

Ref :: MD&CEO:SD:618/619/11/12::2019

25.07.2019

The Vice President
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
MUMBAI – 400 001

The Vice President
Listing Department
National Stock Exchange of India Ltd
EXCHANGE PLAZA Bandra-Kurla Complex,
Bandra [E] MUMBAI 400051

Dear Sir,

Subject: Proceedings of the 17th AGM of the Bank held on 25.07.2019

Ref: Regulation 30 and 44 (3) of SEBI (LODR) Regulations, 2015

We submit the Proceedings of the 17th Annual General Meeting.

- a. Date of the 17th Annual General Meeting : 25.07.2019
 b. Total Number of shareholders as on 18.07.2019 : 192045
 c. Number of shareholders present in the meeting either in person or through proxy
- | | |
|-----------------------------|-----|
| Promoter and Promoter Group | 01 |
| Public | 578 |
- d. Number of shareholders attended the meeting through Video Conferencing : Not Applicable
- | | |
|-----------------------------|----|
| Promoter and Promoter Group | NA |
| Public | NA |

Agenda of the Meeting :

Item No. 1 : To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2019 and the Profit & Loss Account of the Bank for the year ended on that date, together with the Report of the Board of Directors and of the Auditors' Report thereon.

Item No. 2 : To create, offer, issue, and allot such number of equity / preference shares for an aggregate amount not exceeding Rs.6,000 Crore (inclusive of premium) in one or more tranches by way of Follow on public issue, rights issue, Private Placement / Qualified Institutional Placement, ESPS or any other mode approved by GOI / RBI

Item No. 3 : Election of two Directors from amongst shareholders other than Central Government As the number of vacancies were equal to number of nominations received that were found fit and proper by the nomination committee. Pursuant to Regulation 66(i) of Canara Bank (Shares and Meetings) Regulation, 2000, the two candidates were deemed to be elected as Director and shall assume office on July 27,2019 and hold office till July 26,2022. Hence, Item No 3 was not transacted in the meeting.

Mode of Voting: Remote e-Voting and voting at the Meeting

Results : Item 1 passed as Ordinary Resolution
 Item 2 passed as Special Resolution with the requisite majority

Yours faithfully,



VINAY MOHTA
 COMPANY SECRETARY

विनय मोहता / VINAY MOHTA
 कंपनी सचिव / Company Secretary

- Encl:** 1. Proceedings of the AGM ACS - A28792
 2. Consolidated results of e-Voting and voting at the AGM as per SEBI Format.
 3. Consolidated Report of the Scrutinizers



सचिवालय विभाग
 प्रबंध निदेशक व मुख्य कार्यकारी अधिकारी सचिवालय
 प्रधान कार्यालय
 112, जे सी रोड बेंगलूर - 560002

Secretarial Department
 MD & CEO's Secretariat
 Head Office
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Proceedings of the Seventeenth Annual General Meeting of the Bank

- In accordance with our intimation dated 10.06.2019 and AGM Notice dated 18.06.2019, the Seventeenth Annual General Meeting of the Bank was held on Thursday, the 25th July, 2019 at 10.30 a.m. at Jnanajyothi Auditorium, Central College, Palace Road, Bengaluru – 560 001.
- After invocation to the Lord and lighting of the traditional lamp, the Annual General Meeting commenced.
- Shri Alok Kumar Agarwal, DGM & Secretary to Board informed the Chairman that 231 shareholders have registered their attendance.
- Shri. T N Manoharan, Chairman of the Bank welcomed the shareholders present. The Chairman took note that 231 shareholders are present/have registered their attendance. He announced that in accordance with Regulation 58 of the Canara Bank (Shares and Meetings) Regulations, 2000 the requisite quorum was present and called the meeting to order.
- The Chairman then introduced the Directors present on the dais to the shareholders. With the permission of the members present the Notice convening the meeting dated 18.06.2019 were taken as read.
- 02 Shareholders/ authorized representatives and 07 proxy holders registered their attendance for the meeting.
- The Chairman then addressed the Shareholders on the Bank's performance for FY 2018-19. Copies of Chairman's Speech (printed in Kannada, Hindi and English) were distributed to the shareholders present at the meeting.
- The Chairman informed that in terms of Regulation 44 of the SEBI (LODR) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, shareholders of the Bank were extended the

कृते केनरा बैंक
For CANARA BANK


सहायक महा प्रबन्धक और कंपनी सचिव
Assistant General Manager & Company Secretary



facility to vote on the items on the agenda of the Seventeenth Annual General Meeting by electronic means.

- The e-Voting was held from 10.00 AM of 20th July, 2019 to 05.00 PM of 24th July, 2019. The Bank had appointed Karvy Fintech Private Limited as e-Voting agency.
 - Shareholders who have not availed of the e-voting facility were permitted to vote at the meeting in respect of the agenda to be transacted at the AGM.
 - M/s S N ANANTHASUBRAMANIAN & CO.,COMPANY SECRETARIES and Smt Bharathi K R, a shareholder of the Bank were appointed as Scrutinizers to oversee the e-voting process.
- The Chairman then took up the Agenda Items 1 & 2 for approval of shareholders.
- To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2019 and the Profit & Loss Account of the Bank for the year ended on that date, together with the Report of the Board of Directors and of the Auditors' Report thereon.
 - To create, offer, issue, and allot such number of equity / preference shares for an aggregate amount not exceeding Rs.6,000 Crore (inclusive of premium) in one or more tranches by way of Follow on public issue, rights issue, Private Placement / Qualified Institutional Placement, ESPS or any other mode approved by GOI / RBI.
- The Chairman then took up the agenda 3 – Election of Shareholder Directors and informed the shareholders that the Bank received two nominations as on the 10th July 2019, being the last date for submission of nominations which were found to be valid/fit and proper by Nomination Committee held on 16.07.2019 for contesting election of Shareholder Directors. As the number of candidates is same as the number of vacancies, pursuant to Regulation 66(i)

कृते केनरा बैंक
For CANARA BANK



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सहायक महा प्रबंधक और कंपनी सचिव
Assistant General Manager & Company Secretary

Secretarial Department, MD&CEO's Secretariat, HO::Bengaluru – 560 002

of Canara Bank(Shares and Meetings) Regulation,2000, the two candidates are deemed to have been elected as Directors under Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the same was notified to stock exchanges. The said two elected directors will assume office on July 27,2019 and hold office upto July 26,2022.

- The Chairman read out the profiles of both the candidates, Shri Venkatachalam Ramakrishna Iyer & Shri Bimal Prasad Sharma and informed that the Agenda 3 will not be transaction at the meeting.
- The Chairman invited the shareholders present to participate in the discussions on the two agenda items and the shareholders actively participated.
- The Chairman responded to the queries raised by the shareholders and furnished clarifications to the issues connected with the agenda items and on activities of the Bank during the period under review.
- The Chairman informed that the Results of the Voting held at the meeting aggregated with the Results of e-Voting will be placed on the website of the Bank and also on the websites of Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and Karvy Fintech Private Limited, the R & T Agents / the agency appointed for e-Voting process within two working days.
- Thereafter the Chairman thanked all the Shareholders for their presence & support and he declared the Seventeenth Annual General Meeting as concluded once the shareholders present at the meeting cast their votes.

Bangalore

Date: 25th July, 2019.

कृते केनरा बैंक
For CANARA BANK



सहायक महा प्रबंधक और कंपनी सचिव
Assistant General Manager & Company Secretary

विनय मोहता / VINAY MOHTA
कंपनी सचिव / Company Secretary
ACS - A28792



CONSOLIDATED RESULTS OF E-VOTING AND VOTING AT THE AGM

	CANARA BANK
Date of the AGM/EGM	25-07-2019
Total number of shareholders on record date	192045
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	578
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2019, Profit Loss account for the year ended 31st March 2019, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	531,944,775	0	0.0000	0	0	0.0000	0.0000
	Poll		531,944,775	100.0000	531,944,775	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		531,944,775	100.0000	531,944,775	0	100.0000	0.0000
Public- Institutions	E-Voting	130,893,867	122,775,478	93.7977	122,775,478	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		122,775,478	93.7977	122,775,478	0	100.0000	0.0000
Public- Non Institutions	E-Voting	90,406,133	20,919,888	23.1399	20,919,107	781	99.9962	0.0037
	Poll		153,881	0.1702	153,273	608	99.6048	0.3951
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21,073,769	23.3101	21,072,380	1,389	99.9934	0.0066
Total		753,244,775	675,794,032	89.7177	675,792,633	1,389	99.9998	0.0002

For CANARA BANK


 सहायक महा प्रबंधक और कंपनी सचिव
 Assistant General Manager & Company Secretary

विनय मोहता / VINAY MOHTA
 कंपनी सचिव / Company Secretary
 ACS - A28792



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - To raise capital by further issue of equity preference shares or other securities either by way of Follow-on Public Offer, Right Issue, Qualified Institutional Placement or any other mode approved by GOIRBI.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	531,944,775	0	0.0000	0	0	0.0000	0.0000
	Poll		531,944,775	100.0000	531,944,775	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		531,944,775	100.0000	531,944,775	0	100.0000	0.0000
Public- Institutions	E-Voting	130,893,867	122,775,478	93.7977	122,775,478	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		122,775,478	93.7977	122,775,478	0	100.0000	0.0000
Public- Non Institutions	E-Voting	90,406,133	21,284,118	23.5428	20,573,464	710,654	96.6611	3.3388
	Poll		153,881	0.1702	153,273	608	99.6048	0.3951
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21,437,999	23.713	20,726,737	711,262	96.6822	3.3178
Total		753,244,775	676,158,252	89.7661	675,446,990	711,262	99.8948	0.1052

कृते केनरा बैंक
For CANARA BANK

Vinay Mohhta
सहायक महा-प्रबन्धक और कंपनी सचिव
Assistant General Manager & Company Secretary

विनय मोहता / VINAY MOHTA
कंपनी सचिव / Company Secretary
ACS - A28792



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

25th July, 2019

To,

The Chairman

Canara Bank

112, J.C. Road,

Bengaluru – 560002

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for remote e-voting process and voting by your Shareholders at the 17th Annual General Meeting of the Bank, held today.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Malati A. Kumar

Malati Kumar

Partner

SCRUTINIZERS' REPORT

Name of the Bank	Canara Bank
Meeting	17th Annual General Meeting
Day, Date & Time	Thursday, 25th July, 2019 at 10.30 a.m.
Venue	Jnanajyothi Auditorium, Central College, Palace Road, Bengaluru – 560 001

1. Appointment as Scrutinizer

We were appointed as Scrutinizer for remote e-voting process as well as the voting conducted at the 17th Annual General Meeting (AGM) of **Canara Bank** (“the Bank”) held today.

2. Dispatch of Notice convening the AGM

The Bank informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), the Bank completed dispatch of Notice of AGM as under:

- On **01.07.2019** by **Registered Post** to **71,000** Shareholders in physical form.
- On **27.06.2019** by **E-mail** to **1,43,789** Shareholders who had registered their E-mail IDs with the Bank/ Depositories.

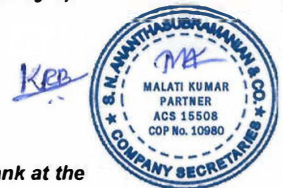
3. Cut-off date

Voting rights were reckoned as on **Thursday, 18th July, 2019**, being the cut-off date for the purpose of deciding the entitlements of shareholders for remote e-voting and voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Bank appointed **Karvy Fintech Private Limited** (“Karvy”) as the agency for providing the remote e-voting platform.



Report of Scrutinizer on remote e-voting process and voting by Shareholders of Canara Bank at the 17th AGM held on 25th July, 2019

S. N. ANANTHASUBRAMANIAN & CO.

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4.2 Remote e-voting period

Remote e-voting platform was open from **10:00 a.m. on Saturday, 20th July, 2019 till 05:00 p.m. on Wednesday, 24th July, 2019** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Karvy.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, we were provided access by Karvy to only such details relating to shareholders such as their names, DP ID & Client ID/ Folios, number of shares held but not the manner in which they have voted after closure of period of remote e-voting and before the commencement of the Meeting.

5.2 After the Chairman announced the commencement of voting, Karvy provided tab-based e-voting facility.

5.3 Mrs. Bharathi K.R., Shareholder of the Bank [DP ID & Client ID:IN301356-20461282] was also appointed as a Scrutinizer representing Shareholders of the Bank for scrutinizing voting at the AGM.

6. Counting process

6.1 On completion of voting at the AGM, Karvy provided us with the list of shareholders who had cast their votes, their holding details and details of vote cast on the resolutions.

6.2 Votes were reconciled with the records maintained by the Bank and Karvy, the Registrar and Share Transfer Agent of the Bank ("RTA") with respect to the authorizations/ proxies lodged with the Bank.



Report of Scrutinizer on remote e-voting process and voting by Shareholders of Canara Bank at the 17th AGM held on 25th July, 2019

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

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6.3 We unblocked the remote e-voting results on the Karvy remote e-voting platform in the presence of Mr. S. N. Viswanathan and Mrs. Bharathi K.R. and downloaded the remote e-voting results.

6.4 No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank and accordingly provisions of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.

7. Results

7.1 We observed that:

- a) **433** Shareholders had cast their votes at the AGM.
- b) **274** Shareholders had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 18th June, 2019 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 01 Ordinary Resolution as set out in Item No. 1 and 01 Special Resolution as set out in Item No. 2 of the Notice of the AGM dated 18th June, 2019 have been passed with the requisite majority.

Malati A. Kumar

Malati Kumar
Partner

ACS : 15508
COP No. : 10980



Bharathi K.R.

Bharathi K.R.
Shareholder Scrutinizer
[DPID/Client ID: IN301356/20461282]

25th July, 2019
Bengaluru

Report of Scrutinizer on remote e-voting process and voting by Shareholders of Canara Bank at the 17th AGM held on 25th July, 2019

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

CONSOLIDATED RESULTS

Item No. 1: To discuss, approve and adopt the audited Balance Sheet of the Bank as at 31st March, 2019, Profit and Loss Account for the year ended 31st March, 2019, the Report of Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditor's Report on the Balance Sheet and Accounts.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	265	14,36,94,585	428	53,20,98,048	693	67,57,92,633	99.9998
Dissent	5	781	5	608	10	1,389	0.0002
Total	*270	14,36,95,366	433	53,20,98,656	703	67,57,94,022	100.0000

* While six members have abstained from voting, votes in respect of two folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No.1** of the Notice of the AGM dated 18th June, 2019 has been **passed with requisite majority**.

Malati A. Kumar
Malati Kumar
Partner
ACS : 15508
COP No. : 10980



Bharathi K.R.
Bharathi K.R.
Shareholder Scrutinizer
[DPID/Client ID: IN301356/20461282]

25th July, 2019
Bengaluru

S. N. ANANTHASUBRAMANIAN & CO.**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

CONSOLIDATED RESULTS

Item No. 2: To raise capital by further issue of equity/ preference shares or other securities either by way of Follow-on Public Offer, Right Issue, Private Placement, Qualified Institutional Placement or any other mode approved by GOI / RBI.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	255	14,33,48,942	428	53,20,98,048	683	67,54,46,990	99.8948
Dissent	19	7,10,654	5	608	24	7,11,262	0.1052
Total	*274	14,40,59,596	433	53,20,98,656	707	67,61,58,252	100.0000

* While two members have abstained from voting, votes in respect of two folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 18th June, 2019 has been **passed with requisite majority**.

Malati A. Kumar



Malati Kumar
Partner

ACS : 15508

COP No. : 10980

25th July, 2019
Bengaluru

Bharathi K.R.

Bharathi K.R.
Shareholder Scrutinizer
[DPID/Client ID: IN301356/20461282]