

Ref :: MD&CEO:SD: 353 /354 /:2018

Feb 09, 2018

The Manager The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, MUMBAI – 400 001	The Manager Listing Department National Stock Exchange of India Ltd EXCHANGE PLAZA Bandra-Kurla Complex, Bandra [E] MUMBAI 400051
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Dear Sir,

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

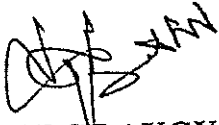
We refer to our letter MD&CEO:SD: 340/341/11/12/GOI::2018 dated 07/02/2018 MD&CEO:SD: 348 /349 /:2018 dated 08/02/2018.

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

ಸಚಿವೀಯ ವಿಭಾಗ
ಪ್ರವಂಧ ನಿರ್ದೇಶಕ ವ ಮುಖ್ಯ ಕಾರ್ಯಕಾರಿ ಅಧಿಕಾರಿ ಸಹಿವಾಲಯ
ಪ್ರಧಾನ ಕಾರ್ಯಾಲಯ
112, ಜೆ ಸಿ ರೋಡ್ ಬೆಂಗಳೂರು - 560002

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MD & CEO's Secretariat
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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.”

	By Order of the Board of Directors
	RAKESH SHARMA
Place : Bengaluru Date : 09.02.2018	MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER



EXPLANATORY STATEMENT FOR THE AGENDA ITEM OF THE NOTICE:

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.

	By Order of the Board of Directors
Place : Bengaluru Date : 09 .02.2018	RAKESH SHARMA MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER



असाधारण सामान्य बैठक के लिए नोटिस
Notice for Extraordinary General Meeting

गुरुवार, दिनांक १ मार्च २०१८ बेंगलूरु
Thursday, the 1st March, 2018 Bengaluru



प्रबंध निदेशक व मूल कार्यकारी अधिकारी का सचिवालय, प्रधान कार्यालय, 112 जे. सी. रोड., बेंगलूरु - 560002.
सचिवालय प्रभाग
Secretarial Department
MD & CEO व Secretariat Head Office, 112 J.C. Road, Bengaluru - 560002
Email : hossecretariat@canarabank.com

केनरा बैंक (शेयर तथा बेटक) विनियमावली 2000 के विनियम 57 के अनुसार एतद्वारा नोटिस दिया जाता है कि केनरा बैंक के शेयरधारकों की असाधारण सामान्य बेटक मंगलवार, दिनांक 01 मार्च 2018 को पूर्वान्त 11.00 बजे सभागृह-1, निम्हन्स कनवन्शन सेंटर, ट्रोमुर मैन रोड, होबेनोवा नगर, बंगलूर- 560 029 में आयोजित की जाएगी जिसका उद्देश्य निम्नांकित कारावार का संचालन करना है:

निम्नलिखित संकल्प को विशेष संकल्प के रूप में विचार करने व यदि यथोचित हो तो संशोधन के माथ या संशोधन के बौर पारित किया जाए:-

• **संकल्प किया जाता है** कि वैकिंग कंपनी (उपक्रमों का अर्जन एवं अंतरण) अधिनियम, १९७० (आगे अधिनियम कहा जाएगा) सहपटित राष्ट्रीयकृत बैंक (प्रबंधन तथा विविध प्रावधान) योजना, 1970 (आगे "योजना" कहा जाएगा) और समय-समय पर यथा संशोधित केनरा बैंक (शेयर तथा बेटके) विनियम, 2000 के अंतर्गण में तथा भारतीय रिजर्व बैंक (आरबीआई), भारत सरकार (जीओआई), भारतीय प्रतिपूति एवं विनियम बोर्ड (सेबी), और / या अन्य किसी प्राधिकारी द्वारा, जो इस विषय में अपेक्षित हो, की अनुमति, सहमति, स्वीकृति, यदि कोई हो, के अधीन और ऐसे तिबंधनों, शर्तों एवं अपेक्षनों के अधीन, जो इस अनुमति के संवध में उनके द्वारा निर्धारित किया गया हो तथा बैंक के निदेशक मंडल द्वारा विमकी सहमति दी गई हो और सेबी (एंडी) का निर्णय एवं प्रकटन आवश्यकता) विनियम 2009 (सेबी आईसीडीआर विनियम) और भारतीय रिजर्व बैंक तथा सभी अन्य संबंधित प्राधिकारियों द्वारा समय-समय पर निर्धारित विनियमों तथा स्टॉक एक्सचेंज, जहाँ बैंक के इच्छिटी शेयर सूचीबद्ध हैं, के साथ हुए सूचीकरण समझौते के अधीन शेयरधारकों द्वारा बैंक के निदेशक मंडल (आगे "बोर्ड" कहा जाएगा जिसमें कोई समिति, जो इन संकल्प द्वारा प्रदत्त अधिकारों सहित अपने अधिकारों का प्रयोग करने हेतु बोर्ड द्वारा गठित की गई हो / गठित की जाए, भी सम्मिलित मानी जायेगी) को एतद्वारा सेबी आईसीडीआर विनियमावली के अधीन ₹ 10/- (दस रुपये मात्र) मूल्य के 13,59,54,616 इच्छिटी शेयर नकद में 357.84 निर्णय मूल्य पर, जिसमें 347.84 प्रीमियम भी शामिल है, को अधिमातित आधार पर भारत सरकार को कुल ₹ 4865/- करोड़ (चार हजार आठ सौ पचास करोड़ रुपये मात्र) में सृजित ऑफर, इश्यू व आर्बिट करत की सहमति प्रदत्त है और प्रदान की जाती है।

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, NIMHANS CONVENTION CENTRE, Hosur 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 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, consent of the Board of Directors of the Bank (hereinafter called the "Board" which shall be 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. 4865 crore (Rupees Four Thousand Eight Hundred and Sixty Five Crore only), on preferential basis to Government of India (GOI).

"यह भी संकल्प किया जाता है कि निर्गम मूल्य के निर्धारण की संबंधित तिथि 30 जनवरी 2018 है।"

"यह भी संकल्प किया जाता है कि बोर्ड को यह प्राधिकार या शक्ति होगी कि वह प्रस्ताव में किसी अधोपक्ष को स्वीकार करे जो भारत सरकार / भारतीय रिजर्व बैंक / भारतीय प्रतिभूति एवं विनियम बोर्ड / ऐसे स्टॉक एक्सचेंज जहाँ बैंक के शेयर सूचीबद्ध हैं या किसी अन्य समुचित प्राधिकारी द्वारा निर्गम, आवंटन एवं सूचीकरण के समय अनुमोदन, स्वीकृति, सहमति या मंजूरी प्रदान करते समय पर अपेक्षित या अधिरोपित हों और जैसी बोर्ड द्वारा महमति दी जाए।"

"यह भी संकल्प किया जाता है कि इस संकल्प के अंतर्गत में अधिमानित आधार पर जारी तथा अव्यक्त किए जाने वाले ये इक्विटी शेयर सीन्ड रूप में जारी किए जाएंगे तथा सेबी (आईसीडीआर) विनियमवली के अध्याय VII के तहत आवश्यक लॉक-इन आवश्यकताओं के अधीन होंगे तथा हर मामले में (लाभार्थ घोषणा सहित, यदि कोई हो) बैंक के विद्यमान इक्विटी शेयरों के समरूप होंगे जो कि ऐसी घोषणा के समय लागू सांविधिक दिशानिर्देशों के अनुरूप होगा।"

"यह भी संकल्प किया जाता है कि इस प्रस्ताव को कार्यान्वित करने के उद्देश्य से, बोर्ड प्राधिकृत है व उसे एतद्वारा प्राधिकृत किया जाता है कि वह सभी कार्य, कृत्य, मामले चीजें करे जो उसके संपूर्ण विवेकाधिकार में आवश्यक, उचित एवं अपेक्षित हैं तथा इक्विटी शेयरों के निर्गम के संबंध में उत्पन्न होने वाले किसी मामले, समस्या या संदेह के समाधान के लिए करे तथा उसे वे सभी कार्य, कृत्य, मामले व चीजें करने, सभी दस्तावेजों एवं लेखन को अंतिम रूप देने एवं लिप्यादित करने के लिए ऐसे सभी कार्य, कृत्य, मामले और चीजें करे जो आवश्यक, अपेक्षित या समीचीन हों जो उसके संपूर्ण विवेकाधिकार के अंतर्गत उपयुक्त, उचित या अपेक्षित हो जिसके लिए शेयरधारकों से कोई और महमति या अनुमोदन अपेक्षित नहीं है। बोर्ड समिति और उस इरादे तक अधिकृत है जिसको शेयरधारकों की ओर से यह माना जाएगा कि उन्होंने इस संकल्प के प्राधिकार द्वारा अधिव्यक्त रूप से उसको अपना अनुमोदन दिया हुआ है।"

"यह भी संकल्प किया जाता है कि निदेशक मंडल अपने सभी या किसी भी अधिकार को बैंक के प्रबंध निदेशक व मुख्य कार्यकारी अधिकारी या कार्यालय निदेशक / निदेशकों या ऐसे किसी अधिकारी / अधिकारियों को उक्त संकल्प लागू करने के लिए प्रत्याभोजित करने हेतु अधिकृत है तथा एतद्वारा अधिकृत किया जाता है।"

निदेशक मंडल के आदेशानुसार



राकेश शर्मा
प्रबंध निदेशक व मुख्य कार्यकारी अधिकारी

स्थान : बेंगलूर
दिनांक : 07.02.2018

"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 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, 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 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

NOTES

टिप्पणियाँ

- 1. व्यावहारिक बचक्य:**
बैंक की कार्यवाही के संबंध में सामाजिक तथ्यों का व्यावहारिक विवरण नीचे दिया गया है।
- 2. प्रतिनिधि की नियुक्ति:**
बैंक में भाग लेने व मतदान का अधिकार रखने वाले शेयरधारक को अपने स्थान पर बैठक में भाग लेने व मतदान करने हेतु प्रतिनिधि की नियुक्ति करने का अधिकार है और ऐसा प्रतिनिधि बैंक का शेयरधारक होना आवश्यक नहीं है। तथापि, ऐसे नियुक्त प्रतिनिधि को बैठक में बचक्य देने / वापस करने का अधिकार नहीं होगा। प्रतिनिधित्व फॉर्म को प्रभावी बनाने के लिए उसे अनाधारण सामान्य बैठक की तारीख से कम से कम 4 दिन पहले अर्थात् बुधवार, 23 फरवरी, 2018 को कार्य समाप्ति में पहले या तक बैंक के प्रधान कार्यालय में जमा किया जाए।
- 3. प्राधिकृत प्रतिनिधि की नियुक्ति:**
किसी कंपनी या अन्य किसी भी कॉर्पोरेट निगम, जो कि बैंक के शेयरधारक है, के लिखित प्राधिकृत प्रतिनिधि के रूप में कोई भी व्यक्ति को बैठक में भाग लेने व मत देने का अधिकार तब तक नहीं होगा जब तक उसे लिखित रूप से प्राधिकृत प्रतिनिधि के रूप में नियुक्त करनेवाले संकल्प की प्रति, जिस बैठक में वह संकल्प पारित किया गया था, उसके अध्यक्ष द्वारा प्रमाणित कार्य प्रतिलिपि के रूप में, अनाधारण सामान्य बैठक की तारीख से कम से कम चार दिन पहले अर्थात् शुक्रवार 23 फरवरी, 2018 को या वह दिन समाप्त होने से पहले बैंक के प्रधान कार्यालय में जमा नहीं कर देता।
- 4. पंजीकरण:**
बैंक में भाग ले रहे शेयरधारकों की सूचिका के लिए पंजीकरण प्रक्रिया बैंक स्थान पर दिनांक 01 मार्च 2018 को पूर्वान्ह 10.00 बजे से शुरू होगी। शेयरधारकों से अनुरोध है कि पंजीकरण औपचारिकताएं पूरी करने के लिए बैठक में समय से पूर्व उपस्थिति रहें।
- 5. उपस्थिति पत्रों:**
शेयरधारकों की मुद्रिका के लिए उपस्थिति पत्रों - मह प्रविधि पास को इस नोटिस के साथ संलग्न किया गया है। शेयरधारकों / प्रतिनिधित्वधारकों / प्राधिकृत प्रतिनिधियों से अनुरोध है कि वे इसे भरें व उसमें उपलब्ध कराए गए स्थान पर अपना हस्ताक्षर करें व उसे बैठक स्थल पर प्रस्तुत करें। शेयरधारकों के प्रतिनिधि / प्राधिकृत प्रतिनिधि पर "प्रतिनिधि" या "प्राधिकृत प्रतिनिधि" जैसा भी मामला हो उसका उल्लेख उपस्थिति पत्रों में करें। शेयरधारक / प्रोक्सिधारक / प्राधिकृत प्रतिनिधि नोट करें कि बैठक में प्रवेश, जहाँ आवश्यक हो, सत्यापन / जांच के अधीन होगा और उन्हें सूचना दी जाती है कि वे अपने साथ पहचान के मान्य सचुत कार्ड बसलन - मतदाना पहुचान कार्ड / निपोजा पहुचान कार्ड / पैन उपस्थिति बैच पत्रों - मह - प्रविधि पास के आधार पर दी जायेगी।
- 6. शेयरधारकों का मतदान अधिकार:**
अधिनियम की धारा 3 (2E) के प्रावधानों (ज्या संशोधित व दिनांक 18.01.2013 से प्रभावी) के अनुसार, बैंक के किसी भी शेयरधारक, निचाय बैंक सरकार के, अपने पास स्थित बैंक के समग्र शेयरधारकों के कुल मतदान अधिकार के इस अधिनियम में अधिक शेयरों के संबंध में मतदान अधिकार का प्रयोग नहीं कर सकता है।
केनरा बैंक (शेयर तथा बैठक) विनियमावली 2000 के विनियम 68(i) के अनुसार प्रत्येक शेयर धारक, ज्या 22 फरवरी 2018 को ई-वोटिंग / मतदान में प्रतिभाषिता हेतु पावता निर्धारण के लिए निर्धारित तिथि को शेयरधारक के रूप में पंजीकृत है, मतदान करने के लिए एक मत प्राप्त होगा और चुनाव के मामले में उनके द्वारा धारित प्रति शेयर के लिए एक मत प्राप्त होगा।
केनरा बैंक (शेयर तथा बैठक) विनियमावली 2000 के विनियम 10 के अनुसार यदि कोई शेयर दो या अधिक व्यक्तियों के नाम पर है तो, पंजी में प्रथम नाम युक्त व्यक्ति को शेयर का धारक माना जाएगा।

- 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, the 23rd February, 2018.
- 3. APPOINTMENT OF AN AUTHORISED 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.
- 4. REGISTRATION:**
In order to facilitate the shareholders attending the meeting, Registration process will commence from 10.00 a.m. on Thursday, the 01st March, 2018 at the venue. Shareholders are requested 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-cum-entry pass is annexed to this notice. Shareholders / Proxy Holders / Authorised Representatives are requested to fill in, affix their signatures at the space provided therein, 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. Voters ID Card / Employer Identity Card / Pan Card / Passport / Driving license etc. Entry to the venue will be permitted only on the basis of valid Attendance Slip-cum-Entry Pass.
- 6. VOTING RIGHTS OF SHAREHOLDERS:**
In terms of the provisions of Section 3(2E) 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 in excess of ten per cent of the total voting rights of all the shareholders of the Bank.
In terms of Cl. 68(i) of Canara Bank (Shares and Meetings) Regulations, 2000, subject to the provisions contained in Section 3(2E) 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 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, 2000, if any share stands in the names of two or more persons, the person first named in the register shall, as regards voting shall be deemed to be the sole holder thereof.

7. ई-मतदान:

बैंक सदस्य, नोटिस में उल्लेख किए गए मर्दान पर इलेक्ट्रॉनिक रूप में अपना वोट डालने में सक्षम बनाने के लिए बैंक के शेयरधारकों के लिए ई-वोटिंग की सुविधा प्रदान कर रहा है। सभी शेयरधारकों को ई-मतदान के माध्यम से अपने वोट देने के लिए सक्षम बनाने के संबंध में अग्रिम सूचना/नोटिस भेजा जा रहा है।

8. चुनाव प्रक्रिया:

कार्यसूची मर्दानों के लिए मतदान, ई-मतदान या चुनाव के द्वारा किया जाएगा न कि हथ दिखाने। ई-मतदान विकल्प का इस्तेमाल जिनमें नहीं किया है, वे असाधारण मामल्य बैटक की लिखित नोटिस के स्थान पर आयोजित चुनाव में प्रतिभागिता करने तथा मतदान देने के लिए हथदार होंगे। कार्यसूची मर्दानों पर चर्चा के पश्चात, कार्यसूची मर्दानों के संबंध में अध्यक्ष द्वारा चुनाव के लिए आदेश दिया जाएगा। चुनाव आयोजित किया जाएगा जिसका पर्यवेक्षण उक्त कार्य के लिए नियुक्त अधिकारी द्वारा किया जाएगा। बैंक द्वारा मतदान का परिणाम ई-मतदान के परिणाम को शामिल करते हुए अपने वेबसाइट पर घोषित किया जाएगा तथा स्टॉक एक्सचेंज को भी सूचित किया जाएगा।

9. बैटक के नोटिस की प्रतियां

शेयरधारकों/प्रॉक्सी धारकों/प्राधिकृत प्रतिनिधियों से अनुरोध है कि बैटक में नोटिस की प्रतियां (असाधारण सामान्य बैटक) साथ लाएं।

भारतीय प्रतिभूति व वित्तियम बोर्ड के शर्तों के अधीन अपेक्षित व्याख्यात्मक विवरण व प्रकटन

(पूरी निर्णय एवं प्रकटन आवश्यकता)

वित्तियमबली, 2009 तथा निधि तक संशोधित

क) प्रस्तावित अधिमानी निर्णय के उद्देश्य

बैंक के प्रयासों को पूरा करने के लिए ए) न्यूनतम सामान्य इंडिटी टियर 1 (सीटी-1) और पूंजी वक्र आवश्यकताओं के मंदार में वित्तियम पूंजी मानदंडों को पूरा करने के लिए (सी) वृद्धि करण उठाव के लिए विकल्प पूंजी बढ़ाने हेतु, भारत सरकार ने बैंक को 4865 करोड़ (चार हजार आठ सौ पैंसठ करोड़ रूपय मात्र) की पूंजी डालने का प्रस्ताव दिया है। अधिमानी आधार पर पूंजी के वृजन व निर्यात द्वारा पूंजी का अंतः प्रवाह किया जाएगा। सुटाई मरी पूंजी का उपयोग पूंजी पर्याप्तता में सुधार लाने तथा बैंक के सामान्य कारोबार आवश्यकताओं के निधिजन के लिए किया जाएगा।

ख) निर्णय मूल्य/संगत निधि:

निर्णय मूल्य सेबी-आईटीडीआर वित्तियमबली, 2009, यथा समय-समय पर संशोधित, के अध्याय VII के अनुसार निर्धारित किया जाएगा।

अधिमानी निर्णय मूल्य के निर्धारण की सुसंगत तिथि 30 जनवरी 2018 होगी।

बैंक के इंडिटी शेयर स्टॉक एक्सचेंज में छ: महीने से अधिक समय से सूचिवट किए गए हैं। तदनुसार सेबी-आईटीडीआर वित्तियमबली, 2009 के वित्तियम 76(3) व 78(6) के प्राधान तथा सेबी-आईटीडीआर वित्तियमबली, 2009 के वित्तियम 73(1)(एक) व (सी) के तहत प्रकटन लागू नहीं है।

ग) प्रस्तावित अधिमानी बॉण्डर के पूर्व व पश्चात शेयरधारण पैटर्न:

श्रेणी	आवंदन पूर्व शेयरों की संख्या	आवंदन उपरान्त शेयरों की संख्या	आवंदन उपरान्त प्रत्येक शेयरों की संख्या का %	आवंदन उपरान्त प्रत्येक शेयरों की संख्या का %
1. इक्विटी (संगत बलगत)	39,59,90,159	66.30	53,19,44,775	72.55
2. अन्य शेयर धातक	20,13,00,000	33.70	20,13,00,000	27.45
3. कुल (1+2)	59,72,90,159	100.00	73,32,44,775	100.00

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 Scrutinizers 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. 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 Objects of the proposed Preferential Issue:

For supplementing the Bank's efforts in (a) meeting regulatory capital norms in terms of minimum Common Equity Tier 1 (CE1-1) and Capital Buffer requirements and (b) augmenting growth capital for enhanced credit off-take. Government of India proposes to infuse capital to the extent of Rs-4865 crores to the Bank. The Capital infusion will be by way of creation and issue of capital on preferential allotment 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 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(3) and 78(5) 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:

Sl. No.	Category	Pre-allotment % of pre- allotment paid up Capital	% of pre- allotment paid up Capital	Post allotment in terms of No. of Shares	% of Post- allotment paid up Capital
1.	Promoter- (Govt. of India)	39,59,90,159	66.30	53,19,44,775	72.55
2.	Other Share- holders	20,13,00,000	33.70	20,13,00,000	27.45
3.	Total (1+2)	59,72,90,159	100.00	73,32,44,775	100.00

D) 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.

E) The identity of the Proposed Allottees and 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:

	Number of Shares	Percentage of Capital
Pre-Issue	39,59,90,159	66.30
Post-Issue	53,19,44,775	72.55

The existing promoters of the Bank i.e. the Government of India (GOI) will continue to vest their control over the Bank and there will not be any 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 Takeover) Regulations, 2011.

F) Certification from Statutory Auditors:

A Certificate from the Statutory Auditor(s) certifying that issue *inter alia* the 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, the entire pre-preferential holding of GOI will be locked-in for a period of six months commencing from the Relevant Date to a period of six months from the date of Trading Approval issued by the Stock Exchanges for the shares to be allotted pursuant to the Special Resolution.

The new equity shares proposed to be issued on preferential basis to the promoters of the Bank shall be subject to a lock-in period of 6 months from the date of trading approval.

The equity shares issued as above shall rank *pari passu* in all respects with the existing equity shares of the Bank.

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 specified in the Listing Agreement with the Stock Exchanges where the equity shares of the Bank are listed. The Government of India has not sold any equity shares of the Bank during the six months preceding the Relevant Date.

Clause 23 of the Listing Agreements entered into with the stock exchanges where the Bank's Equity Shares are listed, provide inter-alia that when it is proposed to increase the issued capital of the Bank by allotment of further shares, such shares shall be first offered 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 allot fully paid up Equity Shares other than *pro rata* to the existing shareholders of the Bank, the above resolution is required to be passed. The Bank undertakes to re-compute the price of the equity shares in terms of the provisions of SEBI (ICDR) Regulations where it is required to do.

The Bank undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee.

Your Directors recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors of the Bank are concerned or interested in the Resolution.

By Order of the Board of Directors



MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

Place : Bengaluru
Date : 07.02.2018

घ) अधिमाती निर्माण पूरा करने के लिए समय सीमा:

शेयरधारकों द्वारा संकल्प पारित किए जाने की तिथि से 15 दिनों के अंदर आवंटन किया जाता है, बशर्ते कि यदि कोई विनियामक प्राधिकारियों से ऐसे आवंटन के लिए अनुमोदन प्राप्त करने हेतु ज्यादा समय लिया गया है तो आवंटन समय को बढ़ाया जाएगा।

ङ) प्रस्तावित अर्जाधारियों की पहचान तथा उनके द्वारा अधिमाती निर्माण के पश्चात पारित शेयरों का प्रतिशत और अधिमाती निर्माण के पश्चात नियंत्रणों के नियंत्रण में यदि कोई परिवर्तन है तो:

	शेयरों की संख्या	पूर्वी का प्रतिशत
निर्माण से पूर्व	39,59,90,159	66.30
निर्माण पश्चात	53,19,44,775	72.55

प्रस्तावित अधिमाती आवंटन के परिणाम स्वरूप बैंक के वर्तमान प्रबंधक, अर्थात् भारत सरकार बैंक के उपर नियंत्रण जारी रखेगा तथा प्रबंधन / बैंक पर नियंत्रण में कोई परिवर्तन नहीं होगा।

बुकि भारत सरकार को जारी किए गए इडिटी शेयर वित्त वर्ष में 5% से अधिक हो जाएगा, बैंक सेबी (एचएस शेयरों के अधिपक्ष) विनियम, 2011 की व्यवस्था में उनकी छूट की मांग के साथ भारत सरकार की ओर से सेबी को आवंटन करने की प्रक्रिया में है

च) सांख्यिक लेखापरीक्षणों से प्रभावीकरण:

प्रस्तावित अधिमाती निर्माण पर विचार करते हुए तथा यह निर्माण सेबी (आईसीओ) विनियमावली, 2009 के अनुव्यवहारी (निमित्त मूल्य सहित) के अनुरूप प्रमाणित करते हुए सांख्यिक लेखापरीक्षणों से एक प्रमाणपत्र शेयरधारकों की अनाधारण सामान्य बैठक के सम्मुख प्रस्तुत किया जाएगा। एक प्रमाणपत्र की एक प्रति दिनांक 01 मार्च, 2018 को अनाधारण सामान्य बैठक के समय निरीक्षण के लिए उपलब्ध कराया जाएगा।

छ) लॉक-इन अवधि:

अर्जाधारियों द्वारा अधिमाती के अंतर्गत:

1) विशेष संकल्प के पश्चात भारत सरकार के पूर्व अधिमाती धारिता की लॉक इन अवधि छ. माह की होगी जो स्टॉक एक्सचेंज द्वारा आवंटित किए जानेवाले शेयरों के ट्रेडिंग अनुमोदन की तिथि से छ. माहों की अवधि के लिए होगी।

2) प्रबंधकों अर्थात् भारत सरकार को अधिमाती आधार पर वित्त किए जानेवाले प्रस्तावित नए इडिटी शेयर ट्रेडिंग अनुमोदन के पश्चात तीन वर्षों की लॉक-इन अवधि अधीन होंगी।

ब) उपर्युक्त निर्मित इडिटी शेयर हर मामलों में बैंक के निधमान इडिटी शेयरों के समान होंगी।

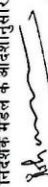
ग) भारत सरकार द्वारा धारित सभी शेयर विभाजित रूप में है तथा बैंक स्टॉक एक्सचेंज, बहो बैंक के इडिटी शेयर सूचीबद्ध है, के साथ किए गए सूचीकरण कार्र. में निधारीतानुसार इडिटी शेयरों के निरंतर सूचीकरण की शर्तों का अनुपालन करता है। भारत सरकार ने संगत तिथि से पूर्व छ. माहों के अंदर बैंक के किसी इडिटी शेयर को बेचा नहीं है।

घ) बैंक के इडिटी शेयरों की सूचीकरण की गई स्टॉक एक्सचेंजों के साथ प्रतिष्ठ की गई सूचीकरण कार्यों के बंड 23, बशर्ते कि, जब शेयरों के आवंटन के द्वारा बैंक की पूंजी बढ़ाने के प्रस्ताव पर, ऐसे शेयर वर्तमान शेयरधारकों को बैंक में उनके शेयरधारण के अनुरूप अंतर किया जाए, जब तक शेयरधारकों द्वारा एक सामान्य बैठक में एक विशेष संकल्प के अंगिए अन्यत्र निर्णय लिया न जाए। पूर्णतया प्रदान इडिटी शेयर बैंक के वर्तमान शेयरधारकों को आवंटित करने के प्रस्ताव के कारण यह संकल्प पारित किया जाए।

द) बैंक वापसा करता है कि जहां पर आवश्यक है, उधर बैंक द्वारा सेबी-आईसीओ अधिमाती के प्रावधानों के अनुसार इडिटी शेयरों के मूल्य का पुनःगणना की जाएगी।

ड) बैंक घोषणा करता है कि शेयरों के मूल्य की पुन. गणना के पश्चात देव राशि इन नियंत्रणों में तिथिबद्ध समय सीमा तक प्रदान नहीं की गयी तो, आवंटित द्वारा उक्त राशि का भुगतान करने तक विशेषीकृत प्रतिभूतियां लॉक-इन में जारी रहेंगी।

आपके निदेशक इस नोटिस में उल्लिखित विशेष संकल्प को पारित करने की संसृति करते हैं।



निदेशक मंडल के आदेशानुसार
राकेश शर्मा

प्रबंध निदेशक व मुख्य कार्यकारी अधिकारी

स्थान : बेंगलूरु
दिनांक : 07.02.2018

उपस्थिति पर्ची

असाधारण सामान्य बैठक - 01.03.2018

(बैंक हॉल के प्रवेश द्वार पर प्रस्तुत किया जाए)

दिनांक:	स्थान : बंगलूर	समय :
उपस्थित शेयरधारक / प्रॉक्सी / प्रतिनिधि के हस्ताक्षर		
पंजी पत्रा	डी.पी.आई.डी. व ग्राहक आई.डी.	(भौतिकृत हो तो)
शेयरधारक का नाम	(अभौतिकृत हो तो)	
शेयरों की संख्या		

**प्रवेश पास**

असाधारण सामान्य बैठक - 01.03.2018

(पूरी बैठक के दौरान पास रखा जाए)

शेयरधारक का नाम											
शेयरों की संख्या											
पंजीगत फोलियो (अभौतिकृत हो तो)	डीपीआईडी सं										
	ग्राहक आईडी सं										
उपस्थित प्रॉक्सी / प्रतिनिधि का नाम											
शेयरधारक / प्रॉक्सी / प्राधिकृत प्रतिनिधि के हस्ताक्षर											

बैंक स्थल में प्रवेश करने के लिए शेयरधारकों / शेयरधारक के प्रॉक्सी / प्रतिनिधियों से अनुरोध है कि वे बैंक के पास पंजीकृत अपने नमूने हस्ताक्षरों के अनुरूप उपयुक्त उपस्थिति पर्ची प्रवेश पास के साथ दिखाएं। शेयरधारक / प्रॉक्सी धारक / प्राधिकृत प्रतिनिधि नोट करें कि बैंक में प्रवेश अनुमत्त किया जाना आवश्यक समझे जानेवाले सत्यापन / जांचों के अधीन होगा और उनको सूचित किया जाता है कि वे पहचान का विधिमूल्य माध्ययानि बोटर्ड आई.डी. कार्ड / निगोका पहचान पत्र / धन कार्ड / पासपोर्ट / ड्राइविंग लाइसेंस आदि अपने साथ रखें। किसी भी हालत में बैंक स्थान में किसी प्रकार की ड्यूबिनेट उपस्थिति पर्ची जारी नहीं की जाएगी।



(A Government of India Undertaking)
HO : # 112, J C ROAD BENGALURU - 560 002

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING – 01.03.2018
(to be surrendered at the time of entry)

Date:	Time :
Place: Bengaluru	
Signature of the Shareholder/ Proxy/Representative present	
Regd. Folio (If not dematerialised)	DP ID & Client ID (If dematerialised)
Name of the Shareholder	
Number of Shares	



(A Government of India Undertaking)
HO : # 112, J C ROAD BENGALURU - 560 002

ENTRY PASS

EXTRAORDINARY GENERAL MEETING – 01.03.2018
(to be retained throughout the meeting)

Name of the Shareholder											
Number of shares											
Regd. Folio (if not dematerialised)	DPID No.										
	Client ID No.										
Name of the Proxy/Representative present											
Signature of Shareholder / Proxy / Authorised representative	(If dematerialised)										

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.**



(भारत सरकार का उपक्रम)
प्रधान कार्यालय, # 112, जे सी रोड, बंगलूर- 560 002
असाधारण सामान्य बैचक- 01.03.2018

फॉर्म "बी"
शक्ति फॉर्म
(शेयरधारक द्वारा भरे जाने एवं हस्ताक्षर करने के लिए)

मैं / हम निवासी जिला राज्य
केनरा बैंक के शेयरधारक होने के नाते एनद्वारा श्री / श्रीमती को, अथवा इनके न होने पर,
निवासी जिला राज्य जिला राज्य
श्री / श्रीमती निवासी जिला राज्य
को सम्पादक-1, निपट्टेय कन्वेंशन सेंटर, होसूर मेन रोड, होवेगोडा नगर, बंगलूर- 560 029 में दिनांक 1 मार्च, 2018 को सुबह 11.00 बजे
होनेवाली केनरा बैंक के शेयरधारकों की असाधारण सामान्य बैचक और उसके बाद स्थगित अन्य किसी बैचक में मुझे / हमारे लिए और मेरी /
हमारी और से मतदान करने के लिए प्रॉक्सी के रूप में नियुक्त करना / करती हूँ / करते हूँ।
आज वर्ष 2018 माह के दिन को हस्ताक्षरित

रजिस्टर्ड फोलियो नं. / ग्राहक आई डी :
शेयरों की नं.:

रूपया
राजस्व स्टाम्प
चिपकार

प्रॉक्सी के हस्ताक्षर प्रथम नामित / एकल शेयरधारक के हस्ताक्षर

प्रतिनिधि फॉर्म पर हस्ताक्षर करते एवं उसे दर्ज करते संबंधी अनुदेश

- कोई भी प्रतिनिधि लिखत तब तक वैध नहीं होगी, जब तक कि,
 - एकल शेयरधारक के मामले में उस पर उनके द्वारा या लिखित में विधिवत् प्राधिकृत अदालती द्वारा हस्ताक्षर न किए गए हों।
 - संयुक्त धारकों के मामले में रजिस्ट्रार में पहले नामित शेयरधारक द्वारा या लिखित में विधिवत् प्राधिकृत उनके अदालती द्वारा हस्ताक्षर न किए गए हों।
 - एक नामित विक्रय के मामले में उसके अधिकारी या लिखित में विधिवत् प्राधिकृत उनके अदालती द्वारा हस्ताक्षर न किए गए हों।
- यदि कोई शेयरधारक किसी भी कारण से अपना नाम लिखते में असमर्थ हो तो प्रतिनिधि लिखत में उनका हस्ताक्षर तब पर्याप्त माना जाएगा, यदि उस पर उनका निशान लगाया गया हो और उनका अधिग्रमाण किसी जन, मैजिस्ट्रेट, आध्यात्मों के रजिस्ट्रार या उप रजिस्ट्रार अथवा गणपतित मरकरी अधिकारी या फिर केनरा बैंक के किसी अधिकारी द्वारा किया गया हो।
- प्रतिनिधि फॉर्म,
 - मुद्दारानामा या अन्य किसी प्राधिकार (यदि कोई हो), जिसके अधीन उस पर हस्ताक्षर किया गया हो, या
 - किसी नोटरी पब्लिक अथवा किसी मैजिस्ट्रेट द्वारा प्रमाणित मुद्दारानामे या प्राधिकार की एक भूमि के साथ असाधारण सामान्य बैचक की तारीख, के तार दिव के पूर्व अर्थात् बुधवार, 23 फरवरी, 2018 के समाप्त समय के पहले केनरा बैंक के सचिवालय इमारत, चौथा तल, प्रधान कार्यालय, 112, जे सी रोड, बंगलूर में जमा किया जाए।
- यदि संबंधित मुद्दारानामा केनरा बैंक या शेयर अंतरण एजेंट के साथ पंजीकृत किया गया हो, तो मुद्दारानामे का पंजीयन संख्या और ऐसे पंजीयन का दिनांक सुनिश्चित करना होगा।
- कोई भी प्रतिनिधि लिखत तब तक वैध नहीं होगी, जब तक कि वह फॉर्म "बी" में न हो और उनको विधिवत् स्याम्भित न किया गया हो।
- बैंक के पास जमा की गई प्रतिनिधि लिखत अपरिवर्तनीय एवं अंतिम होगी।
- यदि कोई प्रतिनिधि लिखत दो ग्राहियों के पक्ष में दी गई है तो एक में ज्यादा फॉर्म का निष्पादन नहीं किया जा सकता।
- एक प्रतिनिधि लिखत का निष्पादन करनेवाले शेयरधारक को उस असाधारण आम सभा में स्वयं मत देने की अहंता नहीं होगी, जिसमें ऐसी लिखत संबंधित है।
- ऐसे किसी व्यक्ति को विधिवत् प्राधिकृत प्रतिनिधि नियुक्त नहीं किया जा सकता, जो केनरा बैंक का एक अधिकारी या कर्मचारी हो।



HO : # 112, J C ROAD BENGALURU - 560 002
Extraordinary General Meeting – 01.03.2018

**FORM 'B'
 FORM OF PROXY**

[To be filled and signed by the Shareholder]

I/We in the district of in the State of being a shareholder /shareholders 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 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, Hosur Main Road, Hombegowda Nagar, Bengaluru – 560 029 and at any adjournment thereof.

Please affix
 Revenue Stamp

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

Signature of Proxy
 Signature of the first named / sole shareholder

Name & Address:

INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

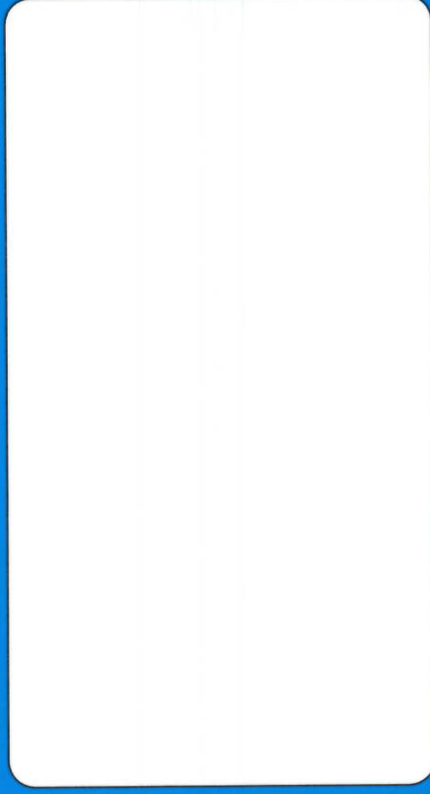
1. No instrument of proxy shall be valid unless,
 - a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorised in writing.
 - b) in the case of joint holders, it is signed by the shareholder first named in the register or his/her attorney, duly authorised in writing.
 - c) in the case of a body corporate it is signed by its officer or an attorney duly authorised 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 affixed 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) 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 112, J C Road Bengaluru – 560 002 not less than FOUR DAYS 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 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 such registration may be mentioned.
5. No instrument of proxy shall be valid unless it is in Form 'B' and duly stamped.
6. An instrument 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 grantees 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 authorised representative or a proxy who is an officer or an employee of Canara Bank.

ಕೆನರಾ ಬ್ಯಾಂಕ್
(ಭಾರತ ಸರ್ಕಾರದ ಸಹ-ಆಧೀನ)



Canara Bank
(A Government of India Undertaking)

Together We Can



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