims of the Bondholders shall be (i) senior to the claims of investors in instruments eligible for inclusion in Tier 1 capital (ii) subordinate to the claims of all depositors and general creditors of the Bank and (iii) the Bonds shall neither be secured nor covered by a guarantee of the Issuer or its related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis creditors of the Bank
Issuance Mode	In Demat mode only
Convertibility	Non-Convertible
Trading Mode	In demat mode only
Credit Rating	"BWR AA+" by Brick work ratings and "CARE AA+" by CARE
Mode of Issue	Private Placement
Security	Unsecured
Loss Absorbency	<p>The Bonds shall be subjected to loss absorbency features applicable for non-equity capital instruments vide RBI Master Circular No. DBOD.No.BP.BC.2 /21.06.201/2013-14 dated July 01, 2013 on Basel III capital regulations covering criteria for inclusion of debt capital instruments as Tier 2 capital (Annex 5) and minimum requirements to ensure loss absorbency of additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the Point of Non-viability ("PONV") (Annex 16).</p> <p>Accordingly, the Bonds may at the option of the RBI either be permanently written off or temporarily written off on the occurrence of the trigger event called the Point of Non Viability. PONV trigger event shall be as defined in the aforesaid RBI Circular and shall be determined by the RBI.</p>
Treatment in Bankruptcy/ Liquidation	The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation
PONV Trigger	<p>The Bonds, at the option of the Reserve Bank of India, can be temporarily written down or permanently written off upon occurrence of the trigger event, called the 'Point of Non-Viability Trigger ("PONV Trigger")'. The PONV Trigger event is the earlier of:</p> <ol style="list-style-type: none"> c. a decision that a temporary/ permanent write off is necessary without which the Bank would become non viable, as determined by the RBI; and d. 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. The write-off consequent upon the trigger event shall occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted. <p>For this purpose, a non-viable bank will be:</p> <p>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 of India 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 temporary and/or permanent write-off in combination with or without other measures as considered appropriate by the Reserve Bank of India.</p>

	<p>A bank facing financial difficulties and approaching a PONV shall be deemed to achieve viability if within a reasonable time in the opinion of RBI, it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including temporary/ permanent write-off/ public sector injection of funds are likely to:</p> <p>e. Restore confidence of the depositors/ investors;</p> <p>f. Improve rating/ creditworthiness of the bank and thereby improving its borrowing capacity and liquidity and reduce cost of funds; and</p> <p>g. Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.</p>
Face Value	Rs. 10.00 lacs per Bond
Premium/ Discount on Issue	Nil
Issue Price	At par (Rs.10.00 lacs per Bond)
Premium/ Discount on redemption	Nil
Maturity	Redeemable after 120 months from the Deemed Date of Allotment
Redemption/ Maturity Date	December 23, 2023
Lock-in-Period	Not Applicable
Minimum Application	1 Bonds and in multiples of 1 Bond thereafter
Put Option	None
Call Option	None
Call Option Price	Not applicable
Call Notification Time	Not applicable
Coupon Rate	9.73%
Step Up/ Step Down Coupon Rate	None
Coupon Payment Frequency	Annual
Coupon / Interest Payment Date	The date, in case of the first coupon/ interest payment shall be March 31st, 2014 and for subsequent financial years the coupon/ interest payment date shall be on March 31st of every financial year. The last interest payment shall be made on the Redemption Date on pro rata basis
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Not Applicable
Default Interest Rate	Not Applicable
Day Count Basis	Actual
Interest on Application Money	Interest at the coupon rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Bonds for the period starting from and including the date of realization of application money in Issuer's Bank Account up to one day prior to the Deemed Date of Allotment
Listing	Proposed on the Wholesale Debt Market (WDM) segment of National Stock Exchange of India Limited ("NSE")
Trustees	Canara Bank
Depository	National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")
Registrars	Link In time India Private Limited
Settlement	Payment of interest/ repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism
Business Day Convention	'Business Day' shall be a day on which commercial banks are open for business in the city of Bangalore, Karnataka. If any coupon payment date and/or redemption date falls on a day which is not a business day, payment of interest and/or principal amount shall be made on the next business day without liability for making payment of interest for the delayed period.

Record Date	Reference date for payment of interest/ repayment of principal which shall be the date falling 15 days prior to the relevant Interest Payment Date on which interest or the Redemption/ Maturity Date on which the Maturity Amount is due and payable. In the event the Record Date falls on a day which is not a business day, the next business day will be considered as the Record Date.												
Payment Mode	<p>The remittance of application money can be made out of any of the following two modes:</p> <p>i. Through cheque(s)/ demand draft(s) payable in favour of "Vijaya Bank A/c – Bonds Issue" and crossed "Account Payee" only deposited at any of the branches of the Bank.</p> <p>Or</p> <p>ii. Electronic transfer of funds through RTGS mechanism for credit as per details given hereunder:</p> <table border="1"> <tr> <td>Name of the Banker</td> <td>Vijaya Bank</td> </tr> <tr> <td>Account Name</td> <td>RTGS CBS ACCOUNT</td> </tr> <tr> <td>Credit into A/c No.</td> <td>950200036516001</td> </tr> <tr> <td>IFSC Code</td> <td>VIJB0009502</td> </tr> <tr> <td>Address of the Branch</td> <td>Treasury Mgt Dept, VIJAYA BANK M.G.Road .Blore-1</td> </tr> <tr> <td>Narration</td> <td>Application Money for the Bond Issue</td> </tr> </table>	Name of the Banker	Vijaya Bank	Account Name	RTGS CBS ACCOUNT	Credit into A/c No.	950200036516001	IFSC Code	VIJB0009502	Address of the Branch	Treasury Mgt Dept, VIJAYA BANK M.G.Road .Blore-1	Narration	Application Money for the Bond Issue
Name of the Banker	Vijaya Bank												
Account Name	RTGS CBS ACCOUNT												
Credit into A/c No.	950200036516001												
IFSC Code	VIJB0009502												
Address of the Branch	Treasury Mgt Dept, VIJAYA BANK M.G.Road .Blore-1												
Narration	Application Money for the Bond Issue												
Eligible Investors	Mutual Funds, Public Financial Institutions as defined under section 4A of the Companies Act, 1956, Scheduled Commercial Banks, Insurance Companies, Provident Funds, Gratuity Funds, Superannuation Funds and Pension Funds, Co-operative Banks, Regional Rural Banks authorized to invest in bonds/ debentures, Companies and Bodies Corporate authorized to invest in bonds/ debentures, Trusts authorized to invest in bonds/ debentures, Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/ debentures, Resident Individual Investors etc												
Non-Eligible classes of Investors	Qualified Foreign Investors, Foreign Nationals, Persons resident outside India, Venture Capital Funds, Alternative Investment Funds, Overseas Corporate Bodies, Partnership firms formed under applicable laws in India in the name of the partners, Hindu Undivided Families through Karta, Person ineligible to contract under applicable statutory/ regulatory requirements etc.												
Transaction Documents	<p>The Issuer 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 Trusteeship Agreement; Letter appointing Arrangers to the Issue; Letter appointing Registrar and Agreement entered into between the Issuer and the Registrar; Rating Agreement with Brickwork Ratings; Rating Agreement with CARE; Tripartite Agreement between the Issuer; Registrar and NDSL for issue of Bonds in dematerialized form; Tripartite Agreement between the Issuer; 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 Issuer subject to the following:</p> <ol style="list-style-type: none"> Rating letter from Brickwork Ratings and CARE 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 & trading of Bonds. 												

Conditions subsequent to subscription of Bonds	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per terms of this Disclosure Document:</p> <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 in terms of sub-section (1) of Section 73 of the Companies Act, 1956 (1 of 1956); Neither the Bank nor any related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor would the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it. Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Disclosure Document.
Cross Default	Not Applicable
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 Trusteeship Agreement, Disclosure Document and all other related transaction documents, with due care, diligence and loyalty.</p> <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 Simplified Listing Agreement issued by SEBI vide circular No. SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 as amended. 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>
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 High Court of Karnataka, Bangalore.
Additional Covenants	<p>Delay in Listing: The Issuer shall complete all formalities and seek listing permission within 15 days from the Deemed Date of Allotment. In the event of delay in listing of Bonds beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).</p> <p>Refusal of Listing: If listing permission is refused before the expiry of the 20 days from the Deemed Date of Allotment, the Issuer shall forthwith repay all monies received from the applicants in pursuance of the Disclosure Document along with penal interest of 1.00% per annum over the Coupon Rate from the expiry of 20 days from the Deemed Date of Allotment. If such monies are not repaid within 8 days after the Issuer becomes liable to repay it (i.e. from the date of refusal or 20 days from the Deemed Date of Allotment, whichever is earlier), then the Issuer and every director of the Issuer who is an officer in default shall, on and from the expiry of 8 days, will be jointly and severally liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under Section 73 of the Companies Act, 1956.</p>

Applicable RBI Guidelines	The present issue of Bonds is being made in pursuance of Master Circular No. DBOD.No.BP.BC.2 /21.06.201/2013-14 dated July 01, 2013 issued by the Reserve Bank of India on Basel III capital regulations covering criteria for inclusion of debt capital instruments as Tier 2 capital (Annex 5) and minimum requirements to ensure loss absorbency of additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the PONV (Annex 16)
Prohibition on Purchase/ Funding of Bonds	Neither the Bank nor a related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor shall the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it
Issue Opening Date	December 17, 2013
Issue Closing Date	December 20, 2013
Pay In Dates	December 17, 2013 to December 20, 2013
Deemed Date of Allotment	December 23, 2013

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)

PRIVATE PLACEMENT OF NON-CONVERTIBLE REDEEMABLE UNSECURED BASEL III COMPLIANT TIER 2 BONDS (SERIES VII) FOR INCLUSION IN TIER 2 CAPITAL IN THE NATURE OF DEBENTURES OF FACE VALUE OF RS. 10 LAKHS EACH (“BONDS”) AT PAR AGGREGATING RS. 500 CRORE BY VIJAYA BANK (THE “ISSUER” OR THE “BANK”)

1. ISSUE SIZE

Vijaya Bank (the “Issuer” or the “Bank”) proposes to raise upto Rs. 250 crore through issue of Non-Convertible Redeemable Unsecured Basel III compliant Tier 2 Bonds (Series VII) for inclusion in Tier 2 Capital in the nature of Debentures of face value of Rs. 10 lakhs each (“Bonds”) (the “Issue”).

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 Bank can undertake the activities proposed by it in view of the present approvals and no further approval from any government authority(ies) is 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 Bank, passed at its meeting held on [28-06-2013], and the delegation provided there under.

The present issue of Bonds is being made in pursuance of Master Circular No. DBOD.No.BP.BC.2 /21.06.201/2013-14 dated July 01, 2013 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 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.