ि सिडिकेट Syndicate

केनरा बैंक Canara Bank 🕪

#### Ref:: SD:1401/1402/11/12::2020

The Vice President BSE 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/Madam,

- Sub :: 18<sup>th</sup> AGM of the Bank through VC / OAVM on 10.08.2020 Submission of Proceedings and Voting Results.
- Ref :: Regulation 30 and 44 (3) of SEBI (LODR) Regulations, 2015.

We submit the Proceedings of the 18<sup>th</sup> Annual General Meeting.

- a. Date of the 18<sup>th</sup> Annual General Meeting : 10.08.2020.
- b. Total Number of Shareholders as on 03.08.2020 : 530370
- c. Number of Shareholders present in the meeting either in Person or through proxy: NA

	Promoter and Promoter Group	Not Applicable
	Public	Not Applicable
d.	Number of Shareholders present in the me	eting through Video Conferencing
	Promoter and Promoter Group	01
d.	Public	110

#### Agenda of the Meeting :

**Item No.1** : To discuss, approve and adopt the Audited Balance Sheet of the Bank as at  $31^{st}$  March 2020, Profit & Loss account for the year ended  $31^{st}$  March 2020, 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.

**<u>Item No.2</u>** : To create, offer, issue and allot equity shares / preference shares for an aggregate amount not exceeding Rs.5,000 Crore (inclusive of Premium) in one or more tranches by way of Follow-on Public Issue, Rights Issue, Private Placement / Qualified Institutional Placement or any other mode approved by GOI / RBI.

Mode of Voting : Remote e-Voting and e-Voting at the meeting.

**Results** : Item No.1 passed as Ordinary Resolution.

Item No.2 passed as Special Resolution with the requisite majority.

Yours faithfully, कृत केनरा बैंक For CANARA BANK

सहायक महा प्रबंधक और कंपनि सचिव Assistant Vell Alana MOULTA Secretary COMPANY SECRETARY Encl: 1. Proceedings of the AGM



2. Consolidated results of e-Voting and voting at the AGM as per SEBI format 3. Consolidated Report of the Scrutinizers.

सचिवीय विभाग प्रधान कार्यालय 112, जे सी रोड वेंगलूर - 560002 E-Mail - <u>hosecretarial@canarabak.com</u> Secretarial Department Head Office 112 J C Road, Bangalore - 560002

www.canarabank.com

F +91 80 22248831 T +91 80 22100250

10.08.2020

## केनरा बैंक Canara Bank 🛷

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### SECRETARIAL DEPARTMENT : HEAD OFFICE : BENGALURU - 560 002

### <u>Proceedings of the Eighteenth Annual General Meeting of the Bank</u> through VC/OAVM (e-AGM)

- In accordance with our intimation and e-AGM Notice dated 13.07.2020, the Eighteenth Annual General Meeting of the Bank through Video Conferencing (VC) / Other Audio Visual Means (OAVM) was held on Monday, the 10<sup>th</sup> August 2020 at 11.00 a.m. at Head Office, Canara Bank, Bengaluru - 560 002 (the deemed venue of the meeting) in compliance with MCA (Ministry of Corporate Affairs) / SEBI / GOI guidelines.
- Shri V Ramachandra, CGM and Chief Financial Officer of the Bank informed the Chairman that 56 shareholders are present, which satisfies the Quorum requirement as per Regulation 58(1) of Canara Bank (Shares and Meetings) Regulations, 2000.
- The Chairman welcomed the shareholders to the Eighteenth Annual General Meeting of the Bank. The Chairman took note that 56 shareholders are present through VC / OAVM. He announced that in accordance with Regulation 58(1) of 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 for the e-AGM to the shareholders. The Chairman of the Audit Committee of the Board and Chairman of Stakeholders Relationship Committee were also present at the meeting. With the permission of the shareholders present the Notice convening the meeting dated 13.07.2020 was taken as read.
- > One authorized representative of GOI attended the meeting through VC / OAVM.
- The Chairman then addressed the shareholders on the Bank's performance for FY 2019-20. He extended his heartfelt gratitude to all the shareholders for their continued support and valuable partnership with Canara Bank. He emphasized on the unprecedented challenges due to Covid-19 pandemic, its far reaching economic implications in India and the Bank's preparedness and support during Covid-19. He also embarked on Bank's transformative journey by amalgamation of Syndicate Bank to create a stronger, more resilient and digitally advanced Bank. He then informed that with collective wisdom and dedicated effort of Canarites, the FY 2020-21 will be a promising year for the Bank and sought shareholders' continued support and patronage to script an enchanting bright future for the Bank.
- Shri. L V Prabhakar, MD&CEO, then addressed the shareholders highlighting the Bank's performance for the FY 2019-20. He informed that in the coming years the Bank looks forward for leveraging amalgamation benefits for maximizing the efficiency and productivity.

कृते केनरा बैंक For CANARA BANK

सहायक महा प्रबधक और कंपनि सचिव Assistant General Manager & Company Secretary



### SECRETARIAL DEPARTMENT : HEAD OFFICE : BENGALURU - 560 002

- The Chairman informed that in terms of Regulation 44 of SEBI (LODR) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, shareholders of the Bank were extended the facility to vote on the items on the agenda of the Eighteenth Annual General Meeting by electronic means.
  - The remote e-Voting was held from 09.00 a.m. of 6<sup>th</sup> August 2020 to 05.00 p.m. of 9<sup>th</sup> August 2020. The Bank had appointed KFin Technologies Private Limited as e-Voting agency.
  - Shareholders who have not availed of the remote e-Voting facility were permitted to e-vote at the meeting in respect of the agendas to be transacted at the e-AGM.
  - M/s S N ANANTHASUBRAMANIAN & CO., COMPANY SECRETARIES were appointed as the 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 31<sup>st</sup> March 2020, Profit & Loss account for the year ended 31<sup>st</sup> March 2020, 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.
  - To create, offer, issue and allot equity shares / preference shares for an aggregate amount not exceeding Rs.5,000 Crore (inclusive of Premium) in one or more tranches by way of Follow-on Public Issue, Rights Issue, Private Placement / Qualified Institutional Placement or any other mode approved by GOI / RBI.
- The Chairman invited the shareholders present to participate in the discussions on the two agenda items and the shareholders actively participated.
- After active participation by various speaker shareholders, the Chairman responded to their queries 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 e-Voting held at the meeting aggregated with the Results of remote e-Voting will be placed on the website of the Bank and also on the websites of BSE Limited, National Stock Exchange Limited and KFin Technologies 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 the presence & support and he declared the Eighteenth Annual General Meeting as concluded once the shareholders present at the meeting cast their e-votes.

Place : Bengaluru Date : 10<sup>th</sup> August 2020 कृते केनरा बैंक For CANARA BANK

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



### CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE 18TH AGM THROUGH VC / OAVM

	CANARA BANK
Date of the AGM/EGM	10-08-2020
Total number of shareholders on record date	530370
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	
Public:	110

Resolution No.	1									
Resolution required: (Ordinary/ Special)		scuss, approve and ne working and activ								Report of the Board
Whether promoter/ promoter group are interested in the agenda/resolution?	No									No. of the second
Category	Mode of Voting	No. of shares held	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	Votes Invalid	Votes Abstained
	E-Voting		1,141,709,678	100.0000	1,141,709,678	0	100.0000	0.0000		0
	Poll	1 1 41 700 676	0	0.0000	0	0	0.0000	0.0000		0
	Postal Ballot (if	1,141,709,678	1							
Promoter and Promoter Group	up applicable)		0	0.0000	00	C	0.0000	0.0000		0 0
	Total	A CONTRACTOR OF	1,141,709,678	100.0000	1,141,709,678	0	100.0000	0.0000		0 0
	E-Voting		128,842,738	92.2614	128,842,738	C	100.0000	0.0000		0 717,550
	Poll	139,649,615	0	0.0000	C C	0	0.0000	0.0000		0
Public- Institutions	Postal Ballot (if applicable)	t (if	C	0.0000	C	C	0.0000	0.0000		0
	Total		128,842,738	92.2614	128,842,738	C	100.0000	0.0000		0 71755
	E-Voting		35,244,331	20.4740	35,240,757	3,574	99.9898	0.0101		0 277,800
	Poll	172 142 212	72,210	0.0419	72,210	C	100.0000	0.0000		0
	Postal Ballot (if	- 172,142,213				l				
Public- Non Institutions	applicable)		C	0.0000	0		0.0000	0.0000		o] (
	Total	L DU LL DUC S	35,316,541	20.5159	35,312,967	3,574	99.9899	0.0101		0 277800
	Total	1,453,501,506	1,305,868,957	89.8430	1,305,865,383	3,574	99.9997	0.0003		99535

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

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Resolution No.	2									
	SPECIAL - To crea	te, offer, issue and a	llot equity shares /	preference shares	for an aggregate ar	mount not exceedin	g Rs.5000 Crore (In	clusive of Premium	) in one or more t	ranches by way of
	Follow-on Public	Issue, Rights Issue, F	Private Placement /	Qualified Institutio	nal Placement or a	ny other mode appr	roved by GOI / RBI			
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are		A REAL PROPERTY.			Contract of the local division of the local			A REAL PROPERTY AND	and the second second	
interested in the agenda/resolution?	No									
				% of Votes Polled		_	% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No of votes		No. of Votes – in	No of Votes -	polled	polled		
Category	Mode of Voting	(1)		(3)=[(2)/(1)]* 100				(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		1,141,709,678	Ť			100.0000			o c
	Poll		0	0.0000	0	0	0.0000	0.0000		o c
	Postal Ballot (if	1,141,709,678	-							
Promoter and Promoter Group	applicable)		0	0.0000	. 0	0	0.0000	0.0000	-	o c
	Total		1,141,709,678	100.0000	1,141,709,678	0	100.0000	0.0000		0 0
	E-Voting		128,842,738	92.2614	128,842,738	0	100.0000	0.0000		0 717,550
	Poll	139,649,615	0	0.0000	0	0	0.0000	0.0000		o c
	Postal Ballot (if	139,049,015								
Public-Institutions	applicable)		0	0.0000	0	00	0.0000	0.0000		0 0
	Total		128,842,738	92.2614	128,842,738	0	100.0000	0.0000		0 717550
	E-Voting		35,521,768	20.6351	35,100,919	420,849	98.8152	1.1847		0 323
	Poll	172,142,213	72,210	0.0419	72,210	0 0	100.0000	0.0000		0 0
	Postal Ballot (if	1, 2, 142, 213				2 				
Public- Non Institutions	applicable)		C	0.0000		0	0.0000	22.0 PO10415		0 0
	Total	And the second second	35,593,978	J						0 323
	Total	1,453,501,506	1,306,146,394	89.8621	1,305,725,545	420,849	99.9578	0.0322		0 71787

# कृते केनरा बैंक For CANARA BANK Var Helle

सहायक महा प्रबंधक और कंपनि सचिव

Assistant General Manager & Company Secretary



10/25-26, 2nd Floor, Brindaban, Thane (W) – 400 601 T: +91 22 25345648 | +91 22 25432704 E: <u>snaco@snaco.net</u> |W: www.snaco.net ICSI Unique Code: P1991MH040400

10<sup>th</sup> August, 2020

To, The Chairman **Canara Bank** 112 J.C.Road, Bengaluru – 560 002.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Shareholders during the 18<sup>th</sup> Annual General Meeting of your Bank held on Monday, 10<sup>th</sup> August, 2020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

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

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### SCRUTINIZER'S REPORT

Name of the Company	Canara Bank
Meeting	18 <sup>th</sup> Annual General Meeting
Day, Date & Time	Monday, 10 <sup>th</sup> August, 2020 at 11.00 a.m.
Deemed Venue	112 J.C.Road, Bengaluru – 560 002.
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

### 1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Shareholders at the 18<sup>th</sup> Annual General Meeting ("AGM") of Canara Bank (hereinafter referred to as the Bank) scheduled on Monday, 10<sup>th</sup> August, 2020 at 11.00 a.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer is to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

### 2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English), Jan Satta (Hindi) and Kannada Prabha (Kannada) having electronic editions on 14<sup>th</sup> July, 2020 specifying the date & time of the AGM, availability of the notice on Bank's website and website of Stock Exchanges, manner of registration of email ids by the shareholders (both physical and demat) who are yet to register their email ids with the Bank, manner of voting through remote e-voting or through e-voting system at the AGM etc.



Report of Scrutinizer on remote e-voting process and voting by shareholders during the 18<sup>th</sup> AGM of Canara Bank held on 10<sup>th</sup> August, 2020

- 2.2 The Bank hosted the notice of AGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 17<sup>th</sup> July, 2020.
- 2.3 The Bank informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) the Registrar and Share Transfer Agents ("RTA") of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Bank completed dispatch of Notice of AGM:
  - a) On **17<sup>th</sup> July**, **2020** by e-mail to **3,35,476** Shareholders who had already registered their email ids with the Bank/ Depositories;
  - b) On 06<sup>th</sup> August, 2020 by E-mail to 21,502 Shareholders who registered their email ids pursuant to aforesaid advertisement(s) published by the Bank.

### 3. Cut-off date

Voting rights were reckoned as on **Monday**, **03<sup>rd</sup> August**, **2020**, being the cut-off date for the purpose of deciding the entitlements of shareholders for remote e-voting and e-voting during the AGM.

### 4. Remote e-voting process

### 4.1 Agency

The Bank appointed **KFin Technologies Private Limited** as the agency for providing the platform for remote e-voting platform and e-voting during the AGM.



Report of Scrutinizer on remote e-voting process and voting by shareholders during the 18<sup>th</sup> AGM of Canara Bank held on 10<sup>th</sup> August, 2020

### 4.2 Remote e-voting period

Remote e-voting platform was open from 09:00 a.m. on Thursday, 06<sup>th</sup> August, 2020 till 05:00 p.m. on Sunday, 09<sup>th</sup> August, 2020 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 KFin Technologies Private Limited.

### 5. Voting at the AGM

- 5.1 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 during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, KFin Technologies Private Limited, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the shareholders who had cast their votes through remote e-voting.

### 6. Counting Process

- 6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the AGM, on the KFin Technologies Private Limited e-voting platform and downloaded the results.
- 6.2 No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank, accordingly, provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.



Report of Scrutinizer on remote e-voting process and voting by shareholders during the 18<sup>th</sup> AGM of Canara Bank held on 10<sup>th</sup> August, 2020



### 7. Results

- 7.1 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 13<sup>th</sup> July, 2020 is enclosed herewith.
- 7.2 Based on the aforesaid results, we report that **01 (One) Ordinary Resolution** and **01(One) Special Resolution** as set out in Item No. 1 and 2 respectively of the Notice of the AGM dated 13<sup>th</sup> July, 2020 have been **passed with the** requisite majority.

### For S. N. ANANTHASUBRAMANIAN & Co. Company Secretaries ICSI Unique Code: P1991MH040400

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<b>CSI UDIN</b>	: A015508B000566531
10 <sup>th</sup> August	t, 2020   Thane

### **CONSOLIDATED RESULTS**

Item No. 1: To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2020, Profit & Loss account for the year ended 31st March 2020, 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.

Particulars	Remote e-voting		Voting at	the AGM	Т	Percentage		
	Number	Votes	Number	Votes	Number	Votes	(%)	
Assent	448	1,30,57,93,173	36	72,210	484	1,30,58,65,383	99.9997	
Dissent	19	3,574	0	0	19	3,574	0.0003	
Total	467	1,30,57,96,747	36	72,210	503	1,30,58,68,957	100.0000	

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 13<sup>th</sup> July, 2020 has been passed with requisite majority.



### CONSOLIDATED RESULTS

Item No. 2: To create, offer, issue and allot by way of follow on public issue, rights issue, Private Placement / Qualified Institutional Placement (QIP) / or any other mode approved by GOI / RBI such number of equity shares and/ or preference shares (whether cumulative or not; convertible into equity shares or not) 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. 5,000 Crore (Rupees Five Thousand Crore only), inclusive of such premium as may be fixed on the Equity Shares, 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 52% of the paid-up Equity capital of the Bank.

	Remote e-voting		Votin	g at the AGM		Percentage		
Particulars	Number	Votes	Number	Votes	Number	Votes	(%)	
Assent	432	1,30,56,53,335	36	72,210	468	1,30,57,25,545	99.9678	
Dissent	35	4,20,849	0	0	35	4,20,849	0.0322	
Total	467	1,30,60,74,184	36	72,210	503	1,30,61,46,394	100.0000	

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 13<sup>th</sup> July, 2020 has been **passed with requisite majority**.

MALATI ANIL KUMAR Malati Kumar Partner ACS: 15508 | COP: 10980 ICSI UDIN : A015508B000566531 10<sup>th</sup> August, 2020 | Thane

