Ref.:: MD&CEO:SD: 340/341/11/12/GOI::2018

The Manager
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street MUMBAI – 400 001
Fax: 022-22722037/39/2041/2061/
3121/1557/1278/3354/3577

Feb 07, 2018

The Manager
Listing Department
National Stock Exchange of India Ltd
EXCHANGE PLAZA
Bandra-Kurla Complex
Bandra [E] MUMBAI 400051 Fax: 022-26598237

Dear Sir,

Sub: Extraordinary General Meeting - Capital Infusion by GOI

***************

We refer to our intimation MD&CEO:SD:337/338/11/12/GOI:2018 dated Feb 06,2018 under Regulation 30 of the SEBI (LODR) Regulations, 2015.

It is hereby informed that the Extraordinary General meeting of the Bank is scheduled to be held on Thursday, the 1st March 2018 at 11.00 AM at Auditorium -1, NIMHANS CONVENTION CENTRE, Hosur Main Road, Hombegowda Nagar, Bengaluru – 560029 to obtain approval of shareholders for the Capital Infusion of Rs 4865 Crore by GOI.

The Notice of the Extraordinary General Meeting is enclosed. Please take the same on records.

Yours Faithfully,

GEORGE AUGUSTIN T
COMPANY SECRETARY

Secretarial Department
MD & CEO's Secretariat
Head Office
112 J C Road, Bangalore - 560002
E-Mail - hosecretarial@canarabank.com

www.canarabank.com

Tathavda Vichar
Pravesh Dinavakar and Murali Narayan Kulkarni
Pravesh Kulkarni
112, J C Road, Bengaluru - 560002
Notice for Extraordinary General Meeting

Thursday, the 1st March, 2018 Bengaluru
NOTICE

NOTICE is hereby given pursuant to Regulation 57 of Canara Bank (Shares and Meetings) Regulations, 2000 that an Extraordinary General Meeting of the Shareholders of Canara Bank will be held on Thursday, the 1st March, 2018 at 11.30 a.m. at Auditorium-1, NIMHANS-CONVENTION CENTRE, Honur Main Road, Hombegowda Nagar, Bengaluru - 560029, to transact the following business:

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:-

"RESOLVED THAT pursuant to provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (hereinafter referred to as the 'Act') read with the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (hereinafter referred to as the 'Scheme') and Canara Bank (Shares and Meetings) Regulations, 2000 as amended from time to time and subject to approvals, consents, permissions and sanctions, 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 then as may be prescribed by them in granting such approvals and which may be agreed by the Board of Directors of the Bank and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended up to date [SEBI (CDR) Regulations] and regulations prescribed by RBI and all other relevant authorities from time to time and subject to the Uniform Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, consent of the shareholders of the Bank and is hereby accorded to the Board of Directors of the Bank (hereinafter called the "Board") which shall deemed to include a Committee which the Board may have constituted or /or may constitute, to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot 13,59,54,616 Equity Shares of face value of Rs.10/- each (Rupees Ten Only) for cash at an Issue Price of Rs.347.84 including premium of Rs.347.84 as determined in accordance with SEBI (CDR) Regulations aggregating upto Rs.4,865 crore (Rupees Four Thousand Eight Hundred and Sixty Five Crore only), on preferential basis to Government of India (GOI)."
"RESOLVED FURTHER THAT the Relevant Date for determination of Issue Price is 30th January, 2018."

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

"RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialised form and shall be subject to lock-in requirements required under Chapter VII of the SEBI (ICDR) Regulations and shall rank pari passu in all respects (including Dividend declared, if any) with the existing Equity Shares of the Bank 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 this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as 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, finalize 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 further 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 of Directors of the Bank be and is hereby authorised to delegate all or any one of its powers to the Managing Director & Chief Executive Officer or Executive Director(s) or such other officer(s) of the Bank to give effect to the aforesaid Resolution."

By Order of the Board of Directors

Rakesh Sharma

Managing Director & Chief Executive Officer

Place: Bengaluru
Date: 07.02.2018
1. EXPLANATORY STATEMENT: The Explanatory Statement setting out the material facts in respect of the business of the meeting is annexed below.

2. APPOINTMENT OF PROXY: A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE BANK. However, the Proxy so appointed will not have any right to speak at the meeting. The Proxy Form in order to be effective must be lodged at the Head Office of the Bank, at least four days before the date of the Extraordinary General Meeting, i.e., on or before the closing hours of the Bank on Friday, 23rd February, 2018.

3. APPOINTMENT OF AN AUTHORISED REPRESENTATIVE: No person shall be entitled to attend or vote at the meeting as a duly authorised representative of a company or any other body corporate which is a shareholder of the Bank, unless a copy of the Resolution appointing him/her as a duly authorised representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Head Office of the Bank at least four days before the date of the Extraordinary General Meeting, i.e., on or before the closing hours of the Bank on Friday, 23rd February, 2018.

4. REGISTRATION: In order to facilitate the shareholders attending the meeting, Registration process will commence from 10.00 a.m. on the 07th March, 2018 at the venue. Shareholders are required to be present for the meeting well in advance, to complete the Registration formalities.

5. ATTENDANCE SLIP: For the convenience of the shareholders, attendance slip can be sent to the Bank. Shareholders/Proxy Holders/Authorised Representatives are requested to send in, affix their signatures at the space provided thereon, and surrender the same at the venue. Proxy/Authorised Representative of a shareholder should state on the attendance slip as “Proxy” or “Authorised Representative” as the case may be. Shareholders/Proxy holders/Authorised Representatives may note that the admission to the meeting will be subject to verification/checks, as may be deemed necessary and they are advised to carry valid proof of identity viz., Voter ID Card / Employer Identity Card / Pan Card / Passbook / Driving License etc. Entry to the venue will be permitted only on the basis of valid Attendance Slip or Entry Pass.

6. VOTING RIGHTS OF HOLDERS: In terms of the provisions of Sections 3 (2B) of the Act (as amended and effective from 18.01.2013), no shareholder of the Bank, other than the Central Government shall be entitled to exercise voting rights in respect of any shares held by him/her, unless he/she is a person resident in India and is registered as a holder of the shares of the Bank.

In terms of Cl. 66(4)(e) of Canara Bank (Shares and Meetings) Regulations, 2001, except in the provisions contained in Section 3(2B) of the Act, each shareholder who has been registered as a shareholder as on 22nd February, 2018 bearing the ‘cut-off date’ for determining the shareholders who are entitled to participate in the e-Voting, voting at the meeting, shall have one vote for each share held by him/her, in case of a poll.

As per the Regulation 10 of Canara Bank (Shares and Meetings) Regulations, 2001, if any shareholders stands in the names of two or more persons, the person first named in the register shall, in respect of any voting in the Directors of the Company, be deemed to be the sole holder thereof.
7. REMOTE e-VOTING:
The Bank is pleased to provide remote e-Voting facility to the shareholders of the Bank to enable them to cast their votes electronically on the item mentioned in the notice. A separate communication/Notice is being sent to all the shareholders to enable them to cast their votes through e-Voting.

8. VOTING AT THE MEETING:
The voting for the agenda item shall be done by remote e-voting or by Voting at the Meeting. Those who have not exercised the option of remote e-voting shall be entitled to participate and vote at the Voting at the Meeting to be conducted at the venue of the EGM on the date of the meeting.

After the agenda item has been discussed, the Chairman will order Voting in respect of agenda item. Voting will be conducted and supervised under the rules to be appointed for the purpose.

The Consolidated Results of the Voting at the Meeting and remote e-voting will be announced by the Bank in its website and also informed to the stock exchanges.

9. CIRCULARS OF NOTICE OF THE MEETING:
Shareholders / Proxy holders / Authorized Representatives are requested to bring copies of the Notice of the Extraordinary General Meetings to the meeting.

EXPLANATORY STATEMENT AND DISCLOSURES AS REQUIRED TO BE MADE IN TERMS OF SECURITIES & EXCHANGE BOARD OF INDIA (JUDICIAL AND DISCLOSURE REQUIREMENTS REGULATIONS, 2009 AS AMENDED AND UP TO DATE)

A) The Object of the proposed Preferential Issue:
For supplementing the Bank’s reserves in (a) meeting regulatory capital norms in terms of minimum Common Equity Tier 1 (CET 1) and Capital Buffer requirements and (b) augmenting growth capital for enhanced credit off-take, Government of India proposes to infuse capital in the extent of Rs 468.5 crores to the Bank. The Capital Inflation will be by way of creation and issue of capital on preferential issuance basis.

The Capital raised would be utilized to improve the Capital Adequacy and enhance the credit growth of the Bank.

B) Issue Price/Relevant Date:
The Issue Price has been determined in accordance with Chapter VII of the SEBI-ICDR Regulations, 2009, and as amended from time to time.

The ‘Relevant Date’ for determining the issue price of the resultant equity shares shall be 30th January, 2018.

The equity shares of the Bank have been listed with the stock exchanges for more than six months and accordingly, provisions of Regulations 76(2) and 76(3) of SEBI-ICDR Regulations, 2009 and the Disclosures under Regulations 73(1)(f) & (g) of SEBI-ICDR Regulations, 2009 are not applicable.

C) Shareholding Pattern before and after the proposed Preferential Offer:

<table>
<thead>
<tr>
<th>Sl. No.</th>
<th>Category</th>
<th>Nominal Value of Shares</th>
<th>No of pro. to be Offered</th>
<th>Paid-up Value of Shares</th>
<th>No of pro. to be Offered</th>
<th>Paid-up Value of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Promoters- Govt of India</td>
<td>39,68,90,589</td>
<td>0.30</td>
<td>53,19,44,779</td>
<td>0.30</td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>Other Shareholders</td>
<td>30,15,00,000</td>
<td>0.15</td>
<td>15,00,00,000</td>
<td>0.15</td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>Total (1+2)</td>
<td>69,83,90,589</td>
<td>0.45</td>
<td>68,19,44,779</td>
<td>0.45</td>
<td></td>
</tr>
</tbody>
</table>
D) The timeline within which the preferential issue shall be completed.

The allotment shall be completed within 15 days of the passing of the resolution by the shareholders, provided that the time for allotment shall be extended by the time taken for obtaining approval for such allotment from any regulatory authority, if any.

E) The identity of the Promoters Allottees and the percentage of post Preferential issue capital that may be held by them and change in control.

F) Number of Shares (in the issuer contributing to the preferential issue.

<table>
<thead>
<tr>
<th>Number of Shares</th>
<th>Percentage of Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pre-issue</td>
<td>Post-issue</td>
</tr>
<tr>
<td>3.50</td>
<td>63.19</td>
</tr>
</tbody>
</table>

The existing promoters of the Bank i.e. the Government of India (GoI) will continue to vest control over the Bank and there will be no change in the management / control on the Bank as a result of the proposed preferential allotment.

As the equity shares issued to GoI will be more than 5% in this Financial Year, the Bank is in the process of making an application on behalf of GoI with SEBI seeking their exemption from the applicability of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

F) Certification from Statutory Auditors:

A Certificate from the statutory Auditors certifying that issuer has taken the lease issue Price is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2009. A copy of the said certificate will be made available for inspection at the Extraordinary General Meeting on 1st March, 2018.

G) Lock-in period:

In terms of SEBI (ICDR) Regulations,

1. The offer pre-ferential holding of GCo will be held for a period of 6 months from the date of Trading Approved issued by the stock exchanges for the shares to be allotted pursuant to the Special Resolution.

2. The new equity shares proposed to be issued on preferential basis to the Promoters i.e. Government of India shall be subject to lock-in period of three years from the date of trading approval.

H) The equity shares issued shall rank pari passu in all respects with the existing equity shares of the Bank.

I) All the 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 per the Listing Agreement with the Bombay Stock Exchange which the Government of India has not sold any equity shares of the Bank during the six month preceding the Relevant Date.

J) Clause 30 of the Listing Agreement entered into by the stock exchanges where the Bank’s Equity Shares are listed, provides interalia that when it is proposed to issue the capital of the Bank by allotment of further shares, such shares, shall be allotted to the existing shareholders of the Bank for subscription in proportion to their shareholding in the Bank unless the shareholders decide otherwise in a general meeting by a special resolution. As it is proposed to issue fully paid up Equity Shares other than pro rata to the existing shareholders of the Bank, the above resolution is required to be passed.

K) The Bank solicitors have computed the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations 2009.

L) The Bank understands that the amount payable on account of re-computation of prices is not paid within the time stipulated in these regulations, the specific sanction continues to be held in till the time such amount is paid to the debentures.

Yours sincerely,

Managing Director & Chief Executive Officer

By Order of the Board of Directors

Rakesh Sharma

Place: Bangalore

Date: 01.02.2018
## केन्द्र बैंक

(भारत बिक्रेता का उद्योग)
प्रधान क्रेडिटन, # 112, ने नी रोड, बेंगलुरु - 560 002

### उपर्युक्ति पत्री का नाम
बालाभारत समाधान वैकल्प - 01.03.2018
(इसके उपर या इसके बाद पर प्रत्येक विडा कि हाय)

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<tr>
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<tr>
<td>स्वामी</td>
<td>बेंगलुरू</td>
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### पत्री नाम
(शी.पी.से.धी. का गठन अवधी)
(शी.पी.से.धी. का गठन अवधी)

### शेयरधारक का नाम
शेयरधारक की शंका

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प्रधान क्रेडिटन, # 112, ने नी रोड, बेंगलुरु - 560 002

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(शी.पी.से.धी. का गठन अवधी)

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**बंद**
**ATTENDANCE SLIP**

**EXTRAORDINARY GENERAL MEETING – 01.03.2018**

*(To be surrendered at the time of entry)*

<table>
<thead>
<tr>
<th>Date:</th>
<th>Time:</th>
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<table>
<thead>
<tr>
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<tbody>
<tr>
<td>Signature of the Shareholder/ Proxy/Representative present</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Regd. Folio</th>
<th>DP ID &amp; Client ID</th>
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<tbody>
<tr>
<td>(If not dematerialised)</td>
<td>(If dematerialised)</td>
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<table>
<thead>
<tr>
<th>Name of the Shareholder</th>
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<tbody>
<tr>
<td>Number of Shares</td>
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**ENTRY PASS**

**EXTRAORDINARY GENERAL MEETING – 01.03.2018**

*(To be retained throughout the meeting)*

<table>
<thead>
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<th>Name of the Shareholder</th>
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<tbody>
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<td>Number of shares</td>
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</table>

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<table>
<thead>
<tr>
<th>Name of the Proxy/Representative present</th>
<th>Client ID No.</th>
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</thead>
<tbody>
<tr>
<td>(If dematerialised)</td>
<td></td>
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</tbody>
</table>

| Signature of Shareholder / Proxy / Authorised representative |

Shareholders/Proxy or representative of Shareholders are requested to produce the above attendance slip, duly signed in accordance with their specimen signatures registered with the Bank, along with the entry pass, for admission to the venue. Shareholders/Proxy holders/Authorised Representatives may note that the admission to the meeting will be subject to verification/checks, as may be deemed necessary and they are advised to carry valid proof of identity viz., Voters ID Card / Employer Identity Card / Pan Card / Passport / Driving license etc. UNDER NO CIRCUMSTANCES, ANY DUPLICATE ATTENDANCE SLIP WILL BE ISSUED AT THE VENUE.
Extraordinary General Meeting – 01.03.2018
FORM ‘F’

FORM OF PROXY

[To be filled and signed by the Shareholder]

I/We ____________________________________________________________ ____________________________ Residing at ____________________________________________ in the State of ________________ being a shareholder of Canara Bank, hereby appoint Shri/Smt. ____________________ residing at ____________________________________________ in the district of ____________________________________________ in the State of ________________ otherwise being a shareholder of Canara Bank, to vote on my/our behalf at the Extraordinary General Meeting of the Shareholders of Canara Bank to be held on Thursday, the 1st March, 2018 at 11.00 a.m. at Assemblatorium – 1, MMHANS CONVENTION CENTRE, Hosur Main Road, Hunsbegowda Nagar, Bengaluru – 560 029 and at any adjournment thereof.

Signed this __________ day of __________ 2018
Regd. Folio No./Client ID ______________________
No. of Shares ______________

[Signature of Shareholder]

[Signature of the first named or sole shareholder]

INSTRUCTIONS FOR SENDING AND LODGING THE PROXY FORM

1. An instrument of proxy shall be valid unless a) in the case of an individual shareholder, it is signed by him/her or his/her attorney duly authorized in writing.
   b) in the case of joint holders, it is signed by the shareholder first named in the register or his/her attorney duly authorized in writing.
   c) in the case of a body corporate signed by its officer or an attorney duly authorized in writing.

2. An instrument of proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his/her name, if his/her mark is attested thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Government Gazetted Officer or an Officer of Canara Bank.

3. The proxy together with
   a) the power of attorney or other authority (if any) under which it is signed, or
   b) in case of the power of attorney or other authority, certified by a Notary Public or a Magistrate, should be deposited with Canara Bank, Secretarial Department, 1st Floor, Head Office 112, C R Road, Bengaluru – 560 001 not later than 5:00 p.m. Dated 10th February 2018 before the date of the Extraordinary General Meeting i.e. on or before the closing hours of Friday, the 23rd February, 2018.

4. In case the instrument of proxy is already registered with Canara Bank or Share Transfer Agent, the registration number of Power of Attorney and the date of such registration may be mentioned.

5. Acceptance of Proxy is subject to it being in form ‘F’ and duly stamped.

6. Acceptance of proxy deposited with the Bank shall be irrevocable and final.

7. In the case of an instrument of proxy granted in favour of two persons in the alternative, not more than one form shall be executed.

8. The shareholder who has executed an instrument of proxy shall not be entitled to vote in person at the extraordinary general meeting to which such instrument relates.

9. No person shall be appointed as duly authorized representative or a proxy who is an officer or an employee of Canara Bank.
### विषय / Contents

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<td>नोटेस / NOTES</td>
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<td>उपस्थिति पत्र तथा प्रवेश पत्र / ATTENDANCE SLIP CUM ENTRY PASS</td>
<td>6</td>
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<td>8</td>
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