भारतीय स्टेट बँक
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State Bank of India

शेयर आणि रोखे विभाग, मध्यवर्ती कार्यालय,
स्टेट बँक भवन, मादाम कामा मार्ग, मुंबई - 400 021
शेयर एवं बांड विभाग, केन्द्रीय कार्यालय,
स्टेट बैंक भवन, मादाम कामा मार्ग, मुंबई - 400 021
Shares & Bonds Department, Central Office, State Bank Bhavan,
Madame Cama Marg, Mumbai - 400 021

Tel.: 91-22-2274 0841 - 48 (Eight Lines) Tel.: 022-2288 3888 | Fax: 91-22-2285 5348

Date : 10.02.2012
Ref. No.:

CC/S&B/VKJ/2763

The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

Dear Sir/Madam,

LISTING AGREEMENT: UPDATE
PREFERENTIAL ALLOTMENT OF EQUITY SHARES
TO GOVERNMENT OF INDIA:
FIXING THE DATE OF GENERAL MEETING AND RELEVANT DATE

Please refer our letter no. CC/S&B/VKJ/2669 dated 31.01.2012 whereby we had intimated to the Stock Exchange regarding approval of the Executive Committee of Central Board (ECCB) of the Bank, under section 5(2) of SBI Act, for increase in issued capital by the Bank by way of preferential allotment of equity shares to GoI aggregating to the extent of approximately Rs.7900 crore (Including premium). In this connection, we advise that the date of General Meeting of shareholders of the Bank to obtain their approval for the above preferential allotment has been fixed for 19th March, 2012 (Monday) and accordingly, in terms of the SEBI (ICDR) Regulations, the relevant date for the purpose of determining the price will be 17th February, 2012 (Friday).

2. Further, in terms of clause 31 (C) for the listing agreement, we also enclose for your information, three copies of the press release being issued in connection with the convening of the above General Meeting on Monday, the 19th March, 2012 at 11.00 a.m. in the State Bank Auditorium, State Bank Bhavan complex, Madame Cama Road, Mumbai – 400021.

Yours faithfully,

General Manager
Encl: as above

State Bank of India

(Constituted under the State Bank of India Act, 1955)

NOTICE

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of State Bank of India will be held on Monday, the 19th March, 2012 at 11.00 a.m. in the State Bank Auditorium, State Bank Bhavan Complex, Madame Cama Road, Mumbai – 400021 (Maharashtra) to transact the following business:

To consider and if thought fit, pass with or without modification, the following as a special resolution:

"**RESOLVED THAT** pursuant to the provisions of the State Bank of India Act 1955 (hereinafter referred to as the 'Act') read with the State Bank of India General Regulations, 1955 and subject to the approval, consent and sanction, if any, of Reserve Bank of India (RBI), Government of India (GoI), Securities and Exchange Board of India (SEBI), and / or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Central Board of Directors of the Bank and subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (SEBI ICDR Regulations) and Regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the Shareholders of the Bank be and is hereby accorded to the Central Board of Directors of the Bank (hereinafter called "the Board" which shall be deemed to include the Executive Committee of the Central Board constituted under Section 30 of the Act read with Regulation 46 of the State Bank of India General Regulations, 1955, to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot such number of Equity Shares of Rs.10/- each for cash at such price to be determined by the Board in accordance with Regulation 76(1) of SEBI ICDR Regulations, aggregating to the extent of approximately Rs.7900 crore (including premium), on preferential basis to "**Government of India.**"

Shares & Bonds Dept. CORPORATE CENTRE

"RESOLVED FURTHER THAT the **Relevant date** for determination of the Issue Price is 17.02.2012."

"RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the GoI/RBI/SEBI/ Stock Exchanges where the equity shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions for the issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT the said equity shares to be issued shall rank pari-passu with the existing equity shares of the Bank in all respects and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any other consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Chairman or any of the Managing Directors or such other officer(s) of the Bank as it may deem fit to give effect to the aforesaid Resolution."

Central Office,
State Bank Bhavan,
Madame Cama Road,
Mumbai – 400 021

(PRATIP CHAUDHURI)
CHAIRMAN

Date: 4th February 2012

1. EXPLANATORY STATEMENT

Disclosures as required to be made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

a) Objects of the Preferential Issue:

To augment Tier I Capital of the Bank, the Government of India has decided to infuse approximately upto Rs.7900 crore (including premium) in the capital of the Bank by way of preferential issue of equity shares in favour of the Government of India.

b) Proposal of the promoter to subscribe to the offer:

The entire Preferential Issue of equity shares will be subscribed by the Government of India, the Promoter of the Bank.

c) Shareholding pattern of the issuer before and after the preferential issue:

Sr. no.	Category	Before the issue (As on 31.01.2012)		After the issue	
		No. of shares held	Percentage of shareholding	No. of shares held	Percentage of shareholding
i	Promoter's shareholding (Government of India)	37,72,07,200	59.40	**	**
ii	Public shareholding	25,77,92,395	40.60	25,77,92,395	**
iii	Total	63,49,99,595	100.00	**	100.00

** The total number of shares to be allotted to GoI will be calculated on the basis of the issue price to be determined as on the "relevant date" in terms of the pricing formula as prescribed in Regulation 76(1) of the SEBI ICDR Regulations. In terms of the aforesaid Regulation 76(1), the issue price shall not be less than the higher of the average of the weekly high and low of the closing prices of SBI's shares quoted on the stock exchange during the period of twenty six weeks preceding the "relevant date" and of two weeks preceding the "relevant date". The "relevant date" is the date 30 days prior to the date of the General Meeting of the shareholders held to consider the preferential allotment and if such date happens to fall on a Holiday/Weekend, then the preceding date is the reckoned "relevant date". The 'stock exchange' for the above purpose will be any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume of the Bank's shares has been recorded during the preceding twenty six weeks prior to the relevant date. The total value of the number of shares so issued (including premium) shall aggregate to not more than Rs.7,900 crore. For example, at an assumed Issue Price of Rs.1989, calculated based on an assumed "relevant date" of 31.01.2012, the number of shares held by GoI post preferential allotment would be 41,69,25,651 shares and the total number of shares of the Bank post preferential allotment would be 67,47,18,046 shares and therefore, the percentage of shareholding of GoI post the preferential allotment will be 61.79%. However, the actual number of shares to be issued and the shareholding pattern thereafter, may increase or decrease based on the actual issue price to be determined on the basis of the actual relevant date i.e. 17th February, 2012.

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d) Time within which the preferential issue shall be completed:

The allotment pursuant to this resolution passed by the shareholders, shall be completed within a period of fifteen days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission, as the case maybe.

e) Identity of the proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

As the entire issue is proposed to be allotted to Government of India, the major shareholder and Promoter of the Bank, on preferential basis, there would not be any change in control as a result of the proposed preferential issue.

Identity of the Proposed Allottee	No of equity shares to be allotted	% of post issue shareholding
Govt. of India represented by the President of India (Promoter)	** as per the remarks given at c) above	** as per the remarks given at c) above

f) The equity shares of the Bank have been listed for more than six months and accordingly, provisions of Regulation 76(3) and 78 (5) of SEBI ICDR Regulations and disclosures under Regulation 73(1) (f) & (g) of SEBI ICDR Regulations are not applicable.

g) All the equity shares to be issued and allotted to the Government of India pursuant to the proposed special resolution, shall be locked in for a period of three years from the date of allotment and the entire pre-preferential allotment shareholding of GoI will be locked in from the relevant date upto a period of six months from the date of allotment, in accordance with the SEBI ICDR Regulations.

h) The certificate issued by the Statutory Auditor(s) certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations will be tabled at the General Meeting on 19th March, 2012.

All the equity shares held by the Government of India are in dematerialized mode and the Bank is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges where the equity shares of the Bank are listed.



2. NOTES

PROXY FORM & ATTENDANCE SLIP:

Bank's eligible shareholders are advised that the Proxy Forms and Attendance Slips are available in the Secretariat of Chief General Managers of our Local Head Offices, Administrative Offices, Bank's websites: www.statebankofindia.com/www.sbi.co.in under the link Corporate Governance/SHAREHOLDERS INFO and also at the following offices:

(1) Shares & Bonds Department, State Bank of India, Central Office, State Bank Bhavan, Madame Cama Road, Mumbai – 400 021, Telephone: (022)2274 0841- 48.

(2) M/s Datamatics Financial Services Ltd., Unit: State Bank of India, Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (East), Mumbai-400093. Telephone: (022) 66712201-03.

Attendance Slips will also be available at the venue of the General Meeting on 19th March, 2012.

Duly executed proxy forms, together with power of attorney or other authority (where applicable) under which it is signed, must be received at the Bank's Shares & Bonds Department, State Bank of India, Central Office, Madame Cama Road, Mumbai – 400 021 on or before Saturday, the 10th March 2012 by 2.30 pm.

AUTHORIZED REPRESENTATIVE

Shareholders, being a company, authorizing any of its officials or any other person to act as their representative in the General Meeting should deposit a copy of the resolution appointing him/her as a duly authorized representative, certified to be a true copy by the chairman of the meeting at which such resolution was passed, at any of the following two offices of the Bank, on or before Wednesday, the 14th March 2012 by 5.30 pm:

1) Shares & Bonds Department, State Bank of India, Central Office, State Bank Bhavan, Madame Cama Road, Mumbai – 400 021.

2) Secretariat of the Chief General Manager, State Bank of India, Local Head Office, Synergy, "C 6", G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

