Dear Sir,

Sub : Extraordinary General Meeting - Capital Infusion by GOI – Addendum to Notice

We refer to our letter MD&CEO:SD: 340/341/11/12/GOI::2018 dated 07/02/2018

Subsequent to the issuance of the Notice dated 7th February, 2018 (published on 7th February, 2018) convening an Extraordinary General Meeting on Thursday, 1st March, 2018 at 11.00 am at Auditorium-1, NIMHANS CONVENTION CENTRE, Hosur Main Road, Hombegowda Nagar, Bengaluru – 560 029, the Board of Directors of the Bank [on 08.02.2018] have approved inclusion of additional agenda item as under:

Item No.2 – To approve raising of capital of upto Rs.1000 crore (including premium) in addition to Rs.3500 Crore (including premium) approved by the Shareholders of the Bank, thus aggregating in all upto Rs.4,500 crore from investors other than Government of India:

The Copy of the Addendum to the EGM Notice along with the Original EGM Notice is enclosed. Please take the same on record.

Yours faithfully,

GEORGE AUGUSTIN T
COMPANY SECRETARY
Addendum to EGM Notice Dated 07.02.2018

Subsequent to the issuance of the Notice dated 7th February, 2018 (published on 7th February, 2018) convening an Extraordinary General Meeting on Thursday, 1st March, 2018 at 11.00 am at Auditorium-1, NIMHANS CONVENTION CENTRE, Hosur Main Road, Hombegowda Nagar, Bengaluru – 560 029, the Board of Directors of the Bank [on 08.02.2018] have approved inclusion of additional agenda item as under:

Item No.2 – To approve raising of capital of upto Rs.1000 crore (including premium) in addition to Rs.3500 Crore (including premium) approved by the Shareholders of the Bank, thus aggregating in all upto Rs.4,500 crore from investors other than Government of India:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (Act), The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 (Scheme) and the Canara Bank (Shares and Meetings) Regulations, 2000 as amended from time to time and subject to the approvals, consents, permissions and sanctions, if any, of the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the 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 Board of Directors of the Bank and subject to the regulations viz., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) as amended up to date, guidelines, if any, prescribed by the RBI, SEBI, notifications/circulars and clarifications under the Banking Regulation Act, 1949, SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Act, 1992 and all other applicable laws 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 Board of Directors of the Bank (hereinafter called "the Board" which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares and / or preference shares (whether cumulative or not; convertible into equity shares or not) in accordance with the guidelines framed by RBI from time to time, specifying the class of
preference shares, the extent of issue of each class of such preference shares, whether perpetual or redeemable, the terms & conditions subject to which each class of preference shares may be issued and / or other permitted securities which are capable of being converted into equity or not, for an aggregate amount not exceeding Rs.4,500 Crores (Rupees Four Thousand Five Hundred Crore only), (including the amount of Rs. 3500 crore approved by the Shareholders of the Bank at the Annual General Meeting held on 20th July 2017) inclusive of such premium as may be fixed on the Equity Shares at such time or times, at such price or prices, at a discount or premium to market price or prices in one or more tranches in such a way that the Central Government shall at all times hold not less than 51% of the paid-up Equity capital of the Bank, including to one or more of the members, Employees of the Bank by way of ESPS, Indian nationals, Non-Resident Indians (“NRIs”), Companies, private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers (“QIBs”) like Foreign Institutional Investors (“FIIs”), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/preference shares/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank."

"RESOLVED FURTHER THAT such issue, offer or allotment shall be by way of Follow on public issue, rights issue, Private Placement / Qualified Institutional Placement (QIP) or any other mode approved by GOI/RBI with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and all other guidelines issued by the RBI, SEBI and any other authority as applicable, and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and /or underwriters and /or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, other regulations and any and all other applicable laws, rules, regulations and guidelines, whether or not such investor(s) are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of ICDR Regulations."

"RESOLVED FURTHER THAT in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the provisions of Banking Companies (Acquisition and Transfer of
Undertakings] Act, 1970, the provisions of the Canara Bank [Shares and Meetings] Regulations, 2000, the provisions of ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management [Transfer or Issue of Security by a Person Resident Outside India] Regulations, 2017, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as “the Appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”) the Board, may at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, in such a way that the Central Government at any time holds not less than 51% of the Equity Capital of the Bank, to Qualified Institutional Buyers (QIBs) (as defined in Chapter VIII of the ICDR Regulations) pursuant to a qualified institutional placement (QIP), as provided for under Chapter VIII of the ICDR Regulations, through a placement document and / or such other documents / writings / circulars / memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other provisions of the law as may be prevailing at that time”

“RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations:

a) The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution.”

b) The Bank is, pursuant to proviso to Regulation 85(1) of ICDR Regulations, authorized to offer shares at a discount of not more than five percent on the floor price.

c) The relevant date for the determination of the floor price of the securities shall be in accordance with the ICDR Regulations.”

“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 GOI/RBI/SEBI/Stock Exchanges where the shares of the Bank are listed or 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 issue and allotment of new equity shares/ preference shares/securities if any, to NRIs, FIIs and/or other eligible foreign investors be subject to the approval of the RBI under the
Foreign Exchange Management Act, 1999 as may be applicable but within
the overall limits set forth under the Act."

"RESOLVED FURTHER THAT the said new equity shares to be issued shall
be subject to the Canara Bank (Shares and Meetings) Regulations, 2000, as
amended, and shall rank in all respects pari passu with the existing equity
shares of the Bank 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 any issue
or allotment of equity shares/preference shares/securities, the Board be
and is hereby authorized to determine the terms of the public offer,
including the class of investors to whom the securities are to be allotted, the
number of shares/securities to be allotted in each tranche, issue price,
premium amount on issue as the Board in its absolute discretion deems fit
and do all such acts, deeds, matters and things and execute such deeds,
documents and agreements, as they may, in its absolute discretion, deem
necessary, proper or desirable, and to settle or give instructions or
directions for settling any questions, difficulties or doubts that may arise in
regard to the public offer, issue, allotment and utilization of the issue
proceeds, and to accept and to give effect to such modifications, changes,
variations, alterations, deletions, additions as regards the terms and
conditions, as it may, in its absolute discretion, deem fit and proper in the
best interest of the Bank, without requiring any further approval of the
members and that all or any of the powers conferred on the Bank and the
Board vide this resolution may be exercised by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to
enter into and execute all such arrangements with any Book Runner(s),
Lead Manager(s), Banker(s), Underwriter(s), Depository(ies), Registrar(s),
Auditor(s) and all such agencies as may be involved or concerned in such
offering of equity / preference shares/ securities and to remunerate all
such institutions and agencies by way of commission, brokerage, fees or the
like and also to enter into and execute all such arrangements, agreements,
memoranda, documents, etc., with such agencies."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above,
the Board, in consultation with the Lead Managers, Underwriters, Advisors
and/or other persons as appointed by the Bank, be and is hereby
authorized to determine the form and terms of the issue(s), including the
class of investors to whom the shares/securities are to be allotted, number
of shares/securities to be allotted in each tranche, issue price (including
premium, if any), face value, premium amount on issue/conversion of
Securities/exercise of warrants/ redemption of Securities, rate of interest,
redemption period, number of equity shares/preference shares or other
securities upon conversion or redemption or cancellation of the Securities,
the price, premium or discount on issue/conversion of Securities, rate of
interest, period of conversion, fixing of record date or book closure and
related or incidental matters, listings on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit."

"RESOLVED FURTHER THAT such of these shares / securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deems necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the shares/securities 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 further consent or approval of the shareholders or authorise to the end and intent, that the shareholders shall be deemed to have given their approval thereto expressly by the authority of the Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Managing Director & Chief Executive Officer or to the Executive Director/(s) or to Committee of Directors to give effect to the aforesaid Resolutions."

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RAKESH SHARMA

Place : Bengaluru
Date : 09.02.2018

MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER
ITEM 2:

The Bank is in the business of the banking and its related activities. The Authorized Capital of the Bank is Rs.3000 crore (Rupees three thousand crore only) and Paid-up Equity Capital is Rs. 597.29 Crore. Presently, Government of India’s holding in Bank’s Equity Capital stands at 66.30% i.e. Rs.395.99 crore. The Bank had at its AGM held on 20.07.2017 passed a special resolution for fresh issue of equity shares of upto Rs.3,500 crore [including premium] by way of various modes including Qualified Institutional Placement. Considering the long term capital requirement of the Bank the Board of Directors of the Bank have decided to raise an additional capital (including premium) of Rs.1,000 crore thus aggregating to Rs.4,500 crore. The Bank will issue further shares by any of the modes considered in the Special Resolution as contained in the Notice. The Issue proceeds will be utilized to meet the capital requirements of the Bank and the growth in its assets, primarily Bank’s loan and investment portfolio due to the growth of the Indian economy and for other general corporate purposes including meeting the expenses of the Issue.

The Resolution further seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by ICDR Regulations. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the ICDR Regulations for raising funds for the Bank, without seeking fresh approval from the shareholders.

In case of a QIP issue in terms of Chapter VIII of ICDR Regulations, issue of securities, on QIP basis, can be made at a price not less than the average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "Relevant Date". "Relevant Date" shall mean the date of the meeting in which the Board or Committee of the Bank decides to open the QIP Issue. The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Canara Bank (Shares and Meetings) Regulations, 2000 as amended from time to time or any other guidelines/regulations/consents as may be applicable or required.

For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank. For this purpose
the Bank is required to obtain the consent of the shareholders by means of a special resolution. Hence your consent is requested for the above proposal. The Board of Directors recommends passing of the Special Resolutions as mentioned in the notice.

None of the Directors of the Bank is interested or concerned in the aforementioned Resolution(s), except to the extent of their shareholding, if any in the Bank.

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Notice for Extraordinary General Meeting

Thursday, the 1st March, 2018 Bengaluru

Canara Bank
(A Government of India Undertaking)
Together We Can
केन्या बैंक (नेपाल तथा बैंक) निपटाई गर्दै 2000 मा नियुक्ति 57 के सुनिश्चित रूपमा नियुक्तिदार दिइ गर्दछ । केन्या बैंक के अध्यक्षकों को आवासीय मान्यता बैंक सरकार, दिनांक 01 जनवरी 2018 को प्रतिकृति 11.00 बजे समायोग 1, निकलन स्थानक बैंक, हौसर केन्रा गाउँ, स्पेँटर- 560 002 का अवधीत प्रशिक्षण की आयोजना नियुक्तिगत बैंकको समाबेस गर्ने प्रयास हुने है।

नियुक्तिता साधन को नियुक्ति संक्रमण के रूप में किसी रूप से या तरीके से या अन्य रूप से हो चलने पर योजना के नियमों के उचित पालन कराएँ।

* संबंधित नियम बताता है कि उपचारकों (उपचारकों का अधिक से अधिक) भी नियुक्त, 1993 (उपचारकों का अधिक से अधिक) भी नियुक्त, भारतीय सरकार बैंक के संचालन का रूपमा नियुक्ति संबंधित सामूहिक नियुक्ति संबंधित समितिक (सामूहिक) बैंक, 1970 (सामूहिक नियुक्ति) रूपमा नियुक्ति, 2000 मा सुनिश्चित रूपमा नियुक्ति बैंक (अन्यक्रममा), अन्य संबंधित (अन्यक्रममा), सरकारी नियुक्ति क्षेत्र रूपमा नियुक्ति गर्ने व्यक्ति, या वह अन्य व्यक्ति जो उनका नियुक्ति में सम्बंधित होता, अधिक, संचालन, संचालन, व्यक्ति को होता, व्यक्ति और ऐसे व्यक्तियों, व्यक्ति और ऐसे व्यक्तियों के अधिकार, वह उनका अनुभव के रूप में उन्हें अपने नियुक्ति नियुक्ति नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति नियुक्ति नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है । वह उनका अनुभव के रूप में उन्हें अपने नियुक्ति नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है । वह उनका अनुभव के रूप में उन्हें अपने नियुक्ति नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है या वह व्यक्ति के नियुक्ति किया गया है ।

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 11.00 a.m. at Auditorium-1, MIMHANS Convention Centre, Hosur Main Road, Hoskote, Bengaluru - 560 029, 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 thereto 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 (ICDR) 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, 2015 of the shareholders of the Bank be 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 / 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.357.84 including premium of Rs. 347.84 as determined in accordance with SEBI (ICDR) 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 or 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 dematerialized 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 be necessary, desirable or expedient 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 aforesaid resolution 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 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 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. आमंत्रण कार्यक्रम:

2. प्रतिबंधित की प्रक्रिया:

3. आयोजक की प्रतिबंधित की प्रक्रिया:

4. प्रथम तिथि:

5. अवधि विधि:

6. केन्द्रीय नियुक्ति नियोजक:

NOTES

3. EXPLANATORY STATEMENT:

The Explanatory Statement setting out the material facts in respect of the business of the meeting is annexed below.

4. 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 an 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, the 23rd February, 2018.

5. APPOINTMENT OF AN AUTHORIZED REPRESENTATIVE:

No person shall be entitled to attend or vote at the meeting as a duly authorized 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 authorized 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, the 23rd February, 2018.

6. REGISTRATION:

In order to facilitate the shareholders attending the meeting, the Registration process will commence from 2000 a.m., on Thursday, the 15th March, 2018 at the venue. Shareholders are requested to present for the meeting will in advance, to complete the Registration formalities.

7. ATTENDANCE:

For the convenience of the shareholders, attendance slip cum-entry pass is annexed to this notice. Shareholders/Proxy Holders/Authorized Representatives are requested to fill in, affix their signature in the space provided therein, and surrender the same at the venue. Proxy/ Authorized Representative of a shareholder should sign on the attendance slip as ‘Proxy’ or ‘Authorized Representative’ as the case may be. Shareholders/Proxy Holders/Authorized 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/Employee Identity Card/Pass Card/Driving License etc. Entry to the venue will be permitted only on the basis of valid Attendance Slip cum Entry Pass.

8. VOTING RIGHTS OF SHAREHOLDERS:

In terms of the provisions of Section 3(2)(B) of the Act (as amended and effective from 16.01.2013), 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 in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

In terms of Cl. 6(b) of Canara Bank (Shares and Meetings) Regulations, 2000, subject to the provisions contained in Section 3(2)(A) of the Act, each shareholder who has been registered as a shareholder as on 22nd February, 2018 being the cut-off date for determining the shareholders who are entitled to participate in e-Voting, voting at the Meeting, shall have one vote for each share held by him/her, in case of equity.

As per the Regulation 10 of Canara Bank (Shares and Meetings) Regulations, 2000, if any shareholder stands in the name of two or more persons, the person first named in the register shall, in regard to voting, 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 items 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 items 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 of the Bank as adopted 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. **COPIES OF NOTICE OF THE MEETING:**

   Shareholders / Proxy holders / Authorized Representatives are requested to bring their copies of the Notice of the Extraordinary General Meeting to the meeting.

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

A) **The Objectives of the proposed Preferential Issue:**

   For supplementing the Bank's capital 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 offtake, Government of India proposes to infuse capital in the extent of Rs. 4,485 crores to the Bank. The Capital infusions will be by way of creation and issue of capital on preferential basis.

   The Capital raised would be utilized to improve the Capital Adequacy and to fund 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, as amended from time to time.

   The "Relevant Date" for determining the issue price of the resultant equity shareholders is 31st 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(9) and 78(5) of SEBI-ICDR Regulations, 2009 and the disclosures under Regulations 75(3) (i) & (j) of SEBI-ICDR Regulations, 2009 are not applicable.

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

   **Sl. No.** | **Category** | **Preferential Issue** | **% of post-preferential paid up capital** | **Percent of post-preferential paid up capital** | **Sale (Rs. Crores)** | **Percent of issue price** |
   --- | --- | --- | --- | --- | --- | --- |
   1. | Promoters | 59.90 | 59.90 | 59.90 | 59.90 | 59.90 | 59.90 |
   3. | Total (3) | 80.03 | 80.03 | 80.03 | 80.03 | 80.03 | 80.03 |
The timeline within which the preferential issue shall be completed:
The allotment shall be made 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.

The ideality of the Top-up Allottees and the percentage of post-Financial Issue capital that may be held by them and change in control, if any, shall be consequent to the preferential issue:

<table>
<thead>
<tr>
<th>Number of Shares</th>
<th>Percentage of Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>39,59,00,159</td>
<td>66.30</td>
</tr>
<tr>
<td>53,19,44,775</td>
<td>72.85</td>
</tr>
</tbody>
</table>
### पृष्ठितिपूर्ण पत्र

<table>
<thead>
<tr>
<th>निर्देश:</th>
<th>सावधान:</th>
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<tbody>
<tr>
<td>स्थान: बैंककर</td>
<td></td>
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<tr>
<td>उपलब्ध नेत्रपाठक / प्रकाशी / प्रतिनिधि के हॅलार</td>
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<tr>
<th>पत्री पता</th>
<th>ही-पी-आई-डी. व राहत आई-डी.</th>
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<tbody>
<tr>
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<td>(पत्रिकृत हो न)</td>
</tr>
<tr>
<td>नेत्रपाठक का नाम</td>
<td>नेत्रपाठक की चर्चा</td>
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</tbody>
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### प्रवेश पास

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<tr>
<th>नेत्रपाठक का नाम</th>
<th>नेत्रपाठक की सांख्य</th>
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</thead>
<tbody>
<tr>
<td>पत्रकृत प्रशिक्षेत्र: (पत्रिकृत हो न)</td>
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<tr>
<td>नेत्रपाठक / प्रकाशी / प्रतिनिधि के हॅलार</td>
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</table>

बैंक स्थान में प्रवेश करने के लिए नेत्रपाठकों / नेत्रपाठक के प्रकाशी / प्रतिनिधियों के अनुरोध के लिए नेत्रपाठक के पत्रकृत प्रशिक्षेत्र के अनुरोध पर प्रतिवर्धित किया जाना आवश्यक है। नेत्रपाठक / प्रकाशी / प्रतिनिधि के हॅलार को बैंक ने प्रवेश के लिए दिखाया कराया। केवल नेत्रपाठक की सांख्यिकीय ताज़ाताना / जानकारी के संबंध में स्वीकृति ही की जाती है। नेत्रपाठक की सांख्यिकीय ताज़ाताना / जानकारी के संबंध में स्वीकृति ही की जाती है। केवल नेत्रपाठक की सांख्यिकीय ताज़ाताना / जानकारी के संबंध में स्वीकृति ही की जाती है।
# 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>
<th>Place: Bengaluru</th>
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**Signature of the Shareholder/ Proxy/Representative present**

<table>
<thead>
<tr>
<th>Regd. Folio</th>
<th>DP ID &amp; Client ID</th>
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<tbody>
<tr>
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(if not dematerialised) (if dematerialised)

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

<table>
<thead>
<tr>
<th>Number of Shares</th>
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<tr>
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# ENTRY PASS

**EXTRAORDINARY GENERAL MEETING – 01.03.2018**

(to be retained throughout the meeting)

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

<table>
<thead>
<tr>
<th>Regd. Folio (if not dematerialised)</th>
<th>DPID No.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Client ID No.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of the Proxy/Representative present</th>
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</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

(If dematerialised)

<table>
<thead>
<tr>
<th>Signature of Shareholder / Proxy / Authorised representative</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

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.
केन्द्रीय नैदंशक सिद्धांत

प्रलेखक: केन्द्रीय नैदंशक सिद्धांत

केन्द्रीय नैदंशक सिद्धांत

प्रमाण

नैदंशक नैदंशक सिद्धांत

प्रमाण

नैदंशक नैदंशक सिद्धांत
FORM No 9
FORM OF PROXY

(The to be filled and signed by the Shareholder)

I/We ........................................................................................................... in the district of ................................... in the State of ................. being a shareholder
of the Canara Bank, hereby appoint Shri/Smt. .................................................. resident of ................................................................. in the district of ................................................... in the State of ................................................................. or failing him/her, Shri/Smt. .................................................. resident of ................................................................. in the district of ................................................... in the State of ................................................................. or

I/We hereby appoint Shri/Smt. .................................................. resident of ................................................................. in the State of ................................................................. as my/our proxy to vote for me/us and 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 Auditorium – 1, NIMHANS CONVENTION CENTRE, Hauz Khas Road, Hombeguda Nagar, Bengaluru – 560 029 and at any
adjournment thereof.

Signed this ............. day of ............ 2018
Regd. Folio No./Client ID: .................................................................
No. of Shares ........................................................................

Signature of Proxy

.................................................................

Address: ........................................................................

Signature of the first named/s Sole shareholder

........................................................................

INSTRUCTIONS FOR SENDING AND LODGING THE PROXY FORM

1. An instrument of proxy shall be valid unless:
   a) 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 both the shareholders first named in the register or his/her attorney duly authorized in writing,
   c) in the case of a body corporate, it is signed by its officer or 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 he/she has affixed his/her mark in his/her presence and attended and attested by a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Government Commissioner or an Officer of Canara Bank.

3. The proxy, together with:
   a) the power of attorney or other authority under which it is signed, or
   b) a copy of the power of attorney or authority, certified by a Notary Public or a Magistrate, should be deposited with Canara Bank, Secretarial Department, 1st Floor, Head Office, 134, M.G. Road, Bangalore – 560 001 not later than four days before the date of the Extraordinary General Meeting and on or before the closing time of Friday, the 23rd February, 2018.

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

5. Instrument of proxy shall be valid unless it is Form No 9 and duly stamped.

6. A instrument of proxy is not irrevocable and can be revoked.

7. In case of an instrument of proxy granted in favour of more than one proxy, the instrument of proxy shall be executed.

8. The shareholder who has executed an instrument of proxy shall be entitled to vote in person at the Extraordinary General Meeting to which such instrument relates.

9. No proxy shall be appointed as duly authorized representative or proxy to an officer or an employee of Canara Bank.