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March 28, 2015

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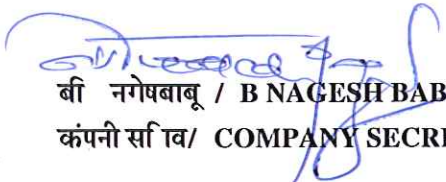
प्रिय महोदय/ Dear Sir,

विषय/ Subject: Extraordinary General Meeting (EGM) of the Bank -
Submission of Proceedings
Ref : Clause 31 (d) of the Listing Agreement.

We are submitting herewith the proceedings of the Extraordinary General Meeting of the Bank held on 27.03.2015.

धन्यवाद / Thanking you

भवदीय/ Yours faithfully


बी नगेशबाबू / B NAGESH BABU
कंपनी सचिव/ COMPANY SECRETARY

सचिवीय विभाग

प्रबंध निदेशक व मुख्य कार्यकारी अधिकारी सचिवालय
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Secretarial Department, MD&CEO' Secretariat, HO::Bangalore - 2

Proceedings of the Extraordinary General Meeting of the Bank - 27.03.2015

- In accordance with the Notice dated 25.02.2015, the Extraordinary General Meeting of the Bank was held on Friday the 27th March, 2015 at 10.00 a.m. at Auditorium -1, NIMHANS CONVENTION CENTRE, Hosur Main Road, Hombegowda Nagar, Bengaluru - 560 029.
- After invocation to the Lord and lighting of the traditional lamp, the Extraordinary General Meeting was commenced.
- Shri. V S Krishna Kumar, Managing Director and Chief Executive Officer (MD & CEO) of the Bank who chaired the meeting, welcomed the shareholders present and 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.
- 199 Shareholders and 24 proxy holders/authorized representatives attended the meeting.
- The MD &CEO then introduced the Directors present on the dais to the shareholders. With the permission of the members present the Notice convening the meeting was taken as read.
- The MD & CEO then addressed the Shareholders on the Bank's progress in the current financial year till December, 2014.
- The MD & CEO informed that in terms of Clause 35B of the Listing Agreement entered into with the Stock Exchanges read with Rule 20 of the Companies (Management and Administration) Rules, 2014, it is now mandatory to extend to the shareholders of the Bank, the facility to vote on the items on the agenda to be considered at the Annual General Meeting / Extraordinary General Meeting by electronic means.



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- The e-Voting was held from 10.00 AM of 21st March, 2015 to 05.00 PM of 23rd March, 2015.
- The MD & CEO further informed that the Bank has appointed M/s Karvy Computershare Private Limited as e-Voting agency and M/s S N Ananthasubramanian and Co. Practicing Company Secretaries, as Scrutinizer to oversee the e-Voting process. In terms of the clarification dated 17th June, 2014 issued by the Ministry of Corporate Affairs, voting by Show of Hands is not permitted at a general meeting where e-Voting has been offered to the shareholders. Therefore, it becomes necessary to conduct the poll at the meeting in respect of the agenda to be transacted at the EGM.
- Accordingly, the Bank has appointed Mr. S N Ananthasubramanian & Co., Practicing Company Secretaries and Mr. B R Vijaya Kumar, a shareholder of the Bank as Scrutinizers for the poll at this meeting. Ballot Boxes used for the Poll were demonstrated and locked /sealed under the supervision of the Scrutinizers in presence of the shareholders.
- The MD & CEO then took up the sole Agenda Item for approval of shareholders by Special Resolution to issue and allot 1,39,38,134 equity shares of face value of Rs. 10/- each of the Bank to the Government of India on preferential basis, at a price of Rs. 408.95 per equity share including premium of Rs. 398.95.
- The said agenda item was proposed and seconded by two shareholders.
- Before putting the Resolution to vote, the Chairman invited the shareholders present to make their observations, if any, on the said matter ie., Infusion of Capital.



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- The MD & CEO responded to the various observations made / queries raised by the shareholders.
- He then informed that the Results of the Poll 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 MD & CEO thanked all the Shareholders for their presence & support and after the casting of the Votes by all the Shareholders present, he declared the Extraordinary General Meeting as closed.

Bengaluru

Date: 27th March, 2015.

कृते केनरा बैंक
For CANARA BANK

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

