

Ref :: MD&CEO:SD:1828/1829/11/12::2018

26.07.2018

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
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Dear Sir,

Subject: Proceedings of the 16th AGM of the Bank held on 26.07.2018

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

We submit the Proceedings of the 16th Annual General Meeting.

- Date of the 16th Annual General Meeting : 26.07.2018
- Total Number of shareholders as on 19.07.2018 : 1,55,927
- Number of shareholders present in the meeting either in person or through proxy :
Promoter and Promoter Group : 01
Public : 471 (Folios 491)
- 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 2018 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.7,000 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 : Issue of Shares to Employees and Whole time Directors of the Bank through Canara Bank Employee Share Purchase Scheme amounting to a maximum of Rs 1000 Crore (including premium) in one or more tranches out of the total Rs 7000 Crore proposed in item 2

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

Results : Item 1 passed as Ordinary Resolution

Item 2 & 3 passed as Special Resolution with the requisite majority

कुते केनरा बैंक
Yours faithfully,
FOR CANARA BANK


VINAY MOHTA और कंपनी सचिव
Resident General Manager & Company Secretary
COMPANY SECRETARY

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

- 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

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

Secretarial Department
MD & CEO's Secretariat T +91 80 22100250
Head Office F +91 80 22248831
112 J C Road, Bangalore - 560002

E-Mail - hosecretarial@canarabank.com

Proceedings of the Sixteenth Annual General Meeting of the Bank

- In accordance with the Notice dated 18th June 2018 and Addendum thereto dated 28th June 2018, the Sixteenth Annual General Meeting of the Bank was held on Thursday, the 26th July, 2018 at 10.15 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. T N Manoharan, Chairman of the Bank welcomed the shareholders present. The Chairman took note that 232 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 18.06.2018 and the Addendum thereto dated 28.06.2018 were taken as read.
- 468 Shareholders/ authorized representatives and 4 proxy holders (in all involving 492 folios) registered their attendance for the meeting.
- The Chairman then addressed the Shareholders on the Bank's performance for FY 2017-18. Copies of Chairman's Speech (printed in Kannada, Hindi and English) were distributed to the shareholders present at the meeting.
- Shri. Rakesh Sharma, Managing Director & CEO also addressed the shareholders about the Bank's performance and on the present developments in the Bank.

Canara Bank

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

- 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 facility to vote on the items on the agenda of the Sixteenth Annual General Meeting by electronic means.
- The e-Voting was held from 10.00 AM of 23rd July, 2018 to 05.00 PM of 25th July,2018. The Bank had appointed Karvy Computershare 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 Shri A J Srinivas, a shareholder of the Bank were appointed as Scrutinizers to oversee the e-voting process.
- The Chairman then took up the three Agenda Items for approval of shareholders.
- To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2018 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.7,000 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.
 - Issue of Shares to Employees and Whole time Directors of the Bank through Canara Bank Employee Share Purchase Scheme amounting to a maximum of Rs 1000 Crore (including premium) in one or more tranches out of the total Rs 7000 Crore proposed in item 2.



Canara Bank

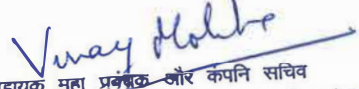
Secretarial Department, MD&CEO's Secretariat, HO::Bengaluru – 560 002

- The Chairman invited the shareholders present to participate in the discussions on the 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 M/s Karvy Computershare 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 Sixteenth Annual General Meeting as concluded once the shareholders present at the meeting cast their votes.

Bangalore

Date: 26th July, 2018.

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



	CANARA BANK
Date of the AGM/EGM	26-07-2018
Total number of shareholders on record date	155927
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	471 (491 folios)
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 2018, Profit & Loss account for the year ended 31st March 2018, 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	160,460,498	150,066,602	93.5225	150,066,602	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		150,066,602	93.5225	150,066,602	0	100.0000	0.0000
Public- Non Institutions	E-Voting	40,839,502	3,225,808	7.8987	3,224,633	1,175	99.9635	0.0364
	Poll		67,108	0.1643	66,410	698	98.9598	1.0401
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,292,916	8.063	3,291,043	1,873	99.9431	0.0569
Total		733,244,775	685,304,293	93.4619	685,302,420	1,873	99.9997	0.0003

दुते केनरा बँक
For CANARA BANK

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


सहायक महा प्रबंधक / Assistant General Manager & Company Secretary

Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - To raise capital by further issue of equity shares/preference shares or other securities by way of Follow-on Public Offer, Rights Issue, Qualified Institutional Placement or any other mode as approved by GOI / RBI							
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	160,460,498	150,124,014	93.5582	149,114,198	1,009,816	99.3273	0.6726
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		150,124,014	93.5582	149,114,198	1,009,816	99.3273	0.6727
Public- Non Institutions	E-Voting	40,839,502	3,226,058	7.8994	3,222,962	3,096	99.9040	0.0959
	Poll		67,108	0.1643	66,410	698	98.9598	1.0401
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,293,166	8.0637	3,289,372	3,794	99.8848	0.1152
Total		733,244,775	685,361,955	93.4697	684,348,345	1,013,610	99.8521	0.1478

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Shares to Employees and Whole time Directors of the Bank							
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
	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

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

कृते केनरा बैंक
For CANARA BANK

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

Promoter and Promoter Group	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	160,460,498	150,124,014	93.5582	132,513,696	17,610,318	88.2694	11.7305
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		150,124,014	93.5582	132,513,696	17,610,318	88.2695	11.7305
Public- Non Institutions	E-Voting	40,839,502	3,225,933	7.8991	3,221,006	4,927	99.8472	0.1527
	Poll		66,888	0.1638	65,771	1,117	98.3300	1.6699
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,292,821	8.0629	3,286,777	6,044	99.8164	0.1836
	Total	733,244,775	685,361,610	93.4697	667,745,248	17,616,362	97.4296	2.5704

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

कृते केनरा बैंक
For CANARA BANK


सहायक प्रबन्धक और कंपनी सचिव
Assistant General Manager & Company Secretary

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

10/26, BRINDABAN, THANE - 400 601:Tel 25345648 / 2543 2704 : email-sna@snaco.net: website-www.snaco.net

26th July, 2018

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 Scrutinizer for remote e-voting process and voting by Shareholders at the 16th Annual General Meeting held today.

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



Alpana Pobi
Associate



SCRUTINIZER'S REPORT

Name of the Bank	Canara Bank
Meeting	16th Annual General Meeting
Day, Date & Time	Thursday, 26th July, 2018 at 10:15 a.m.
Venue	Jnanajyothi Auditorium, Central College, Palace Road, Bengaluru – 560 001

1. Appointment as Scrutinizer

We were appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the 16th Annual General Meeting (AGM) of **Canara Bank** (hereinafter referred to as **the Bank**).

2. Dispatch of Notice convening the AGM

The Bank has informed that, on the basis of 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), Bank completed dispatch of the Notice of the AGM as under:

- On **3rd July, 2018** by **E-mail** to **1,02,719** shareholders who had registered their email-ids with the Bank.
- On **3rd July, 2018** by **Registered Post** to **56,398** shareholders in physical form.

3. Cut-off date

Voting rights were reckoned as on **Thursday, 19th July, 2018** being the cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-voting and voting at the AGM.

4. Remote e-voting Process

4.1 Agency

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

4.2 Remote e-voting period

Remote e-voting platform was open from **10:00 a.m. on Monday, 23rd July, 2018 to 5:00 p.m. on Wednesday, 25th July, 2018** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special 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) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again at 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, Karvy, the remote e-voting agency provided us with names, DP Id & Client Id / folios and shareholding of shareholders who had cast their votes through remote e-voting.
- 5.3 Bank provided tab-based e-voting facility to shareholders attending the AGM who had not cast their votes through remote e-voting to cast their votes.
- 5.4 Shri. A J Srinivas, a Shareholder of the Bank (DP Id 301356/ Client Id 20006929) was also appointed as a Scrutinizer representing the Shareholders of the Bank for scrutinizing voting at the AGM.
- 5.5 After the Chairman of the meeting announced the commencement of voting, Karvy provided tab-based e-voting facility.



S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601:Tel 25345648 / 2543 2704 : email-sna@snaco.net: website-www.snaco.net

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 votes 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 authorizations/ proxies lodged with the Bank.
- 6.3 We unblocked the remote e-voting results on the Karvy remote e-voting platform in the presence of S. N. Viswanathan and A J Srinivas and downloaded the remote e-voting results.
- 6.4 Pursuant to provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the Central Government have been restricted to 10% of the total voting rights of all Shareholders of the Bank.

7. Results

- 7.1 We observed that:
 - a) **350** Shareholders had cast their votes at the AGM.
 - b) **284** Shareholders had cast their votes through remote e-voting.
- 7.2 Consolidated Result with respect to Item Nos. 1, 2 and 3 on the agenda is enclosed.

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

10/26, BRINDABAN, THANE – 400 601:Tel 25345648 / 2543 2704 : email-sna@snaco.net: website-www.snaco.net

- 7.3 Based on the aforesaid result, we report that One Ordinary Resolution and Two Special Resolutions as contained in Notice of the AGM dated 18th June, 2018 read with Addendum dated 28th June, 2018 have been passed with requisite majority.



Alpina Pobi
Associate
ACS : 29905
C.O.P. No. : 16131

26th July, 2018
Bangalore



A J Srinivas
Shareholder Scrutinizer

CONSOLIDATED RESULTS

Item No. 1: To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2018 and the Profit & Loss Account of the Bank for the year ended on that date, 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		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	275	15,32,91,235	343	53,20,11,185	618	68,53,02,420	99.99
Dissent	5	1,175	5	698	10	1,873	0.01
Total	*280	15,32,92,410	348	53,20,11,883	*628	68,53,04,293	100.00

*One shareholder has not cast all the votes in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 1** of Notice of the 16th AGM dated 18th June, 2018 has been **passed with requisite majority**.



Alpana Pobi
Associate
ACS :29905
C.O.P. No. :16131

26th July, 2018
Bengaluru



A J Srinivas
Shareholder Scrutinizer
DP Id 301356/ Client Id 20006929


CONSOLIDATED RESULTS

Item No. 2: To create, offer, issue, and allot such number of equity / preference shares for an aggregate amount not exceeding Rs.7,000 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

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	260	15,23,37,160	343	53,20,11,185	603	68,43,48,345	99.85
Dissent	21	10,12,912	5	698	26	10,13,610	0.05
Total	*281	15,33,50,072	348	53,20,11,883	*629	68,53,61,955	100.00

*One shareholder has not cast all the votes in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as contained in **Item No. 2** of Notice of the 16th AGM dated 18th June, 2018 has been **passed with requisite majority**.


Alpina Pobi
Associate
ACS :29905
C.O.P. No. :16131

26th July, 2018
Bengaluru




A J Srinivas
Shareholder Scrutinizer
DP Id 301356/ Client Id 20006929

CONSOLIDATED RESULTS

Item No. 3: To create, grant, offer, issue and allot, in one or more tranches to such employees, whether working in India or outside India including the Managing Director & Chief Executive Officer and Executive Director(s) of the Bank as may be decided by the Board, aggregating up to 6,00,00,000 (Six crore) new Equity Shares of face value of Rs 10/- (Rupees Ten only) each, ranking pari passu with the existing equity shares of the Bank including payment of dividend, under an Employee Share Purchase Scheme

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	168	13,57,34,702	337	53,20,10,546	505	66,77,45,248	97.43
Dissent	115	1,76,15,245	10	1,117	125	1,76,16,362	2.57
Total	*283	15,32,49,947	347	53,20,11,663	*630	68,53,61,610	100.00

*Four shareholder has not cast all the votes in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as contained in **Item No. 3** of Notice of the 16th AGM dated 18th June, 2018 has been **passed with requisite majority**.



Alpana Pobi
Associate
ACS :29905
C.O.P. No. :16131



26th July, 2018
Bengaluru



A J Srinivas
Shareholder Scrutinizer
DP Id 301356/ Client Id 20006929