

Our Bank was constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. Head Office: 112, J.C. Road, Bangalore 560 002, Karnataka, India. Tel: 80 22221541 / 80 22100250, Fax: 80 22248831. Contact Person: B Nagesh Babu, Assistant General Manager, Company Secretary and Compliance Officer, E-mail: hosecretarial@canarabank.com, Website: www.canarabank.com

PROMOTER: THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF FINANCE, GOVERNMENT OF INDIA

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF CANARA BANK (THE "BANK" OR "OUR BANK" OR THE "ISSUER") ONLY ISSUE OF 5,42,99,105 EQUITY SHARES WITH A FACE VALUE OF ₹ 10 (TEN) EACH ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 207 INCLUDING A PREMIUM OF ₹ 197 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") AGGREGATING TO ₹ 11,239.91 MILLION ON RIGHTS BASIS IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE FOR EVERY 10 (TEN) FULLY PAID UP EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDER ON THE RECORD DATE I.E. FEBRUARY 20, 2017 ("RIGHTS ISSUE").

THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 20.7 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR MORE DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 239 OF THE LETTER OF OFFER. THE ENTIRE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS PAYABLE ON APPLICATION.

NOTICE TO THE ELIGIBLE SHAREHOLDERS OF THE BANK

ISSUE OPENS ON: THURSDAY, MARCH 2, 2017 LAST DATE FOR RECEIPT OF REQUEST FOR SPLIT APPLICATION FORMS: THURSDAY, MARCH 9, 2017

ISSUE CLOSES ON: THURSDAY, MARCH 16, 2017

Simple, Safe, Smart way of making an application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is Mandatory for Non Retail Applicants. ASBA is a better way of applying to issues by simply blocking the fund in the bank account. Investors can avail the same. For further details read paragraph on ASBA below.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, must mandatorily participate in the Issue only through the ASBA process. Further, all QIBs and Non-Institutional Investors are mandatorily required to use the ASBA facility, even if the application amount does not exceed ₹ 200,000. The Investors who are individuals pare not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process irrespective of the application avalue. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. For details, please refer to heading titled "**Application By ASBA Investors**" on page 251 of the Letter of Offer ("**LOF**").

ASBA Application (s) shall mean an Application who: i) holds the Equity Shares in dematerialized form as on the Record Date and has applied towards his/her Rights Entitlements or additional Rights Equity Shares in the Issue in dematerialized form; ii) has not renounced his/her Rights Entitlements in full or in part; iii) is not a Renouncee; and iv) applies through a bank account maintained with one of the Self certified syndicate bank (SCSB(s)).

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF and undertake other tasks as per the specified procedure. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar and the Lead Manager to the respective SCSB. For more details on the ASBA process, please refer to the details given in the Abridged Letter of Offer ("ALOF") and also please refer to the heading titled 'Application By ASBA Investors" beginning on page 251 of the LOF.

ELIGIBLE SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of ALOF along with CAF for the issue has been completed by Registrar to the Issue, viz., Karvy Computershare Private Limited through Speed Post / Registered Post on February 25, 2017 to the Eligible Shareholders of the Bank whose names appeared in the Register of Members/Beneficial Owners of the Bank, on the Record Date, i.e., February 20, 2017.

The CAF duly completed together with the amount payable on application must be deposited with the collection centres of Banker to the Issue indicated on the reverse of the CAF, and not with the Lead Manager or the Bank, before the close of business hours on or

before the Issue Closing Date, i.e., March 16, 2017. Separate cheque or bank draft must accompany each CAF. Investors residing at places other than the places where the bank collection centres have been opened should send their completed CAF by registered post/speed post to the Registrar to the Issue, Karvy Computershare Private Limited along with an account payee cheque drawn on the bank payable at par / demand draft for the full application amount, net of bank and postal charges, payable at Hyderabad in favour of "CANARA BANK – RIGHTS ISSUE" crossed "A/c Payee only", in case of resident shareholders and in case of non-resident shareholders, without repatriation benefits, so that the same are received on or before the Issue Closing Date, i.e., March 16, 2017. In case of Nonresident Applicants applying on a repatriation basis, the cheques / demand drafts, net of bank and postal charges, should be drawn in favour of "CANARA BANK – RIGHTS ISSUE – NR" payable at Hyderabad and should reach the Registrar to the Issue before the Issue Closing Date, i.e., March 16, 2017. Such application sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is detached or separated, such application is liable to be rejected

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Eligible Shareholder who should furnish the registered folio number/
DP and Client ID number and his/ her full name and Indian address to the Registrar to the Issue will have even days prior to the Issue Closing Date. Please note that those who are
making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Investor violates such requirements, he/she shall face the risk of rejection of either original CAF or
both the applications. Our Bank or the Registrar to the Issue or the Lead Manager will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

Application on Plain Paper (ASBA & Non-ASBA): An Eligible Shareholder (applying under ASBA process) who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. Eligible Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. An Eligible Shareholder (applying under Non-ASBA process) who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, bank account maintained with an account payee cheque drawn on a bank payable at a par, pay order/demand draft (net of bank and postal charges) payable at Hyderabad which should be drawn in favour of "CANARA BANK – RIGHTS ISSUE" in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of "CANARA BANK – RIGHTS ISSUE" in case of resident shareholders applying on repatriable basis and should be gistered post directly to the Registrar to the Issue on or before the Issue Closing Date. Applications on plain paper will not be accepted from any address outside India. The envelope should be superscribed "CANARA BANK – RIGHTS ISSUE" and should be postmarked in India.

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilise the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible

Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. Our Bank shall refund such application amount to the Eligible Shareholder without any interest thereon.

The list of banks which has been notified by SEBI to act as SCSBs for the ASBA Process are provided at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries. For details on Designated Branches of SCSB collecting the CAF, please refer the

above mentioned SEBI link The application on plain paper, duly signed by the investors including joint holders, in the same order as per specimen recorded with our Bank or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the

following particulars: • Name of Issuer, being Canara Bank; • Name and address of the Eligible Shareholder including joint holders; • Registered Folio Number/ DP and Client ID No.; • Number of Equity Shares held as on Record Date; • Number of Rights Equity Shares entitled to; • Number

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•"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to or for the account or benefit of a 'U.S. Person' as defined in Regulation S under the Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that neither the Bank, nor the Registrar, the Lead Manager or any other person acting on behalf of the Bank will accept subscriptions from any person, or the agent of any person, who appears to be, or who, the Bank, the Registrar, the Lead Manager or any other person acting on behalf of the Bank have reason to believe is ineligible to participate in the Issue under the securities laws of their jurisdiction.

• I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by me/us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. I/We satisfy, and each account for which I/we am/are acting satisfies, all suitability standards for Investors in investments of the type subscribed for herein

• I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

• I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Equity Shares is/ are, outside the United States, (ii) am/ are not a "U.S. person" as defined in Regulation S, and (iii) is/ are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S. • I/ We acknowledge that the Bank, the Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

Overseas Shareholders: The distribution of this LOF, the ALOF or the CAF and the Issue to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this LOF, ALOF or CAF Overseas Shareholders: The distribution of this LOF, the ALOF or the CAF and the Issue to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this LOF, ALOF or CAF may come are required to inform themselves about and observe such restrictions. Our Bank is making this Issue on a rights basis to the Eligible Equity Shareholders of our Bank as on the Record Date and will dispatch this LOF/ALOF and CAF only to Eligible Equity Shareholders of our Bank as on the Record Date and will dispatch this LOF/ALOF and CAF, shall not be sent this LOF/ALOF and CAFs, shall not be sent this LOF/ALOF and CAFs, shall not be sent this LOF /ALOF and CAFs, shall not be sent this LOF /ALOF and CAFs, shall not be sent this LOF, the ALOF or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this LOF or the ALOF will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this LOF and the ALOF must be treated as sent for information only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this LOF or the ALOF in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If this LOF or the ALOF is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this LOF, and the ALOF. Any person who makes an application to acquire rights and the Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Neither the delivery of this LOF, the ALOF nor any sale hereunder, shall under any circumstances

The ALOF and CAF shall be dispatched to non-resident Eligible Shareholders at their Indian address only as provided to the Bank. NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof ("United States" or "U.S."), or to, or for the account or benefit of "U.S."), or to, or for the account or benefit of "U.S."), or to, or for the account or benefit of "U.S." persons" (as defined in Regulation S of the Securities Act), except in a transaction not subject to, or exempt from the registration requirements of the Securities Act. The offering to which this LOF relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement in the United States are any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it participating in the Issue) may violate the registration requirement of the Securities Act. Neither we nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who we or any person acting on our behalf has reason to believe is, either a U.S. Person or otherwise in the United States or any other investigation or pack any offer and all persons subscription for the Pulited States or or therwise in the United States or or the Readed from the United States or any other investigation or pack any offer and all persons subscription for the Regular behalf and an address for registering for the Rights Equity States or in registered from the United States or any other investigation or pack any offer and all persons subscription for the Regular behalf and the contraction of the Issue and the Regul jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. We are making the Issue on a rights basis to Eligible Shareholders and this LOF /ALOF and CAF will be dispatched only to Eligible Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and I hat at the time of subscribing for such Rights Entitlements, it will not be, in the United States when the buy order is made, and (iii) it is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

We reserve the right to treat any CAF as invalid which: (i) does not include the certification set out in the United States and is

authorized to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed by a U.S. Person; (iv) where a registered Indian address is not provided; or (v) where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights

Equity Shares or Rights Entitlement in respect of any such CAF.
Rights Entitlements may not be transferred or sold to any person in the United States.

Last Date for Application: The last date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF or the plain paper application, as the case may be, together with this amount payable is not received by the Escrow Bankers/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/ Committee of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board/ Sub-Committee of the Board for Rights Issue shall be at liberty to dispose off the Equity Shares hereby offered, as provided under "Terms of the Issue" on page 239 of the LOF.

APPLICANTS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING: The existing Equity Shares of our Bank are listed on the BSE Limited ("BSE"), and the National Stock Exchange of India Limited ("NSE"). Our Bank has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares arising from this Issue vide their respective letters dated January 27, 2017. NSE is the Designated Stock Exchange for this Issue.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 230 of the LOF. DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "Disclaimer Clause of BSE" on page 234 of the LOF.

DISCLAIMER CLAUSE OF NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by National Stock Exchange Limited nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "Disclaimer clause of NSE" on page 234 of the LOF.

Disclaimer Clause of the RBI: A license authorising our Bank to carry on banking business has been obtained from the RBI in terms of Section 22 of the Banking Regulation Act. It must be distinctly understood, however, that in issuing the license the RBI does not undertake any responsibility for the financial soundness of our Bank or for the correctness of any of the statements made or opinion expressed in this connection.

ESCROW BANKERS: Canara Bank and HDFC Bank Limited. PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM FOR THE DETAILS OF THE BANKERS TO THE ISSUE AND ITS COLLECTION CENTRES. INVESTORS ARE ADVISED TO REFER TO THE LOF AND THE RISK FACTORS

CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE. AVAILABILITY OF THE LOF: The LOF is available on the website of the Lead Manager viz. www.sbicaps.com and website of BSE and NSE viz. www.bseindia.com and www.nseindia.com respectively and on SEBI's website: www.sebi.gov.in and a copy of the same

All capitalised terms used but not defined herein shall have the meanings assigned to them in the LOF.

Lead Manager to the Issue



SBI Capital Markets Limited 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Tel: + 91 22 22178300; Fax: + 91 22 22188332

Email: canara.rights@sbicaps.com Investor Grievance Email: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Mr. Aditya Deshpande / Mr. Ronak Shah

SEBI Registration No.: INM000003531 Corporate Identification No: U99999MH1986PLC040298

Registrar to the Issue



Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telengana 500032, India Tel: +91 40 67162222; Fax: +91 40 23431551

Email: canarabank.rights@karvy.com
Investor Grievance Email: einward.ris@karvy.com Website: www.karisma.karvy.com, Contact Person: Mr. Murali Krishna SEBI Registration No: INR000000221

Corporate Idenitification Number: U74140TG2003PTC041636

Company Secretary & Compliance Officer

Mr. B. Nagesh Babu

112 J. C. Road, Bangalore 560 002, India Tel: +91 80 22221541 / 80 22100250; Fax: +91 80 22248831

Email: hosecretarial@canarabank.com

Investors may contact the Compliance Officer or Registrar to the Issue for any pre-Issue / post-Issue related matter such as non-receipt of letters of allotment/ share certificates/ refund orders, credit of Rights Equity Shares etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBAAccount number and the Designated Branch of the SCSBs where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

Mr. B. Nagesh Babu

Place: Bengaluru

Date: February 25, 2017 Company Secretary & Compliance Officer Canara Bank ("Bank"), is proposing, subject to receipt of requisite approvals, market conditions and other considerations, a rights issue of its equity shares, and has in this regard, filed a LOF dated February 10, 2017, with the SEBI and the Designated Stock Exchange. The LOF will be available on the website of SEBI at www.sebi.gov.in, the stock exchanges where the equity shares are listed i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, and the website of the Lead Manager to the Issue, i.e. SBI Capital Markets Limited; Website: www.sbicaps.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 13 of the LOF.