

A Government of India Undertaking

Constituted under the Banking Companies (Acquisition and Transfer of Undertakings Act, 1970)

Head Office: 112, J.C. Road, Bengaluru-560 002; **CIN:** U67190KA1906PLC001069

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PLACEMENT MEMORANDUM | Date: 25.08.2022

PRIVATE PLACEMENT BY CANARA BANK ("ISSUER" OR "BANK"), OF UPTO 2000 BONDS OF FACE VALUE OF RS. 1,00,00,000 (RUPEES ONE CRORE ONLY) EACH AND COUPON OF 7.48% PAYABLE ANNUALLY IN THE NATURE OF UNSECURED, SUBORDINATED, NON-CONVERTIBLE, REDEEMABLE, FULLY PAID UP, TAXABLE, BASEL III COMPLIANT TIER 2 BONDS (HEREINAFTER REFERRED TO AS THE "SERIES I BONDS") FOR INCLUSION IN TIER 2 CAPITAL ("BONDS") AT PAR AGGREGATING UP TOTAL ISSUE SIZE NOT EXCEEDING RS. 2000 CRORE (RUPEES TWO THOUSAND CRORES ONLY). THE OFFER COMPRISES OF A BASE ISSUE SIZE OF 1000 BONDS AGGREGATING UPTO RS 1000,00,00,000 (RUPEES ONE THOUSAND CRORES ONLY) WITH A GREEN SHOE OPTION TO RETAIN OVERSUBSCRIPTION UP TO 1000 BONDS AGGREGATING TO Rs 1000,00,00,000 (RUPEES ONE THOUSAND CRORES ONLY).

BACKGROUND

This Placement Memorandum is neither a prospectus nor a statement in lieu of prospectus. This Placement Memorandum is prepared in conformity with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations, 2021") issued vide circular no. SEBI/LAD-NRO/GN/2021/39 dated August 9, 2021 read with SEBI circular No SEBI/HO/DDHS/P/CIR/2021/613 Dated August 10, 2021 as amended by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2022 and as modified and amended from time to time.

This Placement Memorandum is related to the Bonds to be issued by the Issuer on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Bonds. The Issue has been authorized through a resolution passed by the Board of Directors of the Issuer on Jun 24, 2022.

GENERAL RISK

For taking an investment decision, investors must rely on their examination of the Issue including the risks involved in it. The Bonds are capital instruments and not deposits of the Bank and they cannot be used as collateral for any loan made by the Bank or any of its Subsidiaries or Affiliates. The Bonds are different from fixed deposits and are not covered by deposit insurance. Unlike fixed deposits where deposits are repaid at the option of deposit holder, the Bonds are not redeemable at the option of the Bondholders or without the prior consent of RBI. The Bonds are subject to features (including, loss absorbency, write-off at Pre-specified Trigger level or write-off at the Bank's PONV, as determined by RBI), which may impact the payment of interest and principal.

CREDIT RATING

The Bonds proposed to be issued by the Bank have been assigned a rating of "ICRA AAA/Stable" by ICRA Limited vide its letter dated August 18, 2022 and "IND AAA/Stable" by India Ratings & Research vide its letter dated August 18, 2022.

The rating(s) are not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning Rating Agency on the basis of new information. Each rating should be evaluated independent of any other rating. Please refer to the annexures with this placement memorandum for rating letters for the above ratings.

LISTING

The Bonds are proposed to be listed on the Wholesale Debt Market ("WDM") segment of the National Stock Exchange of India Limited ("NSE").

COMPLIANCE CLAUSE OF EBP

This offer is made on the Electronic Book Building Mechanism of NSE in compliance with SEBI NCS regulations and circulars issued by NSE. A draft of this Placement Memorandum has been uploaded on the **EBP of NSE on 23.08.2022**

ELIGIBLE INVESTORS

The offer is made to only those eligible investors who are categorized as "Qualified Institutional Buyers" as per SEBI NCS Regulations. For details please refer Summary Term Sheet. The current issue is not being underwritten. Neither the issuer nor any of its directors is willful defaulter. For further details please refer this Placement Memorandum.

| ARRANGER TO THE ISSUE | DEBENTURE TRUSTEE | REGISTRAR TO THE ISSUE | CREDIT RATING AGENCY | CREDIT RATING AGENCY |
|-----------------------|---|---|---|--|
| Refer page no. 13 |  Axis Trustee Services Limited The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai-400 028 Tel No.: 022-62300451 Fax No.: 022-6230 0700 Website: www.axistrustee.com Email: rahul.vaishya@axistrustee.in |  Canbank Computer Services Limited R & T Centre, 218, J.P. Royale, 1 st Floor, 2 nd Main, Sampige Road Malleswaram, Bengaluru - 560 003 Tel. No: 080 2346 9661; E mail canbankrta@ccsl.co.in |  ICRA Limited B-710, Statesman House, 148, Barakhamba Road, New Delhi-110 001. Tele No.: +91 11 23357940-45 Email: icra.compliance@icraindia.com Website: www.icra.in/Home/Index |  India Ratings & Research A Fitch Group Company India Rating & Research Private Limited Wockhardt Tower, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Tel No. 022 40001700 Fax No.022 40001701 |

ISSUE SCHEDULE

| Bid Open/Bid Close on | Issue Open /Issue Close On | Deemed Date of Allotment | Pay In Date |
|-----------------------|----------------------------|--------------------------|-------------|
| 25.08.2022 | 25.08.2022 | 26.08.2022 | 26.08.2022 |

The issue of bonds shall be subject to the applicable provisions of SEBI NCS Regulations, SEBI LODR Regulations and other SEBI Guidelines, the terms and conditions of this Placement Memorandum filed with the Designated Stock Exchange, the Application Form, the Debenture Trust Deed and other Transaction Documents in relation to such Issue. Capitalized terms used here have the meaning ascribed to them in this Placement Memorandum.

The Bank reserves its sole and absolute right to modify (Pre-Pone/Postpone) the above issue schedule without giving any reasons or prior notice. The Bank also reserves its sole and absolute right to change the Deemed Date of Allotment/Pay in date of the above issue without giving any reasons or prior notice.

Placement Memorandum
(Confidential & for Private Circulation Only)

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ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this placement memorandum contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the placement memorandum is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

DISCLAIMERS

General disclaimer

This Placement Memorandum is neither a prospectus nor a statement in lieu of a prospectus and should not be construed to be a prospectus or a statement in lieu of prospectus under the Companies Act, 2013. This placement memorandum is prepared in conformity with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS REGULATIONS, 2021**") as may be amended from time to time and the Basel III Regulations.

The SEBI NCS REGULATIONS were notified pursuant to merger and repeal of the erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) regulations, 2008 ("erstwhile SEBI ILDS REGULATIONS") and erstwhile securities and exchange board of India (issue and listing of non-convertible redeemable preference shares) regulations, 2013 ("erstwhile SEBI NCRPS regulations").

It is to be noted that pursuant to the notification of the SEBI NCS REGULATIONS, the SEBI has issued a single operational circular - "Operational Circular For Issue And Listing Of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities And Commercial Paper" bearing ref SEBI/HO/DDHS/P/CIR/2021/613 dated august 10, 2021 ("**SEBI NCS OPERATIONAL Circular**") as amended from time to time, which supersedes all circulars issued previously under the erstwhile SEBI ILDS REGULATIONS and erstwhile SEBI NCRPS REGULATIONS.

The issue is being made strictly on a private placement basis. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. This placement memorandum does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the bonds to the public in general. This placement memorandum is not intended to be circulated to more than 200 (two hundred) investors eligible under the laws of India to invest in these bonds ("**ELIGIBLE INVESTORS**"). It is the responsibility of investors to ensure that they will sell these bonds in strict accordance with this placement memorandum and other applicable laws so that the sale does not constitute an offer to the public. Apart from this placement memorandum no other offer document or prospectus has been prepared in connection with this issue nor is such a prospectus required to be registered under the applicable laws.

Under the applicable provisions of the SEBI NCS REGULATIONS, it is not necessary for a copy of this placement memorandum to be filed or submitted to SEBI for its review and/or approval accordingly, this placement memorandum has neither been delivered for registration nor is it intended to be registered with SEBI.

The bond issue will be under the electronic book mechanism as required in terms of Regulation 12 of the SEBI NCS REGULATIONS and chapter VI of the SEBI NCS OPERATIONAL circular read with "Operational Guidelines for NSE Electronic Bidding Platform" issued by NSE vide their circular Ref No.08/2022(download ref no. NSE/DS/52373) dated May 23, 2022 ("NSE EBP OPERATING GUIDELINES") and any amendments thereto. (The SEBI NCS OPERATIONAL circular and the NSE EBP operating guidelines shall hereinafter be collectively referred to as the "**Operational Guidelines**").

This placement memorandum and the contents hereof are restricted only for the intended recipient(s) who have been addressed directly and specifically through a communication by the issuer and only such recipients are eligible to apply for the bonds. All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this issue. The contents of this placement memorandum are intended to be used only by those investors to whom it is issued. It is not intended for distribution to any other person and should not be reproduced by the recipient.

Each copy of this placement memorandum is serially numbered and the person to whom a copy of the placement memorandum is sent is alone entitled to apply for the bonds. No invitation is being made to any persons other than those to whom application forms along with this placement memorandum have been sent. Any application by a person to whom the placement memorandum has not been sent by the issuer shall be rejected without assigning any reason.



Placement Memorandum
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The person who is in receipt of this placement memorandum shall maintain utmost confidentiality regarding the contents of this placement memorandum and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents hereof without the consent of the issuer. The recipient agrees to keep confidential all information provided (or made available hereafter), including, without limitation, the existence and terms of the issue, any specific pricing information related to the issue or the amount or terms of any fees payable in connection with the issue. This placement memorandum may not be photocopied, reproduced, or distributed to others at any time without the prior written consent of the issuer. Upon request, the recipients shall promptly return all material received from the issuer and/or any of its affiliates (including this placement memorandum) without retaining any copies hereof. If any recipient of this placement memorandum decides not to participate in the issue, that recipient must promptly return this placement memorandum and all reproductions whether in whole or in part and any other information statement, notice, opinion, memorandum, expression or forecast made or supplied at any time in relation thereto or received in connection with the issue, to the issuer.

Disclaimer in respect of jurisdiction

This issue is being made in India to the eligible investors, who shall be specifically approached by the issuer. The distribution of the placement memorandum or the application forms and the offer, sale, pledge or disposal of the bonds may be restricted or prohibited by law in certain jurisdictions. Recipients are required to observe such restrictions and this placement memorandum does not constitute an offer to sell or an invitation to subscribe to bonds offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this issue will be subject to the exclusive jurisdiction of the courts of Bengaluru, Karnataka. This placement memorandum does not constitute an offer to sell or an invitation to subscribe to the bonds herein, in any other jurisdiction and to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. The sale or transfer of these bonds outside India may require regulatory approvals in India, including without limitation, the approval of the RBI.

Disclaimer of the issuer

This placement memorandum has been prepared by the issuer solely to provide general information about the issuer and setting out the key terms upon which the bonds are being issued, to eligible investors to whom it is addressed and who are willing and eligible to subscribe to the bonds. This placement memorandum does not purport to contain all the information that any eligible investor may require. Further, this placement memorandum has been prepared for information purposes relating to this transaction only and upon the express understanding that it will be used only for the purposes set forth herein.

This placement memorandum is not intended to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the bonds issued by the issuer. This placement memorandum has been prepared to give general information regarding the bonds, to parties proposing to invest in this issue of bonds and it does not purport to contain all the information that any such party may require. The issuer believes that the information contained in this placement memorandum is true and correct as of the date hereof.

The issuer does not undertake to update the placement memorandum to reflect subsequent events after the date of the placement memorandum and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the issuer. The issuer accepts no responsibility for statements made in any advertisement or any other material and anyone placing reliance on any other source of information would be doing so at his own risk and responsibility. Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in bonds. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the bonds. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the bonds under the relevant laws and regulations in force.

Neither the delivery of this placement memorandum nor any issue of bonds made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the issuer since the date hereof.



Placement Memorandum
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Disclaimer of SEBI

This placement memorandum has not been filed with or submitted to SEBI. The bonds have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this placement memorandum. It is to be distinctly understood that this placement memorandum should not in any way be deemed or construed to have been approved or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any proposal for which the bonds issued hereof is proposed to be made or for the correctness of the statements made or opinions expressed in this placement memorandum. The issue of bonds being made pursuant to the SEBI NCS REGULATIONS 2021, filing of this document with SEBI is not required. However, SEBI reserves the right to take up at any point of time, with the issuer, any irregularities or lapses in this placement memorandum.

Disclaimer of the trustee

- I) The trustee does not undertake to review the financial condition or affairs of the issuer during the life of the arrangements contemplated by this placement memorandum and does not have any responsibility to advise any investor or prospective investor in the bonds of any information available with or subsequently coming to the attention of the trustee, its agents or advisors except as specifically provided for in the bond trust deed.
- II) The trustee has not separately verified the information contained in this placement memorandum. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the trustee as to the accuracy or any other information provided by the issuer. Accordingly, the trustee associated with the issue shall have no liability in relation to the information contained in this placement memorandum or any other information provided by the issuer in connection with the issue.
- III) The trustee is neither a principal debtor nor a guarantor of the bonds.

Disclaimer of the stock exchange

A copy of this placement memorandum has been submitted to the national stock exchange of India Ltd, (herein after referred to as (“NSE”/ “stock exchange”)) for seeking in-principle approval for listing of the bonds. It is to be distinctly understood that such submission of the placement memorandum with NSE or hosting the same on its website should not in any way be deemed or construed that the placement memorandum has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this placement memorandum; nor does it warrant that this issuer’s securities will be listed or continue to be listed on the exchange; nor does it take responsibility for the financial or other soundness of this issuer, its promoters, its management or any scheme or project of the issuer.

Every person who desires to apply for or otherwise acquire any securities of this issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer of the Reserve Bank of India

The bonds have not been recommended or approved by the RBI nor does RBI guarantee the accuracy or adequacy of this placement memorandum. It is to be distinctly understood that this placement memorandum should not, in any way, be deemed or construed that the bonds have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the issuer, or the bonds being issued by the issuer or for the correctness of the statements made or opinions expressed in this placement memorandum. The potential investors may make investment decision in respect of the bonds offered in terms of this placement memorandum solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/repayment of such investment.



Placement Memorandum
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FORWARD LOOKING STATEMENTS

The Bank has included statements in this Placement Memorandum which contain words or phrases such as “will”, “would”, “aim”, “aimed”, “will likely result”, “is likely”, “are likely”, “believe”, “expect”, “expected to”, “will continue”, “will achieve”, “anticipate”, “estimate”, “estimating”, “intend”, “plan”, “contemplate”, “seek to”, “seeking to”, “trying to”, “target”, “propose to”, “future”, “objective”, “goal”, “project”, “should”, “can”, “could”, “may”, “will pursue”, “our judgment” and similar expressions or variations of such expressions, that are “forward-looking statements”. Actual results may differ materially from those suggested by the forward looking statements due to certain risks or uncertainties associated with the Bank’s expectations with respect to, but not limited to, the actual growth in demand for banking and other financial products and services, its ability to successfully implement its strategy, including its use of the Internet and other technology and its rural expansion, its ability to integrate future mergers or acquisitions into its operations, its ability to manage the increased complexity of the risks the Bank faces following its rapid international growth, future levels of impaired loans, its growth and expansion in domestic and overseas markets, the adequacy of its allowance for credit and investment losses, technological changes, investment income, its ability to market new products, cash flow projections, the outcome of any legal, tax or regulatory proceedings in India and in other jurisdictions the Bank is or will become a party to, the future impact or new accounting standards, its ability to implement its dividend policy, the impact of changes in banking regulations and other regulatory changes in India and other jurisdictions on the Bank, including on the assets and liabilities of Bank, a former financial institution not subject to Indian Banking regulations, its ability to roll over its short term funding sources and its exposure to credit, market and liquidity risks. By their nature certain of the market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated.

In addition, other factors that could cause actual results to differ materially from those estimated by the forward looking statements contained in this Placement Memorandum include, but are not limited to, the monetary and interest rate policies of India and the other markets in which the Bank operates, natural calamities, general economic, financial or political conditions, instability or uncertainty in India, southeast Asia or any other country, caused by any factor including terrorist attacks in India or elsewhere, military armament or social unrest in any part of India, inflation, deflation, unanticipated turbulence in interest rates, changes or volatility in the value of the rupee, instability in the subprime credit market and liquidity levels in the foreign exchange rates, equity prices or other market rates or prices, the performance of the financial markets in general, changes in domestic and foreign laws, regulations and taxes, changes in the competitive and pricing environment in India, and general or regional changes in asset valuations.

| Particulars | Date |
|--------------------------|------------|
| Issue Open Date | 25-08-2022 |
| Issue Closing Date | 25-08-2022 |
| Pay In Date | 26-08-2022 |
| Deemed Date of Allotment | 26-08-2022 |



Placement Memorandum
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I. DEFINITIONS AND ABBREVIATIONS

| | |
|--|---|
| Allotment/Allot/ Allotted | The issue and allotment of the Bonds to the successful Applicants in the Issue. |
| Allottee | A successful Applicant to whom the Bonds are allotted pursuant to the Issue, either in full or in part. |
| Applicant/ Investor | A person who makes an offer to subscribe the Bonds pursuant to the terms of this Placement Memorandum and the Application Form. |
| Application Form | The form in terms of which the Applicant shall make an offer to subscribe to the Bonds and which will be considered as the application for allotment of Bonds in the Issue. |
| Tier II Instrument | The Capital Instruments issued by the Bank forming part of its Tier II Capital (as stipulated in the Basel III Regulations). |
| Basel III Regulations or RBI Guidelines | The term Basel III Regulations or RBI Guidelines in the Placement Memorandum, the Term Sheet and the notes to the Term Sheet refers to the RBI Master Circular on 'Basel III Capital Regulations' issued vide circular no. DOR.CAP.REC.3/21.06.201/2022-23 dated April 1, 2022, as amended from time to time (BASEL III Guidelines). |
| Bondholder(s) | Any person or entity holding the Bonds and whose name appears in the list of Beneficial Owners provided by the Depositories. |
| Beneficial Owner(s) | Bondholder(s) holding Bond(s) in dematerialized form (Beneficial Owner of the Bond(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996). |
| Board/ Board of Directors | The Board of Directors of Canara Bank or a committee constituted thereof, unless otherwise specified. |
| Bond(s) | Unsecured, Subordinated, Non-convertible, Fully Paid up, Taxable, Basel III compliant Tier 2 Bonds - Series I capital of the Bank, in the nature of debentures of face value of Rs 1,00,00,000 (Rupees One Crore only) each to be issued at par aggregating up to Rs. 2000,00,00,000 (Rupees Two Thousand crores only) with a base issue size of Rs. 1000,00,00,000 (Rupees One Thousand Crore only) and a green shoe option to retain oversubscription up to Rs. 1000,00,00,000 (Rupees One thousand Crore only) by the Issuer through private placement route under the terms of this Placement Memorandum. |
| BPS | Basis points |
| BTI | Banker to an Issue |
| CAR | Capital Adequacy Ratio. |
| CAGR | Compounded Annual Growth Rate |
| CBSL | Canara Bank Securities Limited |
| CCSL | Canbank Computer Services Limited. |
| CDSL | Central Depository Services (India) Limited. |
| CFL | Canbank Factors Limited. |
| CFHL | Can Fin Homes Limited. |
| CIBL | Commercial Indo Bank LLC. |
| CRAMC | Canara Robeco Asset Management Company Limited. |
| CRAR | Capital to Risk weighted Assets Ratio. |
| CSR | Corporate Social Responsibility. |
| CVCFL | Canbank Venture Capital Fund Limited. |
| Canfina | Canbank Financial Services Limited. |
| Companies Act | The Companies Act, 1956 as amended (without reference to the sections thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013) read with |



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| | applicable provisions of the Companies Act, 2013, to the extent notified and in effect. |
| Debenture Trustee Regulations | Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time. |
| Deemed Date of Allotment | The cut-off date declared by the Bank from which all benefits under the Bonds including interest on the Bonds shall be available to the Bondholder(s). The actual allotment of Bonds (i.e. approval from the Board of Directors or a Committee thereof) may take place on a date other than the Deemed Date of Allotment. |
| Depository | A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time. |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Depository Participant | A depository participant as defined under Depositories Act. |
| Placement Memorandum or Information Memorandum | Placement Memorandum dated 22-08-2022 in relation to the private placement of unsecured, subordinated, non-convertible, Fully Paid up, Taxable, Basel III compliant Tier 2 Bonds - Series I, in the nature of debentures of face value Rs.1,00,00,000 each at par aggregating up to Rs. 2000,00,00,000 (Rupees Two Thousand Crore only) with a base issue size of Rs. 1000,00,00,000 (Rupees One Thousand Crore only) and a green shoe option to retain oversubscription up to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) by the Issuer through private placement route under the terms of this Placement Memorandum. |
| DP | Depository Participant as defined under the Depositories Act. |
| DRR | Bond/Debenture Redemption Reserve. |
| ECGC | Export Credit & Guarantee Corporation of India. |
| ECS | Electronic Clearing Service |
| EGM | Extraordinary General Meeting |
| EPS | Earnings Per Share. |
| FIs | Financial Institutions. |
| Financial Year/ FY | Period of twelve months ending March 31, of that particular year. |
| GIR | General Index Registration Number |
| GOI | Government of India/ Central Government. |
| IPO | Initial Public Offering. |
| Issue | Private placement of Unsecured, Subordinated, non-convertible, Fully Paid up, Taxable, Basel III compliant Tier 2 Capital-Series I of the Bank, in the nature of debentures of face value Rs.1,00,00,000 each at par aggregating up to Rs. 2000,00,00,000 (Rupees Two Thousand Crore only) with a base issue size of Rs. 1000,00,00,000 (Rupees One Thousand crores only) and a green shoe option to retain oversubscription up to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) by the Issuer through private placement route under the terms of this Placement Memorandum. |
| Issuer/ Bank | Canara Bank, constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and having its Head Office at 112, J. C. Road, Bengaluru - 560 002. |
| IT Act | The Income Tax Act, 1961, as amended from time to time. |
| Listing Agreement | Listing Agreement entered into/to be entered into by the Issuer with the NSE, in relation to the listing of the Bonds, as per the format issued by Securities and Exchange Board of India in its circular dated October 13, 2015 (bearing reference CIR/CFD/CMD/6/2015) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), as amended from time to time. |
| MD & CEO | Managing Director and Chief Executive Officer of the Issuer. |
| MSME | Micro Small and Medium Enterprises |



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| NECS | National Electronic Clearing Service. |
| NEFT | National Electronic Funds Transfer. |
| NRI | Non-Resident Indian. |
| NPA | Non-performing asset. |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited, being the stock exchange on which the Bonds are proposed to be listed. |
| PAN | Permanent Account Number. |
| PONV | Point of Non-Viability. |
| PONV Trigger | <p>The Bonds are issued subject to Basel III guidelines as amended from time to time (including all claims, demands on the Bonds and interest thereon, whether accrued or contingent), and at the option of the RBI, can permanently be written off upon the occurrence of the trigger event, called “Point of Non-Viability Trigger” (PONV Trigger).</p> <p>If a PONV Trigger (as described below) occurs, the Issuer shall:</p> <ol style="list-style-type: none"> Notify the Trustee, Cancel any Coupon which is accrued and unpaid on the bonds as on the write off date; and Without the need for the consent of bondholders or the trustee, write off the outstanding principal of the bonds by such amount as may be prescribed by RBI (“PONV Write off Amount”) and subject as is otherwise required by the RBI at the relevant time. The issuer will affect a write off within 30 days of the PONV write off amount being determined and agreed with the RBI. <p>The PONV Trigger event is the earlier of:</p> <ol style="list-style-type: none"> Decision that a full and permanent write-off without which the Bank would become nonviable, is necessary, as determined by the Reserve Bank of India, and The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the relevant authority. <p>The amount of non-equity capital to be written-off will be determined by RBI.</p> <p>The write off of any common equity Tier 1 Capital shall not be required before the write off of any non equity (Additional Tier I and Tier 2) regulatory capital instrument. The order of write off of the bonds shall be as specified in the order of seniority as per the Placement Memorandum and any other regulatory norms as may be stipulated by the RBI from time to time.</p> <p>Such a decision would invariably imply that the write-off consequent upon the trigger event must occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted. The Bondholders shall not have any residual claims on the Bank (including any claims which are senior to ordinary shares of the Bank), following any trigger event.</p> <p>In any case it should be noted that following writing off of the Bonds and claims and demands as noted above neither the Bank, nor any other person on the Bank’s behalf shall be required to compensate or provide any relief, whether absolutely or contingently, to any Bondholder or any other person claiming for or on behalf of or through such holder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocably extinguished and terminated. Unless otherwise specified in this Placement Memorandum, the write-off of any common equity or any other regulatory capital (as understood in terms of the aforesaid circular or any replacement/ amendment thereof), whether senior or pari-passu or subordinate, and whether a Tier I capital or otherwise shall not be required before the write off of any of the Bonds and there is no right available to the Bondholder hereof or any other person claiming for or on behalf of or through such holder to demand or seek that any other regulatory capital be subject to prior</p> |



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| | <p>or simultaneous write off or that the treatment offered to holders of such other regulatory capital be also offered to the Bondholders.</p> <p>For this purpose, the Bank may be considered non-viable if: The Bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the Reserve Bank of India unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by the Bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 Capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include permanent write-off in combination with or without other measures as considered appropriate by the Reserve Bank of India (RBI).</p> <p>The Bank facing financial difficulties and approaching a PONV shall be deemed to achieve viability if within a reasonable time in the opinion of RBI; it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including augmentation of equity capital through a permanent write-off/public sector injection of funds are likely to:</p> <p>a) Restore confidence of the depositors/ investors; b) Improve rating/ creditworthiness of the bank and thereby improving its borrowing capacity and liquidity and reduce cost of funds; and c) Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.</p> <p>The amount to be written-off will be determined by RBI. The trigger at PONV will be evaluated both at consolidated and solo level and breach at either level may trigger write-off.</p> |
| Record Date | Reference date for payment of interest/ repayment of principal. |
| Rs./INR/ | Indian National Rupee |
| RBI | Reserve Bank of India |
| RRB | Regional Rural Bank |
| RTGS | Real Time Gross Settlement |
| Registrar | Registrar to the Issue, in this case being Canbank Computer Services Limited. |
| SEBI | The Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992. |
| SEBI NCS Regulations | Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued vide notification no. SEBI/LAD-NRO/GN/2021/39 dated August 09, 2021. |
| SEBI NCS Operational Circular | Operational Circular for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities And Commercial Paper issued vide circular bearing Ref. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021. |
| TDS | Tax Deducted at Source. |
| Trustee/ Bond Trustee/ Debenture Trustee | Trustee for the Bondholders in this case being Axis Trustee Services Ltd |
| USD/ US\$/ \$ | United States Dollar |
| WDM | Wholesale Debt Market |
| Y-O-Y | Year over year |
| YTC | Yield to Call |
| YTM | Yield to Maturity |
| YTP | Yield to Put |



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A. ISSUER INFORMATION:

Name and Address of the Issuer

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| Name of the Issuer | Canara Bank |
| Head Office | No. 112, J C Road, Bengaluru - 560002 Tel No.: 080 2210 0250, Fax No.: 080 2224 8831 Website: www.canarabank.com <u>Treasury & Investments Division</u> Integrated Treasury Wing, Canara Bank Building, 6th Floor, Plot No. C-14, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. Tel No.: 022 2672 5038, Fax No.: 022 2672 5250 E-mail: tidmum@canarabank.com |
| Compliance Officer for the Issue | Shri Vinay Mohta Company Secretary, Secretarial Department, Head Office, 112, J.C. Road, Bengaluru - 560 002 Phone : 080- 2210 0250 Fax 080- 2224 8831 E.Mail: hosecretarial@canarabank.com |
| Chief Financial Officer of the Issuer | Shri S K Majumdar Chief General Manager & Chief Financial Officer Canara Bank Head Office, Bengaluru - 560 002 Tel: 080 - 22130274 E Mail: fmwing@canarabank.com |
| Trustees to the Bondholders |  Mr Anil Grover Axis Trustee Services Limited The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai-400 028 Tel No.: 022-62300451 Fax No.: 022-6230 0700 Website- www.axistrustee.com Email: rahul.vaishya@axistrustee.in |
| Registrar to the Issue |  Mr K RAVI (Senior Manager- RTA) Canbank Computer Services Limited R&T Centre, #218, JP Royale, 1st Floor, 2nd Main, Sampige Road, (Near 14th Cross), Malleswaram, Bengaluru - 560 003 Tel: (080) 23469661,62 & 23469664/65 Fax:(080) 23469667 E mail: canbankrta@ccsl.co.in |





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| Credit Rating Agencies |  ICRA Limited Mr Karthik Srinivasan Registered Office: B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001 Telephone No.: +91-11-23357940-45 Email: karthiks@icraindia.com Website: www.icra.in/Home/Index |  India Ratings & Research A Fitch Group Company Mrs Arunima Basu India Rating & Research Private Limited Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 Tel No. 022 40001700 Fax No.022 40001701 Email: infogrp@indiaratings.co.in Website: www.indiaratings.co.in |
| Legal Counsel for the present issue of AT 1 Bonds |  ALMT Legal ADVOCATES AND SOLICITORS | ALMT Legal 2 Lavelle Road Bengaluru - 560 001 Contact No.080- 4016 0007 https://almtlegal.com |
| Auditor for the Issue |  Rao & Emmar CHARTERED ACCOUNTANTS | M/s Rao & Emmar Address: Ramanashree Arcade, No. 204 & 205, 2nd Floor, M.G. Road, Near Trinity Circle, Bengaluru-1 Email: Praveen@raoemmar.com Website: www.raoemmar.com |

Name and Address of the Arrangers:

| | | |
|-------------------------|--|--|
| Name of the Arranger |  ICICI Bank Limited |  SBI Capital Markets Limited |
| Address of the Arranger | ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla Complex, Mumbai-400 051 | 202, Maker Tower "E" Cuffe Parade, Mumbai - 400005 |
| Contact Person | Mr Sanket Jain | Mr Nirav Acharya |
| Email Id & Website | gmfixedincome@icicibank.com www.icicibank.com | dcm@sbicaps.com www.sbicaps.com |

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| Name of the Arranger |  Equirus onward upward Equirus Capital Private Ltd |  IDBI capital |
| Address of the Arranger | Marathon Futurex, C Wing, 12th Floor, NM Joshi Marg, Lower Parel, Mumbai 400013 | IDBI Capital Markets & Securities Ltd 6th Floor, IDBI Tower, Cuffe Parade, Mumbai |
| Contact Person | Mr. Malay Shah | Ms. Gurpreet Kaur Kalsi |
| Email Id & Website | primary@equirus.com www.equirus.com | gurpreet.kalsi@idbicapital.com https://idbicapital.com/index.asp |



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B. BRIEF SUMMARY OF THE BUSINESS ACTIVITIES OF THE ISSUER AND ITS LINE OF BUSINESS

i. Overview and History:

Your Bank steps into its 117th fruitful year of service and rich legacy. I extend my gratitude to each one of you for your continued support. Your valuable partnership with Canara Bank has helped this esteemed institution to remain resilient despite the challenges and record robust business performance in FY 2021-22 with strengthened core fundamentals. I wish each one of you good health and spirit.

The global macroeconomic scenario remained volatile in FY 2021-22 with sporadic resurgence of the pandemic in several parts of the world, spike in global commodity prices, supply bottlenecks, an upward trajectory for inflation expectations and challenging financial market conditions. The war between Russia and Ukraine has further increased the downside risks to the growth momentum with spike in prices of fuel, food and many other commodities. IMF has projected global economic growth to slow down from an estimated 6.1% in 2021 to 3.6% in 2022 and 2023.

The challenges emanating from the global macro scenario has its reflections on the domestic economy. Consequently, the growth momentum of Indian economy slowed down and as per second advance estimate of national income, real GDP grew by 8.9% in FY 2021-22 as compared to earlier estimate of 9.2%. On the brighter side, there are positive signals for aggregate demand with consumer and business confidence picking up, bank credit growth indicating signs of a gradual recovery and improvement being observed in exports and imports. Taking into consideration the domestic and global macroeconomic developments, RBI has projected real GDP growth for FY 2022-23 at 7.2% with 16.2% in Q1, 6.2% in Q2, 4.1% in Q3 and 4.0% in Q4. Going forward, credit growth is expected to gain traction in tandem with economic growth.

Despite the challenges of FY 2021-22, your Bank has demonstrated robust business performance with good growth in both deposits and advances and I am happy to announce that the Bank has achieved record 122% y-o-y growth in net profit in FY 2021-22 to ₹5678 crore as compared to ₹2558 crore in FY 2020-21. The Board of Directors of the Bank has recommended a dividend of ₹6.50 per equity share (i.e. 65%) of face value of ₹10/- each to the Shareholders for the year 2021-22, subject to the approval of the Shareholders at the AGM.

I am also happy to announce that as per the 11th bipartite settlement, performance linked incentive (PLI) of 15 days salary has been credited to staff accounts on 6th May 2022 as the Bank has recorded operating profit of 17.27% Y-o-Y as per the mandatory criteria of above 15% with net profit of ₹5678 crore for FY 2021-22.

ii. Main Objects

KEY PERFORMANCE OF THE BANK

BUSINESS

During FY 2021-22, the global business of the Bank increased to ₹1827556 crore, up by 8.39% y-o-y with global deposits growing at a pace of 7.47% y-o-y to ₹1086409 crore and global advances growing by 9.77% y-o-y to ₹741147 crore. The enhanced thrust on domestic business resulted in the growth of 7.6% y-o-y to ₹1738813 crore with domestic deposits growing by 6.69% y-o-y to ₹1027767 crore and domestic advances growing by 8.96% y-o-y to ₹711046 crore.

CASA has been the thrust area for the Bank as it is the source of low cost deposits. The Bank has always emphasized upon improving the CASA Ratio. The Bank's CASA performance has improved further and increased from ₹330656 crore as on March 2021 to ₹368732 crore as on March 2022 i.e. a growth of 11.52% y-o-y, with savings deposits growing by 12.2% y-o-y to ₹315916 crore and current deposits growing by 7.5% y-o-y to ₹52816 crore. Consequently, the CASA ratio of the Bank has improved from 34.33% to 35.88%. The Bank has a strong deposits clientele base of about 10.51 crore.

Retail Term deposits registered a growth of 5.1% y-o-y to ₹441777 crore as at March 2022.

The Bank is always keen on maintaining a well-balanced asset mix, encompassing sectors such as Agriculture and Micro, Small and Medium Enterprises (MSMEs) as well as keeping a focus on retail assets, including Housing, Education, and Vehicle loans. This year your Bank's core retail portfolio grew by 9.51% y-o-y to ₹126277 crore with Housing loans growing



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by 14.77% y-o-y to ₹73828 crore, vehicle loans growing by 2.86% y-o-y to ₹14105 crore and education loan growing by 4.31% y-o-y to ₹12975 crore. The number of borrowal clientele is at 1.08 crore as at March 2022.

Advances to MSME stood at ₹119026 Crore with MSE advances of ₹101716 crore as at March 2022. In order to increase credit flow to this segment, in FY 2021-22 the Bank has launched various need based Schemes and products catering to the needs of specific segments.

FINANCIAL PERFORMANCE

For FY 2021-22, the total Income of the Bank increased by 2.02% y-o-y to ₹85907 crore and non-Interest Income increased by 10.54% y-o-y to ₹16497 crore. The Bank's cost of deposits decreased by 57 bps y-o-y to 3.95%. The net interest income, the difference between interest paid and interest earned by the Bank, grew by 9.46% y-o-y to ₹26384 crore as at March 2022. The Gross NPA ratio declined by 142 bps y-o-y to 7.51% this year and Net NPA declined by 117 bps y-o-y to 2.65%. Provision Coverage Ratio (PCR) improved by 449 bps y-o-y to 84.17% as at March 2022.

PROFITABILITY

The Bank has recorded robust growth of 122% y-o-y in net profit to ₹5678 crore in FY 2021-22 with operating profit growing by 17.27% y-o-y to ₹23089 crore. NIM stood at 2.82% and Yield on Advances at 7.22%. Your Bank has a comfortable capital cushioning with Capital Adequacy Ratio, under Basel III at 14.90% as at March 2022 against the regulatory requirement of 11.5%.

During the Financial Year 2021-22, Bank has raised capital via Basel III compliant additional Tier 1 Bond amounting to ₹4000 crore, Tier 2 Bond amounting to ₹2500 crore and equity through QIP of ₹2500 crore and thereby the Government of India shareholding in the Bank is 62.93% as on 31.03.2022.

PRIORITY SECTOR AND FINANCIAL INCLUSION

Your Bank is committed towards reorienting its strategies to meet various goals under national priorities. Under various national priorities, your Bank has credibly achieved the mandated targets as follows:

- ✓ 49.68% of the adjusted net bank credit against 40% norm in total priority
- ✓ 22.47% of the adjusted net bank credit against 18% norm in lending to agriculture
- ✓ 16.26% of the adjusted net bank credit against 9% norm in lending to small and marginal farmers.
- ✓ 22.41% of the adjusted net bank credit against 11% norm in lending to weaker section.

The Bank has sold PSLC to the tune of ₹40000 crore in FY2021-22 encompassing 160000 units.

These achievements indeed speak of your Bank's commitment to the inclusive nation building and supporting the revival of the critical sectors of the economy from the ravages of the pandemic.

The highlights of your Bank's performance for the year FY 2021-22 have been given in the Annual Report.

KEY STRATEGIC INITIATIVES BY THE BANK:

During FY 2021-22, your Bank has undertaken multiple initiatives to achieve the mission of providing quality banking services and creating value for all stakeholders. Some of the important initiatives are as under:

1. Post-amalgamation, the Bank has completed harmonization of various processes and has focused on ensuring business as usual in the most effective manner. Continuing with the thrust on increasing the operational efficiency and augmentation of business, in FY 2021-22 Bank has created CGTMSE Vertical under MSME Wing, Card Recovery Cell and Digital Lending Cell under Digital Banking Services Wing, Transaction Monitoring wing, Research & Development (R&D) Section under SP&D Wing and one parallel Unit of Integrated Treasury Wing at Manipal. In addition to that, Bank has also created Government Services Wing at New Delhi in the current financial year. These are few of the several ongoing initiatives that your Bank continues to take in order to ensure a focused and goal oriented approach towards expanding business and improving the operational efficiency.



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2. Bank has further strengthened the various initiatives undertaken for operational efficiency like centralizing and digitalizing the business process activities such as account opening through Central Processing Hubs, KYC updation through CKYC app, forex transactions through CPCFT, Recovery Call Centre (RECC), analytics based Retail credit offers, tie-up arrangements with Fin-Tech & E-Commerce for lead generation and Document Management System to automate processes and promote paper-light banking.
3. In addition to it, focus has also been placed on strengthening of specialized units like Retail Asset Hubs (RAH), MSME Sulabhs, Large Corporate Branches (LCBs) and Agricultural Credit Centers (ACC) to boost the credit growth with improved quality and speedy disposal of proposals. In FY 2021-22, the Bank has opened 158 new Banking outlets, out of which 16 are General branches, 27 are Retail Assets Hubs, 81 are MSME Sulabhs, 5 are Asset Recovery Management (ARM) branches, 14 are Agricultural Credit Centers and 15 are Large Corporate Branches. Moreover, 31 SME Hubs (Back Office) and 12 'Sanction-Alone' RAHs were converted as Banking Outlets. Hence, total of 201 branches were added from March'21 figure. Besides this, 3 Currency Chests were also opened in FY 2021-22.
4. Proactive steps are also being taken to leverage the power of Analytics to improve the operational efficiency and boost productivity. In this regard, different dashboards like BD 360, digital products and CPGRS (Canara Public Grievance Redressal Package) have been introduced for day-to-day monitoring of key business parameters.
5. Your Bank is one among the top Banks to complete Integration with National portal for Govt. Sponsored Loans, wherein Bank has recently integrated Jan Samarth (National) portal with our loan origination system as a part of DFS initiative for sourcing the credit subsidy linked schemes in MSME, Retail and Agriculture.
6. In line with the fast changing landscape of Banking industry we prioritize to leverage the Digital Banking base of the Bank to provide best in the industry banking services to our valued customers. To optimize our Digital banking offerings, we have enhanced the features under "CANDI" mobile Banking app, added the facility of "FX4U" for seamless forex transactions and DigiLocker facility under internet banking. We have also implemented SiHUB (Standing Instruction Hub) solution to enable our customers to opt for e-Mandate facility for recurring transactions at the Merchant site.
7. We also provide End-to-End Digital Lending Platform, in which applying for loan, KYC validation, eligibility based check on the scheme guidelines, sanction, digital document execution (e- stamping & e-signing) and disbursement of the loan happens with minimum manual intervention. Presently, Canara Budget and Canara Vehicle Schemes under Retail loans and Shishu Mudra Loans under MSME Loans have been introduced under the Digital Lending Platform and more schemes will be introduced in phased manner under this platform in due course. Leveraging on these digital initiatives will further aid the performance of the Bank.
8. MSME Lending is one of our thrust areas, as the sector supports employment generation, export growth and has a positive multiplier effect. In this regard, credit off-take of MSME lending through digital platforms like PSB 59 & TReDS platform has been further improved. Besides this, Canara Bank has entered into Tie up with two Fin-tech companies namely M/s Atyati Technologies Pvt. Ltd and M/s SUB K Impact Solutions Ltd for sourcing of loan proposals from prospective PMMY borrowers up to ₹10 lakhs.
9. Your Bank has integrated Centrally Sponsored Scheme (CSS) Single Nodal Agency (SNA) accounts to PFMS. In this regard, Bank has a total of 256925 PFMS accounts amounting to ₹12,534 Crores as on March, 2022. In addition to this, we have completed Electronic Payment Advice (e-PA) Integration with PFMS.
10. Your bank has developed an in-house package for the online grievance redressal system namely CPGRS (Canara Public Grievance Redressal System). This package enables the customers to register their complaints online through our website.
11. Your Bank has effectively implemented enhanced version of 'Scholarship and fellowship Management Portal'. The portal was inaugurated by Ministry of Social Justice and Empowerment to ease out grievance redressal mechanism and for seamless scholarship payment by reducing the physical contact during the pandemic.
12. To boost customer convenience, Bank has introduced 'VCIP - Video Based Customer Identification Process' for submission of Life Certificate by pensioners.



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13. In a bid towards obviating occurrence of any suspicious/fraudulent transaction, your Bank has introduced Rule based EFRM (Enterprise Fraud Risk Management) solution wherein on the basis of alerts generated, calls are made to customers to ensure the genuineness of customer transaction.

CORPORATE SOCIAL RESPONSIBILITY

We are a responsible Corporate Social citizen and the principles of Corporate Social Responsibility (CSR) are deeply embedded in our business processes. Under CSR, the Bank aims to integrate environmental, social and governance objectives, established in line with national priorities for inclusive development. CSR initiatives of the Bank are multifarious, covering activities like training unemployed rural youth, scholarship to meritorious SC/ST Girl students, renovation of schools and providing of other infrastructural facilities to the needy educational institutes, providing primary health care, drinking water, community development, empowerment of women, environment protection, Swatch Bharat, sports and other social initiatives.

WAY FORWARD

The outlook for FY 2022-23 is positive with accelerated vaccination of the larger population, Government focus on capex and expected pick up in aggregate demand on further normalization of economic activities particularly in the second half of the year, with some moderation in growth momentum expected in the near term due to rising inflation on elevated crude oil prices and high input costs. However, the Bank is committed to champion in meeting all financial needs of the customers and contribute to inclusive growth of the economy.

Going ahead, Bank aims at improving the bottom-line further with balanced thrust on retail, MSME and corporate advances coupled with increased adoption of digitalization for efficiency improvement. The Bank expects improved CASA and CASA ratio in FY 2022-23 by increasing customer network and adopting aggressive strategy of setting up of Government Business Vertical to act as the nodal vertical for liaisoning with Government Department including focus on opening of Single Nodal Agency (SNA) & Central Nodal Agency (CNA) accounts. Bank's endeavor will be to keep reinventing itself by building on its strengths as per emerging industry landscape and changing customer needs. Our endeavor is to ensure a 'customer-centric' Banking model that creates long term value for all its stakeholders.

The Bank's management is highly confident about achieving augmented growth across all business segments by leveraging the digital technology with robust capital base in financial year 2022-23 and beyond. Bank will continue its focus on asset quality and capital conservation.

A snapshot of Bank's financial performance is given below:

(₹ in Crore)

| Particulars | Mar-21 | Mar-22 | Growth (%) |
|---|----------------|----------------|-------------|
| Global Business | 1686030 | 1827556 | 8.39 |
| <i>of which- Domestic Business</i> | 1615864 | 1738813 | 7.61 |
| Overseas Business | 70166 | 88743 | 26.48 |
| Global Deposits | 1010875 | 1086409 | 7.47 |
| <i>of which- Domestic Deposits</i> | 963306 | 1027767 | 6.69 |
| Overseas Deposits | 47569 | 58642 | 23.28 |
| Domestic Deposits | 963306 | 1027767 | 6.69 |
| Current Account Deposits | 49131 | 52816 | 7.50 |
| Savings Bank Deposits | 281525 | 315916 | 12.22 |
| CASA Deposits | 330656 | 368732 | 11.52 |
| Domestic CASA to Domestic Deposits (%) | 34.33 | 35.88 | - |
| Global Advances | 675155 | 741147 | 9.77 |
| <i>of which- Domestic Advances</i> | 652558 | 711046 | 8.96 |



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|--|----------------|----------------|----------------|
| Overseas Advances | 22597 | 30101 | 33.21 |
| Total Assets | 1153675 | 1226980 | 6.35 |
| Net Interest Income (NII) | 24103 | 26384 | 9.46 |
| Other Income | 14924 | 16497 | 10.54 |
| <i>of which</i> -Fee Income | 5243 | 6113 | 16.59 |
| Forex Income | 1882 | 2813 | 49.47 |
| Trading Gains | 2978 | 2593 | (12.93) |
| Recovery from written-off accounts | 3032 | 2747 | (9.40) |
| NII + Other Income | 39027 | 42881 | 9.88 |
| Operating Expenses | 19338 | 19792 | 2.35 |
| Operating Profit | 19689 | 23089 | 17.27 |
| Provisions | 15982 | 14128 | (11.60) |
| <i>of which</i> -Provisions for NPAs & Bad debts written off | 14168 | 9848 | (30.49) |
| Profit Before Tax | 3707 | 8961 | 141.73 |
| Provision for Tax | 1149 | 3283 | 185.73 |
| Net Profit | 2558 | 5678 | 121.97 |

The global business of the Bank increased to ₹1827556 crore, up by 8.39% y-o-y, out of which domestic business grew by 7.61% y-o-y to ₹1738813 crore as at March 2022. Domestic CASA deposits surged by 11.52% y-o-y to ₹368732 crore with Savings Account growing at 12.22% y-o-y and Current Account at 7.50% y-o-y. Thus, domestic CASA improved to 35.88% as at March 2022.

Bank took various steps in respect of monitoring, control and maintaining asset quality. The sustained efforts of the Bank has yielded results on the asset quality front which showed a commendable fall in Gross NPA by 142 bps to 7.51% and Net NPA to 2.65%, down by 117 bps. Further the provision coverage ratio has improved to 84.17% from 79.68% in the previous year. The healthy CRAR of 14.90%, up by 172 bps, highlights that the bank is well cushioned for an organic growth in the coming quarters. In FY 2021-22, operating profit of the Bank stood at ₹23089 crore and net profit at ₹5678 crore.

Dividend

The Board of Directors of the Bank has recommended a dividend of ₹6.50 per equity share (i.e. 65%) of face value of ₹10/- each to the Shareholders for the year 2021-22, subject to the approval of the Shareholders at the AGM.

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

The global economy picked up pace of economic recovery in first half of FY 2021-22 on widespread vaccination of larger populations, ebbing new infections and supportive policy environment. However, recovery momentum faced headwinds in the second half of the financial year in terms of resurgence of the virus in several parts of the world, continued supply disruptions and bottlenecks, persistent inflationary pressures and spillover effects of policy normalization of major economies. The escalation in geopolitical tensions between Russia-Ukraine since February 2022, further fuelled the spike in global commodity prices-particularly global crude oil prices, leading to inflationary pressures across the globe.

Taking into consideration the evolving scenarios related to the worsening geo-political tensions, International Monetary Fund (IMF) has revised downwards the global growth to 3.6% in 2022 and 2023 from earlier estimate of 6.1%. Going forward, the global economic growth outlook hinges on global headwinds from the Russia-Ukraine conflict, resurgence of new variants of COVID-19, volatility in global financial markets and inflation trajectory.



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INDIAN ECONOMY

The domestic macroeconomic conditions showed signs of improvement since July 2021 with ebbing of the second wave of the pandemic, acceleration in vaccination process, easing of pandemic related restrictions and gradual normalisation of economic activities. The growth momentum was slowed down in later part of Q3FY22 on resurgence of the pandemic. However, the domestic macroeconomic conditions soon started improving in Q4FY22 with subsiding new infections, universal vaccination, normalization of economic activities and improvement in consumer & business confidence. Improvement is being observed in exports and imports, bank credit growth and manufacturing activities.

There is positive prospects for rural demand in 2022 with the forecast of a normal monsoon and urban demand is expected to be sustained with pick-up in contact-intensive services and expected strengthening of private investment activity, which has positive implication for the domestic economy. However, downside risks to the growth momentum has increased since February 2022 with intensifying geo-political tensions, elevated commodity prices, spike in crude oil prices, slowing external demand and tightening global financial conditions on the back of monetary policy normalization in advanced economies. Considering all these factors, RBI has revised downwards its projection for real GDP growth for FY 2022-23 to 7.2% from earlier projection of 7.8%.

Going forward, GDP growth momentum is expected to gain traction with higher Government spending in infrastructure sector and expected revival in aggregate demand. The outlook of bank credit is positive in the medium to long term with some moderation expected in the near term due to the ongoing geo political issues.

OUTLOOK FOR 2022-23

Given the global slowdown in the wake of volatility induced by prolonged geo-political tensions, higher commodity prices, pace of monetary policy normalisation in advanced economies and resurfacing of COVID infections in some major countries, the growth outlook is subdued for the near term. The key channels of impact will likely be higher inflation, weak consumer demand and tighter financial conditions.

The economic growth momentum of the country is largely dependent on ongoing global events that pose downside risk to growth. Higher prices levels are expected to weigh on private consumption and investment that are important growth levers. However, the fiscal and monetary policy support will remain growth supportive in the coming year. The credit growth is expected to pick up in tandem with economic recovery.

The Bank will continue to focus on achieving greater growth in business along with profitability. On the deposits front, the Bank is giving thrust on shoring up of CASA while consciously reducing the reliance on bulk deposits. On the advances front, Bank focuses on a balanced advances portfolio with proper mix of retail, agriculture, MSME and corporate credit. Need is to focus on best in class customer service, be it in retail segment or in Corporate Banking. Strategic focus will also be on strengthening risk management framework with focus on compliance & proper implementation of systems and procedures.

The Bank takes adequate efforts for NPA management with ardent credit monitoring, contain fresh slippages and strengthen recovery efforts. The Bank will continue to strive for process and product improvements in view of changing customers' and industry requirements. In the coming years, Bank looks forward to provide 'customer-centric' Banking services, leveraging technology and creating value for all stakeholders through inclusive growth.

CANARA BANK IN 2021-22:

Canara Bank's business growth has remained robust in FY 2021-22 with record 122% y-o-y growth in net profit to ₹5678 crore with major thrust on balanced growth, optimal resource mobilization, robust fee income, expanding retail assets, including Agriculture, Housing and other retail segments, and improving asset quality.

BUSINESS PERFORMANCE

During FY 2021-22, the global business of the Bank stood at ₹1827556 crore with a growth of 8.39% y-o-y from ₹1686030 crore, with global deposits at ₹1086409 crore with a growth of 7.47% y-o-y and global advances at ₹741147 crore with a growth rate of 9.77%.



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A snapshot of business growth in FY 2021-22

(₹ in Crore)

| Particulars | Mar-21 | Mar-22 | Growth (%) y-o-y |
|---|----------------|----------------|---------------------|
| Global Deposits | 1010875 | 1086409 | 7.47 |
| <i>of which- Domestic Deposits</i> | <i>963306</i> | <i>1027767</i> | <i>6.69</i> |
| Overseas Deposits | 47569 | 58642 | 23.28 |
| Domestic Deposits | 963306 | 1027767 | 6.69 |
| Current Account Deposits | 49131 | 52816 | 7.50 |
| Savings Bank Deposits | 281525 | 315916 | 12.22 |
| CASA Deposits | 330656 | 368732 | 11.52 |
| Domestic CASA to Domestic Deposits (%) | 34.33 | 35.88 | - |
| Global Advances | 675155 | 741147 | 9.77 |
| <i>of which- Domestic Advances</i> | <i>652558</i> | <i>711046</i> | <i>8.96</i> |
| Overseas Advances | 22597 | 30101 | 33.21 |
| Total Assets | 1153675 | 1226980 | 6.35 |

Deposits:

Total Deposits grew by 7.47% y-o-y from ₹1010875 crore as on March 2021 to ₹1086409 crore as on March 2022. Domestic CASA deposits of the Bank grew by 11.52% y-o-y to ₹368732 crore as on March 2022 with Savings deposits at ₹315916 crore, a growth rate of 12.22% y-o-y and Current deposits at ₹52816 crore with a growth of 7.50% y-o-y. The Bank's domestic CASA deposits share to domestic deposits stood at 35.88%.

The focus on premier CASA products, like Single Nodal Agency (SNA) Accounts/ Central Nodal Agency (CNA) Accounts, Canara Galaxy, Canara Privilege, Canara Payroll, SB Power plus and NRI accounts were given to improve the average balances under CASA. Total deposit clientele of the Bank stood at 10.51 crore as at 31st March 2022.

Advances:

The Bank expanded its asset base in a well-diversified manner encompassing sectors such as Agriculture and Micro, Small and Medium Enterprises (MSMEs) as well as keeping a focus on retail assets, including Housing, Education, and Vehicle loans.

Advances (Gross) of the Bank reached ₹741147 crore as at March 2022. The number of borrowal clientele stood at 1.08 crore as at March 2022. Total business of the Bank increased to ₹1827556 crore for the year ended March 2022.

FINANCIAL PERFORMANCE

Operating profit of the Bank stood at ₹23089 crore for FY 2021-22. Bank reported a net Profit of ₹5678 crore for FY 2021-22. Net Interest income of the Bank stood at ₹26384 crore. NIM stood at 2.82% and Yield on Advances at 7.22%.

| Key Financial Ratios (%) | Mar-21 | Mar-22 |
|---------------------------|--------|--------|
| Cost of Funds | 4.09 | 3.60 |
| Yield on Funds | 6.26 | 5.82 |
| Cost of Deposits | 4.52 | 3.95 |
| Yield on Advances | 7.73 | 7.22 |
| Net Interest Margin (NIM) | 2.76 | 2.82 |
| Return on Assets (RoA) | 0.23 | 0.48 |
| Return on Equity (RoE) | 6.71 | 12.82 |
| Cost to Income Ratio | 49.55 | 46.16 |



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Income and Expenditure Analysis:

During the year, total income is at ₹85907 crore, comprising ₹49862 crore interest from advances, ₹16972 crore interest from investments, ₹16497 crore from non-interest income and ₹2576 crore from other interest income.

Operating performance of the Bank

(₹ in Crore)

| Particulars | Mar-21 | Mar-22 |
|--|--------------|--------------|
| Interest Earned | 69280 | 69410 |
| Interest Expended | 45177 | 43026 |
| Net Interest Income (NII) | 24103 | 26384 |
| Other Income | 14924 | 16497 |
| <i>of which- Fee Income</i> | <i>5243</i> | <i>6113</i> |
| Forex Income | 1882 | 2813 |
| Trading Gains | 2978 | 2593 |
| Recovery from Written Off Account | 3032 | 2747 |
| Operating Income (NII + Other Income) | 39027 | 42881 |
| Operating Expenses | 19338 | 19792 |
| Employee Expenses | 12756 | 12704 |
| Other Operating Expenses | 6582 | 7088 |
| Operating Profit | 19689 | 23089 |
| Provisions | 15982 | 14128 |
| <i>of which- Provisions for NPAs & Bad debts written off</i> | <i>14168</i> | <i>9848</i> |
| Provision for Standard Advances | 1 | (233) |
| Provision for Depreciation on Investment | 107 | 979 |
| Other Provisions | 1705 | 2180 |
| Profit Before Tax | 3707 | 8961 |
| Provision for Tax | 1149 | 3283 |
| Net Profit | 2558 | 5678 |

In line with the thrust areas for the Bank, non-interest income (Excl. Trading profit) is at ₹13904 crore. Apart from trading profit, other major sources of non-interest income, like, service charges (₹3125 crore), commission and exchange (₹1230 crore), recovery from written off accounts (₹2747 crore) and Profit from exchange transaction (₹2813 crore) contributed to the non-interest income of the Bank. The share of non-interest income to total income stood at 19.20%.

Total expenditure of the Bank stood at ₹62818 crore in FY 2021-22. Interest expenses of the Bank is at ₹43026 crore. Operating expenses is at ₹19792 crore, comprising staff cost of ₹12704 crore and other operating expenses of ₹7088 crore.

Due to the decrease in interest rates, the Bank's cost of deposits is reduced to 3.95%. The net interest income, the difference between interest paid and interest earned by the Bank, is at ₹26384 crore.

Capital and Reserves:

Net worth of the Bank, as at March 2022 stood at ₹48692.46 crore. While the total paid-up capital of the Bank stood at ₹1814.13 crore, the reserves and surplus at ₹64297.18 crore.

| Composition of Capital (₹ in Crore) | March 2021 Basel III | March 2022 Basel III |
|-------------------------------------|----------------------|----------------------|
| Risk Weighted Asset | 530012 | 538283 |
| CET I | 45624 | 55247 |
| CET I (%) | 8.61% | 10.26% |
| AT I | 7813 | 8886 |



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| | | |
|--------------------|--------|--------|
| AT I (%) | 1.47% | 1.65% |
| Tier I Capital | 53437 | 64133 |
| CRAR (%) (Tier I) | 10.08% | 11.91% |
| Tier II Capital | 16407 | 16083 |
| CRAR (%) (Tier II) | 3.10% | 2.99% |
| Total Capital | 69844 | 80216 |
| CRAR (%) | 13.18% | 14.90% |

Capital Adequacy Ratio, under Basel III was 14.90% as at March 2022 against the regulatory requirement of 11.5%, including capital conservation buffer of 2.50%. Within the capital adequacy ratio, CET I ratio was at 10.26% and Tier I capital ratio was at 11.91%.

During the Financial Year 2021-22, Bank has raised capital via Basel III compliant additional Tier 1 Bond amounting to ₹4000 crore, Tier 2 Bonds amounting to ₹2500 crore and equity through QIP of ₹2500 crore and thereby Government of India shareholding in the Bank is 62.93% as on 31.03.2022.

RETAIL LENDING OPERATIONS:

For the FY 2021-22, Retail Lending as one of the thrust areas of the Bank had shown a considerable growth of 9.51% compared to FY 2020-21. The Core Retail Portfolio of the Bank increased to ₹126277 Crore as on March 31, 2022 with Housing Loans at ₹73828 Crore and ₹14105 Crore under Vehicle Loans. The share of Retail Loans stood at 17.75% as of March 31, 2022 of Domestic Advances (₹711046 crore). The initiatives taken in the hassle free credit delivery of Retail Portfolio resulted in the growth of 9.51% over the previous year.

(in ₹ Crore)

| Retail Segments | As at March | |
|-----------------------------|-------------|--------|
| | 2021 | 2022 |
| 1. Housing | 64326 | 73828 |
| 2. Vehicle | 13713 | 14105 |
| 3. Other Personal | 24834 | 25369 |
| 4. Education | 12439 | 12975 |
| Core Retail Loans (1+2+3+4) | 115312 | 126277 |

EDUCATION LOAN

Over the years, the Bank has assisted substantial number of promising students to pursue higher education in India and abroad. The Bank's education loan portfolio increased to ₹12975 crores as at March 2022. The Bank has financed around 3.58 lakh students as at March 2022. During FY 2021-22, the Bank has disbursed education loans worth ₹2269.68 crores and sanctioned 36293 number of accounts amounting to ₹ 3661 crores through online Vidya Lakshmi portal.

Among all Nationalized Banks, our Bank is in the forefront in extending education loans. Further, considering the huge thrust on skill development in recent years, "IBA Skill Loan Scheme" has been implemented to support skill development initiatives of Department of Financial Services (DFS).

The Bank has a special education loan scheme namely "Vidya Turant", Collateral free Education loans for the meritorious students who are admitted to premier institutes such as IITs, IIMs, ISB etc. up to a limit of ₹50 Lacs with concessional rate of Interest; Bridge Loan Scheme namely "Vidya Sahay" to assist the needy and meritorious students who are in need of the down payment to be made to the CET/Counselling Authorities at the time of selection/counselling and "Vidya Shakthi" education loan scheme for the PwD category of students including expenses for specially designed equipment's for differently abled persons with concessional interest rate.

Our bank has recently integrated Jan Samarth (National) portal with our loan origination system as a part of DFS initiative for sourcing the credit subsidy linked education loan applications under Central Sector Interest Subsidy Scheme (CSIS), ACSISEBCOBC*, Padho Pardesh under education loan Central Sector subsidy schemes.

*Dr. Ambedkar Central Sector Scheme of Interest Subsidy on Educational Loans for Other Backward Classes (OBCs) & Economically Backward Classes (EBCs)



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PRIORITY SECTOR ADVANCES

The Bank continues to accord importance to varied goals under national priorities, including agriculture, micro, small and medium enterprises, education, housing, social infrastructure, renewable energy, microcredit, credit to weaker sections and specified minority communities.

Priority Sector Advances of the Bank as at March 2022 reached ₹339039 Crore and achieved 49.68% to Adjusted Net Bank Credit (ANBC) against 40% mandated norm.

Priority Sector

(Amount in ₹. Crore)

| Priority Sector Advances | As at March | |
|--------------------------|-------------|--------|
| | 2021 | 2022 |
| Total Priority Sector | 304803 | 339039 |
| Agriculture (Priority) | 155990 | 175238 |

- With a focus on credit delivery to **Agriculture**, the Bank's advances under agriculture portfolio increased by 12.34% to ₹175238 Crore, covering over 1.07 crore farmers.
- Under agriculture lending, the Bank achieved 22.47% to ANBC against 18% mandated norm.
- During FY 2021-22, the Bank's agriculture credit disbursement is at ₹152686 Crore.
- Advances to Small & Marginal Farmers achieved 16.26% to ANBC as against the mandatory Target of 9% (Net of PSLC-SF/MF sale) as at March 2022.
- During the year, the Bank issued 20.14 lakh Kisan Credit Cards (KCCs), amounting to ₹35169 Crore.
- The credit outstanding under KCCs reached ₹44491 Crore as at March 2022.
- 16.32 lakh Kisan RuPay Cards were issued against eligible accounts of 20.28 lakh, with an achievement of 80.47%.
- Advances to Micro Enterprises (Priority) stood at ₹61171 Crore achieving 10.16% to ANBC as against the mandatory Target of 7.5%.
- The Bank actively participated in various **Government Sponsored Schemes**, such as, Prime Minister's Employment Generation Programme (PMEGP), National Rural Livelihood Mission (NRLM), National Urban Livelihood Mission (NULM), Differential Rate of Interest (DRI) Scheme, Stand Up India, Pradhan Mantri Mudra Yojana (PMMY).
- As at March 2022, the outstanding advances under the following Government Schemes, aggregated to ₹33137 crores, involving around 21.29 lakh beneficiaries.

Performance under various Government Sponsored Schemes:

(Accounts in actuals & Amount in ₹. Crore)

| Scheme Name | Mar-22 | |
|--|----------------|--------------|
| | Accounts | Amount |
| Prime Minister Employment Generation Programme (PMEGP) | 48423 | 2284 |
| Deendayal Antyodaya Yojana-National Rural Livelihoods Mission (DAY-NRLM) | 135743 | 3504 |
| Deendayal Antyodaya Yojana-National Urban Livelihoods Mission (DAY-NULM) | 16329 | 195 |
| Differential Rate of Interest | 102323 | 80 |
| Stand Up India | 6802 | 1194 |
| Pradhan Mantri Mudra Yojana (PMMY) | 1819166 | 25880 |
| Total | 2128786 | 33137 |

- Advances to DRI stood at ₹80 Crore, consisting of 1.02 lakh beneficiaries, of which, advances by rural and semi-urban branches amounted to ₹60 Crore.



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- In support of the underprivileged sections of the society, the Bank's **advances to SCs/STs** beneficiaries amounted to ₹15041 Crore as at March 2022, covering 8.38 lakh borrowers.
- The advances to SCs/STs comprised 4.44% of total priority sector advances.
- **Advances to weaker** sections reached ₹174880 Crore, constituting 22.41% to ANBC against mandated norm of 11%.

Various components of advances to Weaker Sections as at March 2022:

(Accounts in actuals & Amount in ₹. Crore)

| Sector Name | Outstanding | |
|---|-------------|--------|
| | Accounts | Amount |
| Small & Marginal Farmers, Landless Labourers, Tenant Farmers and Share Croppers | 9841423 | 137903 |
| SC/ST Beneficiaries | 838104 | 15041 |
| DRI Loan | 102323 | 80 |
| Self Help Group | 347098 | 11142 |
| Joint Liability Group | 56940 | 1249 |

- As at March 2022, advances to **specified minority communities** aggregated to ₹56520 Crore, accounting for 16.71% of the actual priority sector advances against the stipulated 15% norm.

MICRO SMALL & MEDIUM ENTERPRISES (MSMEs):

Advances to MSMEs increased to ₹119026 crores as at March 2022, with a y-o-y growth of 9.87%. Credit to M&SE segments rose to ₹101716 crores, with a 7.27% y-o-y growth. Advances to Micro Enterprises recorded a growth of 13.72 %. In order to increase credit flow to this segment and in view of the ongoing covid-19 pandemic, the Bank has launched various need based schemes and products catering to the needs of the specific segments such as:

- ✓ **GECL Schemes (GECL 1.0, GECL 2.0, GECL 3.0, GECL 4.0, GECL Extension)** - To existing Business Enterprises/MSMEs/PMMY Customers to build up current assets and to meet operational liabilities and restart the business as per communication received from M/s NCGTC Ltd from time to time.

GECL SCHEME- CUMULATIVE PERFORMANCE TILL 31.03.2022

| Scheme | Sanction | | Disbursement | |
|-------------------------------|---------------|-----------------|---------------|-----------------|
| | Accounts | Amount (Cr) | Accounts | Amount (Cr) |
| GECL 1.0 | 475420 | 9973 | 451613 | 9650 |
| GECL 2.0 | 138 | 1220 | 138 | 1220 |
| GECL 3.0 | 2135 | 175 | 2082 | 170 |
| GECL 4.0 (Incl. Addl. 10%) | 1503 | 187 | 1470 | 184 |
| GECL (ECLGS) Extension | 141953 | 7302.69 | 130154 | 6747.24 |
| Total | 621149 | 18857.69 | 585457 | 17971.24 |

- ✓ **CGSSD** - CGSSD (Credit Guarantee Scheme for Subordinate Debt) has been launched on 31.07.2020 to provide guarantee coverage for the Credit Guarantee Scheme for Subordinate Debt to provide Sub- Debt support in respect of



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restructuring of MSMEs. The scheme is valid till 31.03.2023. Bank has opened 147 accounts to the tune of ₹ 15.76 Cr under the scheme till 31.03.2022.

- ✓ **PM SVANidhi**- This scheme has been introduced during July 2020 for all street vendors engaged in vending in urban areas as on or before 24.03.2020 as per identification criteria stipulated in scheme guidelines of MoHUA. Small Industries Development Bank of India (SIDBI) is the implementation partner of the MoHUA. Under **PM SVANidhi**, the Bank sanctioned 217642 accounts amounting to ₹231.91 crore, since inception till 31.03.2022.
- ✓ Based on RBI Notification **DOR.STR.REC.11/21.04.048/2020-21** dated 05-05-2021, Wing has extended Resolution Framework 2.0 (R.F. 2.0) Scheme to MSME loans under standard asset category as at 31.03.2021 with exposure up to ₹50 crores, where restructuring is invoked by 30.09.2021 and is implemented within 90 days from the date of invocation. Under Resolution Framework 2.0 Scheme (Accounts restructured under RBI Circular dated 05.05.2021) 236484 accounts have been restructured amounting to ₹9587.14 crore till 31.12.2021 (i.e. Last date for implementation of the scheme).
- ✓ In line with the Government guidelines, Bank has formulated various schemes for supporting healthcare infrastructure and tourism sector to tide over the pandemic situation, such as:
 - a) **Canara Jeevanrekha**, wherein loans up to Rs. 2 Cr. are extended to set up oxygen plants in hospitals/nursing homes & units engaged in manufacturing & supply of liquid oxygen & associated medical devices at concessional ROI, without processing charges and CGTMSE guarantee fee is borne by the bank. During FY 2021-22, Bank has sanctioned 324 accounts to the tune of ₹46.99 Cr under Canara Jeevan Rekha scheme.
 - b) **Canara Chikitsa**, credit facilities for Rs. 10 lakhs to Rs. 50 Cr. are extended at concessional ROI facilitate immediate liquidity for ramping up COVID related healthcare infrastructure and services. Bank has sanctioned 1633 accounts to the tune of ₹774.51 Cr under Canara Chikitsa scheme during FY 2021-22.
 - c) **LGSCAS** (Loan Guarantee scheme for Covid affected sectors), wherein loans up to Rs. 100 Cr. is extended for financing Brownfield and Greenfield projects for setting up of/modernization/expansion of COVID related healthcare infrastructure and services in the non-metropolitan areas, at concessional ROI, under partial credit guarantee coverage of M/s. NCGTC.
 - d) **LGSCATSS** (Loan Guarantee scheme for Covid affected Tourism Service Sector) has been implemented by the Bank, to finance registered eligible tourist guides and Travel & Tourism stakeholders in terms of credit facilities at concessional ROI and no processing charges, restricted to maximum of Rs.10.00 lakh each in case of recognized/ approved Travel & Tourism Stakeholders and up to Rs.1.00 lakh each for registered Tourist Guides, under 100% Credit Guarantee coverage of M/s. NCGTC ,for discharging liabilities and restarting their businesses affected due to Covid -19 pandemic.
- ✓ Bank has sanctioned 43 accounts to the tune of ₹66.99 Cr under LGSCAS scheme and sanctioned 284 accounts to the tune of ₹2.14 Cr under LGSCATSS scheme during FY 2021-22.
- ✓ Under Pradhan Mantri Mudra Yojana (PMMY), the Bank sanctioned an amount of ₹13521.49 crore against the target of ₹12500 crore during FY 2021-22. Sanctions and disbursements under different categories of Mudra Yojana are as under:

| Category | FY 2021-22 (₹ in Crore) | | | |
|----------------------------------|-------------------------|-----------------|---------------------|--|
| | No. of Accounts | Sanction Amount | Disbursement Amount | Cumulative Outstanding Amount as on 31.03.2022 |
| Shishu (<50,000) | 624206 | 796.20 | 793.37 | 1899.82 |
| Kishore (Above 50,000- 5 Lakhs) | 242700 | 5817.31 | 5761.27 | 12891.56 |
| Tarun (Above 5 Lakh to 10 Lakhs) | 81531 | 6907.98 | 6864.04 | 11088.49 |
| Total | 948437 | 13521.49 | 13418.68 | 25879.88 |



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Major Highlights:

- **Under Stand Up India scheme**, the Bank Sanctioned 4314 accounts to the tune of ₹984.43 crore during FY 2021-22 as against sanction of 4196 accounts and sanction amount of ₹929 Cr during FY 2020-21.
- Bank has achieved the mandatory **target under PMMY** for bank as a whole including RRBs against the target of Rs. 21500 Crores bank has achieved Rs. 22064 Crores (102%).
- During FY 2021-22, under **PMEGP** the Bank sanctioned 11191 proposal amounting to ₹1098.89 crore, with Total Margin Money claimed stood at ₹345.44 crore, as against sanction of 7985 accounts, sanction amount of ₹750 Cr and Margin Money claim of ₹281 Cr during FY 2020-21.
- With respect to **PSB Loans in 59 minutes**, the Bank in one of the top performers on this portal with 37056 in-principle sanctions since the inception till 31.03.2022.
- Under **TReDS Platform**, our Bank has discounted 4499 Bills amounting to ₹1286.83 crore during FY 2021-22.
- Bank has entered into co-lending arrangement with **M/s Indiabulls Commercial Credit Limited** and **M/s Lendingkart Finance Limited** and has already sanctioned loans to the tune of Rs. 206 Cr to MSMEs.
- Bank has implemented 4 Government Sponsored MSME Schemes (PMMY, Stand Up India, Weavers Mudra and NULM) under unified portal called **National Portal** (also known as **Jansamarth Portal**)- an initiative by DFS, Ministry of Finance.

DIGITAL BANKING & ALTERNATE DELIVERY CHANNELS

The Bank has 12,208 number of ATMs. The Average Uptime of ATMs & Cash Recyclers stood at 95.37% with ATM HITs of 102 as on March 2022. The Bank's Debit Card base reached to 4.65 crore and Credit Card base to 9.27 lakhs as on March 2022. The number of registered users under Mobile Banking is at 121.05 lakhs and Net Banking users is at 212.39 lakhs as at March 2022. The number of merchant on-boarding in POS stands at 50,032 terminals. The total issuance under BHIM QR reached 12.64 Lakhs. Bank has achieved MeitY digital transaction target for FY 2021-22.

New functionalities introduced in Debit & Credit Cards:

- PIN generation through IVR for cards.
 - Relevant SMS to customer for decline of transactions such as incorrect PIN, invalid CVV, insufficient fund etc. for Credit Card.
 - Card Management System upgradation which includes issuance, generation, processing, authorization and maintenance of cards.
 - Implementation of credit card application processing, sanction and review through Loan Application Processing System (LAPS).
- Enabling of Card Management System package for Branches/Circles/Regional office to provide better Customer service.

Compliance of RBI guidelines for Cards during FY 2021-22:

- Implementation of E-mandate for recurring card transactions.
- Enabling the Card on File tokenization at card network level for securing the card transaction on e-com merchant wherever merchants are enabled.
- Automation of asset classification for cards.

Tie-up with Online Retailers for providing discounts to customers on using of Debit Card & Credit Card:

Bank had tied-up with Flipkart, Swiggy during FY 2021-22 for providing discounts to customers on use of Debit/Credit card for e-commerce transaction and in the process of more tie-ups in future. It helps to increase the customer delight & spends, enhance the per card spend, ensure activation of more number of cards with these offers and with higher spends, Interchange earned will also increase.

Security measures taken for Card transaction security for avoiding online frauds:

As per RBI guideline, Enhancing Security of Card transactions for Debit Card & Credit Card, enabling and disabling card for online and international transactions is enabled in all channels like Internet Banking, Mobile Banking, ATM and branch channel.



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Security features to arrest ATM frauds & Compliance of RBI guidelines:

- Safety measures mandated by RBI (i.e. Terminal Security Solution, Anti-skimming Devices, EMV compliance) have been successfully implemented in all our operational ATM's within the timelines.
- Implementation of **Terminal Layer Security (TLS)** to mitigate risk arising from Man in The Middle attack in ATM ecosystem is completed in ATMs & Cash Recyclers.
- **Cassette swap** for Cash replenishment is under implementation in ATMs & Cash Recyclers.
- As a part of strengthening security control in ATMs, RBI has directed banks to implement **e-surveillance** in ATMs and same is under progress.
- All ATMs are migrated for centralized reconciliation.
- Implemented Card-less Cash Withdrawal and OTP for cash withdrawal above Rs. 10,000/.
- Bank has taken several measures to comply with the directives of RBI on **Monitoring of Availability of Cash in ATMs** and ensuring availability of cash at all times to avoid penalty.

New Features Added in Internet Banking in FY 2021-22:

- Agricultural Loan services: Apply/Renewal for KCC, Apply for Gold Loan, Repayment of GOLD LOAN/KCC, Agri loan Account statements etc.
- Alternative Generation of Transaction Password through Aadhar Card
- FORM 16 Download through Internet Banking

New features Added in Mobile Banking application (CANDI) in FY 2021-22:

- **UPI International:** Bank is working upon enabling our Customers to Scan and Pay to International Merchant QRs in Singapore through UPI.
- **Recurring Mandate in UPI:** Processing of e-mandate in Unified Payments Interface (UPI) is implemented for recurring transactions/SI Mandate. UPI currently does not have the functionality of generating mandate or authorizing recurring payments through one-time authentication. Now UPI users will be able to perform recurring payment transactions with the same ease and convenience with the below functionalities from payer and payee side: (a). Create/Add Mandate (b). Pause Mandate (c). Revoke Mandate and (d) Modify Mandate.
- **UPI Prepaid Voucher Issuer & Acquirer:** UPI Prepaid Voucher can be issued only by banks authorized by RBI to issue Prepaid Payment Instruments (PPI) and who are participating as Payment Service Providers (PSP) in the UPI ecosystem (referred hereunder as the "Issuer"). Canara Bank is one of the Banks to be part of this revolutionary transition in the payment system in co-ordination with NPCI.
- **Block/Unblock functionality in Digital Channel:** Providing features like blocking/unblocking individual channel like IB, MB, UPI & Card through IB, MB, UPI, SMS & IVRS. The Customer's account will not be debit frozen. Only the channel opted by the Customer will be blocked.
- **To enhance security in our Mobile banking application:** Bank has integrated with MASS to identify any malware/harmful application, restrict use of Mobile Banking application in jailbroken devices (for iOS) and rooted devices (for Android), etc.

ONGOING PROJECTS:

- **Revamping of Mobile Banking Application (CANDI):** To compete with new Generation Banks and remain ahead of peers in competition, it is essential for the Bank to implement innovative solutions to attract customers and provide them better service and experience. For the same, we are in the process of upgrading our present Mobile Banking application to a new version. The upgraded Mobile Banking application contains **250+ new features** in **10 vernacular languages**.
- **Upgradation of Internet Banking Application from FCDB to OBDX:** Current version of Internet banking application is FCDB. It is proposed to upgrade to the latest version of OBDX which will be mobile compatible and will be having enhanced Customer experience. OBDX will leverage lots of APIs which can be directly utilized by other alternate channels to integrate.
- **WhatsApp Banking Solution:** Bank is in the process of implementing WhatsApp Banking Channel. It will facilitate our customers for doing non-financial transaction over WhatsApp.



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- **ODR - Implementation:** Enabling Online Dispute Resolution for all the digital transaction seamlessly for the users. Customers will be provided with an option to raise the complaints from the channel used as well as track the status of complaint. This implementation will address major customer grievances.
- **ICCW (Interoperable Card-less Cash Withdrawal):** To provide an Interoperable Card-less Cash Withdrawal facility from any NFS ATM using UPI. The aim of this facility is to increase customer convenience and boost online services of Canara Bank. Benefits of using ICCW facility are: No need to carry card for ATM withdrawals, Increase in QR Code based Transaction, Frictionless transaction experience, SMS notification, more secure as PIN entered on customer's mobile for ATM withdrawals, Instant money withdrawal etc.
- Implementation of Risk Mitigation measures to enhance the security i.e. **One Time Combinations Locks & upgradation of Windows OS** in ATMs and Cash Recyclers are in the initial phase.
- **Providing BHIM QR with Sound Box Facility:** Sound Box facility enables the BHIM QR Merchants (of Canara Bank) and customers/ Remitter (of all banks) to receive voice notification for the successful QR Transactions done via our bank provided QR Code. Sound Box facility makes it convenient for both the Merchant and remitter to get the Transaction confirmation with ease. The advantages include the Voice Notification for confirmation of the successful QR Code transactions. Canara Bank is the first Public sector bank to provide Sound Box facility to its Merchants.
- **DIGITAL LENDING END-TO-END:** Bank is the process of launching end-to-end Digital lending system. It is the new-age practice of applying for and giving out loan or credit to borrowers by financial services through the completely online or digital platform journey. The advantages are: Simplified loan process, Quicker Decision Making, Reduced Turnaround time, Consistency Power of Analytics, Improved Lead Conversion, Cost reduction, Additional revenue, Customized loans, Swift payback, Improved Business Efficiency, Optimized Loan Life Cycle etc.

DOCUMENT MANAGEMENT SYSTEM

Rapid digitalization has led to an exponential growth in business data and content. On a daily basis, banks create and manage massive amount of business documents, Contracts, Loan proposals, Manuals etc. and with the traditional approach it consumes a lot of time, resource utilization and cost too.

Our Bank has embarked upon the Document Management System (DMS) project to digitalize the various Banking operations to improve operational efficiency and to encourage paper light banking.

Key Benefits of Document Management System (DMS)

- Centralization and Management of Documents
- Increased Operational Efficiency
- Reduced physical Storage Space
- Enhanced Security
- Go green initiative and reduced paper usage

DMS includes digitalization of documents including work-flow automation, centralized storage, solution to physical storage management, Content Management System and secure accessing of documents, etc. Bank has digitalized various workflows and continues to identify more workflows to be brought under this system.

FINANCIAL INCLUSION

As a part of financial inclusion drive, the Bank makes its products and services available to financially excluded and marginalized sections of the society. As per the Government of India and the Reserve Bank of India directions, the Bank has been proactive in financial inclusion efforts, with key interventions, viz., expanding banking infrastructure, offering appropriate financial products, making extensive & intensive use of technology and advocacy of financial literacy.

- ✓ The Bank has 1123 Financial Inclusion (FI) Branches under branch model and also engaged 8906 Business Correspondent Agents (BCAs) under Business Correspondents (BC) model. Bank has covered 5267 SSA, 153 SLBC and 3486 NON SSA locations.



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- ✓ Bank formed 'Canara Financial Advisory Trust' to take care of the affairs of the Financial Literacy Centres (FLCs) of the Bank as well as the FLCs promoted by the Regional Rural Banks (RRBs) sponsored by the Bank. The Bank has 152 FLCs in districts & blocks level across the country, managed by the Counsellors (retired bankers).
- ✓ Bank opened 138.47 lakh accounts under PMJDY.

Scheme Enrolments including Renewals as at March 2022

(In Lakhs)

| Scheme Enrolments including Renewal | As at March 2022 |
|--|------------------|
| Pradhan Mantri Jeevan Jyoti Bima Yojana(PMJJB) | 57.06 |
| Pradhan Mantri Suraksha Bima Yojana(PMSBY) | 151.97 |
| Atal Pension Yojana (APY) | 31.25 |

Under Sukanya Samridhi Yojana, the outstanding number of accounts as on 31st March 2022 is 138997 accounts.

AADHAAR Enrolments Updation Centres:

The Bank is a Registrar and Enrolment Agency for Aadhaar Enrolment. As per UIDAI guidelines, the Bank has to establish ASKs at 10% of the Bank branch premises. Accordingly, Bank has established 1494 ASKs, comprising of 1201 centres for the Bank and 293 centres for the 4 sponsored RRBs (KAGB 116, KGB 62, KVGB 62 & APGB 53).

Empowering Women:

Women Empowerment Section at Head office and Centre for Entrepreneurship Development for Women (CEDW) at 24 Circle Offices and 176 Regional offices across the country are working relentlessly towards economic empowerment of women. These CEDWs have reached potential entrepreneurs, undertaken counselling, supported their training needs, provided finance and arranged marketing facilities. A total of 529 Programmes were organized by the CEDWs during FY 2021-22.

Lead Bank Responsibility:

As on 31.03.2022, Our Bank has been assigned with:

- State Level Banker's Committee (SLBC) Convenorship in two states i.e. Karnataka and Kerala and Union Territory Level Banker's Committee (UTLBC) Convenorship in Lakshadweep.
- Lead Bank responsibility in 60 districts across 8 states and 2 Union Territories viz. Andhra Pradesh (5), Bihar (1), Delhi (3), Haryana (3), Lakshadweep (1), Karnataka (15), Kerala (7), Tamil Nadu (7), Telangana (4) & Uttar Pradesh (14) comes under 14 Circles of the Bank.

INTERNATIONAL OPERATIONS AND BUSINESS

The Bank has 3 overseas branches, viz., London (UK), New York (USA) and Dubai International Financial Center - DIFC (UAE). Besides the above 3 branches, the Bank has a Representative Office at Sharjah (UAE), a wholly owned subsidiary; Canara Bank (Tanzania) Limited at Dar Es Salaam (Tanzania) and a joint venture with State Bank of India; Commercial Indo Bank LLC at Moscow (Russia).

Total Business of the overseas branches aggregates to Rs. 88743 Crore comprising of deposits to the tune of Rs. 58642 Crore and advances to the tune of Rs. 30101 Crore as at March 2022. Overseas business constituted 4.86% of the Bank's global business. As per the rationalization plan for overseas branches, Bank has closed Hong Kong branch during Financial Year. Further, we are awaiting for final approval from Central Bank of Russia for sale of our entire stake in Commercial Indo Bank LLC to State Bank of India. During the year, Bank has also decided for divestment of Canara Bank (Tanzania) Limited, which is in progress.

ASSET QUALITY

Gross NPA of the Bank is at 7.51% (₹55652 crore) and Net NPA is at 2.65% (₹18668 crore) as at March 2022. The cumulative Cash Recovery including Recovery in written off accounts during FY 2021-22 was at ₹12116 crore. Upgradation for FY 2021-22 was at ₹3177 crore. Provision Coverage Ratio (PCR) is at 84.17% as at March 2022. Recovery in written off accounts for FY 2021-22 was ₹2747 crore. Slippage has been contained during the year to ₹12707 crore.



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During FY 2021-22, 1709 properties were sold amounting ₹1197.31 crore and 4293 accounts were settled/ closed/upgraded amounting ₹2296.67 crore were made on account of initiating actions under the SARFAESI ACT. The Bank conducted 4649 Recovery Meets during FY 2021-22 that has resulted in recovery of ₹4183.71 Crore. In FY 2021-22, 482940 cases were settled, covering a liability of 8417.93 Crore. In FY 2021-22, 113025 cases were referred to LOK ADALAT, out of which, 22038 cases were settled, covering an amount of ₹251.32 crore. Besides, the Bank took several initiatives to contain slippages and speed up recovery from overdue loan accounts. These include, conduct of Can Adalats at Branch level, cluster adalats at Regional level and Mega Adalats at Circle level for one time settlements (OTS), Lok Adalats at district level, regular follow-up of overdue in loan accounts through Call Centre, conduct of e-auctions for sale of seized assets and initiation of stringent recovery measures against wilful Defaulters. As on March 2022, there were 1073 wilful defaulters with an outstanding amount of ₹14207.18 crore.

The Bank has initiated resolution process in respect of 382 cases by referring to NCLT/Filing our claim as at 31.03.2022.. In FY 2021-22 recoveries amounting to ₹2431 Crore were done in NCLT referred accounts. The Bank has also formulated various special OTS Schemes for settlement of small value NPAs in Agriculture NPA, Education Loans, Tractor loans and other Farm mechanization.

As on March 2022, the outstanding Stressed Assets Portfolio (including restructured Standard Accounts) stood at ₹ 59512 Crore, accounting for 8.03% of Gross Advances.

RISK MANAGEMENT

Bank's Risk Management ensures identification, measurement, monitoring and mitigation of all pertinent risks and aligns its function for comprehensive solutions. It acts as decision-enabler for effective resource allocation based on the risk impact ranking and risk appetite. Strategic decisions are taken after careful consideration of risks and opportunities.

The guiding principles to manage risk in the Bank is compliance of regulatory and legal requirements and achieving balance between risk and return, while ensuring independence of risk and business functions.

Risk Management Policies are approved by the Board duly encompassing business strategies, capital strength, risk appetite, laws & regulation in order to function efficiently and effectively in analysing all pertinent and emerging risks.

Board of Directors is the highest governing body and is duly assisted by the Risk Management Committee of the Board and various executive level risk management committees- ALCO, CRMC, ORMC, MRMC, GRMC etc. To meet the goal of making risk governance and culture more pervasive all across the Bank, local risk management committees are also formed at administrative unit's through-out the country with active involvement of field functionaries.

While the Bank follows standardised approach to measure its risks, it is actively pursuing in moving towards advanced approach to identify and measure all its material risks (credit, market and operational risk) under Pillar I of Basel III framework.

Bank has put in place Credit Policy and Credit Risk Management Policy which articulates Bank's approach to identify, measure, monitor & control/mitigate and actively manage Credit risk. Bank also has in place a robust system for internal rating (internally developed models) of the borrowers, appraisal of loan/credit proposals, credit approval process and credit monitoring. The entire process of the Loan review and monitoring is duly administered by the Credit Administration & Monitoring Wing.

Market risk is managed through a well-defined Board-approved Market Risk Management Policy and Integrated Treasury Policy that captures risk through limits/triggers. Mid Office of Risk Management Wing monitors the limits on a daily basis. A reporting framework has been put in place for effective and timely monitoring of market risk limits and triggers.

Operational Risk Management framework in the Bank is based on ethics, organization culture and strong operating procedures, involving corporate values, internal control culture, effective internal reporting and contingency planning. The Bank has adopted policy for management of Operational Risk, which

covers aspects, such as, Operational Risk Management framework, Outsourcing Activities and Business Continuity Plan, Key Risk Indicators (KRI), Risk Control & Self-Assessment (RCSA) workshops to measure and manage Operational Risks.



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Bank also analyses other imminent risks like liquidity & interest rate risk, concentration, reputational, strategic, compliance, group risk and other key risks both qualitatively and/or quantitatively as part of its Internal Capital Adequacy Assessment Process (ICAAP) under Pillar II of Basel III framework.

The Bank has put in place a Board approved Policy on Group Risk Management to assess, identify and monitor risks at consolidated group level. The Group Chief Risk Officer (GCRO) of the Bank is supervising the risk management activities of the Group Entities.

Bank follows responsible and transparent approach while disclosing all relevant risks and mitigation plan to its stakeholders for meaningful insight into the functioning of the Bank.

Protection and care of environment and society with strong and ethical governance practices are the guiding theme for future sustainability under ESG framework. Considering the future importance of ESG risk in shaping business architecture, Bank is evolving mechanism to bring in cohesive approach to manage the ESG risks.

Fully appreciable of the facts that the advance risk management practices are all about seamless data flow and its integrity, leveraged by technology for effective and timely management action - the Bank has embarked upon automation of its risk management system and processes.

COMPLIANCE TO INTERNATIONAL STANDARDS:

Bank has been certified with ISO: 27001:2013 for Data Centre, Near Data Center, Disaster Recovery centre and Department of Information Technology Wing/ Technology Operations Wings and the certification is valid for a period of 3 years from 11/04/2020 till 10/04/2023. It is certified that the Information Security management system of the organization has been assessed and found to be in accordance with the requirements of the ISO 27001:2013 standard.

INTEGRATED TREASURY

Aggregate investments Domestic (net) of the Bank stood at ₹2,79,515.81 crore as at March 2022. While modified duration of the investments portfolio stood at 4.71 as at March 2022, the modified duration of the Available for Sale (AFS) portfolio is at 2.33 as at March 2022. The yield on investments stood at 6.28% as at 31st March 2022. The trading profit under domestic treasury operations during the year is ₹2366.01 crore on account of active churning of the investment portfolio along with active participation in OMOs.

The Bank continues to be an active player in Government securities market as a Primary Dealer. The total amount of bids submitted for underwriting was Rs. 1,04,968.00 crore out of which the underwriting commitment accepted by RBI was Rs. 55,154.00 crore. With regard to treasury bills under PD business as against minimum success ratio of 40% to be achieved in each half year, the Bank has achieved 75.19% during the first half and 47.06% for second half of Financial Year 2021-22.

Foreign Business Turnover of the Bank aggregated to ₹1, 85,128 crore, comprising of ₹90,783 crore under exports, ₹37,191 crore under imports and ₹57,154 crore under remittances during the year ended March 2022.

OTHER SERVICES

MERCHANT BANKING

During the Financial year 2021-22 Merchant Banking Division of the Bank

- Handled 180 Equity Issues and 30 Debt Issues and Bank got float fund benefit for 4-7 days through ASBA. The Bank collected commission of Rs 78.32 Lakhs during the financial year.
- Under 54EC Capital Gain Bonds, Bank is getting 0.12% Commission + applicable GST on the amount so mobilized and floating fund for one day.

Rural Electrification Corporation Ltd (REC), National Highways Authority of India (NHAI), Indian Railway Finance Corporation Ltd (IRFC) and Power Finance Corporation(PFC) have entrusted the Bank to continue to act as "Arrangers and Collecting Bankers" for the Private Placement Capital Gain Bond Issues.

During the year, funds mobilized/ Collected by our Bank are Rs 761.20 Crores as collecting banker and Rs 68.74 Crores as arranger. We have received an Arranger fee of Rs 27.09 Lakhs.

- During the year, Section has prepared 2 valuation reports of the companies and earned commission Rs 7.13 Lakhs.



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- We also initiated the work as arranger for AT1 Bonds, Tier II Bonds and NCDs. During the year we have earned Rs 319.30 Lakhs on account of arranger fees.
- Bank has introduced new ASBA package for customers to apply for IPO/Rights/Debt which is more user friendly for customers as well as staff.

BANCASSURANCE AND MUTUAL FUNDS

The Bank has tied-up arrangements with life and non-life insurance segments under its 'Bancassurance' arm. During the year FY 2021-22, Bank earned a commission income of ₹249.27 crore from its joint venture, M/s Canara HSBC OBC Life Insurance Company Ltd. Under the Mutual Fund business, the Bank earned a commission of ₹34.47 crore from its joint venture, M/s Canara Robeco Asset Management Company Ltd. A commission income of ₹72.34 crore was earned under Non-Life (General Insurance & Health Insurance) business from its tie-up arrangements with all the three GI Partners M/s Bajaj Allianz General Insurance Co Ltd, M/s TATA AIG General Insurance Co. Ltd and M/s The New India Assurance Co. Ltd & Standalone Health insurance partner M/s HDFC Ergo General Insurance Co. Ltd (Erstwhile AMHI) for marketing their Health insurance products. In Social Security Schemes (SSS), Bank has earned commission of ₹14.02 crore under PMJJBY & ₹2.36 crore under PMSBY. Bank has also earned renewal/trail commission from E-Syndicate Insurance and Mutual Fund partners of ₹4.21 crore.

GOVERNMENT BUSINESS

The Bank undertakes Government Business, comprising Direct and Indirect Tax collections, payment of Central Government and State Government Pensions, Handling of Postal Transactions and State Government Treasury Transactions, Public Provident Fund Scheme and Senior Citizens' Saving Scheme, issuing Sovereign Gold Bonds and Sukanya Samridhi Scheme. These products have contributed towards collection of fee income of ₹210.85 Crores during FY 2021-22 and also enhancing Bank's goodwill.

The Bank has been authorized as the accredited banker for Ministry of Human Resources Development (MHRD), Ministry of Culture, Ministry of Youth Affairs & Sports, Archaeological Survey of India, Ministry of Shipping, Ministry of Road Transport and Highways, Lakshadweep Administration and Unique Identification Authority of India (UIDAI), New Delhi. The Bank was implementing the National Pension System for Unorganised Sectors under Swavalamban Scheme since FY 2012-13. The Government of India has launched Atal Pension Yojana (APY) in place of Swavalamban with a view to providing defined pension to unorganised sector. The Bank could mobilise 662654 accounts under APY during the FY 2021-22.

ORGANISATION AND SUPPORT SERVICES

Branch Network-Expanding Pan India Presence

In a bid to expand the reach, the Bank added 201 domestic branches during the year. As at March 2022, the Bank had 9734 domestic branches, including Specialized Branches.

Composition of Branch Network

| Category | No. of Branches | | Opened during the year |
|--------------------------------|-----------------|-------------|------------------------|
| | 31.03.2021 | 31.03.2022 | |
| Metropolitan | 2113 | 1957 | 71 |
| Urban | 2094 | 1978 | 96 |
| Semi-urban | 3140 | 2757 | 26 |
| Rural | 3069 | 3042 | 8 |
| Overseas | 4 | 3 | - |
| Total domestic Branches | 10416 | 9734 | 201 |

Note: 883 domestic branches were merged during the year.

1 Overseas branch was merged/closed during the year.

The total Specialized Branches of the Bank stood at 777 as at March 2022.



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MANPOWER PROFILE

As at March 2022, the Bank had 86919 employees on its roll. The cadre-wise break-up of manpower is as follows:

| Cadre | March 2021 | March 2022 |
|--------------|--------------|--------------|
| Officer | 48912 | 50929 |
| Clerk | 26427 | 23686 |
| Sub Staff* | 12874 | 12304 |
| Total | 88213 | 86919 |

*includes Part Time Employees (PTEs)

Total staff strength of the Bank comprised of 58.59% Officers, 27.25% Clerks and 14.16% Sub Staff. The Women staff strength of the Bank was 27,356, constituting 31.47% of the employees. The total number of ex-servicemen staff as at March 2022 stood at 5,299. There were 2,436 Differently abled persons on the rolls of the Bank.

RESERVATION POLICY

The Bank has been strictly adhering to the Reservation Policy in respect of Scheduled Castes, Scheduled Tribes, Other Backward Classes and Differently Abled Persons, EWS as per the Government of India guidelines.

The representation of SCs/STs/OBCs/EWS/DAPs employees as at March 2022 was as under:

| Grade | SCs | STs | OBCs | EWS | DAPs |
|--------------|--------------|-------------|--------------|------------|-------------|
| Officer | 9006 | 4089 | 15488 | 284 | 1287 |
| Clerk | 4460 | 1509 | 7244 | 99 | 810 |
| Sub Staff* | 4610 | 869 | 3488 | - | 339 |
| Total | 18076 | 6467 | 26220 | 383 | 2436 |

*includes Part Time Employees (PTEs)

Reservation Cell is functioning in the Bank to Implement and monitor the Reservations and other provisions related to SC/ST/OBC/DAPs/Ex-Servicemen & EWS employees. Further Bank has nominated Executives in the rank of GMs as Chief Liaison Officer for SC/ST/Ex-Servicemen/DAPs and also for EWS, OBC employees respectively, who ensure compliance of various Govt. Guidelines pertaining to Reservations.

RECRUITMENT

During the FY 2021-22 the Bank recruited 2840 persons in various cadres, out of which 436 belonged to Scheduled Castes (SCs) and 232 to Scheduled Tribes (STs), 1018 belonged to Other Back Ward (OBC), 305 EWS category, 98 ex-servicemen and 96 DAPs in various cadres and 1059 were women employees.

HR INITIATIVES

- Performance Linked Incentive (PLI) for the FY 2021-22 has been disbursed.
- Term Insurance Cover for all employees (20 Months of their Gross Salary subject to a minimum of ₹20 lakhs to Officer employees, ₹15 lakhs to Clerical employees and ₹10 lakhs for Subordinate employees)
- The Group Personal Accident Insurance Policy for employees under Staff Welfare Measures Scheme is in place and Insurance cover is available for Death & Temporary/Partial/Total disability.
- Introduced Video based life certificate submission facility for our ex-employee pensioners.
- Introduced online application for Pension and Commutation (for the Employees retiring on Superannuation/VRS).
- Pensioners receive Digital Pension Payment Order (PPO) instantly to their email address post processing /sanction of Regular pension.



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SKILL DEVELOPMENT & TALENT MANAGEMENT

Employees are the most valued assets and success lies in developing, retaining and transforming them to act as strategic business partners. Treating people as resources, rewarding them equitably and integrating their goals with that of the organization through suitable HR policies are the present mantras to "Organizational Excellence". Accordingly, the HR functions of the Bank are getting tuned in this direction and are moving ahead to do this new transformational role.

Bank has adopted the new 52/26-week induction training module as recommended by the CVC for the newly recruited POs & SWOs respectively.

In addition to this, mentoring concept is in place for the benefit of the newly recruited POs to help them to get acclimatized with Bank's culture, tradition and ethos. Apart from strengthening the employee skill sets in general banking, the key verticals have been identified for the purpose of developing talent.

Bank is imparting training in various functional areas to build and upgrade competencies. Through the 02 Centre of Excellence (CIBM Manipal & COE Gurugram) supported by 24 Regional L&D Centres, functional trainings are imparted to staff members in various cadres by drawing training calendars in consultation with Circle offices. For the year ended 2021-22, 2437 internal trainings, 293 external trainings were conducted where 60534 employees were imparted training in spite of Covid pandemic. A shift to online trainings was made.

Executive Development Programs (EDPs), Management Development Programs (MDPs) and Leadership Development Programs (LDPs) are provided to Executives upon their promotion at institutes of repute like IIMs, ASCI Hyderabad, MDI Gurgaon. In order to acclimatize them with their new roles and responsibilities. During FY 21-22 around 490 executives have attended EDP & MDP. 57 Executives have undergone the RBI mandated Certificate program in IT & Cyber Security at IDRBT.

In addition to this, the Bank is grooming its top leadership through the Banks Board Bureau's Flagship Leadership Development program.

Competency assessment & Individual development plans have been created for 470 Executives in Scale V/VI with a view to grooming future leaders.

Bank has also formulated a mid-career training policy in line with CVC recommendations to give refresher training to executives in Scale IV /V who have put in 14 - 21 years of service.

Bank has a e-Learning portal - "CanDLE" (Canara Digital Learning Experience) facilitating effective online learning for our employees for enhancing their knowledge and skills.

CUSTOMER ORIENTATION

Several initiatives were taken to remain customer focused through provision of fast service, offering diversified products & services, responding to customers' queries in shortest possible time and redressal of customer complaints within the timelines stipulated.

- ✓ As per the instructions of IBA and RBI, the Bank has adopted Customer Rights Policy as advised by the RBI since July 2015, which spells out the Rights of the Customers and also responsibilities of the Banker.
- ✓ To assess the quality of customer service rendered by the branches and to get the feedback an online "Annual Survey of Customer Satisfaction" was conducted from 15.09.2021 to 27.09.2021 with 14 predefined questionnaires. A total of 7,917 customers participated in the survey.
- ✓ Bank's overall rating of services post amalgamation was rated as Average & above by 96% of customers and 4% customers rated overall services as Below Average.
- ✓ Under Digital products 84% of customers rated as Average & Above and 16% customers have rated as Below Average.
- ✓ As per the Damodaran Committee recommendations, the Bank has appointed a Chief Customer Service Officer (CCSO), who acts as an Internal Ombudsman of the Bank.
- ✓ In order to enhance customer convenience, Bank has popularized 24/7 Self Service Functions on IVRS (Missed Call facility) for various services like Balance enquiry, Mini Statement (last 5 transactions), Hot Listing of Cards etc.
- ✓ The following Toll Free numbers are available for customers to contact within India - 1800 425 0018, 1800 103 0018, 1800 208 3333 & 1800 3011 3333.



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- ✓ The Non Toll free number for customers calling from abroad (Outside India) is +91 80 2206 4232.
- ✓ Call Centre is catering to customers in 9 regional languages, viz., Kannada, Malayalam, Marathi, Tamil, Oriya, Telugu, Gujarati, Bengali and Panjabi besides Hindi and English for redressal of grievances.
- ✓ The Bank has implemented online grievance redressal facility for customers to lodge their grievances at Bank's website www.canarabank.com under the portal Canara Public Grievance Redressal System (CPGRS). The complaints received at the Branches & Call Centres of the Bank are also integrated with the CPGRS package.
- ✓ The predefined Turnaround Time (TAT) for resolution of complaint at Branch Level is 6 days and on 7th day the grievances are auto escalated to next higher authority.
- ✓ On closure of grievance an SMS with web link is pushed to the customers to submit his/her feedback regarding resolution.
- ✓ Bank has introduced 'VCIP - Video Based Customer Identification Process' for submission of Life Certificate by pensioners. Facility for filing Form 15G/15H through Net banking is enabled for the convenience of customers.
- ✓ 6 Central Processing Centers are established at Bhubaneswar, Ernakulam, Manipal, Patna, Ranchi & Vijayawada for CASA (Current Account & Savings Bank Account) account opening purposes.
- ✓ Our Bank is a partner in the PSB Alliance which has floated Door Step Banking Services (DSB). Door Step Banking is popularized in 100 identified centres pan India for the benefit of all the individual customers including Senior Citizens & Differently abled persons. Customers can book the major banking services by downloading the Mobile App, Website or Call Centres.
- ✓ Bank has complied with the New Integrated Ombudsman Scheme, 2021 introduced by RBI. A copy of the new scheme, salient features and the contact details of the Principal Nodal Officer are displayed in our corporate website www.canarabank.com under the head Customer Service.

INTERNAL OMBUDSMAN

In terms of the Reserve Bank of India guidelines, the Bank has appointed an Internal Ombudsman (IO) as an independent authority to review complaints that are partly or wholly rejected by the Bank. The IO submits periodical reports on his activities to the Customer Service Committee of the Board analyzing the pattern of complaints, for taking action to address the root cause of complaints. Changes where necessitated on the procedures/guidelines have also been carried out based on the IO's recommendations.

Reserve Bank of India has introduced new Integrated Ombudsman Scheme 2021 with effect from 12.11.2021.

Ms. Manorama K N has taken over as Internal Ombudsman with effect from 25.02.2022 on expiry of the term of the earlier IO.

INTERNAL CONTROL AND AUDIT

Risk based Internal Audits (RBIA) numbering **7368** were conducted along with Information System audit (IS Audit) across branches / service units as per the program for onsite RBIA for the FY 2021-22. Monthly Concurrent/continuous audits were conducted in branches / service units, of which **252** branches / service units were subjected to concurrent/continuous audit by Internal Auditors and **1237** branches / service units were subjected to concurrent audit by External Auditors, covering 70% of Advances and corresponding deposits of the total business of the Bank. **2824** branches were subjected to income/revenue audit on Quarterly basis.

- ✓ The Bank has been continuously going for upgradation of audit packages, duly revising the checklists to include latest developments and trends in the Bank. Further, the Concurrent Audit System version upgradation was effected duly revising the checklist in line with the RBI directions.
- ✓ New version of Darpan-V, 5.0 has been introduced during the FY 2021-22 and Concurrent Audit of RAH, ARM, MSME, CPH were incorporated in Audit Package.
- ✓ Bank has shown NIL tolerance on frauds and in that process the Inspection / Audit policy of the Bank has been revised and accordingly the branches where fraud has been detected or serious irregularities were observed, the gradation was reassigned as "**High Risk**" to have more control on such branches / units and concurrent audit will be conducted until upgradation of Risk Rating.
- ✓ Off Site Monitoring of the transactions carried out in 9734 branches were reviewed under 34 parameters during 2021-2022 covering Deposits, Loans, GL transactions, Staff Transactions, newly opened accounts, premature closure of Deposits, reactivation of dormant accounts and LCs and Guarantees etc. for ascertaining any suspicious or dubious transactions. During the review of transactions, deviations which attract analysis from AML angle found were referred to the AML Cell of the Bank for further action.
- ✓ During the period FY 2021-2022 OTM section also reviewed issues like Business variations during quarter ends, Accounts transferred and re transferred, Accounts opened and closed in short duration.



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- ✓ Now the alerts are being assigned to Regional Offices instead of branches for verification of the transactions and for submission of replies. Such replies are reviewed at Circle Offices concerned and are being closed.
- ✓ Inspection Wing is conducting Investigations independently on complaints emanated from MD & CEO, ED, CVC, Statutory Bodies and NPA accounts of ₹10 lakhs & above where irregularities / lapses are observed. During the year 2021-22, Inspection Wing has completed 253 Investigations and submitted the reports to the concerned authorities for logical conclusion.

RISK BASED SUPERVISION

The Bank was brought under Risk Based Supervision (RBS) regime by RBI, in lieu of Annual Financial Inspection (AFI) from FY 2013-14. Presently, the Bank has completed the 8th cycle of RBS. RBS framework is named as Supervisory Programme for Assessment of Risk and Capital (SPARC). Under SPARC, a detailed qualitative and quantitative assessment of the Bank's risks is made by RBI on an on-going basis through a combination of offsite analysis of the data and information furnished by the Bank as well as the findings of the on-site Inspection for supervisory Evaluation (ISE).

KNOW YOUR CUSTOMERS (KYC)/AML/CFT

The Bank is committed to implement the KYC/AML/CFT norms in its completeness and has zero tolerance towards non-compliance. To ensure this, the Bank has put robust systems and processes in place. Advisories issued by the regulators with respect to designated individuals/entities are scrupulously followed. Regular training is provided to staff members to increase their awareness on matters regarding KYC/AML/CFT.

IMPLEMENTATION OF OFFICIAL LANGUAGE

Our Bank is ensuring compliance of OL Implementation as per OL Act 1963, OL Rules 1976, recommendations of Parliamentary Committee on Official Language, Annual programme of OL Department, Min. of HA and also as per the guidelines issued by DFS, MoF, Gol. OL Implementation concerns teaching & training of Employees to learn and understand Hindi and use it in day to day banking activities. Bank deputed employees who have no working knowledge in Hindi for Prabodh, Praveen and Banking Pragma examinations conducted by HTS, New Delhi and also incentivize them on passing it. Incentives also provided to employees for passing Parangath examination for employees who aspires to obtain proficiency in Hindi. Bank provides incentives to motivate employees for obtaining Hindi Degrees like Graduation, PG, M.Phil. and PhD in Hindi Language along with reimbursement of exam fees and also for creative writing in Hindi for employees whose literary work is recognized by institutes of repute.

Bank has made available forms in Bilingual in Region 'A' and Trilingual in 'B' & 'C' regions at branch counters for the use of customers. OL Section HR wing provides translation for Hindi & English and vice versa to meet the requirements of all Wings in HO. OL cells established at COs & ROs are also providing the requisite translations in Hindi & English and vice versa.

OLIC are constituted at all levels, where quarterly meetings are being conducted promptly and review of status of OL implementation is effectuated. A Hindi inter-translator system has been introduced in CBS through which pass book/pass sheets could be generated in Hindi, including generation of Deposit receipts and DDs. CBS Screens (in Hindi) have been created and a facility to generate reports in Hindi is now made available. Salary slips of employees could now be generated in Hindi with a provision for them to view the same via our Enterprise resource Planning portal -HRMS package. Provision has been made in ATM Screen to view the transactions in 8 Regional Languages. Standard greetings and messages to customers are being sent through SMS in Hindi & Regional Languages also. Customers can also now opt to receive SMS in their opted language. An online package has been made live (in SAS portal) for submission of QPR i.e., STR 18 by all branches and administrative offices. Hindi Workshops and Unicode training are organized for staff. Hindi workshop and conference for Official Language Officers are conducted annually to ensure effective implementation of Hindi.

Our Bank's Head Office is the convenor of TOLIC (Banks) meetings at Bengaluru. Our Bank is also the convener of 22 TOLICs at various cities/towns. Bank has secured numerous Shields and Certificates, pan India, awarded by various TOLIC committees for the best implementation of OL.

Our Bank has secured 1st Prize for our Hindi magazine "Canara Jyothi" under Rajbhasha Keerthi Puraskar for Hindi magazine in Region "C" awarded by OLD, Min of HA, Govt of India for the year 2020-2021. In order to accelerate OL implementation, Shields are awarded to Offices and Branches under 'Rajbhasha Akshay Yojana'. 'Rajbhasha Puraskar Yojana' has also been conceptualized and put in place to motivate the employees towards effective OL implementation.



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Banking related news in Hindi under the title “Aaj Ke Samachar” are included in Today’s Tidings, a daily news brief. ‘HRD (e)light’s, ‘NRI Bulletin’ & ‘Staff Meeting Literature’ are being brought out in Hindi as well on a Monthly basis.

Regional Language Cells like Kannada cell, Tamil cell, Telugu cell, Marathi cell etc., are formed in Circle offices located in Region ‘B’ & ‘C’. Regional Language Cell under OL Section, HR Wing has been formed as a Nodal Cell for coordinating the usage of Regional Languages. Bank has released a slogan “आज़ादी का मनाएँ अमृत महोत्सव, राजभाषा का मनाएँ नित्योत्सव” On 01.09.2021, during inaugural function of Hindi Month 2021. “Hindi Mein Paricharcha”, an innovative Discussion programme in Hindi on contemporary banking subjects, was also conducted in all quarters at all Administrative Offices.

Bank has established a Hindi library at HO, COs & ROs for motivating employees to read books in Hindi. A Digital Library portal has also been initiated which constitutes books in Hindi and made available to all employees. Bank is committed for better OL implementation.

VIGILANCE SETUP

Vigilance set up at Head Office level comprises of Chief Vigilance Officer, who is assisted by the Executives and staff of Vigilance Department at HO. The Chief Vigilance Officer is also assisted by Vigilance Officers at Circles/HO/RRBs/other subsidiaries of the Bank in Vigilance administration. The Vigilance Management in the Bank under the supervision/guidance of CVO administers various functions on preventive, participative, proactive and punitive aspects of vigilance with more emphasis on preventive vigilance measures to eliminate / minimise factors which provide opportunities for frauds, corruption and malpractices in the organization and also to take punitive action as a deterrent measure to check recurrence of such instances.

Vigilance Awareness Week was observed in our Bank from 26th October 2021 to 1st November 2021 with the theme “Independent India @ 75: Self-Reliance with Integrity” - “स्वतंत्र भारत @ 75: सत्यनिष्ठा से आत्मनिर्भरता”. All the Branches/Offices have actively participated in conducting various activities such as administering Integrity Pledge, Seminars, Workshops, Customer Grievance Redressal Meetings, Awareness Sabhas in Gram Panchayats, Panel Discussions, Competitions in Schools/Colleges (viz. Essay Writing, Debate & Quiz Competitions) etc to bring awareness in society about the ill effects of Corruption. Online quiz and Essay Writing & Cartoon Drawing competitions were conducted for employees of the Bank.

Important case studies with the modus-operandi of the fraud, in cases where frauds are observed, is uploaded in CANNET for the benefit of employees to enable them to be more vigilant in day-to-day functions.

Systemic improvements are periodically suggested based on the lapses observed while determining vigilance angle in respect of IACs.

To bridge the knowledge gap at the operational level a “Compendium on Preventive Vigilance” is available in CANNET for the benefit of all Canarites.

Implementation of Indian Accounting Standards

As per RBI guidelines, the Bank is in the process of implementing the Indian Accounting Standards (Ind AS). A Project Steering Committee headed by Executive Director has been formed to take the required steps on a continuous basis for smooth convergence. RBI, vide its communication ref: DBR.BP.BC.No.29/ 21.07.001/2018-19 dated 22nd March,2019 has deferred implementation of Ind AS for all Scheduled Commercial Banks till further notice. Bank is submitting Pro-Forma Financial Statements to RBI on Half-yearly basis as per the guidelines of RBI

FINANCIAL SUPERMARKET

Canara Bank, with an objective of offering ‘One Stop Banking’ facilities for the customers, forayed into diversified business activities by opening subsidiaries during late 1980s. Today, the Bank functions as a ‘Financial Supermarket’, with eight Domestic Subsidiaries, one overseas subsidiary, five associates and one joint venture. All the Domestic Subsidiaries/Associate/Joint Venture of the Bank recorded satisfactory performance during the year 2021-22. RBI has identified Canara Group as a bank led Financial Conglomerate and Canara Bank as the designated entity for the group.



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CANFIN HOMES LIMITED (CFHL):

M/s Canfin Homes Limited, a sponsored entity of Canara Bank is one of the premier housing finance entities in the country. The bank holds 29.99% stake with the company. The loans outstanding of the Company as at March 2022 were ₹26711 crore. The Company earned a profit after tax of ₹471.11 crore as against ₹456.06 crore in the previous year, with y-o-y growth of 3.30%. Gross NPAs of the Company was ₹170.59 crore (0.64%) and Net NPA was ₹80.71 crore (0.30%) as on 31.03.2022. The Company has provided interim dividend of 75% and also proposed 75% final dividend for the year 2021-22.

CANARA HSBC ORIENTAL BANK OF COMMERCE LIFE INSURANCE COMPANY LIMITED:

M/s Canara HSBC Oriental Bank of Commerce Life Insurance Company Ltd (CHOICE) is a Life Insurance Joint Venture floated by the Bank in association with HSBC Insurance (Asia Pacific) Holding Limited and Punjab National Bank in the year 2007. The JV commenced its business operations with effect from 16.06.2008, with majority shareholding of 51% by Canara Bank, followed by HSBC (26%) and Punjab National Bank (23%). The Company recorded gross premium of ₹5824.10 crore during the year. The Company registered Profit after tax of ₹10.20 crore for FY 2021-22. The company also proposed 3% final dividend for the year 2021-22.

CANARA ROBECO ASSET MANAGEMENT CO LIMITED (CRAMC):

M/s Canara Robeco Asset Management Company Limited is a joint venture (JV) with M/s Orix Corporation, Japan with the Bank's holding of 51% Stake. This JV was formed in 2007 divesting 49% Stake held by the Bank in M/s Can Bank Mutual Fund in favour of M/s Robeco Group N V (now Orix Corporation, Japan). The Company is currently managing 21 Mutual Fund Schemes with a mix of equity, balanced and debt schemes. The Company has registered a net profit of ₹59.53 crore and has also provided interim dividend of 20% and also proposed final dividend of 20% for FY 2021-22.

CANARA BANK SECURITIES LIMITED (CBSL):

M/s Canara Bank Securities Limited is a wholly owned subsidiary of the Bank. CBSL has taken over the Depository participant services from Canara Bank w.e.f. 01.04.2017. M/s Canara Bank Securities Ltd. is extending Demat Services (Depository Participant), Online Trading, e-Insurance and distribution of Financial products. The Company offers stock broking services to both institutional and retail clients. The Company has registered a profit after tax of ₹18.03 crore and has provided interim dividend of 22.22% (Rs. 8.88 Cr.) for the year 2021-22.

CANBANK FACTORS LIMITED (CFL):

M/s Canbank Factors Limited is a factoring Subsidiary of the Bank with 70% stake held by the Bank. During 2021-22, the Company had a total business turnover of ₹2512.82 crore registering a growth of 70.94% as compared to Previous Year. The company has suffered a loss of ₹ 7.06 crore during the year due to provisions made towards NPA accounts.

CANBANK VENTURE CAPITAL FUND LIMITED (CVCFL):

M/s Canbank Venture Capital Fund Limited is a wholly Owned Subsidiary of the Bank and the Trustee and Manager of Canbank Venture Capital Fund Trust. The company has managed 5 funds so far with total Asset under Management of ₹383.56 crore. CVCFL has been appointed by the Ministry of Electronics and Information Technology (MeitY) to manage the Electronic Development Fund (EDF) with a corpus of ₹2206 crore.

Another new fund named as "Empower India Fund" is setup with a target corpus of ₹500 crore with green shoe option of ₹150 crore. The initial closing is done and available for investment. The Company recorded a profit after tax of ₹1.11 crore during the year 2021-2022 and has provided interim dividend of 2000%.

CANBANK COMPUTER SERVICES LIMITED (CCSL):

M/s Canbank Computer Services Limited is the only Software Company promoted by a Public Sector Bank in the country, with a 69.14% shareholding by the Bank. CCSL is mainly engaged in IT and Software development services, BPO services, ATM / Any Time Payment services, Training, Consultancy and R&T agent. The Company has posted a profit after tax of ₹4.96 crore for FY 2021-22. The company has also provided interim dividend of 75%.

CANBANK FINANCIAL SERVICES LIMITED (CANFINA):

M/s Canbank Financial Services Limited is confining its activities to legal matter arising out of past transactions in securities and recovery of dues under decreed accounts. Company has posted a profit of ₹17.55 crore for the year 2021-22 by way of receipt of dividends and amount pertaining to pending litigations.

SYNDBANK SERVICES LIMITED (SBSL):

M/s SyndBank Services Limited is wholly owned Subsidiary of e-Syndicate Bank was incorporated under Companies Act 1956 on 25.01.2006. Company has posted a profit of ₹0.44 crore for FY 2021-22 and has provided interim dividend of ₹11 crore (4400%) during the FY. As the Company is not undertaking any activity, Company is under the process of voluntary liquidation as approved by the Board of the Bank.



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HIGHER EDUCATION FINANCING AGENCY (HEFA):

✓ Higher Education Financing Agency (HEFA), is a not-for-profit organization, set up by the Bank under a joint venture share holder agreement with the Ministry of Education (MoE), Government of India.

✓ HEFA has been set up for developing the educational infrastructure, including R&D infrastructure thereby enabling the institutions to reach top rankings globally. As on 31.03.2022, MoE has infused Capital of ₹4812.50 crore and Canara Bank has contributed ₹481.25 crore respectively. The total loans sanctioned as on 31.03.2022 is ₹33486.37 crore and disbursed is ₹13935.37 crore. HEFA has disbursed ₹2627 crore of loans to different institutions during FY 2021-22 and Bank has received ₹26.27 crore of Management Fee.

REGIONAL RURAL BANKS (RRBs)

As at March 2022, the Bank had four sponsored RRBs, viz., Kerala Gramin Bank (KeGB) in Kerala, Karnataka Gramin Bank (KaGB) and Karnataka Vikas Grameena Bank (KVGB) in Karnataka and Andhra Pragathi Grameena Bank (APGB) in Andhra Pradesh.

Andhra Pragathi Grameena Bank (APGB) operates in 5 districts of Andhra Pradesh with 552 branches and 109 ATMs. Total business of the Bank as at March 2022 is ₹39,257 Crores. (Deposits: ₹19,128 Crores Advances: ₹20,129 Crores).

Kerala Gramin Bank (KeGB) operates in all 14 districts of Kerala with 634 branches & 269 ATMs. The total business of the Bank as at March 2022 is ₹41,113 Crores. (Deposits: ₹21,834 Crores, Advances: ₹19,279 Crores).

Karnataka Gramin Bank (KaGB) operates in 22 districts of Karnataka with 1119 branches & 159 ATMs. The total business of the Bank as at March 2022 is ₹57,210 Crores. (Deposits: ₹31,788 Crores, Advances: ₹25,422 Crores).

Karnataka Vikas Grameena Bank (KVGB) operates in 9 districts of Karnataka with 629 branches & 76 ATMs. The total business of the Bank as at March 2022 is ₹30,748 Crores. (Deposits: ₹17,647 Crores, Advances: ₹13,101 Crores).

Aggregate business of the RRBs increased to ₹1,68,328 Crore as at March 2022 comprising of Deposits of ₹90,397 Crores and Advances of ₹77,931 Crore. Through the Bank's infrastructure support, the RRBs are extending facilities, like, ATM cum Debit Card services. The sponsored RRBs are 100% CBS compliant and are ahead of their peer RRBs under technology front by extending IT based products, like Internet Banking, Mobile Banking, RuPay Debit Card services and also Aadhaar enabled services and remittance facilities through NEFT/RTGS to their customers. The RRBs have put in place Cheque truncation system and e-KYC technology.

CORPORATE SOCIAL RESPONSIBILITY

Following the founding principles and century old tradition, the Bank is engaged in varied Corporate Social Responsibility (CSR) activities. CSR initiatives of the Bank are multifarious, covering activities like training unemployed rural youth, scholarship to meritorious SC/ST Girl students, renovation of schools and providing of other infrastructural facilities to needy educational institutes, providing primary health care, drinking water, community development, empowerment of women, environment protection, Swatch Bharat and other social initiatives. A few social initiatives are outlined below.

- ✓ Cumulatively, the Bank has sponsored/ co-sponsored 74 training institutes, which have trained more than 11.34 lakh unemployed youth so far, with a settlement rate of 74%.
 - ✓ The Bank has donated 4 hi-tech, custom-built, solar powered 'Retail Mobile Marketing Van' to assist women entrepreneurs, SHGs and artisans to market their products.
 - ✓ Canara Vidya Jyothi Scholarship scheme to meritorious SC/ST Girl Students. During FY 2021-22, 8200 students have been benefitted utilizing a total amount of ₹3.09 crore.
 - ✓ Financial assistance for combating poverty & malnutrition to persons with disability (PWD), homeless and people effected by floods & Pandemic COVID-19 for supporting to lead a better life.
 - ✓ During the difficulties of COVID-19 situation, the Bank has taken efforts to ensure that the difficulties faced by the general public are redressed to the maximum extent possible by distribution of Masks, sanitizers and other sanitation material.
 - ✓ Providing of Food packets, groceries, Medical Kits, Distribution of Blankets Ambulance van, Hearse Van are among the few activities that were being organized.
 - ✓ Under CSR the Circles have also organized various activities as mentioned above.
 - ✓ Bank has assisted differently abled persons by providing Wheel Chairs, Standing frames, Corner Chairs and also supported differently abled athletes.
- Families of COVID-19 victims were identified and they were provided with financial assistance.



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- ✓ As part of Environmental Protection bank has supported various organizations for planting of tree saplings, renovation of public ponds for protection of flora and fauna etc.
- ✓ During the FY 2021-22, under the Sustainable & Development Corporate Social Responsibility (SD&CSR) initiatives of the Bank, the Bank has spent to the tune of ₹ 50.96 Crores to various sectors like Skill development, Financial Inclusion, Women Empowerment activities, Education, Environment protection, Health, Poverty & Nutrition, Person with Disability, Rural Development, Swatch Bharat, & Sports & other Sectors.

Visits by Standing Committee

During the year 2021-22, Standing Committee on Reservations, Committee on Social Justice and Empowerment and National Commission for Scheduled Castes conducted Study Visits and reviewed our Bank's performance.

AWARDS/ACCOLADES & ACHIEVEMENTS:

- ✓ Canara Bank has received APY annual award 2021-22 from PFRDA.
- ✓ Canara Bank has been awarded 2nd position under implementation of Prime Minister Employment Generation Programme (PMEGP) for FY 2020-21 by KVIC, Ministry of MSME.
- ✓ Canara Bank has received Runner-up award in IBA's 17th Annual Banking Technology Conference and Awards 2020-21 "Next Gen Banking" under the category "The Best Payment Initiatives".
- ✓ Canara Bank has been awarded "BEST MSME BANK OF THE YEAR (PSU)- RUNNER UP" at 8th MSME EXCELLENCE AWARDS BY ASSOCHAM.
- ✓ Canara Bank has been awarded DSCI Excellence Awards 2021 as Winner in Best Security practices in Banking Sector.
- ✓ Canara Bank has been awarded DSCI Excellence Awards 2021 as Winner in Security Leader of the year (BFSI).
- ✓ Canara Bank has been awarded DSCI Excellence Awards 2021 as Finalist in Best Security Operations Centre of the year.
- ✓ Canara Bank won Best in House Magazine by Feather Business Solutions with Economic Times as media Partner for in-house Magazine "Shreyas".
- ✓ Canara Bank received first prize for "Rajbhasha Kirti Award 2020-21" in September 2021 for in-house Magazine "Canara Jyothi".

13. CHANGE IN DIRECTOR, INCLUDING MANAGING DIRECTOR/ WHOLE-TIME DIRECTOR

| Sl No. | Name Designation | Designation | Date of Appointment | Date of Cessation |
|--------|---------------------------------|---------------------------------|---------------------|-------------------|
| 1 | Shri Brij Mohan Sharma | Executive Director | 19.05.2021 | 30.06.2023 |
| 2. | Ms Nalini Padmanabhan | Part-time Non-Official Director | 21.12.2021 | 20.12.2024 |
| 3. | Shri Dibakar Prasad Harichandan | Part-time Non-Official Director | 21.03.2022 | 20.03.2025 |
| 4. | Shri Karunakara Shetty | Shareholder Director | 30.11.2021 | 29.11.2024 |

Board of Directors

(Appointment/Cessation of Directors during the year 2021-22)

Appointments:

Shri Brij Mohan Sharma was appointed as Executive Director w.e.f. 19.05.2021, by the Central Government u/s 9 (3) (a) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 up to the date of his attaining the age of superannuation (i.e.30.06.2023), or until further orders, whichever is earlier.

Ms Nalini Padmanabhan was appointed as Part-time Non-Official Director w.e.f 21.12.2021, Clause (h) of Sub-Section (3) and Sub section (3A) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 for a period of three years from the date of notification, or until further orders, whichever is earlier.

Shri Dibakar Prasad Harichandan was appointed as Part-time Non-Official Director w.e.f 21.03.2022, Clause (h) of Sub-Section (3) and Sub section (3A) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 for a period of three years from the date of notification, or until further orders, whichever is earlier.



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Shri Karunakara Shetty was elected as Share Holder Director w.e.f 30.11.2021, under clause (i) of Sub Section (3) of Section 9 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980, read with Sub clause (1) of Clause 3 of the Nationalised Banks (Management Miscellaneous Provisions) Scheme 1970/1980, Canara Bank (Shares and Meetings) Regulations, 2000 for a period of three years.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, in preparation of the annual accounts for the year ended March 31, 2022, confirm the following:

- That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- That they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Bank at the end of the financial year and of the profit or loss of the Bank for the period.
- That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of applicable laws governing banks in India for safeguarding the assets of the Bank and for preventing and detecting fraud and other irregularities.
- That they had prepared the annual accounts on a going concern basis.
- Internal financial controls followed by the Bank are in accordance with guidelines and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL AUDIT FOR FINANCIAL YEAR 2021-22

Pursuant to the requirements of Regulation 24A of the SEBI (LODR) Regulations, 2015 & SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Bank has appointed Mr. S. VISWANATHAN, Practicing Company Secretary (CP No. 5284) as the Secretarial Auditor for 2021-22 and their report addressed to the members of the Bank which forms part of this Annual Report is attached as an annexure to the Board's report.

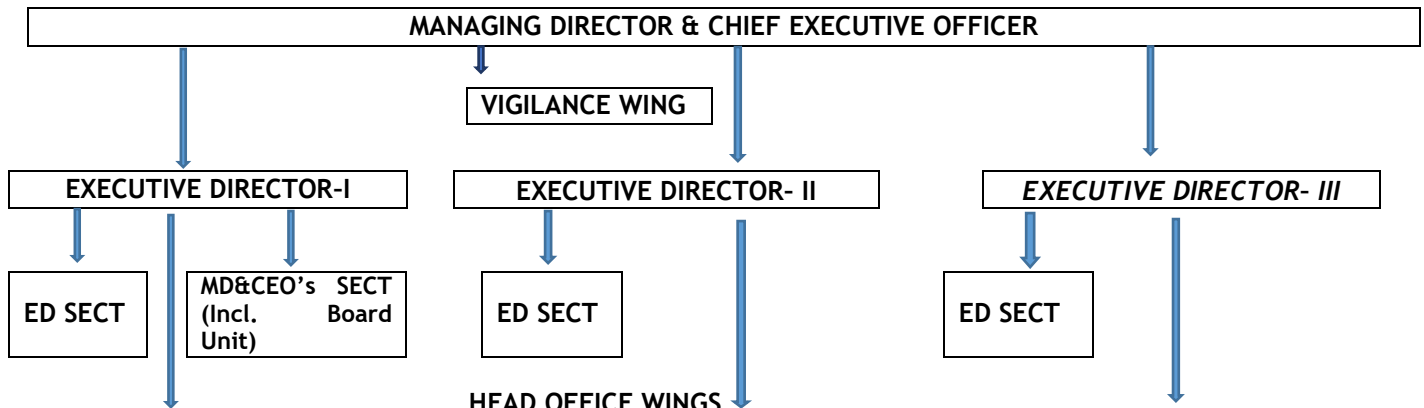


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iii. Corporate Structure:

Organizational chart-

HEAD OFFICE ORGANISATIONAL STRUCTURE



| |
|---|
| HUMAN RESOURCES WING , RAJBHASHA , TRAINING |
| LARGE CORPORATE CREDIT WING |
| MID CORPORATE CREDIT WING |
| STRESSED ASSET MANAGEMENT WING |
| RECOVERY LEGAL AND FRAUD PREVENTION WING |
| INTEGRATIONAL OPERATIONS WING |
| INTEGRATED TREASURY WING |
| FINANCIAL MANAGEMENT WING |
| ASSOCIATES AND SUBSIDIARIES WING |

| |
|--|
| DEPT OF INFORMATION TECHNOLOGY WING |
| TECHNOLOGY OPERATIONS WING |
| DIGITAL BANKING SERVICES WING |
| BUSINESS ANALYTICS & INFORMATION SYSTEM WING |
| PRIORITY CREDIT WING |
| GOLD LOAN WING |
| FINANCIAL INCLUSION WING |
| MSME WING |
| RETAIL ASSETS WING |
| GENERAL ADMINISTRATION WING |
| CASH MANAGEMENT AND STATIONARY WING |
| MARKETING & PUBLIC RELATIONS WING |

| |
|--|
| STRATEGIC PLANNING AND DEVELOPMENT WING |
| CENTRAL PROCESSING WING |
| RISK MANAGEMENT WING |
| CREDIT ADMINISTRATION AND MONITORING WING |
| LEAD BANK AND REGIONAL RURAL BANK WING |
| RECONCILLATION WING |
| GOVT. SERVICES WING |
| COMPLIANCE AND RISK BASED SUPERVISION WING |
| INSPECTION WING |
| TRANSACTION MONITORING WING |

CIRCLE OFFICES

| |
|-----------|
| BENGALURU |
| BHOPAL |
| GUWAHATI |
| KOLKATTA |
| MUMBAI |
| PATNA |
| PUNE |
| VIJAYWADA |

| |
|------------|
| AGRA |
| LUCKNOW |
| CHENNAI |
| MADURAI |
| MANIPAL |
| CHANDIGARH |
| DELHI |
| KARNAL |

| |
|-------------|
| AHMEDABAD |
| BHUBANESWAR |
| HUBBALLI |
| HYDERABAD |
| JAIPUR |
| TRIVANDRUM |
| MANGALURU |
| RANCHI |



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iv. **RISK FACTORS**

Investors should carefully consider the risks described below, together with the risks described in the other sections of this Placement Memorandum before making any investment decision relating to the Bonds. The occurrence of any of the following events could have a material adverse effect on the Bank's business including the quality of its assets, its liquidity, its financial performance, its ability to implement its strategy and its ability to repay the interest or principal on the Bond in a timely fashion or at all.

Before making an investment decision, prospective investors should carefully consider all of the information contained in this Placement Memorandum, including the financial statements included in this Placement Memorandum.

RISKS RELATING TO THE BANK'S BUSINESS

The Bank's business is particularly vulnerable to interest rate risk, and volatility in interest rates could adversely affect its net interest margin, the value of its fixed income portfolio, its income from treasury operations and its financial performance.

The Bank could be adversely impacted by a rise in generally prevailing interest rates on deposits, especially if the rise were to be sudden or sharp. If such a rise in interest rates were to occur, the Bank's net interest margin could be adversely affected because the interest paid by the Bank on its deposits could increase at a higher rate than the interest received by the Bank on its advances and other investments. The requirement that the Bank maintain a portion of its assets in fixed income government securities could also have a negative impact on its treasury income because the Bank typically earns interest on this portion of its assets at rates that are generally less favorable than those typically received on its other interest-earning assets. In addition, other members of the Group carrying on banking and / or lending operations are subject to similar risks.

The Bank is also exposed to interest rate risk through its treasury operations, its other Subsidiaries. A rise in interest rates or greater interest rate volatility could adversely affect the Bank's income from treasury operations or the value of its fixed income securities trading portfolio. Sharp and sustained increases in the rates of interest charged on floating rate home loans, which are a material proportion of its loan portfolio, would result in extension of loan maturities and higher monthly instalments due from borrowers, which could result in higher rates of default in this portfolio.

An increase in the Bank's portfolio of NPAs and provisioning requirements mandated by the RBI may adversely affect its business.

The Bank's NPAs have generally been on the rise historically. The Bank's NPAs may continue to increase in the future and any significant increase in NPAs may have a material adverse effect on the Bank's financial condition and results of operations. The Bank's NPAs can be attributed to several factors, including increased competition, slow industrial and business growth in recent years, high levels of debt involved in financing of projects, and significant borrowings by companies in India at relatively high interest rates.

Although the Bank's loan portfolio includes loans to a wide range of businesses and industries, financial difficulties experienced by the Bank's customers or by particular sectors of the Indian economy, such as the infrastructure sector, the real estate sector and the agriculture sector, to which the Bank has significant exposure, could significantly increase the Bank's level of NPAs and materially and adversely affect its business, future financial performance. Economic downturns experienced in priority sectors would likely have a material and direct adverse effect on the Bank's NPA levels.

There can be no assurance that the percentage of NPAs that the Bank will be able to recover will be similar to the Bank's past experience of recoveries of NPAs. The Bank's retail loan portfolio has grown over the years, but there is limited data on historical loss ratios in retail loans, especially in the event of an economic slowdown. Furthermore, the global economic slowdown, inconsistent industrial growth and the impact of global and Indian economic conditions on equity and debt markets may also lead to an increase in the level of NPAs in the Bank's corporate loan portfolio.

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While the Bank has already made provisions for NPAs, there can also be no assurance that the RBI will not further increase provisioning requirements in the future. Any future increases in provisions mandated by the RBI or other regulatory changes could lead to an adverse impact on the Bank's business and future financial performance.

The Bank is required to maintain its capital adequacy ratio at the minimum level required by the RBI for Indian banks. There can be no assurance that the Bank will be able to maintain this ratio in the future

The RBI required Indian banks to maintain a minimum Tier I capital adequacy ratio and a minimum risk weighted total capital adequacy ratio under the Basel III framework. The Bank is also required to maintain an additional buffer in the form of CET 1. The Bank is exposed to the risk of the RBI increasing the applicable risk weight for different asset classes from time to time. There can be no assurance that the Bank will be able to maintain this ratio in the future.

In addition, there can be no assurance that the GoI will provide additional capital infusions or that the Bank will be able to raise adequate additional capital from other sources in the future on terms favorable to it or at all. Moreover, if the Basel Committee on Banking Supervision (the "Basel Committee") releases additional or more stringent guidance on capital adequacy norms which are given the effect of law in India in the future, the Bank may be forced to raise or maintain additional capital in a manner which could materially adversely affect its business, financial condition and results of operations.

The level of restructured loans in the Bank's portfolio may increase and the failure of its restructured loans to perform as expected could affect the Bank's business

The Bank's assets include restructured standard loans. As a result of slowing economic activity and the limited ability of corporations to access capital due to volatility in global markets, there has been an increase in restructured loans in the banking system in the recent past, including within the Bank's portfolio. The loan portfolio of the Bank's international branches and Subsidiaries also includes foreign currency loans to Indian companies for their Indian operations as well as for their international *Private &* operations, including cross border acquisitions. This exposes the Bank to specific additional risks including the failure of the acquired entities to perform as expected and the Bank's inexperience in various aspects of the economic and legal framework in international jurisdictions. Furthermore, the quality of the Bank's long-term project finance loan portfolio may be adversely impacted by several factors. Economic and project implementation challenges, in India and internationally, could result in additions to restructured loans and the Bank may not be able to control or reduce the level of restructured loans in its project and corporate finance portfolio.

The Bank restructures assets based on a borrower's potential to restore its financial health. However, certain assets classified as restructured may subsequently be classified as delinquent or non-performing in the event a borrower fails to restore its financial viability and honor its loan servicing commitments to the Bank. There can be no assurance that the debt restructuring criteria approved by the Bank will be adequate or successful and that borrowers will ultimately be able to meet their obligations under restructured loans.

The combination of changes in regulations regarding restructured loans, provisioning, and any substantial increase in the level of restructured assets and the failure of these structured loans to perform as expected could materially adversely affect the Bank's business and future financial performance.

The Bank is exposed to various industry sectors. Deterioration in the performance of any of these industry sectors where the Bank has significant exposure may adversely impact the Bank's business

The Bank is exposed to risk of significant deterioration in the performance of a particular sector which may be driven by events not within the Bank's control. For instance, regulatory action or policy announcements by the GoI or state government authorities, may adversely impact the ability of borrowers in that industry to service their debt obligations to the Bank. While the Bank's portfolio contains loans to a wide variety of businesses, there can be no assurance that financial difficulties in any of these industrial sectors will not increase the level of NPAs and restructured assets, and will therefore adversely affect the Bank's business and its future financial performance.



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If the Bank fails to maintain desired levels of customer deposits or loans, its business operations may be materially and adversely affected

Customer deposits are the Bank's primary source of funding. However, many factors affect the growth of deposits, some of which are beyond the Bank's control, such as economic and political conditions, availability of investment alternatives and retail customers' changing perceptions toward savings. For example, retail customers may reduce their deposits and increase their investment in securities for a higher return, while SMEs and mid-corporate customers may reduce their deposits in order to fund projects in a favorable economic environment. In the event of a decrease in deposits, the Bank may be required to pay higher interest rates to attract deposits, which could adversely affect the Bank's performance. If the Bank fails to maintain its desired level of deposits, the Bank's liquidity position, financial condition and results of operations may be materially and adversely affected. In such an event, the Bank may need to seek more expensive sources of funding, and it is uncertain whether the Bank will be able to obtain additional funding on commercially reasonable terms as and when required. The Bank's ability to raise additional funds may be impaired by factors over which it has little or no control, such as deteriorating market conditions or severe disruptions in the financial markets.

Conversely, the Bank may not be able to reduce its deposits if it experiences surplus liquidity. The Bank must find ways to lend surplus funds to existing or new borrowers in order to earn interest income and protect its net interest margin. If the Bank cannot secure sufficient loan volumes or earn sufficient interest on its lending, due to economic conditions or other factors, its ability to earn income and maintain and increase its net interest margin may be materially adversely affected.

The Bank may experience delays in enforcing its collateral when borrowers default on their obligations to the Bank, which may result in failure to recover the expected value of collateral security, exposing it to a potential loss

A substantial portion of the Bank's loans to corporate customers are secured by real assets, including property, plant and equipment. The Bank's loans to corporate customers also include working capital credit facilities that are typically secured by a first charge on inventory, receivables and other current assets. In some cases, the Bank may have taken further security of a first or second charge on fixed assets and a pledge of financial assets including marketable securities, corporate guarantees and personal guarantees. A substantial portion of the Bank's loans to retail customers is also secured by the financed assets, predominantly property and vehicles. Although the Bank's loans are typically adequately collateralized, an economic downturn could result in a fall in the values of relevant collateral for the Bank.

In India, foreclosure on immovable property generally requires a written petition to an Indian court or tribunal. An application, when made, may be subject to delays and administrative requirements that may result, or be accompanied by, a decrease in the value of the immovable property. Security created on shares of a borrower can be enforced without court proceedings. However, there can be delays in realization in the event that the borrower challenges the enforcement in an Indian court. The Bank may not be able to realize the full value on its collateral as a result of, among other factors, delays in bankruptcy and foreclosure proceedings, any defects in the registration of collateral and any fraudulent transfers by borrowers. A failure to recover the expected value of collateral security could expose the Bank to a potential loss. Any unexpected losses could adversely affect the Bank's business and its future financial performance.

Significant fraud, system failure or calamities would disrupt the Bank's revenue generating activities in the short-term and could harm its reputation and adversely impact its revenue-generating capabilities.

The Bank's business is highly dependent on its ability to efficiently and reliably process a high volume of transactions across numerous locations and delivery channels. It places heavy reliance on its technology infrastructure for processing this data and therefore ensuring system security and availability is of paramount importance. The Bank's systemic and operational controls may not be adequate to prevent adverse impact from frauds, errors, hacking and system failures. A significant system breakdown or system failure caused due to intentional or unintentional acts would have an adverse impact on the Bank's revenue-generating activities and lead to financial loss.

The Bank's reputation could be adversely affected by fraud committed by employees, customers or outsiders, or by its perceived inability to properly manage fraud-related risks. The Bank's inability or perceived inability to manage these risks could lead to enhanced regulatory oversight and scrutiny.

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The Bank has established a geographically remote disaster recovery site to support critical applications, and it believes that it will be able to restore data and resume processing. However, it is possible the disaster recovery site may also fail or it may take considerable time to make the system fully operational and achieve complete business resumption using the alternate site. Therefore, in such a scenario, where the primary site is completely unavailable, there may be significant disruption to the Bank's operations, which could materially adversely affect its reputation and financial condition.

The Bank has a large portfolio of government securities that may limit its ability to deploy funds in higher yield investments.

As a result of reserve requirements under applicable laws in India, the Bank is more structurally exposed to interest rate risk than banks in many other jurisdictions. Under applicable RBI regulations, the Bank's liabilities are subject to the SLR requirement, which requires that a minimum specified percentage of a bank's net demand and term liabilities be invested in approved securities. The SLR requirements are subject to increase by the RBI in order to curb inflation or absorb excess liquidity. The Bank earns interest on such government securities at rates which are less favorable than those which it typically receives in respect of its retail and corporate loan portfolio, and this adversely impacts the Bank's net interest income and net interest margin. In addition, the market and accounting value of such securities could be adversely affected by overall rising interest rates.

Although many of these government securities are short-term in nature, the market value of the Bank's holdings could decrease if interest rates increase. In such cases, the Bank may have to choose between liquidating its investments and incurring losses, or holding the securities and potentially being required to recognize an accounting loss upon marking to market the value of such investments, and either outcome may adversely impact its financial condition

The Bank is subject to credit, market and liquidity risk which may have an adverse effect on its credit ratings and its cost of funds

To the extent any of the instruments and strategies the Bank uses to hedge or otherwise manage its exposure to market or credit risk are not effective, the Bank may not be able to mitigate effectively its risk exposures, in particular to market environments or against particular types of risk. The Bank's balance sheet growth will be dependent upon economic conditions, as well as upon its determination to sell, purchase, securitize or syndicate particular loans or loan portfolios. The Bank's trading revenues and interest rate risk exposure are dependent on its ability to properly identify, and mark to market, changes in the value of financial instruments caused by changes in market prices or rates. The Bank's earnings are dependent upon the effectiveness of its management of migrations in credit quality and risk concentrations, the accuracy of its valuation models and its critical accounting estimates and the adequacy of its allowances for loan losses. To the extent its assessments, assumptions or estimates prove inaccurate or not predictive of actual results, the Bank could suffer higher than anticipated losses. The successful management of credit, market and operational risk is an important consideration in managing its liquidity risk because it affects the evaluation of its credit ratings by rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in its ratings. Any reduction in the Bank's ratings (or withdrawal of ratings) may increase its borrowing costs, limit its access to capital markets and adversely affect its ability to sell or market its products, engage in business transactions, particularly longer-term and derivatives transactions, or retain its customers. This, in turn, could reduce its liquidity and negatively impact its operating results and financial condition.

If the Bank is unable to adapt to rapid technological changes, its business could suffer. Implementation of new information technology systems may result in technical difficulties

The Bank's future success will depend in large part on its ability to respond to technological advances and to emerging banking industry standards and practices on a cost-effective and timely basis. The development and implementation of such technology entail significant technical and business risks. There can be no assurance that the Bank will successfully implement new technologies effectively or adapt its transaction processing systems to meet customer requirements or emerging industry standards. Such technology updates may result in significant costs of the Bank. If the Bank is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, its business and the future financial performance of the Bank could be materially affected.



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As the Bank implements additional IT platforms which become integral to the Bank's product offering, unforeseen technical difficulties may cause disruption in the Bank's operations. The Bank has significantly upgraded its technology infrastructure in the recent past. The Bank has, in the past, experienced disruptions such as the disruption of uploading of bulk transactions for a day. Such disruptions could significantly affect the Bank's operations and quality of its customer service and could result in business and financial losses. As the Bank's risk management systems evolve and as its operations become more reliant upon technology to manage and monitor its risk, any failure or disruption could materially and adversely affect its operations and financial position.

Any inadequacy in complying with the regulatory requirements and standards specified by regulatory authorities in the various jurisdictions in which the Bank operates may attract penalties or other punitive action against the Bank

The international branches of the Bank are required to ensure compliance with applicable regulatory requirements and standards applicable to such operations in the relevant jurisdiction. These requirements include monitoring systems and controls, risk management infrastructure and processes and other related regulatory requirements. The failure to introduce any such measures, infrastructure or processes in a timely manner may lead to regulatory action including potential penalties and other punitive measures. Any adverse action initiated by such international regulatory authorities may adversely affect the Bank's business, financial performance and reputation.

The Bank is exposed to fluctuations in foreign exchange rates which could adversely affect the Bank's business and future financial performance.

As a financial institution with operations in various countries, the Bank is exposed to significant exchange rate risks. The Bank complies with regulatory limits upon its unhedged foreign currency exposure by making foreign currency loans on terms that are generally similar to its foreign currency borrowings and thereby transferring the foreign exchange risk to the borrower or through active use of cross-currency swaps and forwards to generally match the currencies of its assets and liabilities. However, the Bank is exposed to fluctuations in foreign currency rates for its unhedged exposure. Any adverse movement in foreign currency exchange rates may also impact the Bank's borrowers adversely, which may in turn impact the quality of its exposure to these borrowers. Volatility in foreign exchange rates could adversely affect the Bank's business and future financial performance.

There are operational risks associated with the banking and financial services industry which may have an adverse impact on the Bank's business.

The Bank, like all financial institutions, is exposed to many types of operational risks, including the risk of fraud or other misconduct by employees or outsiders, unauthorized transactions by employees and third parties (including violation of regulations for prevention of corrupt practices, and other regulations governing its business activities), or operational errors, including clerical or record keeping errors or errors resulting from faulty computer or telecommunications systems. The Bank outsources some functions to other agencies, such as certain data entry, ATM management and rural outreach bank correspondent functions. Given its high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, its dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. The Bank may also be subject to disruptions of its operating systems arising from events that are wholly or partially beyond its control (including, for example, computer viruses or electrical or telecommunication outages, cyber-attacks, and natural calamities), which may give rise to a deterioration in customer service and to loss or liability to the Bank. The Bank is further exposed to the risk that external vendors may be unable to fulfill their contractual obligations to the Bank (or will be subject to the same risk of fraud or operational errors by their respective employees as the Bank is), and to the risk that its (or its vendors') business continuity and data security systems prove not to be sufficiently adequate. The Bank also faces the risk that the design of its controls and procedures may prove inadequate, or are circumvented, thereby causing delays in detection or errors in information. Although the Bank maintains a system of controls designed to keep operational risk at appropriate levels, like all banks, the Bank has suffered losses from operational risk and there can be no assurance that the Bank will not suffer losses from operational risks in the future that may be material in amount, and its reputation could be adversely affected by the occurrence of any such events involving its employees, customers or third parties.

The Bank's hedging strategies and other risk management techniques may not be fully effective in mitigating its risk exposure in all market environments or against all types of risks, including risks that are unidentified or

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unanticipated. Some methods of managing risk are based upon observed historical market behavior. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated. Other risk management methods depend upon an evaluation of information regarding markets, clients or other matters. This information may not in all cases be accurate, complete, up to date or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a large number of transactions and events. Although the Bank has established these policies and procedures, these policies may not be fully effective, which could adversely affect the Bank's business or result in losses.

In addition, although the Bank maintains insurance coverage for certain risks, there can be no assurance that if the Bank suffers material losses, Bank's insurance arrangements will be sufficient to cover those losses. If the Bank's losses are more than the Group's insurance coverage or cannot be recovered through insurance, Bank's business and results of operations could be materially adversely affected.

The Group may not be able to renew or maintain its statutory and regulatory permits and approvals required to operate its business.

The Group is required to obtain various statutory and regulatory permits and approvals to operate its business which requires the Group to comply with certain terms and conditions to continue its banking operations. In the event that it is unable to renew or maintain such statutory permits and approvals or comply with any or all of these terms and conditions, or seek waivers or extensions of time for complying with these terms and conditions, may result in the interruption of all or some of the Group's operations, imposition of penalties and could materially and adversely affect its business, financial results and reputation.

The Bank is involved in various litigation matters. Any final judgment awarding material damages against the Bank could have a material adverse impact on its future financial performance

The Bank is involved in certain litigation matters in the ordinary course of its business. These matters generally arise because the Bank seeks to recover from borrowers or because customers seek counter claims against it. Although it is the Bank's policy to make provisions for probable loss, the Bank does not make provisions or disclosures in its financial statements where its assessment is that the risk is insignificant. The Bank cannot guarantee that the judgments in any of the litigation in which the Bank is involved would be favorable to it and if its assessment of the risk changes, its view on provisions will also change. Increased provisioning for such potential losses could have a material adverse effect on the Bank's results of operations and financial condition. If the Bank's provisioning is inadequate relative to actual losses on final judgment, such additional losses could have an adverse impact on the Bank's business.

RISK RELATED TO UNAUDITED FINANCIAL INFORMATION

This Placement Memorandum includes unaudited financial information, which has been subjected to limited review, in relation to the Bank. Reliance on such information should, accordingly, be limited.

This Placement Memorandum includes the Q1 of FY 2023 Unaudited (Reviewed) Financial Results, for the quarter ended June 30, 2022, in respect of which the Auditors have issued their review report dated July 25, 2022. For further details in relation to Q1 of FY 2023 Unaudited (Reviewed) Financial Results, please refer to page no. 50 of this Placement Memorandum. Any financial results published in the future may not be consistent with past performance. Accordingly, prospective investors should rely on their independent examination of our financial position and results of operations, and should not place undue reliance on, or base their investment decision solely on the financial information included in this Placement Memorandum.

RISK RELATING TO THE BONDS

Risk factors pertaining to the Issue:

The Bonds are essentially non-equity regulatory instruments, forming part of Bank's capital, governed by Basel III Guidelines and SEBI Regulations. These Bonds have certain unique features which, inter-alia, grant the Issuer (in consultation with RBI) a discretion in terms of writing off the principal / interest, to skip Coupon payments, to make an early recall etc. Without commensurate right for investors to legal recourse, even if such actions of the issuer might result in potential loss to investors.

Payment of Coupon on the Bonds is subject to the terms of Placement Memorandum, including clauses on Coupon Discretion, Dividend Stopper, Loss Absorption Features, Loss Absorption at Pre-Specified Trigger Level

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and Write off on PONV of the Summary Term Sheet as contained in the Placement Memorandum. The Bonds are subject to loss absorption features as more particularly described in Summary Term Sheet herein and minimum requirements to ensure loss absorbency of Non-Common Equity Regulatory Tier 1 and Tier 2 Capital instruments at the PONV as provided for in Annex 16 of the Basel III Guidelines.

Any default in compliance with the material covenants under the outstanding debt instruments or deposits or borrowings (such as default in payment of interest, default in redemption or repayment, default in payment of penal interest) may have a negative impact on the repayment capability of the Bank and / or performance of the Bank's material obligations under the Transaction Documents (as used in the Summary Term Sheet)

All Bonds being offered under this Placement Memorandum are unsecured and the RBI prescribes certain restrictions in relation to the terms of these Bonds

All Bonds being issued under this Placement Memorandum are unsecured in nature. The claims of the Bondholders shall (i) be superior to the claims of investors in equity shares and perpetual non-cumulative preference shares issued by the Bank; (ii) be subordinated to the claims of all depositors, general creditors and subordinated debt of the Bank other than any subordinated debt qualifying as Additional Tier 1 Capital; (iii) neither be secured nor covered by any guarantee of the Issuer or its related entity or other arrangement that legally or economically enhances the seniority of the claim vis -à-vis creditors of the Bank; (iv) Unless the terms of any subsequent issuance of bonds/debentures by the Bank specifies that the claims of such subsequent bond holders are senior or subordinate to the Bonds issued under this Placement Memorandum or unless the RBI specifies otherwise in its guidelines, the claims of the Bondholders shall be pari passu with claims of holders of such subsequent debentures/bond issuances of the Bank; (v) rank pari passu without preference amongst themselves and other subordinated debt eligible for inclusion in Tier 2 Capital.

The Bonds (including all claims, demands on the Bonds and interest thereon, whether accrued or contingent) are issued subject to loss absorbency features applicable for non-equity capital instruments issued in terms of Basel III Guidelines including in compliance with the requirements of Annex 5 thereof and are subject to certain loss absorbency features as described herein and minimum requirements to ensure loss absorbency of Non-Equity Regulatory Capital instruments at the PONV as provided for in Annex 16 of the Basel III Guidelines.

Decisions may be made on behalf of all Bondholders that may be adverse to the interests of individual Bondholders

The terms and conditions of the Bonds contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Bondholders, including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

There is no assurance that the Bonds to be issued under this Placement Memorandum will not be downgraded

The Rating agencies i.e. ICRA Ltd and India Ratings have rated the Bonds to be issued under this Placement Memorandum. In the event of deterioration of the financial health of the Issuer or due to other reasons, the rating of the Bonds to be issued under this Placement Memorandum may be downgraded. In such a scenario, Bond holders may incur losses on their investment.

There is no assurance that the Bonds issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all.

In accordance with Indian law and practice, permissions for listing and trading of the Bonds issued pursuant to this Issue will not be granted until after the Bonds have been issued and allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the stock exchanges. There could be a failure or delay in listing the Bonds on the Stock Exchanges for reasons unforeseen.

There may be no active market for the Bonds on the platform of the Stock Exchanges. As a result, the liquidity and market prices of the Bonds may fail to develop and may accordingly be adversely affected.

Any issue of Bonds carried out hereunder will be a new issue of bonds and the Bonds have no established trading market. There is no assurance that a trading market for the Bonds will exist and no assurance as to the liquidity of any trading market. Although an application will be made to list the Bonds on the NSE and/or BSE, there can



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be no assurance that an active market for the Bonds will develop, and if such a market were to develop, there is no obligation on us to maintain such a market. The liquidity and market prices of the Bonds can be expected to vary with changes in market and economic conditions, Bank's financial condition and prospects and other factors that generally influence market price of such instruments. Such fluctuations may significantly affect the liquidity and market price of the Bonds, which may trade at a discount to the price at which you purchase the Bonds.

The Bonds are not guaranteed by the Government of India

The Bonds are not the obligations of, or guaranteed by, the Government. Although the Government own majority of the Bank's issued share capital as of the date of this Placement Memorandum, the Government is not providing a guarantee in respect of the Bonds. In addition, the Government is under no obligation to maintain the solvency of the Bank. Therefore, investors should not rely on the Government ensuring that the Bank fulfils its obligations under the Bonds.

We are not required to and will not create or maintain a Debenture Redemption Reserve (DRR) for the Bonds issued under this Placement Memorandum.

As per the Ministry of Companies Affairs GOI Notification dt. 31.03.2014 and Companies (Share Capital and Debentures) Rules 2014, no Debenture Redemption Reserve is required for debentures issued by Banking Companies for both public as well as privately placed debentures.

REFUSAL OF LISTING OF ANY SECURITY OF THE ISSUER DURING LAST THREE YEARS BY ANY OF THE STOCK EXCHANGES IN INDIA OR ABROAD

NIL

IN CASE OF OUTSTANDING DEBT INSTRUMENTS OR DEPOSITS OR BORROWINGS, ANY DEFAULT IN COMPLIANCE WITH THE MATERIAL COVENANTS SUCH AS CREATION OF SECURITY AS PER TERMS AGREED, DEFAULT IN PAYMENT OF INTEREST, DEFAULT IN REDEMPTION OR REPAYMENT, NONCREATION OF DEBENTURE REDEMPTION RESERVE, DEFAULT IN PAYMENT OF PENAL INTEREST WHEREVER APPLICABLE.

NIL

v. Key Operational And Financial Parameters for the last three audited years & Reviewed Financial Results as on 30.06.2022

(*Figures related to standalone Canara Bank financials for pre-amalgamation for the period ended 31.03.2020)

a. Standalone:

(Rs in crore)

| Parameters | FY 2020 | FY 2021 | FY2022 | 30.06.2022 |
|--|-----------|------------|-------------|------------|
| Net Worth | 28968.6 | 39814.26 | 48692.46 | 50681.49 |
| Total Debt : of which | 668112.94 | 1060858.14 | 1132694.21 | 1173297.59 |
| Non-Current Maturities of Long Term Borrowings | 20096.06 | 35049.50 | 34265.36 | 34083.06 |
| Short Term Borrowing | 20045.71 | 12004.06 | 11435.42 | 21791.90 |
| Current Maturities of Long Term Borrowings | 2620.00 | 2930.00 | 1950.00 | 1950.00 |
| Net Fixed Assets | 8276.29 | 11206.53 | 11356.30 | 11165.26 |
| Non Current Assets | 423814.92 | 713166.86 | 755657.07 | 780019.97 |
| Cash and Cash Equivalents | 68271.47 | 178408.04 | 182054.31 | 158737.31 |
| Current Investments | 36575.85 | 31121.87 | 28101.76 | 44529.53 |
| Current Assets | 300059.83 | 440508.18 | 471322.61 | 487979.91 |
| Current Liabilities | 299966.95 | 470543.28 | 4,38,131.31 | 482520.76 |
| Assets Under Management | NA | NA | NA | NA |
| Off Balance Sheet Assets | NIL | NA | NA | NA |
| Interest Income | 48934.99 | 69239.79 | 69410.24 | 18176.64 |
| Interest Expense | 35811.08 | 45177.62 | 43026.26 | 11391.91 |
| Provisioning & Write-offs | 11595.54 | 17451.69 | 17410.56 | 4584.20 |
| PAT | (2235.72) | 2557.58 | 5678.41 | 2022.03 |



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| Parameters | FY 2020 | FY 2021 | FY2022 | 30.06.2022 |
|-----------------------------------|---------|---------|--------|------------|
| Gross NPA (%) | 8.21 | 8.93 | 7.51% | 6.98% |
| Net NPA (%) | 4.22 | 3.82 | 2.65% | 2.48% |
| Tier 1 Capital Adequacy Ratio (%) | 10.12% | 10.08% | 11.91% | 12.13% |
| Tier 2 Capital Adequacy Ratio (%) | 3.53% | 3.10% | 2.99% | 2.78% |

b. Consolidated:

(Rs in crore)

| Parameters | FY 2020 | FY 2021 | FY2022 | 30.06.2022 |
|--|-----------|------------|-------------|------------|
| Net Worth | 30887.97 | 43344.83 | 52552.11 | 54752.60 |
| Total Debt : of which | 668170.09 | 1060997.82 | 1132625.91 | 1173800.12 |
| Non-Current Maturities of Long Term Borrowings | 20096.06 | 35049.50 | 34265.36 | 34083.06 |
| Short Term Borrowing | 20045.71 | 12033.30 | 11435.42 | 21791.90 |
| Current Maturities of Long Term Borrowings | 2620.00 | 2930.00 | 1950.00 | 1950.00 |
| Net Fixed Assets | 8323.35 | 11271.17 | 11449.70 | 11256.15 |
| Non Current Assets | 440904.64 | 735980.3 | 780361.11 | 800088.18 |
| Cash and Cash Equivalents | 68589.82 | 178866.38 | 182391.42 | 159443.37 |
| Current Investments | 36575.85 | 33645.52 | 33645.52 | 54529.53 |
| Current Assets | 300535.63 | 443559.57 | 477302.42 | 498875.78 |
| Current Liabilities | 300055.29 | 470667.80 | 4,38,028.71 | 483051.93 |
| Assets Under Management | NA | NA | NA | NA |
| Off Balance Sheet Assets | NIL | NA | NA | NA |
| Interest Income | 49758.75 | 70212.60 | 70613.78 | 18536.89 |
| Interest Expense | 35817.19 | 45182.50 | 43035.47 | 11395.61 |
| Provisioning & Write-offs | 11696.51 | 17490.37 | 17502.62 | 4591.66 |
| PAT | (1986.43) | 2890.60 | 6124.82 | 2179.77 |
| Gross NPA (%) | 8.24% | 8.94% | 7.51% | 6.99% |
| Net NPA (%) | 4.23% | 3.82% | 2.65% | 2.48% |
| Tier 1 Capital Adequacy Ratio (%) | 10.21% | 10.18% | 11.99% | 12.21% |
| Tier 2 Capital Adequacy Ratio (%) | 3.51% | 3.09% | 2.98% | 2.78% |

c. Gross Debt Equity Ratio of the Issuer

(Rs in crore)

| Particulars | Pre-Issue (As on June 30, 2022) | Post Issue of current Tier II Bonds of Rs 2000.00 Crore (After redemption of Rs. 450 crore of Tier 1 bonds on 25/07/2022 and issuance of Tier I of Rs. 2000 crore on 19/07/2022) |
|---|---------------------------------|--|
| TOTAL LONG TERM DEBT * | | |
| Total Long Term Debt | 26186.10 | 29736.10 |
| SHAREHOLDERS' FUNDS ** | | |
| Share Capital | 1814.13 | 1814.13 |
| Reserve & Surplus (excluding FCT Revaluation Reserve) | 57884.85 | 57884.85 |
| Net Worth | 50681.49 | 50681.49 |
| GROSS DEBT/ EQUITY RATIO | 0.52 | 0.58 |

* Excludes Refinance (Domestic) and Borrowings from Banks (overseas)

** Includes Share Capital plus Reserve (Excluding Revaluation Reserve & FCT Reserve) Minus Intangible Assets i.e. Deferred Tax Assets.



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d. Details of any other contingent liabilities of the issuer based on the last audited financial statements including amount and nature of liability

The details of contingent liabilities of the issuer on a standalone basis as on 30.06.2022 is as follows:

| Sr. No. | Particulars | Rs in crore |
|---------|---|--------------------|
| 1 | Claims against the bank not acknowledged as debts | 32286.55 |
| 2 | Liability for partly paid investments | 0.44 |
| 3 | Guarantees given on behalf of constituents - a) in India b) Outside India | 44121.53 149.38 |
| 4 | Liability on account of outstanding forward exchange contracts & currency options | 219070.04 |
| 5 | Acceptances, endorsements and other obligations | 23682.67 |
| 6 | Other items for which the bank is contingently liable/capital commitments | 4832.09 |
| | TOTAL | 324142.70 |

The details of contingent liabilities of the issuer on a consolidated basis as on 30.06.2022 is as follows:

| Sr. No. | Nature of Liability | Rs in Crore |
|---------|--|------------------|
| 1 | Claims against the bank not acknowledged as debts | 32339.62 |
| 2 | Liability for partly paid investments/ Venture Funds | 0.44 |
| 3 | Liability on account of outstanding forward exchange contracts | 219071.04 |
| 4 | Guarantees given on behalf of constituents | |
| | (a) In India | 44125.59 |
| | (b) Outside India | 165.47 |
| 5 | Acceptances, endorsements and other obligations | 23682.66 |
| 6 | Other items for which the bank is contingently liable Bill of Exchange Rediscounted | 5017.88 |
| | TOTAL | 324402.70 |

vi. **Project Cost and Means of Financing, in case of funding of new projects**

The funds being raised by the Bank through present issue of Bonds are not meant for financing any particular project. The Bank shall utilize the proceeds of the Issue for its regular business activities and other associated business objectives such as discharging existing debt obligations which were generally undertaken for business operations. The Bank has to shore up its Capital base to match the growth in Assets and maintain level of CAR higher than the minimum level prescribed by RBI.

vii. **Subsidiaries/Associates/Joint Ventures of the Bank**

| SI No | NAME OF THE COMPANY | CIN NUMBER | LEI NUMBER | Nature of Relationship |
|-------|--|-----------------------|----------------------|------------------------|
| 1 | Canbank Computer Services Ltd | U85110KA1994PLC016174 | 335800SVKS73UTWPK743 | Subsidiary |
| 2 | Canbank Venture Capital Fund Ltd | U85110KA1995PLC017248 | NA | Subsidiary |
| 3 | Canbank Securities Ltd | U67120MH1996GOI097783 | 9845002C638CD83FC657 | Subsidiary |
| 4 | Canfin Homes Ltd | L85110KA1987PLC008699 | 335800EJ9Y3XDP5ZDH81 | Associate |
| 5 | Canara Hsbc Life Insurance Company Ltd | U66010DL2007PLC248825 | 213800FTUDKX8V8DYP74 | Subsidiary |
| 6 | Canara Robeco Asset Management Co Ltd | U65990MH1993PLC071003 | 335800MMCMT4ZYJMM121 | Subsidiary |



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| | | | | |
|----|-----------------------------------|-----------------------|----------------------|---------------|
| 7 | Canbank Factors Ltd | U85110KA1991PLC011960 | 335800BZ6I2IATJA2J81 | Subsidiary |
| 8 | Canbank Financial Services Ltd | U85110KA1987PLC008381 | NA | Subsidiary |
| 9 | Higher Education Financing Agency | U74999KA2017NPL103474 | 984500DB0605E5D5B063 | Joint Venture |
| 10 | Syndbank Services Ltd | U72300KA2006PLC038305 | NA | Subsidiary |

C. BRIEF HISTORY SINCE INCORPORATION WITH DETAILS OF ACTIVITIES INCLUDING REORGANISATION, RECONSTRUCTION OR AMALGAMATION, CHANGES IN CAPITAL STRUCTURE , (AUTHORIZED, ISSUED AND SUBSCRIBED) AND BORROWINGS ,IF ANY.

History of the Bank

Sri Ammembal Subba Rao Pai founded CANARA BANK (hereinafter referred to as “The Bank”) in 1906 at Mangalore in the name of Canara Permanent Hindu Fund. It became a Public Ltd. Company in 1910 and the name was changed to Canara Bank Ltd.

In July 1969, Canara Bank Ltd, along with 13 other major banks, was nationalized and is now a Public Sector Bank constituted under the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. Under the provisions of the Banking Regulations Act, 1949, in addition to the business of banking, the Bank can undertake the business as specified under Section 6 of the above Act.

Changes in the Organizational Setup

The Bank brought out further changes in its organizational/operational set-up to facilitate smooth functioning and effective results. The Organizational design and structure are continuously revisited and studied to make inroads for further functional excellence.

The Bank has completely moved towards a 4 tier structure comprising Head Office, Circle Offices, Regional Offices and Branches. The Organizational Structure has been reworked to enable better execution of strategy and ensure smooth functioning. Our Bank has a network of 24 circle Offices, 176 Regional Offices and more than 9734 branches as at 31.03.2022, spread over all States & 8 Union Territories of the country. Bank has also its presence overseas.

CAPITAL STRUCTURE OF THE BANK

i. Details of Share Capital as on June 30, 2022

(Rs. in crore)

| Particulars | | Amount |
|-------------|--|----------|
| 1. | SHARE CAPITAL | |
| a. | Authorized Equity Share Capital | |
| | 300,00,00,000 Equity Shares of Rs.10/- each | 3,000.00 |
| b. | Issued & Subscribed Equity Share Capital | |
| | 1,81,41,30,252 Equity Shares of Rs.10/- each fully paid up | 1814.13 |
| c. | Paid-up Equity Share Capital | |
| | 1,81,41,30,252 Equity Shares of Rs.10/- each fully paid up | 1814.13 |
| | Add: Amount of Equity Shares forfeited | -- |
| | Total Paid-up Equity Share Capital | 1814.13 |
| 2. | SHARE PREMIUM ACCOUNT | |

The Issue will not have any impact on the paid-up capital.



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ii. Changes in the capital structure as on last quarter end, for the last five years:

| Particulars of change | Amount (Rs. in crore) | Date of change (AGM/ EGM) |
|---|---|--|
| Authorized Capital of the Bank increased from | 3,000.00 | By notification F. No. 11/4/2009- |
| Rs. 1,500 crore to Rs. 3,000 crore | | BOA dated November 27, 2009 of Government of India |
| QIP Mode - During the month of March, 2011 | 33.00 (Issued and allotted 3.30 Crore Equity Shares through QIP Mode at an Issue price of Rs. 604/-) | Date of AGM - 19.07.2010 Allotment was made on : 15.03.2011 |
| Preferential Allotment to Government of India (Equity Shares) | 18.26 (allotment of 1,82,58,837 equity shares of Rs. 10/- each) | Date of EGM - 30.12.2013 Date of Allotment - 31.12.2013 |
| Preferential Allotment to Government of India (Equity Shares) | 13.94 (allotment of 1,39,38,134 equity shares of Rs. 10/- each) | Date of EGM - 27.03.2015 Date of Allotment - 31.03.2015 |
| Preferential Allotment to Life Insurance Corporation of India | 40.00 (allotment of 4,00,00,000 equity shares of Rs. 10/- each) | Date of EGM - 30.04.2015 Date of Allotment - 12.05.2015 |
| Preferential Allotment to Government of India (Equity Shares) | 27.79 (allotment of 2,77,94,083 equity shares of Rs. 10/- each) | Date of EGM - 29.09.2015 Date of Allotment - 30.09.2015 |
| Rights Issue | 54.29 (allotment of 5,42,99,105 equity shares of Rs.10/- each) | Date of AGM - 26.07.2016 Date of Allotment - 27.03.2017 |
| Preferential Allotment to Government of India | 135.95 (allotment of 13,59,54,616 equity shares of Rs. 10/- each) | Date of EGM - 01.03.2018 Date of Allotment - 27.03.2018 |
| Canara Bank - Employee Share Purchase Scheme | 20 (Allotment of 2 crore equity shares to eligible employees of Rs.10 each) | Date of AGM - 26.07.2018 Date of Allotment - 06.02.2019 |
| Preferential Allotment to Government of India | 276.98 (Allotment of 27,69,88,576 equity shares of Rs 10/- each) | Date of Allotment - 04.12.2019 |
| On account of amalgamation of Syndicate Bank into Canara Bank w.e.f. 01.04.2020 | Allotment of 42,32,68, 155 equity shares of Rs 10/- each on account of amalgamation of Syndicate Bank into Canara Bank w.e.f 01.04.2020 | Date of Allotment - 01.04.2020 |
| QIP Mode - During the month of December 2020 | 193.24 (Issued and allotted 19,32,36,714 Equity Shares of Rs 10/- each through QIP Mode at an Issue price of Rs.103.50) | Date of AGM -10.08.2020 Allotment was made on : 11.12.2020 |
| QIP Mode - During the month of August 2021 | 167.39 (Issued and allotted 16,73,92,032 | Date of AGM -03.08.2021 |



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| Particulars of change | Amount (Rs. in crore) | Date of change (AGM/ EGM) |
|-----------------------|--|------------------------------------|
| | Equity Shares of Rs 10/- each through QIP Mode at an Issue price of Rs.149.35) | Allotment was made on : 24.08.2021 |



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iii. Equity Share Capital History of the Company as on the last quarter end, for the last five years:

| Sl No | Date/Year of allotment | No of equity share | Face value (Rs) | Issue price (Rs) | Consideration (Cash, Other than cash etc) | Nature of Allotment | Cumulative share capital | | |
|-------|---|--------------------------|-----------------|------------------|---|---|--------------------------|----------------------------------|----------------------------------|
| | | | | | | | No of equity share | Equity share capital (Rs. In cr) | Equity share premium (Rs. In cr) |
| 1 | 14.12.2002 along with IPO allotment in the year 2002-03 | 30,00,00,000 | 10.00 | -- | Held by Government of India | --- | 30,00,00,000 | 300.00 | ----- |
| 2 | 14.12.2002(IPO 2002-03) | 11,00,00,000 (to public) | 10.00 | 35.00 | Initial Public Officer (IPO) Placement of Equity Shares | IPO | 41,00,00,000 | 410.00 | 275.00 |
| 3 | 15.03.2011(2010-11) | 3,30,00,000 | 10.00 | 604.00 | Qualified Institutional Placement (QIP) | Allotment to QIBs | 44,30,00,000 | 443.00 | 2235.20 |
| 4 | 2013-14 | 1,82,58,837 | 10.00 | 273.84 | Preferential Allotment to Government of India | Preferential Allotment to GOI | 46,12,58,837 | 461.26 | 2716.94 |
| 5 | 31.03.2015 (2014-15) | 1,39,38,134 | 10.00 | 408.95 | Preferential Allotment to Government of India | Preferential Allotment to GOI | 47,51,96,971 | 475.20 | 3273.01 |
| 6 | (June 2015) 2015-16 | 4,00,00,000 | 10.00 | 380.08 | Preferential Allotment to LIC of India / Schemes of LIC | Preferential Allotment to LIC of India / Schemes of LIC | 51,51,96,971 | 515.20 | 4753.33 |
| 7 | 30.09.2015 (2015-16) | 2,77,94,083 | 10.00 | 340.72 | Preferential Allotment to Government of India | Preferential Allotment to GOI | 54,29,91,054 | 542.99 | 5672.54 |



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| Sl No | Date/Year of allotment | No of equity share | Face value (Rs) | Issue price (Rs) | Consideration (Cash, Other than cash etc) | Nature of Allotment | Cumulative share capital | | |
|-------|------------------------|--------------------|-----------------|--|---|--|--------------------------|----------------------------------|----------------------------------|
| | | | | | | | No of equity share | Equity share capital (Rs. In cr) | Equity share premium (Rs. In cr) |
| 8 | 27.03.2017 (2016-17) | 5,42,99,105 | 10.00 | 207 | | Right Issue | 59,72,90,159 | 597.29 | 6742.22 |
| 9 | 27.03.2018 (2017-18) | 13,59,54,616 | 10.00 | 357.84 | Preferential Allotment to Government of India | Preferential Allotment to GOI | 73,32,44,775 | 733.24 | 11471.27 |
| 10 | 06.02.2019 (2018-19) | 2,00,00,000 | 10 | 186 (Issued at discount of 33.33% = Rs.92.64/Share | Canara Bank - Employee Share Purchase Scheme (Tranche-i) | Allotment to Eligible Employees under Canara Bank Employee Share | 75,32,44,775 | 753.24 | 12008.54 |
| 11 | 04.12.2019 (2019-2020) | 27,69,88,576 | 10 | 237.23 | Preferential Allotment to Government of India | Preferential Allotment to GOI | 1,03,02,33,351 | 1030.23 | 18302.55 |
| 12 | 01.04.2020 (2020-2021) | 42,32,68,155 | 10 | NA | On account of amalgamation of Syndicate Bank into Canara Bank w.e.f. 01/04/2020 | Approved Swap Ratio - 158 shares each of Canara Bank for every 1000 shares of Syndicate Bank | 1,45,35,01,506 | 1453.50 | - |
| 13 | 11.12.2020 (2020-2021) | 19,32,36,714 | 10 | 103.50 | Qualified Institutional Placement (QIP) | Allotment to QIBs | 1,64,67,38,220 | 1646.74 | 20109.32 |
| 14 | 24.08.2021 (2021-2022) | 16,73,92,032 | 10 | 149.35 | Qualified Institutional Placement (QIP) | Allotment to QIBs | 1,81,41,30,252 | 1814.13 | 22441.93 |



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iv. Details of any acquisition or amalgamation in the last 1 year
NIL

v. Details of any Re Organization or Reconstruction in the last one year (01.01.2021 to 30.06.2022)

| Type of Event | Date of Announcement | Date of Completion | Details |
|---|----------------------|--------------------|---|
| Formation of Proposal Rating Section under Risk Management Wing. | 05.01.2021 | 05.01.2021 | MD&CEO, vide orders dated 05.01.2021, had permitted Formation of Proposal Rating Section under Risk Management Wing. |
| Formation of Separate Cash Management & Stationery Wing, by carving out the functions from General Administration Wing. | 05.01.2021 | 05.01.2021 | MD&CEO, vide orders dated 05.01.2021, had permitted Formation of Separate Cash Management & Stationery Wing, by carving out the functions from General Administration Wing. |
| To update the nomenclature & functions of EFRM-OM Section under Recovery Legal & Fraud Prevention Wing | 20.03.2021 | 20.03.2021 | MD&CEO, vide orders dated 20.03.2021, had permitted to update the nomenclature & functions of EFRM-OM Section under Recovery Legal & Fraud Prevention Wing |
| To Delink KYC Cell & AML/CFT Unit from SP&D Wing and attaching to Central Processing Wing | 04.05.2021 | 04.05.2021 | MD&CEO, vide orders dated 04.05.2021, had permitted to Delink KYC Cell & AML/CFT Unit from SP&D Wing and attaching to Central Processing Wing |
| To form a separate CGTMSE vertical under MSME Wing | 15.06.2021 | 15.06.2021 | MD&CEO, vide orders dated 15.06.2021, had permitted to form a separate CGTMSE Vertical under MSME Wing |
| Reorganization of CAM Wing (Staff Accountability Section added & OA Desk removed) | 29.06.2021 | 29.06.2021 | MD&CEO, vide orders dated 29.06.2021, had permitted Reorganization of CAM Wing (Staff Accountability Section added & OA Desk removed) |
| To Delink CCR & Syndication Group from IOCCR & attach to LLC Wing. IOCCR renamed as IO Wing. | 31.07.2021 | 31.07.2021 | MD&CEO, vide orders dated 31.07.2021, had permitted to Delink CCR & Syndication Group from IOCCR & attach to LLC Wing. IOCCR renamed as IO Wing. |
| | | | As per directions of ORMC Credit Card Recovery Cell was formed under DBS Wing w.e.f July 2021 |
| Reorganization (addition/modification/updatio n of functions) of RM Wing to suit to the present Banking Scenario. | 11.08.2021 | 11.08.2021 | MD&CEO, vide orders dated 11.08.2021, had permitted reorganization (addition/modification/updatio n of functions) of RM Wing to suit to the present Banking Scenario. |
| Reorganization of MIS Wing (reallocation of functions amongst the sections of the Wing) | 11.08.2021 | 11.08.2021 | MD&CEO, vide orders dated 11.08.2021, had permitted reorganization of MIS Wing (reallocation of functions amongst the sections of the Wing) |
| Formation of Regional language Cell under OL Section to monitor Regional Language cell under HRM Sections at COs | 07.12.2021 | 07.12.2021 | MD&CEO, vide orders dated 07.12.2021, had permitted Formation of Regional language Cell under OL Section to monitor Regional Language cell under HRM Sections at COs |
| Merger of FCR Back office group with Deposits Group under TO Wing | 07.12.2021 | 07.12.2021 | MD&CEO, vide orders dated 07.12.2021, had permitted Merger of FCR Back office group with Deposits Group under TO Wing |
| To add the function of Monitoring the position of missing EMTS in branches to | 16.12.2021 | 16.12.2021 | MD&CEO, vide orders dated 16.12.2021, had permitted to add the function of Monitoring the position of missing EMTS in branches to CAM |



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| CAM Wing | | | Wing |
|--|------------|------------|--|
| To form Digital Lending Cell under Digital Banking Services Wing | 15.02.2022 | 15.02.2022 | MD&CEO, vide orders dated 15.02.2022, had permitted to form Digital Lending Cell under Digital Banking Services Wing |
| To form Research & Development (R&D) Section under SP&D Wing, HO by revamping the existing Business Processing Re-engineering (BPR) Section | 17.03.2022 | 17.03.2022 | MD&CEO, vide orders dated 17.03.2022, had permitted to form Research & Development (R&D) Section under SP&D Wing, HO by revamping the existing Business Processing Re-engineering (BPR) Section |
| Formation of separate Transaction Monitoring & Fraud Risk Management Wing, HO by carving out functions related to Anti Money Laundering/Combating Financing of Terrorism (AML/CFT), Early Warning Signals (EWS), Offsite Transactions Monitoring (OTM) and Enterprise Fraud Risk Management - Online Monitoring (EFRM-OM) from their parent Wings. | 22.02.2022 | 22.02.2022 | MD&CEO, vide orders dated 22.02.2022, had permitted formation of separate Transaction Monitoring & Fraud Risk Management Wing, HO by carving out functions related to Anti Money Laundering/Combating Financing of Terrorism (AML/CFT), Early Warning Signals (EWS), Offsite Transactions Monitoring (OTM) and Enterprise Fraud Risk Management - Online Monitoring (EFRM-OM) from their parent Wings. |
| To update the function of RBS & Compliance Wing in tune with the RBI circular & EASE 4.0 guidelines. | 25.03.2022 | 25.03.2022 | MD&CEO, vide orders dated 25.03.2022, had permitted to update the function of RBS & Compliance Wing in tune with the RBI circular & EASE 4.0 guidelines. |
| To update the function of FM Wing in tune with their present functionality. | 21.04.2022 | 21.04.2022 | MD&CEO, vide orders dated 21.04.2022, had permitted to update the function of FM Wing in tune with their present functionality. |
| To Rename MIS Wing as Business Analytics & Information System (BA&IS) Wing. | 21.04.2022 | 21.04.2022 | MD&CEO, vide orders dated 21.04.2022, had permitted to Rename MIS Wing as Business Analytics & Information System (BA&IS) Wing. |
| Formation Govt. Services Wing by carving relevant functions from GA Wing, MPR Wing & PC wing along with Govt. Services Branch Delhi, Govt. Link Cell Nagpur | 25.04.2022 | 25.04.2022 | MD&CEO, vide orders dated 25.04.2022, had permitted formation Govt. Services Wing by carving relevant functions from GA Wing, MPR Wing & PC wing along with Govt. Services Branch Delhi, Govt. Link Cell Nagpur |
| To Rename RBS & Compliance Wing as Compliance & RBS Wing | 05.05.2022 | 05.05.2022 | MD&CEO, vide orders dated 25.04.2022, had permitted to Rename RBS & Compliance Wing as Compliance & RBS Wing |
| Permitted closure of Corporate Communication & investors relation Section under SP&D Wing and map the relevant function to Economic research Section SP&D Wing, Secretarial Department Compliance & RBS wing, BS&CA Section FM Wing. | 30.05.2022 | 30.05.2022 | MD&CEO, vide orders dated 30.05.2022, permitted closure of Corporate Communication & investors relation Section under SP&D Wing and map the relevant function to Economic Research Section SP&D Wing, Secretarial Department Compliance & RBS wing, BS&CA Section FM Wing. |
| Permitted to shift the work of designing/printing of Annual Report from Development Section, SP&D Wing to Secretarial Department, | 08.06.2022 | 08.06.2022 | MD&CEO, vide orders dated 08.06.2022, permitted to shift the work of designing/printing of Annual Report from Development Section, SP&D Wing to Secretarial Department, Compliance & RBS Wing. |



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| | | | |
|---|------------|------------|---|
| Compliance & RBS Wing. | | | |
| Permitted to Form a Start-up Section under FI Wing, Move the functions pertaining to Aadhar enabled payment System (AePS) from Online Banking section, DBS Wing by to Business Correspondent Cell, FI Wing, Move functions pertaining to PMJJBY & PMSBY from M&PR Wing to Financial Inclusion Section, FI Wing and Reorganize functions of various sections under M & PR Wing in tune with the present functionality. | 18.06.2022 | 18.06.2022 | MD&CEO, vide orders dated 18.06.2022, permitted to Form a Start-up Section under FI Wing, Move the functions pertaining to Aadhar enabled payment System (AePS) from Online Banking section, DBS Wing by to Business Correspondent Cell, FI Wing, Move functions pertaining to PMJJBY & PMSBY from M&PR Wing to Financial Inclusion Section, FI Wing and Reorganize functions of various sections under M & PR Wing in tune with the present functionality. |

D. Details of shareholding of the Bank as on the latest quarter end 30.06.2022

I. Shareholding pattern of the Bank as on June 30, 2022

| Sr. No. | Particulars | Total No. of Equity Shareholders | No. of Equity Shares | Total Shareholding as % of total no of equity shares |
|---------|-------------------------------------|----------------------------------|----------------------|--|
| 1 | PRESIDENT OF INDIA | 1 | 1141709678 | 62.93 |
| 2 | INSURANCE COMPANIES | 6 | 164026300 | 9.04 |
| 3 | MUTUAL FUNDS | 22 | 62494051 | 3.44 |
| 4 | FOREIGN PORTFOLIO - CORP | 198 | 144627316 | 7.97 |
| 5 | RESIDENT INDIVIDUALS | 622053 | 202865188 | 11.18 |
| 6 | EMPLOYEES | 41366 | 16449021 | 0.91 |
| 7 | QUALIFIED INSTITUTIONAL BUYER | 13 | 22718507 | 1.25 |
| 8 | BODIES CORPORATES | 1704 | 25855084 | 1.43 |
| 9 | BANKS | 19 | 4975351 | 0.27 |
| 10 | TRUSTS | 24 | 306162 | 0.02 |
| 11 | CLEARING MEMBERS | 142 | 752629 | 0.04 |
| 12 | NON RESIDENT INDIANS | 3562 | 2778799 | 0.15 |
| 13 | H U F | 5200 | 3709611 | 0.20 |
| 14 | NON RESIDENT INDIAN NON REPATRIABLE | 2164 | 1245261 | 0.07 |
| 15 | NBFC | 8 | 424371 | 0.02 |
| 16 | ALTERNATIVE INVESTMENT FUND | 5 | 19192923 | 1.06 |
| | TOTAL | 676487 | 1814130252 | 100.00 |

Notes: The promoters have not pledged or encumbered their shareholding in the Bank



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II. List of top 10 holders of equity shares of the Bank as on June 30, 2022

| Sl. No. | Name of Shareholder | Total number of Equity Shares held | Number of Equity Shares held in demat form | Total shareholding as a percentage of total number of Equity Shares |
|--------------|--|------------------------------------|--|---|
| 1. | PRESIDENT OF INDIA | 1,14,17,09,678 | 1,14,17,09,678 | 62.9343 |
| 2. | LIFE INSURANCE CORPORATION OF INDIA | 16,02,67,464 | 16,02,67,464 | 8.8344 |
| 3. | JHUNJHUNWALA RAKESH RADHESHYAM | 3,55,97,400 | 3,55,97,400 | 1.9622 |
| 4. | SMALLCAP WORLD FUND, INC | 2,69,73,076 | 2,69,73,076 | 1.4868 |
| 5. | VISHAL GUPTA | 1,80,00,000 | 1,80,00,000 | 0.9922 |
| 6. | NEW WORLD FUND, INC | 1,73,91,076 | 1,73,91,076 | 0.9586 |
| 7. | VOLRADO VENTURE PARTNERS FUND II | 1,60,78,370 | 1,60,78,370 | 0.8863 |
| 8. | BNP PARIBAS ARBITRAGE – ODI | 1,49,94,964 | 1,49,94,964 | 0.8266 |
| 9. | JHUNJHUNWALA REKHA RAKESH | 1,35,00,200 | 1,35,00,200 | 0.7442 |
| 10. | SUNDARAM MUTUAL FUND A/C SUNDARAM LARGE AND MID CAP FUND | 1,21,65,430 | 1,21,65,430 | 0.6706 |
| Total | | 1,45,66,77,658 | 1,45,66,77,658 | 80.2962 |

E. Details regarding the Directors of the Bank:

I. Details of Current Directors of the Bank:

| Sl. No. | Name, Designation and DIN | Age (in Years) | Address | Director of the Bank since | Details of other Directorship/s |
|---------|---|----------------|---|----------------------------|--|
| 1. | Shri L V Prabhakar Managing Director & CEO DIN 08110715 | 59 | Canara Bank, Head Office 112, J.C. Road, Bengaluru - 560 002 | 01.02.2020 | 1.Canara Robeco Asset Management Company Limited 2.Canbank HSBC Oriental Bank of Commerce Life Insurance Company Limited. 3. Can Fin Homes Ltd. 4.Indian Institute of Banking and Finance |



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| | | | | | |
|----|--|----|---|--------------------------|---|
| 2 | Shri Debashish Mukherjee Executive Director DIN: 08193978 | 57 | Canara Bank, Head Office 112, J.C. Road Bengaluru - 560 002 | 19.02.2018 | 1.CanFin Homes Ltd. 2.Canbank Venture Capital Fund Limited. 3.Canara Robeco Asset Management Company Limited 4. Canara Bank Securities Limited. 5.Canara HSBC OBC Life Insurance Co. Ltd. |
| 3 | Shri K Satyanarayana Raju DIN 08607009 | 56 | Canara Bank, Head Office 112, J.C. Road Bengaluru -560 002 | 10.03.2021 | Canbank Computer Services Limited |
| 4 | Shri Brij Mohan Sharma | 59 | Canara Bank, Head Office 112, J.C. Road Bengaluru -560 002 | 19.05.2021 | 1.Canbank Factors Limited 2.Higher Education Financing Agency |
| 5 | Shri Suchindra Misra Govt Nominee Director DIN: 01873568 | 53 | Joint Secretary Dept of Financial Services, Ministry of Finance, Govt of India, New Delhi | 14.06.2016 | Nil |
| 6 | Shri R Kesavan RBI Nominee Director DIN | 53 | Regional Director (West Bengal and Sikkim), RBI Kolkata | 26.04.2019 | Nil |
| 7 | Ms Nalini Padmanabhan Part-time Non-Official Director DIN 01565909 | 57 | No.5, Sreshta Sastha Apartments, 37 Sir Madhavan Nair Road, Nungambakam Chennai - 600034 | 21.12.2021 | 1. Prerana Educational Media Private Limited. 2. Information Systems Audit and Solutions Private Limited. 3. Indradhanush Gas Grid Limited 4. Mangalore SEZ Limited |
| 8 | Shri Dibakar Prasad Harichandan Part-time Non-Official Director DIN 02533662 | 51 | Plot No 5 Gopabandhu Lane Niladri Vihar, PO Sailashree Vihar, PS Chandrasekharapur, Bhubaneswar Dist Khurdha, Odisha - 751021 | 21.03.2022 | Nil |
| 9 | Ms. Abha Singh Yaduvanshi Shareholder Director DIN 02194830 | 62 | C-II/91, Satya Marg, Chanakyapuri, New Delhi- 11002 | 27.07.2022 to 26.07.2025 | Nil |
| 10 | Shri. Bimal Prasad Sharma Shareholder Director DIN 06370282 | 65 | 47/A, Pristine Green, Pokhariput, Bhubaneshwar- 751020 | 27.07.2019 | NIL |

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| | | | | | |
|----|---|----|--|------------|-----|
| 11 | Shri Karunakara Shetty Shareholder Director DIN | 53 | Flat no 103, R V Apartment, West of chord road No -81, LIC Colony , Bangalore North, Bangalore 560079 | 30.11.2021 | Nil |
|----|---|----|--|------------|-----|

None of the current directors are appearing in the RBI defaulter list and/ or ECGC default list.

II. Details of change in directors in the last three years (01.01.2019 to 30.06.2022)

| Sl. No | Name | Designation | Date of Appointment | Date of Cessation | Director of the Company Since (in case of resignation) | Remarks |
|--------|--|---------------------------------------|---|-------------------|--|---|
| 1 | Shri. T N Manoharan DIN:01186248 | Chairman | 14.08.2015 (Reappointed w.e.f. 14.08.2018) | 13.08.2020 | Not Applicable | Nil |
| 2 | Shri Suchindra Misra DIN: 01873568 | GOI Nominee Director | 14.06.2016 | | Not Applicable | Until further orders |
| 3 | Shri Krishnamurthy H DIN 05329716 | Shareholder Director | 27.07.2016 | 26.07.2019 | Not Applicable | Nil |
| 4 | Shri Venkatachalam Ramakrishna Iyer DIN 02194830 | Shareholder Director | 27.07.2016 | 26.07.2022 | Not Applicable | Re-elected from 27.07.2019 to 26.07.2022 |
| 5 | Shri Matam Venkata Rao DIN: 06930826 | Executive Director | 09.10.2017 | 28.02.2021 | Not Applicable | Elevated as MD & CEO of Central Bank of India |
| 6 | Shri Debashish Mukherjee DIN: | Executive Director | 19.02.2018 | 18.02.2023 | Not Applicable | Extended for 2 years from current term ended on 18.02.2021. |
| 7 | Shri R A Sankara Narayanan DIN 05230407 | Managing Director & CEO | 15.04.2019 | 31.01.2020 | Not Applicable | Superannuation |
| 8 | Shri R Kesavan | RBI Nominee Director | 26.04.2019 | | Not Applicable | Until further orders |
| 9 | Shri. Bimal Prasad Sharma | Shareholder Director | 27.07.2019 | | Not Applicable | Tenure on the Board ending on 26.07.2022 |
| 10 | Shri. S Raghunath | Part-time Non official Director | 21.10.2019 | 31.03.2020 | Not Applicable | Until amalgamation of the Bank i.e. 31.03.2020 |
| 11 | Shri L V Prabhakar | Managing Director & CEO | 01.02.2020 | | Not Applicable | Tenure on the Board till superannuation i.e. 31.12.2022 |
| 12 | Shri Krishnan S | Executive Director | 01.04.2020 | 03.09.2020 | Not Applicable | Elevated as MD & CEO of Punjab and Sind bank |
| 13 | Shri K Satyanarayana Raju | Executive Director | 10.03.2021 | | Not Applicable | Tenure on the Board ending on 09.03.2024 |



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| Sl. No | Name | Designation | Date of Appointment | Date of Cessation | Director of the Company Since (in case of resignation) | Remarks |
|--------|---------------------------------|---------------------------------|---------------------|-------------------|--|---|
| 14 | Shri Brij Mohan Sharma | Executive Director | 19.05.2021 | | Not Applicable | Tenure on the Board till superannuation i.e. 30.06.2023 |
| 15 | Shri Karunakara Shetty | Shareholder Director | 30.11.2021 | | Not Applicable | Tenure on the Board ending on 29.11.2024 |
| 16 | Ms Nalini Padmanabhan | Part-time Non-Official Director | 21.12.2021 | | Not Applicable | Tenure on the Board ending on 20.12.2024 |
| 17 | Shri Dibakar Prasad Harichandan | Part-time Non-Official Director | 21.03.2022 | | Not Applicable | Tenure on the Board ending on 20.03.2025 |
| 18 | Ms A Manimekhalai | Executive Director | 11.02.2019 | 03.06.2022 | Not Applicable | Elevated as MD & CEO of Union Bank of India. |

F. Details regarding the Auditors of the Issuer

I. Details of the Statutory auditors of the Issuer

| SL NO | Name of the Audit firm | FRN | Category | Name of the Senior Partners | Year of Establishment | Office Tel. No/Email | Auditor Since |
|-------|---|---------|----------|--|-----------------------|--|---------------|
| 1 | M/S N K BHARGAVA & CO NEW DELHI C-31, 1st Floor Acharya Niketen Phase-1, Mayur Vihar, New Delhi-110091 | 000429N | I | Sri Narendra Kumar Bhargava Sri K K Bhargava Sri R K Gupta | 24.07.1978 | P:011-45784938 E: delhi@nkbc.co.in | Dec'20 |
| 2 | M/S RAO & EMMAR BENGALURU No 204 and 205, 2nd Floor, "Ramanshree Arcade" Near Trinity Circle, MG Road, Bengaluru, Karnataka-560001 | 003084S | I | Sri Praveen B J Sri Subhash S B Sri Umashanker | 05.09.1977 | P:0-8050078815 E: Info@raoemmar.com | Dec'20 |



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| | | | | | | | |
|---|---|----------|---|--|------------|---|---------|
| 3 | M/S P A & ASSOCIATES 12 Govinda Vihar Bamikhil Bhubaneswar -751010 | 313085 E | I | S. S. Poddar P.S. Panda D.K.Agrawalla | 15.10.1980 | P:067-42571065 E: prashanthpanda55@gmail.com | Sept'21 |
| 4 | M/S ARUN AGARWAL & ASSOCIATES 105, First Floor, South Ex. Plaza I 389A, Masjid Moth Moth South Extension Part II New Delhi-110049 | 003917 N | I | Arun Kumar Agarwal Rajesh Surolia Vimal Kumar Jain | 18.07.1983 | P:011-26251200 E: arun1960@gmail.com | Sept'21 |
| 5 | M/S SARATH & ASSOCIATES 8-2-577/B, 4th Floor Maas Heights Road No 8 Banjara Hills Hyderabad-500034 | 0051205 | I | Sri Sarath Kumar P Sri Srinivas Sri Rao Lakshmi R | 01.04.1990 | P:040-23354322 E:sarat9@gmail.com | Sept'21 |

II. Details of changes in statutory auditors of the Issuer in the last three years

| S. No | Name | Address | Date of Appointment | Date of Cessation | Auditor of the Issuer since | Remarks |
|-------|-----------------------------|---|---------------------|-------------------|-----------------------------|---------|
| | M/s Dagliya & Co, Bangalore | L-Block, Unity Buildings, JC Road, Near Town Hall, Bangalore -560 002 Mob: 9448114192 yaswantjain@gmail.com dagliya@gmail.com guptamanohar@gmail.com | 15.12.2017 | September 2020 | December 2017 | Nil |
| | M/s Komandoor & Co. LLP | I-504, Divya Shakti Complex, 7-1-58, Dharamkaran Road, Ameerpet, Hyderabad- 16 Mob: 98490 11300 komandoorco@gmail.com tnn@komandoorco.com prd@komandoorco.com | 15.12.2017 | September 2020 | December 2017 | Nil |



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(Confidential & for Private Circulation Only)

| S. No | Name | Address | Date of Appointment | Date of Cessation | Auditor of the Issuer since | Remarks |
|-------|----------------------|--|---------------------|-------------------|-----------------------------|---------|
| | M/s D K Chhajer & Co | Nihat House, Ground Floor, 11 R N Mukherjee Road, Kolkata- 700 001 | 15.12.2018 | June 2021 | December 2018 | Nil |
| | M/s S N K & Co | SNK House, 31-A, Adarsh Society, Athwalines, Surat - 395 001 | 15.12.2018 | June 2021 | December 2018 | Nil |

G. Details of Borrowings of the Bank as on 30.06.2022

i. Details of secured loan facilities as on 30.06.2022

The Bank has not availed any secured borrowings from any of the creditors.

ii. Details of unsecured loan facilities / deposit as on June 30, 2022

(Rs. In crore)

| Lender's Name | Type of Facility | Amount Sanctioned | Principal Amount Outstanding as on 31.03.2021 | Principal Amount Outstanding as on 31.03.2022 | Principal Amount Outstanding as on 30.06.2022 | Repayment Date /Schedule |
|--------------------------------|----------------------------------|-------------------|---|---|---|--------------------------|
| From Banks | Demand Deposits | Not Applicable | 533.79 | 424.76 | 287.27 | On Demand |
| | Term Deposits | Not Applicable | 49529.85 | 58771.81 | 63874.08 | On Maturity |
| From Others | Demand Deposits | Not Applicable | 48839.58 | 52493.77 | 50388.44 | On Demand |
| | Term Deposits | Not Applicable | 630442.99 | 658802.44 | 692983.99 | On Maturity |
| Depositors | Saving Banks Deposits | Not Applicable | 281528.37 | 315916.47 | 310587.96 | On Demand |
| Reserve Bank of India | Borrowings | Not Applicable | 2408.00 | 850.00 | 850.00 | On Demand |
| Others | Borrowings | Not Applicable | 8090.36 | 9019.77 | 9311.08 | On Demand |
| *Other Institutions & Agencies | Borrowings | Not Applicable | 16369.10 | 9729.08 | 4781.55 | On Demand |
| Outside India | Borrowings | Not Applicable | - | - | - | - |
| Banks/ Institutions | Bills Payable# | Not Applicable | 2067.24 | 2366.29 | 1947.76 | - |
| Various Bondholders | BASEL III TIER II - INE476A09249 | 1500.00 | 1500.00 | 1500.00 | 1500.00 | 03-Jan-24 |



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| | | | | | | |
|-----------------------|--|---------|---------|---------|---------|--------------------------------------|
| Various Bondholders | BASEL III TIER II SER II - INE476A09256 | 1000.00 | 1000.00 | 1000.00 | 1000.00 | 27-Mar-24 |
| Various Bondholders | BASEL III TIER II Bonds - INE476A09264 | 1500.00 | 1500.00 | 1500.00 | 1500.00 | 31-Dec-25 |
| Various Bondholders | BASEL III TIER II Bonds 2015-16(Series II) INE476A08043 | 900.00 | 900.00 | 900.00 | 900.00 | 07-Jan-26 |
| Various Bondholders | BASEL III TIER II Bonds 2016-17 INE476A08050 | 3000.00 | 3000.00 | 3000.00 | 3000.00 | 27-Apr-26 |
| Various Bondholders | BASEL III TIER II Bonds 2019-20 INE476A08076 | 3000.00 | 3000.00 | 3000.00 | 3000.00 | 11-Mar-30 & Call option 11-Mar-2025 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 INE476A08035 | 1500.00 | 1500.00 | 1500.00 | 1500.00 | Perpetual/ Call option - 05-Mar-2025 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 INE476A08126 | 1500.00 | 1500.00 | 1500.00 | 1500.00 | Perpetual/ Call option - 25-Oct-2026 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 INE476A08084 | 1012.00 | 1012.00 | 1012.00 | 1012.00 | Perpetual/ Call option - 11-Sep-2025 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 INE476A08092 | 169.10 | 169.10 | 169.10 | 169.10 | Perpetual/ Call option - 29-Sep-2025 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 INE476A08100 | 1635.00 | 1635.00 | 1635.00 | 1635.00 | Perpetual/ Call Option- 31-Dec-2025 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 INE476A08118 | 120.00 | 120.00 | 120.00 | 120.00 | Perpetual/ Call Option- 02-Feb-2026 |
| Various Bondholders | Lower TIER II INE667A09177 | 1000.00 | 1000.00 | 1000.00 | 1000.00 | 31-Dec-2022 |
| Various Bondholders | BASEL III TIER II INE667A08013 | 750.00 | 750.00 | 750.00 | 750.00 | 02-Dec-2024 |
| Various Bondholders | BASEL III TIER II INE667A08021 | 400.00 | 400.00 | 400.00 | 400.00 | 23-Mar-2025 |
| Various Bondholders | BASEL III TIER II INE667A08039 | 1000.00 | 1000.00 | 1000.00 | 1000.00 | 28-Sep-2025 |
| Various Bondholders | BASEL III TIER II INE667A08047 | 750.00 | 750.00 | 750.00 | 750.00 | 18-Dec-2025 |
| Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 SERIES IV INE476A08134 | 1500.00 | 1500.00 | 1500.00 | 1500.00 | Perpetual/ Call option - 2-Dec-2026 |
| * Various Bondholders | BASEL III COMPLIANT ADDITIONAL TIER 1 SERIES V INE667A08104 | 450.00 | 450.00 | 450.00 | 450.00 | Perpetual/ Call option - 25-Jul-2022 |
| Various Bondholders | BASEL III TIER II INE476A08142 | 2500.00 | 2500.00 | 2500.00 | 2500.00 | 24 Dec-2031/24-dec-2036 |
| Various Bondholders | BASEL III AT I INE476A08159 | 1000.00 | 1000.00 | 1000.00 | 1000.00 | Perpetual/ Call option - |





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| | | | | | | |
|--|--|--|--|--|--|-------------|
| | | | | | | 04-Mar-2027 |
|--|--|--|--|--|--|-------------|

*The call option for AT1 bond bearing ISIN INE667A08104 due on 25/Jul/2022 is redeemed by the Bank as permitted by RBI.

Call option of AT1 bond bearing ISIN INE667A08096 of Rs 500 Crore due on 03/05/2022 was exercised.

Further, on 19/07/2022, AT-1 bond bearing ISIN INE476A08167 to the tune of Rs. 2000 crores was raised at 8.24% coupon.

*Excluding borrowings of Rs. 26,186.10 crore i.e. Unsecured redeemable Bonds.

Bills Payable as per Other Liabilities.



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iii. Details of outstanding non-convertible-debentures issued by the Bank As on June 30, 2022

| Debenture Series | Tenor/ Period of Maturity (in months) | Coupon | Amount in Crores | Date of Allotment | Redemption Date/ Schedule | Credit Rating as on 31.03.2022 | Secured/ Unsecured | Security |
|---|---------------------------------------|--------|------------------|-------------------|-------------------------------------|--|--------------------|----------------|
| BASEL III TIER II SER I | 120 | 9.73 | 1500.00 | 03/Jan/14 | 03/Jan/24 | AAA/Stable by CRISIL & ICRA (AAA)/Stable | Unsecured | Not applicable |
| BASEL III TIER II SER II | 120 | 9.70 | 1000.00 | 27/Mar/14 | 27/Mar/24 | AAA/Stable by CRISIL & ICRA (AAA)/Stable | Unsecured | Not applicable |
| BASEL III TIER II Bonds 2015-16 (Series I) | 120 | 8.40 | 1500.00 | 31/Dec/15 | 31/Dec/25 | AAA/Stable by CRISIL, ICRA (AAA)/Stable & IND AAA/Stable | Unsecured | Not applicable |
| BASEL III TIER II Bonds 2015-16 (Series II) | 120 | 8.40 | 900.00 | 07/Jan/16 | 07/Jan/26 | AAA/Stable by CRISIL, ICRA (AAA)/Stable & IND AAA/Stable | Unsecured | Not applicable |
| BASEL III TIER II Bonds 2016-17 | 120 | 8.40 | 3000.00 | 27/Apr/16 | 27/Apr/26 | AAA/Stable by CRISIL, ICRA (AAA)/Stable & IND AAA/Stable | Unsecured | Not applicable |
| BASEL III TIER II Bonds 2019-20 | 120 | 7.18 | 3000.00 | 11/Mar/20 | 11/Mar/30 & Call option 11/Mar/2025 | IND AAA/Stable & CARE AAA/Stable | Unsecured | Not applicable |
| BASEL III TIER II | 120 | 8.95 | 750.00 | 02/Dec/14 | 02/Dec/24 | AAA/Stable by CRISIL & CARE AAA/Stable | Unsecured | Not applicable |
| BASEL III TIER II | 120 | 8.75 | 400.00 | 23/Mar/15 | 23/Mar/25 | AAA/Stable by CRISIL & CARE AAA/ Stable | Unsecured | Not applicable |
| BASEL III TIER II | 120 | 8.58 | 1000.00 | 28/Sep/15 | 28/Sep/25 | AAA/Stable by CRISIL & CARE AAA/ Stable | Unsecured | Not applicable |
| BASEL III TIER II | 120 | 8.62 | 750.00 | 18/Dec/15 | 18/Dec/25 | AAA/Stable by CRISIL & CARE AAA/ Stable | Unsecured | Not applicable |



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| | | | | | | | | |
|---|------------------|------|---------|-----------|--|--|-----------|----------------|
| BASEL III COMPLIANT ADDITIONAL TIER 1 | Perpetual | 9.55 | 1500.00 | 05/Mar/15 | PERPETUAL with Call option from 05/Mar/2025 | ICRA AA+/(Stable) & IND AA +/ Stable | Unsecured | Not applicable |
| BASEL III COMPLIANT ADDITIONAL TIER 1 | Perpetual | 8.30 | 1012.00 | 11/Sep/20 | PERPETUAL with Call option from 11/Sep/2025 | CRISIL AA+/(Stable by CRISIL & IND AA +/(Stable by India Ratings | Unsecured | Not applicable |
| BASEL III COMPLIANT ADDITIONAL TIER 1 | Perpetual | 8.30 | 169.10 | 29/Sep/20 | PERPETUAL with Call option from 29/Sep/2025 | CRISIL AA+/(Stable by CRISIL & IND AA +/(Stable by India Ratings | Unsecured | Not applicable |
| BASEL III COMPLIANT ADDITIONAL TIER 1 | Perpetual | 8.50 | 1635.00 | 31/Dec/20 | PERPETUAL with Call option from 31/Dec/2025 | CRISIL AA+/(Stable by CRISIL & IND AA +/(Stable by India Ratings | Unsecured | Not applicable |
| BASEL III COMPLIANT ADDITIONAL TIER 1 | Perpetual | 8.30 | 120.00 | 02/Feb/21 | PERPETUAL with Call option from 02/Feb/2026 | CRISIL AA+/(Stable by CRISIL & IND AA +/(Stable by India Ratings | Unsecured | Not applicable |
| *BASEL III COMPLIANT ADDITIONAL TIER 1 | Perpetual | 9.80 | 450.00 | 25/Jul/17 | PERPETUAL with Call option from 25/Jul/2022 | IND AA+/(Stable by India Rating, AA+/(Stable by CRISIL & CARE AA+/(Stable by CARE Rating | Unsecured | Not applicable |
| LOWER TIER II | 120 | 9.00 | 1000.00 | 31/Dec/12 | 31/Dec/2022 | AAA/(Stable by CRISIL & CARE AAA/(Stable | Unsecured | Not applicable |
| BASEL III AT 1 2021 S1 | Perpetual | 8.40 | 1500.00 | 25/Oct/21 | PERPETUAL with Call option from 25/Oct/2026 | CRISIL AA+/(Stable by CRISIL & IND AA +/(Stable by India Ratings | Unsecured | Not applicable |
| BASEL III AT 1 2021-22 SR II | Perpetual | 8.05 | 1500.00 | 02/Dec/21 | PERPETUAL with Call option from 02/Dec/2026 | CRISIL AA+/(Stable by CRISIL & IND AA +/(Stable by India Ratings | Unsecured | Not applicable |



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| | | | | | | | | |
|--|------------------|------|---------|-----------|--|---|-----------|----------------|
| BASEL III TIER 2 S1 | 180 | 7.09 | 2500.00 | 24/Dec/21 | 24/Dec/36 with Call option on 24/Dec/31 | IND AAA/Stable, CARE AAA/ Stable | Unsecured | Not applicable |
| BASEL III AT 1 2021-22 SR III | Perpetual | 8.07 | 1000.00 | 04/Mar/22 | PERPETUAL with Call option from 04/Mar/2027 | CRISIL AA+/Stable by CRISIL & IND AA +/Stable by India Ratings | Unsecured | Not applicable |

*The call option for AT1 bond bearing ISIN INE667A08104 due on 25/Jul/2022 is redeemed by the Bank as permitted by RBI.

Call option of AT1 bond bearing ISIN INE667A08096 of Rs 500 Crore due on 03/05/2022 was exercised.

Further, on 19/07/2022, AT-1 bond bearing ISIN INE476A08167 to the tune of Rs. 2000 crores was raised at 8.24% coupon.

iv. Certificate of Deposits issued by the Issuer as on 30 June, 2022 - Rs 27,350 crore (Rs. 26,859 crore-Discounted Figure)

v. Details of other borrowings (if any, including hybrid debt like FCCB, optionally convertible debentures/preference shares):

NIL



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vi. LIST OF TOP-10 BOND HOLDERS - AS ON 30.06.2022

| SRL | DPID/CLIENTID | NAME OF THE HOLDER | HOLDINGS | Rs in Crore |
|-----|------------------|--|----------|-------------|
| 1 | IN30152430047971 | CBT-EPF-11-F-DM | 103415 | 10341.50 |
| 2 | IN30016710166243 | COAL MINES PROVIDENT FUND ORGANISATION | 18272 | 1827.20 |
| 3 | IN30135620892280 | THE SINGARENI COLLIERIES COMPANY LIMITED | 10000 | 1000.00 |
| 4 | IN30378610006749 | STATE BANK OF INDIA EMPLOYEES PENSION FUND | 5860 | 586.00 |
| 5 | IN30016710170210 | NPS TRUST-A/C KOTAK PENSION FUND SCHEME C-TIER I | 5456 | 545.60 |
| 6 | IN30016710156460 | KOTAK MAHINDRA TRUSTEE COMPANY LTD. A/C. KOTAK MAHINDRA BOND SHORT TERM PLAN | 4600 | 460.00 |
| 7 | IN30087010101128 | BANK OF BARODA | 4425 | 442.50 |
| 8 | IN30012611234066 | SBI LIFE INSURANCE CO.LTD | 3400 | 340.00 |
| 9 | IN30378610006845 | THE STATE BANK OF INDIA EMPLOYEES PROVIDENT FUND | 2890 | 289.00 |
| 10 | IN30012610001816 | HDFC BANK LIMITED | 1888 | 188.80 |

vii. Amount of Corporate guarantee issued by the Issuer

NIL

viii. Details of Outstanding Commercial Paper as at the end of the last quarter end June 30,2022:

NIL

ix. Details of other borrowings (if any, including hybrid debt like FCCB, optionally convertible debentures/preference shares):

NIL

x. Details of all defaults/ delays in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Issuer, in the past five years.

(a) The main constituents of the Issuer's borrowings are generally in the form of deposits, loans from Reserve Bank of India, other banks and institutions, bonds, certificate of deposits etc.

(b) The Issuer has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.

(c) The Issuer has neither defaulted in repayment/ redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past.

(d) The Issuer has not defaulted in any of its payment obligations arising out of any corporate guarantee issued by it to any counter party including its joint entities, group companies etc in the past.



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- xi. Details of any Outstanding Borrowings taken/ Debt Securities issued for consideration other than cash at premium or at discount or in pursuance of an Option

The Issuer confirms that other than and to the extent mentioned elsewhere in this Placement Memorandum, it has not issued any debt securities or agreed to issue any debt securities or availed any borrowings for a consideration other than cash, whether in whole or in part or at a premium or discount or in pursuance of an option since inception.

H. Details of Promoters of the Bank

Details of promoter holding as on June 30, 2022

| S. No. | Name of Shareholders | Total number of equity shares | Number of shares held in demat form | Total shareholding as % of total No of equity share | No of equity shares pledged | % of equity shares pledged with respect to shares owned |
|--------|----------------------|-------------------------------|-------------------------------------|---|-----------------------------|---|
| 1. | President of India | 1,14,17,09,678 | 1,14,17,09,678 | 62.93 | Nil | Not Applicable |

I. ABRIDGED VERSION OF THE AUDITED STANDALONE & CONSOLIDATED FINANCIAL INFORMATION OF THE ISSUER FOR THE LAST THREE YEARS AND AUDITORS QUALIFICATION/KEY OPERATIONAL AND FINANCIAL PARAMETERS

(*Figures related to standalone Canara Bank financials for pre-amalgamation for the period ended 31.03.2020)

a. Standalone:

(Rs in crore)

| Parameters | FY 2020 | FY 2021 | FY2022 | June 2022 |
|--|-----------|------------|-------------|------------|
| Net Worth | 28968.6 | 39814.26 | 48692.46 | 50681.49 |
| Total Debt : of which | 668112.94 | 1060858.14 | 1132694.21 | 1173297.59 |
| Non-Current Maturities of Long Term Borrowings | 20096.06 | 35049.50 | 34265.36 | 34083.06 |
| Short Term Borrowing | 20045.71 | 12004.06 | 11435.42 | 21791.90 |
| Current Maturities of Long Term Borrowings | 2620.00 | 2930.00 | 1950.00 | 1950.00 |
| Net Fixed Assets | 8276.29 | 11206.53 | 11356.30 | 11165.26 |
| Non Current Assets | 423814.92 | 713166.86 | 755657.07 | 780019.97 |
| Cash and Cash Equivalents | 68271.47 | 178408.04 | 182054.31 | 158737.31 |
| Current Investments | 36575.85 | 31121.87 | 28101.76 | 44529.53 |
| Current Assets | 300059.83 | 440508.18 | 471322.61 | 487979.91 |
| Current Liabilities | 299966.95 | 470543.28 | 4,38,131.31 | 482520.76 |
| Assets Under Management | NA | NA | NA | NA |
| Off Balance Sheet Assets | NIL | NA | NA | NA |
| Interest Income | 48934.99 | 69239.79 | 69410.24 | 18176.64 |
| Interest Expense | 35811.08 | 45177.62 | 43026.26 | 11391.91 |
| Provisioning & Write-offs | 11595.54 | 17451.69 | 17410.56 | 4584.20 |
| PAT | (2235.72) | 2557.58 | 5678.41 | 2022.03 |
| Gross NPA (%) | 8.21 | 8.93 | 7.51 | 6.98 |
| Net NPA (%) | 4.22 | 3.82 | 2.65% | 2.48 |
| Tier 1 Capital Adequacy Ratio (%) | 10.12% | 10.08% | 11.91% | 12.13% |
| Tier 2 Capital Adequacy Ratio (%) | 3.53% | 3.10% | 2.99% | 2.78% |



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d. Consolidated:

(Rs in crore)

| Parameters | FY 2020 | FY 2021 | FY2022 | June 2022 |
|--|-----------|------------|-------------|------------|
| Net Worth | 30887.97 | 43344.83 | 52552.11 | 54752.60 |
| Total Debt : of which | 668170.09 | 1060997.82 | 1132625.91 | 1173800.12 |
| Non-Current Maturities of Long Term Borrowings | 20096.06 | 35049.50 | 34265.36 | 34083.06 |
| Short Term Borrowing | 20045.71 | 12033.30 | 11435.42 | 21791.90 |
| Current Maturities of Long Term Borrowings | 2620.00 | 2930.00 | 1950.00 | 1950.00 |
| Net Fixed Assets | 8323.35 | 11271.17 | 11449.70 | 11256.15 |
| Non Current Assets | 440904.64 | 735980.3 | 780361.11 | 800088.18 |
| Cash and Cash Equivalents | 68589.82 | 178866.38 | 182391.42 | 159443.37 |
| Current Investments | 36575.85 | 33645.52 | 33645.52 | 54529.53 |
| Current Assets | 300535.63 | 443559.57 | 477302.42 | 498875.78 |
| Current Liabilities | 300055.29 | 470667.80 | 4,38,028.71 | 483051.93 |
| Assets Under Management | NA | NA | NA | NA |
| Off Balance Sheet Assets | NIL | NA | NA | NA |
| Interest Income | 49758.75 | 70212.60 | 70613.78 | 18536.89 |
| Interest Expense | 35817.19 | 45182.50 | 43035.47 | 11395.61 |
| Provisioning & Write-offs | 11696.51 | 17490.37 | 17502.62 | 4591.66 |
| PAT | (1986.43) | 2890.60 | 6124.82 | 2179.77 |
| Gross NPA (%) | 8.24% | 8.94% | 7.51% | 6.99 |
| Net NPA (%) | 4.23% | 3.82% | 2.65% | 2.48 |
| Tier 1 Capital Adequacy Ratio (%) | 10.21% | 10.18% | 11.99% | 12.21 |
| Tier 2 Capital Adequacy Ratio (%) | 3.51% | 3.09% | 2.98% | 2.78 |

e. Gross Debt Equity Ratio of the Issuer

| Particulars | Pre-Issue (As on June 30, 2022) | Post Issue of Bonds of Rs. 2000.00 Crore (After redemption of Rs. 450 crore of Tier 1 bonds on 25/07/2022 and issuance of Tier I bond of Rs. 2000 crore on 19/07/2022) |
|--|------------------------------------|---|
| TOTAL LONG TERM DEBT * | | |
| Total Long Term Debt | 26186.10 | 29736.10 |
| SHAREHOLDERS' FUNDS ** | | |
| Share Capital | 1814.13 | 1814.13 |
| Reserve & Surplus (excluding FCT Revaluation Reserve) | 57884.85 | 57884.85 |
| Net Worth | 50681.49 | 50681.49 |
| GROSS DEBT/ EQUITY RATIO | 0.52 | 0.58 |

* Excludes Refinance (Domestic) and Borrowings from Banks (overseas)

** Includes Share Capital plus Reserve (Excluding Revaluation Reserve & FCT Reserve) Minus Intangible Assets
i.e. Deferred Tax Assets.

i. Standalone Statement of Profit & Loss

Rs. in Crore

| Sr No | Parameters | 30.06.2022 | FY 2021-22 | FY 2020-21 | FY 2019-20 |
|-------|---------------------|-----------------|-----------------|-----------------|-----------------|
| I | Income | | | | |
| a. | Interest Earned | 18176.64 | 69410.24 | 69239.79 | 48934.99 |
| b. | Other Income | 5175.32 | 16496.90 | 15285.29 | 7813.15 |
| | Total Income | 23351.96 | 85907.14 | 84525.08 | 56748.14 |



Placement Memorandum
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| Sr No | Parameters | | FY | FY | FY |
|-------|--|-----------------|-----------------|-----------------|------------------|
| | | 30.06.2022 | 2021-22 | 2020-21 | 2019-20 |
| II | EXPENDITURE | | | | |
| a. | Interest Expended | 11391.91 | 43026.26 | 45177.62 | 35811.08 |
| b. | Operating Expenses | 5353.82 | 19791.91 | 19338.19 | 11577.24 |
| c. | Provisions and Contingencies | 4584.20 | 17410.56 | 17451.69 | 11595.54 |
| | Total Expenditure | 21329.93 | 80228.73 | 81967.50 | 58983.86 |
| III | PROFIT FOR THE YEAR | 2022.03 | 5678.41 | 2557.58 | (2235.72) |
| | Profit brought forward | - | | | |
| IV | APPROPRIATIONS | | | | |
| | Transfer to Statutory Reserves | - | 1419.60 | 639.39 | - |
| | Transfer to Revenue & Other Reserves | - | - | - | - |
| | Transfer to Investment Reserve Account | - | 118.79 | - | - |
| | Transfer to Investment Fluctuation Reserve | - | | 755.48 | - |
| | Transfer from/to Special Reserves-Currency Swap | - | - | | - |
| | Transfer to Special reserve U/s 31(1) (viii) of Income tax Act, 1961 | - | - | | - |
| | Transfer to Capital Reserve | - | 540.96 | 1162.71 | -- |
| | Proposed Dividend | | 1179.18 | - | - |
| | Tax on Dividend | | - | - | - |
| | Balance Carried over to Balance Sheet | 2022.03 | 2419.88 | - | (2235.72) |
| | TOTAL | 2022.03 | 5678.41 | 2557.58 | (2235.72) |
| | Earnings Per Share (Basic & Diluted) (in Rs.) | 11.15 | 32.49 | 16.91 | (26.50) |

ii. **Consolidated Statement of Profit & Loss**

Rs. in Crore

| Sr No | Parameters | | FY | FY | FY |
|-------|--|------------------|-----------------|-----------------|------------------|
| | | 30.06.2022 | 2021-22 | 2020-21 | 2019-20 |
| I | Income | | | | |
| a. | Interest Earned | 18536.89 | 70613.78 | 70212.60 | 49758.75 |
| b. | Other Income | 5202.38 | 23643.10 | 23447.15 | 11799.40 |
| | Total Income | 23739.27 | 94256.88 | 93659.75 | 61558.15 |
| II | EXPENDITURE | | | | |
| a. | Interest Expended | 11395.61 | 43035.47 | 45182.50 | 35817.19 |
| b. | Operating Expenses | 5693.69 | 27923.70 | 28284.90 | 16066.96 |
| c. | Provisions and Contingencies | 4591.66 | 17502.62 | 17490.37 | 11696.51 |
| | Total Expenditure | 21,680.96 | 88461.79 | 90957.77 | 63580.66 |
| | Share of Earnings/(Loss) in Associates | 134.81 | 363.33 | 254.58 | 101.50 |
| | Consolidated Net Profit/(Loss) for the Year before deducting | 2193.12 | 6158.42 | 2956.56 | (1921.01) |
| | Minorities Interest | | | | |
| | Less: Minorities Interest | 13.35 | 33.60 | 65.96 | 65.42 |
| III | PROFIT FOR THE YEAR attributable to the Group | 2179.77 | 6124.82 | 2890.60 | (1986.43) |
| | Profit brought forward | | - | - | - |
| | TOTAL | | 6124.82 | 2890.60 | (1986.43) |
| IV | APPROPRIATIONS | | | | |
| | Transfer to Statutory Reserves | - | 1419.60 | 639.39 | - |
| | Transfer to Revenue & Other Reserves | - | - | - | - |
| | Transfer to Investment Reserve Account | - | 118.79 | - | - |
| | Transfer to Investment Fluctuation Reserve | - | | 755.48 | - |
| | Transfer from/to Special Reserves-Currency Swap | - | | - | - |
| | Transfer to Special reserve U/s 31(1) (viii) of | - | | - | - |



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| Sr No | Parameters | | | | |
|-------|---|------------|------------|------------|------------|
| | | 30.06.2022 | FY 2021-22 | FY 2020-21 | FY 2019-20 |
| | Income tax Act, 1961 | | | | |
| | Transfer to Capital Reserve | - | 540.96 | 1162.71 | - |
| | Proposed Dividend | - | 1179.18 | - | - |
| | Tax on Dividend | - | | - | - |
| | Balance Carried over to Balance Sheet | 2179.77 | 2866.29 | 333.02 | (1986.43) |
| | Total | 2179.77 | 6124.82 | 2890.60 | (1986.43) |
| | Earnings Per Share (Basic & Diluted) (in Rs.) | 12.02 | 35.04 | 19.11 | (23.55) |

iii. Standalone Balance Sheet

(Rs. in crore)

| Sr no | Parameters | | | | |
|-------|--|------------|------------------|------------------|------------------|
| | | 30.06.2022 | As on 31.03.2022 | As on 31.03.2021 | As on 31.03.2020 |
| I | CAPITAL & LIABILITIES | | | | |
| a. | Capital | 1814.13 | 1814.13 | 1646.74 | 1030.23 |
| b. | Reserves & Surplus | 66276.65 | 64297.18 | 57238.19 | 38262.73 |
| c. | Deposits | 1118121.73 | 1086409.25 | 1010874.58 | 625351.18 |
| d. | Borrowings | 55175.86 | 46284.96 | 49983.56 | 42761.77 |
| e. | Other Liabilities and Provisions | 26611.50 | 28174.15 | 33931.96 | 16468.84 |
| | Total | 1267999.87 | 1226979.67 | 1153675.03 | 723874.75 |
| II | ASSETS | | | | |
| a. | Cash & Balances with Reserve Bank of India | 63455.11 | 51602.91 | 43111.62 | 22570.14 |
| b. | Balances with Banks and Money at Call & Short Notice | 95282.20 | 130451.39 | 135296.41 | 45701.33 |
| c. | Investments | 307778.78 | 282012.90 | 261690.39 | 176244.94 |
| d. | Advances | 746945.19 | 703601.82 | 639048.99 | 432175.20 |
| e. | Fixed Assets | 11165.26 | 11356.30 | 11206.53 | 8276.29 |
| f. | Other Assets | 43373.33 | 47954.35 | 63321.09 | 38906.85 |
| | Total | 1267999.87 | 1226979.67 | 1153675.03 | 723874.75 |

iv. Consolidated Balance Sheet

(Rs. in crore)

| Sr No | Parameters | | | | |
|-------|--|------------|------------------|------------------|------------------|
| | | 30.06.2022 | As on 31.03.2022 | As on 31.03.2021 | As on 31.03.2020 |
| I | CAPITAL & LIABILITIES | | | | |
| a. | Capital | 1814.13 | 1814.13 | 1646.74 | 1030.23 |
| b. | Reserves & Surplus | 70395.73 | 68147.19 | 60762.85 | 40175.72 |
| c. | Minority Interest | 827.29 | 824.69 | 793.38 | 730.10 |
| d. | Deposits | 1118643.53 | 1086340.95 | 1010985.02 | 625408.32 |
| e. | Borrowings | 55156.59 | 46284.96 | 50012.80 | 42761.77 |
| f. | Other Liabilities and Provisions | 52126.69 | 54251.61 | 55338.81 | 31334.13 |
| | Total | 1298963.96 | 1257663.53 | 1179539.60 | 741440.27 |
| II | ASSETS | | | | |
| a. | Cash & Balances with R B of India | 63465.95 | 51637.07 | 43115.94 | 22572.96 |
| b. | Balances with Banks and Money at Call & Short Notice | 95977.42 | 130754.35 | 135750.44 | 46016.86 |
| c. | Investments | 337043.32 | 311347.24 | 286191.25 | 192645.37 |
| d. | Advances | 747206.18 | 703864.05 | 639286.54 | 432403.38 |
| e. | Fixed Assets | 11256.15 | 11449.70 | 11271.17 | 8323.35 |
| f. | Other Assets | 44014.94 | 48611.12 | 63924.26 | 39478.35 |
| | Total | 1298963.96 | 1257663.53 | 1179539.60 | 741440.27 |



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v. **Standalone Cash Flow Statement**

(Rs. in crore)

| Particulars | 30.06.2022 | Year ended 31.03.2022 | Year ended 31.03.2021 | Year ended 31.03.2020 |
|--|------------|--------------------------|--------------------------|--------------------------|
| A. Cash Flow from Operating Activities: | | | | |
| Net Profit after Taxes | NA | 5,678.41 | 2557.58 | -2235.72 |
| Adjustments for: | | | | |
| Provision for income tax | | 3,283.17 | 1149.64 | 480.15 |
| Transfer From Other Reserves | | | 2515.98 | -1169.55 |
| Depreciation on Fixed Assets | | 815.58 | 820.17 | 432.08 |
| Profit/ (Loss) on sale of Fixed Asset | | -14.42 | -28.7 | 1.34 |
| Provision for Other Items | | 3,084.21 | 1761.13 | 278.27 |
| Interest on Tier 1 and Tier 2 Bonds | | 2,024.73 | 2019.04 | 1116.44 |
| Provision for NPA | | 10,297.61 | 14113.79 | 10730.1 |
| Loss on revaluation of Investments | | 226.62 | -1.68 | -1.74 |
| Provision for Standard Assets | | -233.12 | 0.42 | 384.84 |
| Income from Investment in Subsidiaries | | -55.88 | -71.54 | -67.87 |
| Income from Investment (Appreciation)/Depreciation | | 978.69 | 426.7 | -277.81 |
| Sub total | | 17124.02 | 22704.95 | 11906.25 |
| Adjustments for: | | | | |
| Increase / (Decrease) in Deposits | | 75,534.67 | 105350.73 | 26317.9 |
| Increase / (Decrease) in Borrowings | | -7,268.60 | -13373.07 | -630.53 |
| Increase / (Decrease) in Other Liabilities and Provisions | | -9,788.08 | 2717.14 | -2758.16 |
| (Increase) / Decrease in Investments | | -21,359.80 | -10911.91 | -22961.73 |
| (Increase) / Decrease in Advances | | -74,850.45 | -36588.8 | -15178.03 |
| (Increase) / Decrease in Other Assets | | 15,883.20 | -12408.91 | -1564.1 |
| Taxes (Paid) / Refund | | -3,968.44 | -1514.49 | -1645.38 |
| Sub total | | -25817.50 | 33270.69 | -15129.27 |
| Net Cash Flow from Operating Activities (A) | | 268.10 | 58533.22 | -5458.74 |
| B. Cash Flow from Investing Activities : | | | | |
| Net Inflow / Outflow from Sale /Purchase of Fixed Assets | | -545.14 | -737.38 | -326.56 |
| Investment in Subsidiaries/ Joint Ventures/ | | -168.02 | - | -18.89 |
| Disposal of Investment in Jv, Subsidiaries etc | | - | - | 0.53 |
| Income from Investment in Subsidiaries | | 55.88 | 71.54 | 67.87 |
| Net Cash Flow from Investing Activities (B) | | -657.28 | -665.84 | -277.05 |
| C. Cash Flow from Financing Activities: | | | | |
| Payment on redemption of Bonds / Sub. Debts | | -2930 | -2620 | -600 |
| Dividend (Interim & Final) Paid | | 0 | 0 | 0 |
| Interest Paid on IPDI, Sub.&, Upper Tier 2 Bonds | | -2,024.73 | -2019.04 | -1116.44 |
| Increase in paid up capital | | 167.39 | 193.24 | 276.99 |
| Share Premium recd. on new issue of share capital | | 2,322.79 | 1797.99 | 6294.02 |
| Share Application Money pending for Allotment | | | | - |
| Amount paid to e-SB shareholders (for fraction part) | | | -4.30 | |
| Proceeds from Issue of Upper Tier 2 bonds | | | - | - |
| Proceeds from Issue of Perpetual Bonds | | 6500.00 | 2936 | 3000 |
| Net Cash Flow from Financing Activities (C) | | 4035.45 | 283.89 | 7854.57 |
| Net Increase in Cash & Cash Equivalents (A)+(B)+(C) | | 3646.27 | 58151.27 | 2118.78 |



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| | | | |
|---|-----------|-----------|----------|
| Cash /Equivalents as at the beginning of the year | 178408.03 | 120256.75 | 66152.70 |
| Cash / Equivalents as at the end of the year | 182054.30 | 178408.02 | 68271.48 |

vi. Consolidated Cash Flow Statement

(Rs In Crore)

| Particulars | 30.06.2022 | Year ended 31.03.2022 | Year ended 31.03.2021 | Year ended 31.03.2020 |
|---|------------|--------------------------|--------------------------|--------------------------|
| A. Cash Flow from Operating Activities: | NA | | | |
| Net Profit after Taxes | | 6124.83 | 2890.6 | -1986.43 |
| Adjustments for: | | | | |
| Provision for income tax | | 3349.91 | 1179.57 | 509 |
| Depreciation on Fixed Assets | | 841.05 | 838.04 | 445.91 |
| Profit/ (Loss) on sale of Fixed Asset | | -14.42 | -28.7 | 1.34 |
| Provision for Other Items | | 3543.15 | 1707.64 | 646.36 |
| Interest on Tier 1 and Tier 2 Bonds | | 2024.73 | 2013.65 | 1116.44 |
| Provision for NPA | | 9868.07 | 14174.2 | 10733.64 |
| Less: Amount Drawn from the Other Reserves | | 0 | 2515.99 | -1169.55 |
| Profit/Loss on revaluation of Investments | | 346.58 | 2543.76 | -1.74 |
| Provision for Standard Assets | | -233.42 | 2.28 | 380.46 |
| Profit on sale of Investment | | -3748.56 | -4066.17 | -716.12 |
| Provision for (Appreciation)/Depreciation on Investment | | 974.90 | 426.69 | -572.96 |
| Sub total | | 16951.99 | 21306.95 | 11372.78 |
| Adjustments for: | | | | |
| Increase / (Decrease) in Deposits | | 75355.93 | 105418.13 | 26285.3 |
| Increase / (Decrease) in Borrowings | | -7297.85 | -13344.62 | -680.37 |
| Increase / (Decrease) in Other Liabilities and Provisions | | -12670.52 | -5290.86 | -13113.41 |
| (Increase) / Decrease in Investments | | -24962.42 | -15545.46 | -22978.53 |
| (Increase) / Decrease in Advances | | -64577.51 | -22484.38 | -4288.61 |
| (Increase) / Decrease in Other Assets | | 16113.28 | -12301.06 | -1562.88 |
| Increase / (Decrease) Minority Interest | | 31.31 | 63.28 | 62.23 |
| Direct Taxes (Paid) / Refund | | -4150.05 | -1594.9 | -1600.78 |
| Sub total | | -22157.83 | 34920.13 | -14675.49 |
| Net Cash Flow from Operating Activities (A) | | 918.99 | 59117.68 | -5289.14 |
| B. Cash Flow from Investing Activities : | | | | |
| Net Inflow / Outflow from Sale /Purchase of Fixed Assets | | -821.02 | -922.72 | -337.82 |
| Investment in Subsidiaries/ Joint Ventures/ | | -540.15 | -222.35 | -271.43 |
| (Increase) /Decrease in other reserves | | 105.29 | 115.94 | 198.44 |
| Net Cash Flow from Investing Activities (B) | | -1255.88 | -1029.13 | -410.81 |
| C. Cash Flow from Financing Activities: | | | | |
| Share Capital | | 167.39 | 193.24 | 276.99 |
| Share Premium | | 2322.79 | 1797.99 | 6231.72 |
| Increase / (Decrease) of Bonds including subordinated Debts | | 3570.00 | 316.8 | 2400 |
| Share Application Money Pending for Allotment | | 0 | 0 | 0 |
| Dividend (Interim & Final) Paid | | 0 | 0 | 0 |
| Interest Paid on IPDI, Subordinated Bonds, Upper Tier 2 Bonds | | -2024.73 | -2013.65 | -1116.44 |



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| | | | | |
|--|--|------------------|------------------|-----------------|
| Amount paid to e-SB shareholders (for fraction part) | | 0 | -4.30 | - |
| Net Cash Flow from Financing Activities (C) | | 4035.45 | 290.08 | 7792.27 |
| Cash flow on account of exchange fluctuation (D) | | | | |
| Cash generated on account of exchange fluctuation | | -173.50 | -87.33 | -33.73 |
| Net Increase in Cash & Cash Equivalents (A)+(B)+©+(D) | | 3525.06 | 58291.3 | 2058.59 |
| Cash and Cash Equivalents as at the beginning of the year | | 178866.37 | 120575.1 | 66531.23 |
| Cash and Cash Equivalents as at the end of the year | | 182391.43 | 178866.39 | 68589.82 |

vii. Auditors' Qualifications

| Financial Year | Auditors' Qualifications |
|----------------|--------------------------|
| 2021-22 | Nil |
| 2020-21 | Nil |
| 2019-20 | Nil |

J. REVIEW OF STANDALONE FINANCIAL INFORMATION OF THE ISSUER AS OF June 30, 2022

| Sr.No. | Particulars | Year ended | Year ended | Year ended |
|--------|--|------------|------------|------------|
| | | June 2022 | 31.03.2022 | 31.03.2021 |
| | | | (Audited) | (Audited) |
| 1. | Interest Earned (a+b+c+d) | 18176.64 | 69410.24 | 69239.79 |
| a) | Interest/ discount on advances/ bills | 12949.51 | 49862.11 | 50405.00 |
| b) | Income from Investments | 4480.55 | 16972.27 | 16859.20 |
| c) | Interest on balances with Reserve Bank of India and other Inter Bank Funds | 570.48 | 2155.12 | 1851.53 |
| d) | Others | 239.10 | 420.74 | 124.06 |
| 2. | Other Income | 5175.32 | 16496.90 | 15285.29 |
| 3. | Total Income (1+2) | 23351.96 | 85907.14 | 84525.08 |
| 4. | Interest Expended | 11391.91 | 43026.26 | 45177.62 |
| 5. | Operating Expenses (i)+(ii)+(iii) | 5353.82 | 19791.91 | 19338.19 |
| (i) | Employees Cost | 3416.40 | 12703.64 | 12689.96 |
| (ii) | Rent, Taxes and Lighting | 244.56 | 1126.62 | 1120.15 |
| (iii) | Other Operating Expenses | 1692.86 | 5961.65 | 5528.08 |
| 6. | Total Expenditure (4)+(5) (excluding Provisions and Contingencies) | 16745.73 | 62818.17 | 64515.81 |
| 7. | Operating Profit before provisions & contingencies (3-6) | 6606.23 | 23088.97 | 20009.27 |
| 8. | Provisions (other than tax) and Contingencies | 3690.05 | 12772.49 | 16302.05 |
| 9. | Exceptional Items | - | 1354.90 | |
| 10. | Profit (+)/ Loss (-) from Ordinary Activities before Tax (7-8-9) | 2916.18 | 8961.58 | 3707.22 |
| 11. | Tax Expense- Current Year | 894.15 | 3283.17 | 1149.64 |
| 12. | Profit (+)/ Loss (-) from Ordinary Activities after Tax (10-11) | 2022.03 | 5678.41 | 2557.58 |
| 13. | Extraordinary Items (net of tax expense) | - | 0 | |
| 14. | Net Profit (+)/ Loss (-) for the period (12-13) | 2022.03 | 5678.41 | 2557.58 |
| 15. | Paid-up Equity Share Capital (Face Value of each share- Rs.10/-) | 1814.13 | 1814.13 | 1646.74 |
| 16. | Reserves excluding revaluation reserves | 55970.95 | 55790.95 | 48953.95 |

(*Figures related to standalone Canara Bank financials for pre-amalgamation for the period ended 31.03.2020)



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K. Material event/ development or change at the time of Issue

The Issuer hereby confirms that there has been no material event, development or change having implications on the financials/ credit quality of the Issuer (e.g. any material regulatory proceedings against the Issuer/ promoters of the Issuer, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of Issue which may affect the Issue or the investor's decision to invest/ continue to invest in the Non-convertible redeemable preference shares of the Issuer.

L. Name of the Bond Trustee

Axis Trustee Services Ltd has given the consent for appointment as Trustee for the Issue vide its letter dated 16th August, 2022. Copy of letter from Axis Trustee services Ltd conveying their consent to act as Trustees for the current issue of Bonds is enclosed as annexure III in this Placement Memorandum.

M. Detailed rating rationale(s) adopted / Credit Rating Letter issued

Please refer to Annexure I (for rating letter issued by ICRA Ratings Limited) and II (for rating letter issued by India Ratings & Research Private Limited) of the Placement Memorandum.

N. If the security is backed by a guarantee or letter of comfort or any other document/ letter with similar intent, a copy of the same shall be disclosed

Not applicable.

O. Copy of consent letter from the Debenture Trustee

Please refer to Annexure III of the Placement Memorandum.

P. Names of all stock exchanges where the Debt Securities are proposed to be listed.

The Bonds are proposed to be listed on the Debt segment of NSE

Q. Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the issue of prospectus against the promoter of the Bank.

President of India is the Promoter of the Issuer and hence the details of litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the issue are not applicable.

R. Details of default and non-payment of statutory dues

There is no default and non-payment of statutory dues.

S. Other Details

i. DRR Creation

As per the Ministry of Companies Affairs GOI Notification dt.31.03.2014 and Companies (Share Capital and Debentures) Rules 2014 no debenture redemption reserve is required for debentures issued by Banking Companies for both public as well as privately placed debentures. The Bank has appointed a trustee to protect the interest of the Bondholders.

ii. Issue/instrument specific regulation

Basel III Regulations and SEBI NCS Regulations. The definitions, abbreviations or terms wherever used shall have the same meaning as defined in the RBI circulars applicable to the issue of these bonds.

iii. Delay in allotment of securities

The allotment of securities shall be made within the timelines stipulated under SEBI Operational Circular.



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T. Disclosure of Cash flow with date of interest and redemption payment as per day count convention.

As per Chapter III of SEBI Operational Circular No: SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, illustrative cash flow for bonds is as under:

ILLUSTRATION:

| | |
|-------------------------------|---|
| Name of the Issuer | Canara Bank |
| Face Value (per bond) | Rs. 1,00,00,000/- |
| Deemed Date of Allotment | 26-08-2022 |
| Call option Date | 26-08-2027 (or any anniversary date thereafter, subject to Tax Call/ Regulatory Call, For details refer Term sheet) |
| Redemption Date | 26-08-2032 |
| Coupon Rate | 7.48% |
| Frequency of Interest Payment | Annually |
| Day Count Convention | Actual/Actual |

Scenario 1: Call Option not exercised

| Cash Flows | Original Coupon Payment dates and Illustrative Call Option Due date | Modified Coupon Payment Dates and Redemption Due Date | No of Days for Denominator | Amount Payable per Bond (in Rs) |
|---------------------------------|---|---|----------------------------|---------------------------------|
| 1 st Coupon Payment | 26 August, 2023 Saturday | 28 August, 2023 Monday | 365 | 7,48,000/- |
| 2 nd Coupon Payment | 26 August, 2024 Monday | 26 August, 2024 Monday | 366 | 7,48,000/- |
| 3 rd Coupon Payment | 26 August, 2025 Tuesday | 26 August, 2025 Tuesday | 365 | 7,48,000/- |
| 4 th Coupon Payment | 26 August, 2026 Wednesday | 26 August, 2026 Wednesday | 365 | 7,48,000/- |
| 5 th Coupon Payment | 26 August, 2027 Thursday | 26 August, 2027 Thursday | 365 | 7,48,000/- |
| 6 th Coupon Payment | 26 August, 2028 Saturday | 28 August, 2028 Monday | 366 | 7,48,000/- |
| 7 th Coupon Payment | 26 August, 2029 Sunday | 27 August, 2029 Monday | 365 | 7,48,000/- |
| 8 th Coupon Payment | 26 August, 2030 Monday | 26 August, 2030 Monday | 365 | 7,48,000/- |
| 9 th Coupon Payment | 26 August, 2031 Tuesday | 26 August, 2031 Tuesday | 365 | 7,48,000/- |
| 10 th Coupon Payment | 26 August, 2032 Thursday | 26 August, 2032 Thursday | 366 | 7,48,000/- |
| Principal | 26 August, 2032 Thursday | 26 August, 2032 Thursday | 0 | 1,00,00,000/- |

Notes:

1. The above example is for illustration purpose only. The actual payment will be made as per provisions of summary term sheet.
2. Business day shall be the day on which money on which commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai. If the interest payment date / redemption date does not fall on a Business day, then payment of interest / principal amount shall be made in accordance with SEBI operational circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time.
3. If any coupon payment date, other than the ones falling on the redemption date falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day which



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becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the bonds.

4. If the redemption date of the bonds falls on a day that is not a business day, the redemption amount shall be paid by the issuer on the immediately preceding business day which becomes the new redemption date, along with interest accrued on the bonds until but excluding the date of such payment.
5. It is clarified that interest / redemption with respect to debentures, interest / redemption payments shall be made only on the days when commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai.
6. Interest payments will be rounded off to the nearest rupee as per the FIMMDA Handbook on market practices.

Scenario 2: Assuming Call Option is exercised at the end of the 5th anniversary of the Deemed Date of Allotment

| Cash Flows | Original Coupon Payment dates and Illustrative Call Option Due date | Modified Coupon Payment Dates and Illustrative Call Option Due Date | No of Days for Denominator | Amount Payable per Bond (in Rs) |
|---|---|---|----------------------------|---------------------------------|
| 1 st Coupon Payment | 26 August, 2023 Saturday | 28 August, 2023 Monday | 365 | 7,48,000/- |
| 2 nd Coupon Payment | 26 August, 2024 Monday | 26 August, 2024 Monday | 366 | 7,48,000/- |
| 3 rd Coupon Payment | 26 August, 2025 Tuesday | 26 August, 2025 Tuesday | 365 | 7,48,000/- |
| 4 th Coupon Payment | 26 August, 2026 Wednesday | 26 August, 2026 Wednesday | 365 | 7,48,000/- |
| 5 th Coupon Payment | 26 August, 2027 Thursday | 26 August, 2027 Thursday | 365 | 7,48,000/- |
| Redemption of Principal on account of exercise of Call Option*. | 26 August, 2027 Thursday | 26 August, 2027 Thursday | | 1,00,00,000/- |

Notes:

1. The above example is for illustration purpose only. The actual payment will be made as per provisions of summary term sheet.
2. Business day shall be the day on which money on which commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai. If the interest payment date / redemption date does not fall on a Business day, then payment of interest / principal amount shall be made in accordance with SEBI operational circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time.
3. If any coupon payment date, other than the ones falling on the redemption date falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day which becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the bonds.
4. If the redemption date of the bonds falls on a day that is not a business day, the redemption amount shall be paid by the issuer on the immediately preceding business day which becomes the new redemption date, along with interest accrued on the bonds until but excluding the date of such payment.
5. It is clarified that interest / redemption with respect to debentures, interest / redemption payments shall be made only on the days when commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai.
6. Interest payments will be rounded off to the nearest rupee as per the FIMMDA Handbook on market practices.

ADDITIONAL DISCLOSURES

1. Number of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year, in terms of securities as well as price.

NIL

2. Proposed time schedule for which the placement memorandum is valid.



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Please refer to Issue Schedule in the Placement Memorandum.

3. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects -

NIL

4. Pre-issue and post-issue shareholding pattern of the company

There is no change in shareholding pattern due to this Issue. Please refer to Details of Shareholding Pattern of the Bank in the Placement Memorandum for details of the shareholding of the Bank.

5. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.

NIL

6. Project details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project.

NOT APPLICABLE

II. TERMS OF ISSUE

1. Date of passing of board resolution authorizing the offer of securities

June 24, 2022

2. Details of the bonds proposed to be issued and listed

Unsecured, Subordinated, Fully paid-up, Taxable, Non-Convertible, Redeemable, Basel III compliant Tier II Bonds in nature of debentures of Face value of Rs 1 Crore each for inclusion in Tier II Capital in dematerialized form made in compliance with the applicable regulations specified by SEBI, the RBI guidelines and other applicable laws.

3. Applicable Regulation

The present issue of Bonds is being made in pursuance of Master circular no DOR.CAP.REC.3/21.06.201/2022-23 dated April 01, 2022 which consolidates all instructions on the matter of the Basel III Capital Regulations ("Master Circular") covering terms and conditions for issue of debt capital instrument for inclusion as Tier II Capital (Annex 5 of the Master Circular) and minimum requirements to ensure loss absorbency of Additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the point of non-viability (Annex 16 of the Master Circular) as amended or replaced from time to time. In the event of any inconsistency in terms of the Bonds as laid down in any of the transaction document(s) and terms of the Master Circular, the provisions of the Master Circular shall prevail.

The issue of Bonds and the terms and conditions of the Bonds will be subject to the applicable guidelines issued by the Reserve Bank of India and the Securities and Exchange Board of India (SEBI) from time to time.

Any disputes arising out of this issue will be subject to exclusive jurisdiction of the district courts of city of Bengaluru.

The bank can issue the bonds proposed by it in view of the present approvals and no further internal and external permission/approval(s) is/are required to undertake the proposed activity.

4. Objects of the Issue

The proposed Issue is being made for augmenting Tier II Capital (As per the terms defined in Basel III guidelines) and overall capital of the Bank for strengthening its capital adequacy and for enhancing its long-term resources



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in accordance with RBI Guidelines.

5. Price at which the security is being offered including the premium, if any

Each of the Bonds have a face value of Rs. 1,00,00,000 (Rupees One Crore only), with no premium.

6. Name and address of the valuer who performed valuation of the security offered

Not applicable, as the Bonds being offered are unsecured and are being issued at par.

7. Amount intended to be raised

Aggregate Total Issue size not exceeding Rs 2000 crore, (Rs Two Thousand Crore only), with a base issue size of Rs 1000 crore (Rupees One Thousand Crores only) and a green shoe option to retail oversubscription up to Rs 1000 crore (Rupees One Thousand Crores only) through private placement.

8. Authority for the Issue

The present issue of Bonds is being made pursuant to the resolution of the Board of Directors dated 24.06.2022 authorizing issue of Bonds offered under terms of this Placement Memorandum.

The bank can issue the bonds proposed by it in view of the present approvals and no further internal and external permission/approval(s) is/are required to undertake the proposed activity.

The Bonds offered are subject to provisions of the SEBI NCS Regulation 2021, Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, terms of this Placement Memorandum, instructions contained in the Application Form and other terms and conditions as may be incorporated in the Debenture Trustee Agreement. Over and above such terms and conditions, the Bonds shall also be subject to the applicable provisions of the Depositories Act 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment & issue of capital and listing of securities issued from time to time by the Government of India (GOI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), concerned Stock Exchange or any other documents that may be executed in respect of the Bonds.

9. Terms of raising securities

Unsecured, Subordinated, Non-Convertible, Fully Paid Up, Taxable, Redeemable Basel III-compliant Tier II Bonds in dematerialized form for inclusion in Tier II capital.

10. Paid in status

Fully paid in

11. Maturity period

Ten Years from the Deemed date of allotment.

12. Rate of interest

The Bonds have been issued with a fixed rate of interest.

13. Put and Call Option

In pursuance of Master circular no. DOR.CAP.REC.3/21.06.201/2022-23 dated Apr 01, 2022 which consolidates all instructions on the matter of Basel III Capital Regulations a ("Master Circular") covering terms and conditions for issue of Debt Capital instrument for inclusion in Tier II Capital (Annex 5 of the Master Circular) and minimum



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requirements to ensure loss absorbency of Additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the point of non-viability (Annex 16 of the Master Circular) as amended or replaced from time to time, the Bonds shall not have any “Put Option”.

The Bonds may have “Call Option” exercisable at the initiative of the Bank only after a minimum of Five years, subject to compliance with the terms specified in the RBI Regulations.

Therefore, (i) the Bondholder(s) shall not have any right to exercise Put Option; and (ii) the Issuer shall not have right to exercise Call Option to redeem the Bonds, in whole or in part, prior to the Redemption Date subject to RBI regulations.

14. Minimum Subscription

1 Bond (One Bond i.e. Rs. 1 crore) and in multiples of 1 Bond i.e. Rs. 1 crore thereafter.

15. Underwriting

The present Issue of Bonds is on a Private Placement basis and has not been underwritten.

16. Status of Bondholders/ Seniority of Claim

The claims of the Bondholders shall be:

- a) senior to the claims of Investors in Instruments eligible for inclusion in Tier 1 Capital issued by the bank;
- b) subordinate to the claims of all depositors and general creditors of the Bank;
- c) Neither secured nor covered by a guarantee of the Bank or related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis creditors of the Bank.
- d) Unless the terms of any subsequent issuance of bonds/debentures by the Bank specifies that the claims of such subsequent bond holders are senior or subordinate to the Bonds issued under this Placement Memorandum or unless the RBI specifies otherwise in its guidelines, the claims of the Bondholders shall be pari-passu with claims of holders of such subsequent debentures/bond issuances of the Bank;
- e) rank pari-passu without preference amongst themselves and other subordinated debt eligible for inclusion in Tier II Capital.

Notwithstanding anything contrary stipulated herein, the claims of the Bondholders shall be subject to the provisions of Loss Absorbency, Permanent principal write off on PONV Trigger Event and Other Events mentioned in the Placement Memorandum and this Term Sheet.

17. Loss Absorption Features

The Bonds shall be subjected to loss absorbency features applicable for non-equity capital instruments vide RBI Master Circular No. DOR.CAP.REC.3/21.06.201/2022-23 dated Apr 01, 2022 which consolidates all instructions on the matter of Basel III Capital Regulations a (“Master Circular”) covering terms and conditions for issue of Debt Capital instrument for inclusion in Tier II Capital (Annex 5 of the Master Circular) and minimum requirements to ensure loss absorbency of Additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the point of non-viability as provided for in Annex 16 of the aforesaid circular as amended from time to time.

Accordingly, the Bonds at the option of RBI, shall be permanently written off on the occurrence of the trigger event called the Point of Non Viability (PONV).

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18. PONV Trigger

The PONV Trigger event shall be the earlier of:

- a) A decision that a conversion (Conversion means full conversion to common shares) or write-off (Write off means fully and permanently write-off), without which the Bank would become nonviable, is necessary, as determined by the Reserve Bank of India; and
- b) The decision to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable, as determined by the relevant authority.

Such a decision would invariably imply that the write-off or issuance of any new shares as a result of conversion consequent upon the trigger event must occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted.

For this purpose, the Bank will be considered non-viable if:

The Bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the Reserve Bank of India unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by the Bank should be such that these are likely to result in financial losses and raising the Common Equity Tier 1 Capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include write-off / conversion of non-equity regulatory capital into common shares in combination with or without other measures as considered appropriate by the Reserve Bank. In rare situations, a bank may also become non-viable due to non-financial problems, such as conduct of affairs of the bank in a manner which is detrimental to the interest of depositors, serious corporate governance issues, etc. In such situations raising capital is not considered a part of the solution and therefore, may not attract provisions of this framework.

The Bank facing financial difficulties and approaching a PONV will be deemed to achieve viability if within a reasonable time in the opinion of RBI, it will be able to come out of the present difficulties if appropriate measures are taken to revive it. The measures including augmentation of equity capital through write-off/conversion/public sector injection of funds are likely to:

- a) Restore confidence of the depositors/ investors;
- b) Improve rating/ creditworthiness of the bank and thereby improving its borrowing capacity and liquidity and reduce cost of funds; and
- c) Augment the resource base to fund balance sheet growth in the case of fresh injection of funds.

The trigger at PONV will be evaluated both at consolidated and solo level and breach at either level will trigger write-off.

The amount to be converted/written-off will be determined by RBI. The trigger at PONV will be evaluated both at consolidated and solo level and breach at either level may trigger write-off.

If a PONV Trigger (as described below) occurs, the Issuer shall:

- (a) Notify the Trustee,
- (b) Cancel any Coupon which is accrued and unpaid on the bonds as on the write off date; and
- (c) Without the need for the consent of bondholders or the trustee, write off the outstanding principal of the bonds by such amount as may be prescribed by RBI ("PONV Write off Amount") and subject as is otherwise required by the RBI at the relevant time. The issuer will affect a write off within 30 days of the PONV write off amount being determined and agreed with the RBI.

Write off for PONV means full and permanent write off.

In any case it should be noted that following writing off of the Bonds and claims and demands as noted above neither the Bank, nor any other person on the Bank's behalf shall be required to compensate or provide any relief, whether absolutely or contingently, to any Bondholder or any other person claiming for or on behalf of or



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through such holder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocably extinguished and terminated. Unless otherwise specified in this Placement Memorandum, the write-off of any common equity or any other regulatory capital (as understood in terms of the aforesaid circular or any replacement/ amendment thereof), whether senior or pari-passu or subordinate, and whether a Tier I capital or otherwise shall not be required before the write off of any of the Bonds and there is no right available to the Bondholder hereof or any other person claiming for or on behalf of or through such holder to demand or seek that any other regulatory capital be subject to prior or simultaneous write off or that the treatment offered to holders of such other regulatory capital be also offered to the Bondholders.

19. Purchase/ funding of bonds by the Bank

Neither the Bank nor any related party over which the Bank exercises control or significant influence (as defined under relevant Accounting Standards) shall purchase the Bonds, nor would the Bank directly or indirectly fund the purchase of the Bonds. The Bank shall also not grant advances against the security of the Bonds issued by it.

20. Terms of Payment

The full face value of the Bonds applied for is to be paid along with the Application Form. Applicant(s) need to send in the Application Form and the application amount through RTGS for the full value of Bonds applied for.

| Face Value per Bond | Minimum Application Size | Amount Payable on Application per Bond |
|---------------------|--|--|
| Rs.1 Crore | 1 Bond and in multiples of 1 Bond thereafter | Minimum is Rs 1 crore and in multiples of Rs 1 crore |

21. Deemed Date of Allotment

Interest on Bonds shall accrue to the Bondholders on the Deemed date of allotment. All benefits under the Bonds including payment of interest will accrue to the Bondholders from and including 22-08-2022, which shall be the Deemed Date of Allotment. All benefits relating to the Bonds will be available to the applicants from the Deemed Date of Allotment. The actual allotment of Bonds may take place on a date other than the Deemed Date of Allotment. The Bank reserves the right to keep multiple allotment date(s)/ date(s) of allotment at its sole and absolute discretion without any notice. If the issue closing date/ pay in dates is/are changed (pre-poned / postponed), the Deemed Date of Allotment may also be changed (pre-poned / postponed) by the Bank at its sole and absolute discretion.

22. Trading of Bonds

The marketable lot for the purpose of trading of Bonds shall be 1 (one) Bond of face value of Rs.1 Crore each. Trading of Bonds would be permitted in Demat mode only in standard denomination of 1 bond of Rs.1 Crore and such trades shall be cleared and settled in recognized stock exchange(s) subject to conditions specified by SEBI. In case of trading in Bonds which has been made over the counter, the trades shall be reported on a recognized stock exchange having a nation-wide trading terminal or such other platform as may be specified by SEBI.

24. Mode of Transfer of Bonds

The Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Bank.

Transfer of Bonds to and from NRIs/ OCBs, in case they seek to hold the Bonds and are eligible to do so, will be governed by the then prevailing guidelines of RBI.

25. Common Form of Transfer

The Bank undertakes that it shall use a common form/ procedure for transfer of Bonds issued under terms of this Placement Memorandum.



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26. Interest on the Bonds

The face value of the Bonds, after adjustments and write-off on account of Loss absorbency and other events mentioned in the Summary Term Sheet, shall carry interest at the coupon rate (subject to deduction of income tax under the provisions of the Income Tax Act, 1961, or any other statutory modification or re enactment thereof, as applicable) are mentioned in the Summary Term Sheet.

In pursuance of Master Circular No. DOR.CAP.REC.3/21.06.201/2022-23 dated Apr 01, 2022, issued by the Reserve Bank of India on Basel III capital regulations covering criteria for inclusion of debt capital instruments as Tier II Capital, the Bonds shall not have any step-ups or any other incentives to redeem. Further, the Bonds shall not have a credit sensitive coupon feature, i.e. a coupon that is reset periodically based in whole or in part on Bank's credit standing.

The interest will be paid to those bondholders whose name appears on the record of the Depositories as on the Record Date. Interest will be paid by RTGS/NEFT/ Pay Orders/ Demand Drafts.

27. Deduction of Tax at Source

Tax as applicable under the IT Act or any other statutory modification or re-enactment thereof will be deducted at source out of interest payable on Bonds. Tax exemption certificate/documents, under section 193 of the income tax act 1961 if any must be lodged at the registered office of the bank or at such other place as may be notified by the bank in writing, at least 30 calendar working days before the interest payment days.

The tax exemption certificate/declaration of non-deduction of tax at source on interest on application money should be submitted along with application form. Where any deduction of income tax is made at source, the bank shall send to the bond holders a certificate of tax deduction at source. Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultants.

Tax deducted at source will be paid to income tax authorities on accrual or payment whichever is earlier.

28. Redemption/Maturity:

| | |
|-------------------|--|
| Redemption date | 26 August 2032 subject to issuer call, tax call and regulatory call, if any and provided that the bonds have not been written off on account of PONV and/or any other event on account of RBI guidelines. In case of exercise of call option, the redemption shall be made on call option date. |
| Redemption amount | At par(Rs 1,00,00,000/- Per bond) along with interest accrued till one day prior to the redemption date subject to adjustments and write off on account of "loss absorbency" and "other events" mentioned in this Term sheets In case of redemption due to exercise of call option or otherwise in accordance with RBI guidelines, the Bonds shall be redeemed at par along with interest accrued till one day prior to the Call Option Date subject to adjustments and/or write-off on account of Loss Absorbency, PONV and Other Events as mentioned in this Term Sheet. |

29. Settlement/ Payment on Redemption

Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ NECS/ RTGS/ NEFT mechanism in the name of the Bondholders whose name appear on the List of Beneficial Owners given by Depository to the Bank as on the Record Date.

The Bonds shall be taken as discharged on payment of the redemption amount by the Bank on the Redemption



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Date to the list of Beneficial Owners as provided by NSDL/ CDSL/ Depository Participant as on Record Date. Such payment will be a legal discharge of the liability of the Bank towards the Bondholders. On such payment being made, the Bank shall inform NSDL/ CDSL/ Depository Participant and accordingly the account of the Bondholders with NSDL/ CDSL/ Depository Participant shall be adjusted.

The Bank's liability to the Bondholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due date of redemption in all events. Further the Bank will not be liable to pay any interest or compensation from the Redemption Date. On the Bank's dispatching/ crediting the amount to the Beneficiary(ies) as specified above in respect of the Bonds, the liability of the Bank shall stand extinguished.

30. Effect of Holidays

If any coupon payment date, other than the ones falling on the redemption date, falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day, which becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the debentures. In other words, the subsequent coupon payment dates would not be changed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a non business day.

If the Call Option Due Date (also being the last Coupon Payment Date, in case call option is exercised) of the Bonds falls on a day that is not a Business Day, the Call Option Price shall be paid by the Bank on the immediately preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.

In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day shall be considered as the Record Date.

31. List of Beneficial Owners

The Bank shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount on due date/ exercising of call option, as the case may be. In case, the beneficial owner is not identified by the Depository on the Record Date due to any reason whatsoever, the Issuer shall keep in abeyance the payment of interest or other benefits, till such time the beneficial owner is identified by the depository and intimated to the Issuer. On receiving such intimation, the Issuer shall pay the interest or other benefits to the beneficiaries identified, within a period of 15 days from the date of receiving such intimation.

32. Succession

In the event of the demise of the sole/first holder of the Bond(s) or the last survivor, in case of joint holders for the time being, the Bank shall recognize the executor or administrator of the deceased Bondholder, or the holder of succession certificate or other legal representative as having title to the Bond(s). The Bank shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Bank may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Bond(s) standing in the name of the deceased Bondholder on production of sufficient documentary proof or indemnity.

Where a non-resident Indian becomes entitled to the Bond by way of succession, all such procedures and compliances as may be required under Foreign Exchange Management Act , 1999 as amended from time to time. the following steps have to be complied:

- Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bond was acquired by the NRI as part of the legacy left by the deceased holder.
- Proof that the NRI is an Indian National or is of Indian origin.



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Such holding by the NRI will be on a non-repatriation basis.

33. Who Can Apply

In terms of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“NCS Regulations”) along with the Operational Circular for issue and listing of non-convertible securities, securitised debt instruments, security receipts, municipal debt securities and commercial papers dated 10 August 2021 (“Operational Circular”), only Qualified Institutional Buyers (“QIBs”) are allowed to participate in the issuance of the Bonds. The Tier 2 Bonds to be issued under the Placement Memorandum and other transaction documents have the relevant features, hence the Operational Circular will be applicable.

Only those investors who are permitted to invest in this issue as per RBI guidelines and SEBI NCS Regulations 2021, applicable for issuance and listing of these bonds.

The following class of investors who fall under the definition of Qualified Institutional Buyers under Regulation 2 (ss) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, are eligible to participate in the offer (being Eligible Investors) ;

- i. a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with SEBI;
- ii. a foreign portfolio investor (FPI)* other than individuals, corporate bodies and family offices;
- iii. a public financial institution;
- iv. a scheduled commercial bank;
- v. a multilateral and bilateral development financial institution;
- vi. a state industrial development corporation;
- vii. an insurance company registered with the Insurance Regulatory and Development Authority of India;
- viii. a provident fund with minimum corpus of twenty five crore rupees;
- ix. a pension fund with minimum corpus of twenty five crore rupees;
- x. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
- xi. insurance funds set up and managed by army, navy or air force of the Union of India; and
- xii. insurance funds set up and managed by the Department of Posts, India; and
- xiii. Systemically important non-banking financial companies.

*Investment by FPIs/ FII in Tier 2 instruments raised in Indian Rupees shall be subject to a separate ceiling of USD 500 million, as amended from time to time.

Investment by FPIs/ FIIs in these Bonds raised in Indian Rupees shall be subject to compliance with terms and conditions stipulated by the Securities and Exchange Board of India (SEBI)/other regulatory authorities on investment in these instruments.

This being a private placement Issue, the eligible investors who have been addressed through this communication directly and are allowed to participate in terms of Chapter XIII of the SEBI NCS Operational Circular, are only eligible to participate.

This Issue is restricted only to the above investors. Prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the issue.

Prior to making any investment in these Bonds, each investor should satisfy and assure himself/herself/itself that he/she/it is authorized and eligible to invest in these Bonds. The Bank shall be under no obligation to verify the eligibility/authority of the investor to invest in these Bonds. Further, mere receipt of this Placement Memorandum (and/or any Transaction Document in relation thereto and/or any draft of the Transaction



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Documents and/or the Placement Memorandum) by a person shall not be construed as any representation by the Bank that such person is authorized to invest in these Bonds or eligible to subscribe to these Bonds. If after applying for subscription to these Bonds and/or allotment of Bonds to any person, such person becomes ineligible and/or is found to have been ineligible to invest in/hold these Bonds, the Bank shall not be responsible in any manner.

The issuance being a private placement through the Electronic Bidding Platform of NSE, the investors who have bid on their own account or through their arrangers, if any, appointed by Issuer, in the issue through the said platform and in compliance with the SEBI NCS Operational Circular on the above subject and NSE EBP Operating Guidelines are only eligible to apply.

Notwithstanding any acceptance of bids by the bank on and /or pursuant to the bidding process, on the electronic book platform, (a) if a person, in the bank's view, is not an eligible investor, the Bank shall have the right to refuse allotment of Bonds to such person and reject such person's application; (b) If after applying for subscription to these bonds and / or allotment of bonds to any person, such person(S) becomes ineligible and /or is found to have been ineligible to invest in / hold these bonds, the issuer shall not be responsible in any manner.

34. How to Apply

This being a private placement offer, investors who are established/ resident in India and who have been addressed through this communication directly only are eligible to apply.

All eligible investors should refer the operating guidelines for issuance of debt securities on private placement basis through an Electronic Book Mechanism as available on the website of NSE. Investors will also have to complete the mandatory know your customer verification process. Investors should refer to the Operational Guidelines in this respect. The application form will be filled in by each investor and uploaded in accordance with the SEBI regulatory and Operational Guidelines. Application for the bonds must be in the prescribed forms (enclosed) and completed in BLOCK letters in English as per the instructions contained therein.

(a) The details of the issue shall be entered on the NSE - EBP platform by the Issuer at least 2 (two) business days prior to the issue opening date, in accordance with the Operational Guidelines,

(b) The issue will be opened for the bidding for the duration of the bidding window that would be communicated through the issuers bidding announcement in the NSE- EBP platform at least 1 (One) business day before the start of the issue opening date.

Some of the key guidelines in the terms of current Operational Guidelines on issuance of securities on private placement basis through an EBP mechanism, are as follows:

(a) Modification of Bid:

Investors may note that modification of bid is allowed during the bidding period/ window. However, in the last 10 (ten) minutes of the bidding period/ window, revision of bid is allowed only for improvement of coupon/ yield and upward revision of the bid amount placed by the investor.

(b) Cancellation of Bid:

Investors may note that cancellation of bid is allowed during the bidding period/ window. However, in the last 10 minutes of the bidding period./ window, no cancellation of bids is permitted.

(c) Multiple Bids:

Investors are permitted to place multiple bids on the EBP platform in line with Chapter VI of the SEBI NCS Operational Circular read with the NSE EBP Operating Guidelines.

However, investors should refer to the Operational Guidelines prevailing as on the date of the bid.



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Payment Mechanism:

Applicants shall make remittance of application money by way of electronic transfer of funds through RTGS/ electronic fund mechanism for credit by the pay-in time in the Bank account of the NSE Clearing Ltd appearing on the NSE EBP platform in accordance with the timelines set out in the Operational Guidelines and the relevant rules and regulations specified by SEBI in this regard. All payment must be made through RTGS as per the Bank details mentioned in the application form/ NSE EBP platform.

The Bank assumes no responsibility for any applications lost in mail. The entire amount of Rs 1 Crore per bond is payable on application.

1. Funds payout on 26.08.2022 would be made by NSE clearing limited to the following Bank account of the issuer:

| | |
|---------------------------------|--|
| Name of the Banker | Canara Bank |
| Beneficiary Account Name | CANARA BANK TIER II BONDS |
| Beneficiary Account No. | 1589201001274 |
| IFSC Code | CNRB0001589 |
| Address of the Branch | Ground Floor, Canara Bank Building, C-14, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. |
| Narration | Application Money for the Bond Issue |

2. Cash, Money Orders, Demand Draft, and Postal Orders shall not be accepted. The issuer assumes no responsibility for any applications lost in mail. The entire amount of Rs 1 Crore per bond is payable on application.

3. All application forms duly completed (along with all necessary documents as detailed in this Placement Memorandum) must be delivered before the closing of the Issue to the Issuer. While forwarding the application form, applicants must ensure that the relevant UTR number/ any other evidence of having remitted the application money is obtained. Detailed instructions of filling up the application form are provided elsewhere in the Placement Memorandum.

4. Applications for the bond must be in the prescribed form (enclosed) and completed in BLOCK LETTERS in English and as per the instructions contained therein. Applications should be for the number of bonds applied by the applicant. Applications not completed in the prescribed manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be filled in the application form. This is required for the applicant's own safety and these details will be printed on the refund orders and interest/redemption warrants.

5. The applicant or in the case of an application in joint names, each of the applicant, should mention his/her PAN allotted under the income tax act, 1961 or where the same has not been allotted, the GIR number and the income tax circle/ward/district. As per the provisions of section 139 A(5A) of the income tax act, PAN/GIR number needs to be mentioned on the TDs certificates. Hence, the applicant should mention his PAN/GIR number if the investor does not submit Form 15 G/15AA/other evidence, as the case may be for non deduction of tax at source. IN case neither the PAN nor the GIR number has been allotted,. The applicant shall mention "applied for" and in case the applicant is not assessed to income tax, the applicant shall mention "not applicable" (stating reasons for non applicability) in the appropriate box provided for the purpose. Application form without this information will be considered incomplete and are liable to be rejected.

6. All applicants are requested to tick the relevant columns "category of investors" in the application form. Public/private/religious/charitable trusts, provident funds and other superannuation trusts and other investors requiring "approved security" status for making investments. No separate receipts shall be issued for the application money. However, the issuer receiving the duly completed application form(s) will acknowledge the receipt of the applications by stamping and returning the acknowledgment slip to the applicant. Applications



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shall be deemed to have been received by the issuer only when submitted to it or on receipt by the registrar as detailed above and not otherwise.

7. For further instructions about how to make an application for applying for the Bonds and procedure for remittance of application money, please refer to the Term Sheet and the Application form carefully.

PROCESS FLOW OF SETTLEMENT:

Successful bidders shall make pay-in of funds towards the allocation made to them, in the Bank account of the NSE Clearing Ltd, on or before 10:30 A.M on the Deemed Date of Allotment. The fund pay-in by the successful bidders will be made only from the Bank accounts, which have been provided/ updated in electronic book mechanism system. Upon the transfer of funds into the aforesaid account and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Debenture Holder(s) to the NSE Clearing Ltd, the R&T Agent shall provide the corporate action file along with all requisite documents to the depositories by 12:00 hours and subsequently, the pay-in funds shall be released into the Issuer's Bank account.

35. Force Majeure

The Bank reserves the right to withdraw the issue prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and regulatory environment.

36. Applications Under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Bank or to the Registrars or to such other person(s) at such other address(es) as may be specified by the Bank from time to time through a suitable communication.

37. Application by Mutual Funds

In case of applications by Mutual Funds, a separate application must be made in respect of each scheme of an Indian Mutual Fund registered with SEBI and such applications will not be treated as multiple applications, provided that the application made by the Asset Management Company/ Trustees/ Custodian clearly indicate their intention as to the scheme for which the application has been made.

38. PAN/GIR Number

All applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle/ Ward/ District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

39. Signatures

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/ Notary Public under his/her official seal.

40. Right of Bondholder(s)

Bondholder is not a shareholder. The Bondholders will not be entitled to any other rights and privilege of shareholders other than those available to them under statutory requirements. The Bond(s) shall not confer upon the holders the right to receive notice, or to attend and vote at the General Meeting of the Bank. The principal amount and interest on the Bonds will be paid to the registered Bondholders only, and in case of Joint holders, to the one whose name stands first.

Besides the above, the Bonds shall be subject to the provisions of the Banking Regulation Act, 1949, as amended, the terms of this Bond Issue and the other terms and conditions as may be incorporated in the Debenture



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Trusteeship Agreement and other documents that may be executed in respect of these Bonds.

41. Modification of Rights

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bondholders, provided that nothing in such consent or resolution shall be operative against the Bank where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Bank.

42. Future Borrowings

The Bank shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds/ Debentures/ Notes/ other securities in any manner with ranking as pari-passu basis or otherwise and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Bank may think appropriate, without the consent of, or intimation to, the Bondholder(s) or the Trustees in this connection.

43. Notices

All notices required to be given by the Bank or by the Trustees to the Bondholders shall be deemed to have been given if sent by ordinary post/ courier to the original sole/ first allottees of the Bonds and/ or if published in one All India English daily newspaper and one regional language newspaper.

All notices required to be given by the Bondholder(s), including notices referred to under “Payment of Interest” and “Payment on Redemption” shall be sent by registered post or by hand delivery to the Bank or to such persons at such address as may be notified by the Bank from time to time.

44. Joint-Holders

Where two or more persons are holders of any Bond(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to provisions contained in the Companies Act, 1956 and the Companies Act, 2013.

45. Disputes & Governing Law

The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of district courts of Bengaluru, Karnataka.

46. Investor Relations And Grievance Redressal

Arrangements have been made to redress investor grievances expeditiously as far as possible, the issuer endeavors to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of Bonds applied for, amount paid on application and details of collection centre where the Application was submitted, may be addressed to the Compliance Officer at registered office of the issuer. All investors are hereby informed that the Bank has appointed a Compliance Officer who may be contacted in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the Demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc. Contact details of the Compliance Officer are given elsewhere in this Placement Memorandum.

47. Credit Rating for the Bonds

ICRA Limited have vide their letter no. ICRA/CANARA BANK/19082022/1 dated August 19, 2022, has assigned a credit rating “ICRA AAA/ STABLE” by ICRA Limited. Pronounced as “ICRA Triple A rating with stable outlook” for issue of Basel III Compliant Tier 2 Bonds aggregating upto Rs. 3,500 crore. A copy of rating letter from ICRA Limited is enclosed elsewhere in this Placement Memorandum.

India Ratings and Research have vide their letter dated August 18, 2022, have assigned a credit rating “IND



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AAA/Stable” by India Ratings & Research. Pronounced as “IND Triple A with stable outlook” up for issue of Basel III Compliant Tier 2 Bonds aggregating upto Rs. 3,500 crore.

Other than the credit rating mentioned hereinabove, the Bank has not sought any other credit rating from any other credit rating agency (ies) for the Bonds offered for subscription under the terms of this Placement Memorandum.

The above rating is not a recommendation to buy, sell or hold securities and applicants should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency. The rating obtained is subject to revision at any point of time in the future. The rating agency has the right to suspend, withdraw the rating at any time on the basis of new information etc.

48. Trustees for the Bondholders

In accordance with the provisions of (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued vide circular no. SEBI/LAD-NRO/GN/2021/39 dated August 09, 2021, as amended (ii) Section 117B of the Companies Act, 1956 (1 of 1956) and Section 71 of the Companies Act, 2013 to the extent in force and notified respectively and (iii) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Bank has appointed Axis Trustee Services Limited to act as Trustees (“Trustee”) for and on behalf of the holder(s) of the Bonds. The address and contact details of the Trustees are as under:



Mr Anil Grover

Axis Trustee Services Limited

The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg,
Dadar West, Mumbai-400 028 Tel No.: 022-62300451
Fax No.: 022-6230 0700 Website-www.axistrustee.com
Email:rahul.vaishya@axistrustee.in

A copy of letter from **Axis Trustee Services Limited** vide their letter dated 16-08-2022 conveying their consent to act as Trustees for the current issue of Bonds is enclosed elsewhere in this Placement Memorandum.

The Bank hereby undertakes that a Debenture Trusteeship Agreement shall be executed by it in favour of the Trustees within three months permissible under applicable laws. The Debenture Trusteeship Agreement shall contain such clauses as may be prescribed under section 71 of the Companies Act, 2013 and those mentioned in Schedule IV of the Securities and Exchange Board of India (Debenture Trustees) Regulations. Further, the Debenture Trusteeship Agreement shall not contain a clause which has the effect of (i) limiting or extinguishing the obligations and liabilities of the Trustees or the Bank in relation to any rights or interests of the holder(s) of the Bonds, (ii) limiting or restricting or waiving the provisions of the Securities and Exchange Board of India Act, 1992 (15 of 1992); Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 and circulars, regulations or guidelines issued by SEBI and (iii) indemnifying the Trustees or the Bank for loss or damage caused by their act of negligence or commission or omission.

The Bondholder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Bonds as the Trustees may in their absolute discretion deem necessary or require to be done in the interest of the Bondholders. Any payment made by the Bank to the Trustees on behalf of the Bondholder(s) shall discharge the Bank pro tanto to the Bondholder(s). The Trustees shall protect the interest of the Bondholders in the event of default by the Bank in regard to timely payment of interest and repayment of principal and shall take necessary action at the cost of the Bank. No Bondholder shall be entitled to proceed directly against the Bank unless the Trustees, having become so bound to proceed, fail to do so.

The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustee by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to



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discharge its obligations under the terms of SEBI NCS Regulations, the Securities and Exchange Board of India (Debt Instruments) Regulations (1993), the Debenture Trusteeship Agreement, Placement Memorandum and all other related transaction documents, with due care, diligence and loyalty.

The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Bonds including but not limited to the right to appoint a nominee director on the Board of the Bank in consultation with institutional holder(s) of such Bonds, in accordance with applicable laws. The Trustees shall ensure disclosures of all material events on an ongoing basis.

The Bank shall, till the redemption of Bonds, submit its latest audited/ limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and auditor qualifications, if any, to the Trustees within the timelines as mentioned in Listing Agreements amended. Besides, the Bank shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all "Qualified Institutional Buyers" (QIBs) and other existing Bondholder(s) within two working days of their specific request.

49. Stock Exchange Where Bonds Are Proposed to be Listed

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) segment of National Stock Exchange of India Limited ("NSE"). The Bank made an application to NSE for seeking its in-principle approval for listing of Bonds offered under the terms of this Placement Memorandum and received an in-principle approval from the NSE vide letter Ref No: NSE/LIST/5201 DATED 22-08-2022 (attached)

In pursuance of SEBI NCS Regulations 2021, the Bank shall make listing application to NSE within 04 days from the date of closure of issue and seek listing permission within 4 days from the date of closure of issue. In the event of delay in listing of Bonds beyond 4 days from the date of closure of issue the Bank shall pay penal interest of 1.00% p.a. over the Coupon Rate from the expiry of 4 days from the date of allotment till the listing of Bonds to the Bondholder(s).

50. Material Contracts & Agreements Involving Financial Obligations Of The Issuer

By very nature of its business, the Bank is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Bank. However, the contracts referred to in Para A below (not being contracts entered into in the ordinary course of the business carried on by the Bank) which are or may be deemed to be material have been entered into by the Bank. Copies of these contracts together with the copies of documents referred to in Para B may be inspected at the Head Office of the Bank between 10.00 a.m. and 2.00 p.m. on any working day until the issue closing date.

A. Material contracts

- Letter appointing Registrars and Agreement entered into between the Bank and the Registrars.
- Letter appointing Trustees to the Bondholders.

B. Documents

The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:

- Board resolution dated June 24, 2022, authorizing issue of Bonds offered under terms of this Placement Memorandum.
- Letter of consent from the Trustees for acting as trustees for and on behalf of the holder(s) of the Bonds.
- Letter of consent from the Registrars for acting as Registrars to the Issue.
- Application made to the NSE for grant of in-principle approval for listing of Bonds.
- Letter from ICRA Limited conveying the credit rating for the Bonds.
- Letter from India Ratings & Research Pvt Limited conveying the credit rating for the Bonds.
- Tripartite Agreement between the Bank, NSDL and Registrars for issue of Bonds in dematerialized form.



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h. Tripartite Agreement between the Bank, CDSL and Registrars for issue of Bonds in dematerialized form.

III. Disclosure Pertaining to Willful default

| | |
|---|------------------|
| a) Name of the Bank declaring the entity as a willful defaulter | - NIL |
| b) The year in which the entity is declared as a willful defaulter | - Not Applicable |
| c) Outstanding amount when the entity is declared as a willful defaulter | - Not Applicable |
| d) Name of the entity declared as a willful defaulter | - Not Applicable |
| e) Steps taken, if any, for the removal from the list of willful defaulter | - Not Applicable |
| f) Other disclosures, as deemed fit by the Issuer in order to enable investors to take informed decisions | - NIL |
| g) Any other disclosure as specified by SEBI | - NIL |



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IV. Summary Term Sheet

| | | |
|-----|---|---|
| 1 | Security Name | 7.48% Canara Bank Tier II Bonds 2022-23 Series I |
| 2 | Issuer | Canara Bank ("CB"/ the "Bank"/ the "Issuer") |
| 3 | Issue Size | Aggregate Total Issue size not exceeding Rs. 2000 crore with a base issue size of Rs 1000 crore and a Green shoe option to retain oversubscription up to Rs. 1000 crore |
| 4 a | Option to retain oversubscription | Up to Rs. 1000 crore (Rupees One Thousand crore only), at the sole discretion of the issuer |
| 4 b | Accepted Amount | Rs. 2,000 crore |
| 5 | Type of Instrument | Unsecured, Subordinated, Non-Convertible, Redeemable, Fully-paid-up, Taxable, Basel III Compliant Tier II Bonds in the nature of Debentures of Rs 1 crore each |
| 6 | Nature of Instrument | Unsecured Basel III Tier II Bonds The bonds are neither secured nor covered by a guarantee of the Bank nor related entity or other arrangements that legally or economically enhances the seniority of the claim of the bondholder vis-à-vis other creditors of the Bank. |
| 7 | Objects of the Issue and | Augmenting overall capital of the Bank, including Tier II Capital, for strengthening its capital adequacy and for enhancing its long term resources in accordance with RBI Guidelines. |
| 8 | Utilization of Issue Proceeds | The funds being raised by the Bank through the present Issue are not meant for financing any particular project. The Bank shall utilize the proceeds of the issue for augmenting overall capital of the Bank, including Tier II Capital, for strengthening its capital adequacy and for enhancing its long term resources in accordance with RBI/ SEBI/ Stock Exchange(s) Guidelines. The Bank undertakes that the proceeds of the issue shall not be used for any purpose which may be in contravention of the regulations/guidelines/ norms issued by the RBI/SEBI Stock Exchange(s). |
| 9 | Status of Bonds/Seniority of the Claims | The claims of the Bondholders in the Bonds shall be - (i) senior to the claims of investors in instruments eligible for inclusion in Tier I Capital of the Bank; (ii) subordinate to the claims of all depositors and general creditors of the Bank; (iii) neither secured nor covered by a guarantee of the Bank or related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis creditors of the Bank. (iv) Unless the terms of any subsequent issuance of bonds/debentures by the Bank specifies that the claims of such subsequent bond holders are senior or subordinate to the Bonds issued under this Placement Memorandum or unless the RBI specifies otherwise in its guidelines, the claims of the Bondholders shall be paripassu with claims of holders of such subsequent debentures/bond issuances of the Bank; (v) rank pari passu without preference amongst themselves and other subordinated debt eligible for inclusion in Tier II Capital. Tier I and Tier II shall have meaning ascribed to such terms under Basel III Guidelines. Notwithstanding anything contrary stipulated herein, the claims of the Bondholders shall be subject to the provisions of Loss Absorbency, Permanent principal write off on PONV Trigger Event and Other Events mentioned in the Placement Memorandum and this Term Sheet. |



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|----|---------------------|---|
| 10 | Listing | <p>Proposed on the Wholesale Debt Market (WDM) segment of National Stock Exchange of India Limited ("NSE").</p> <p>The issuer shall make listing application to NSE and seek listing permission within 4 days from the days from the issue closure date (being the date on which bids are accepted on the electronic bidding platform) of bonds.</p> |
| 11 | Credit Rating | "ICRA AAA/ Stable" by ICRA Ltd, pronounced as "ICRA Triple A rating with Stable Outlook" and "IND AAA/Stable" by India Ratings & Research, pronounced as "IND Triple A Rating with Stable Outlook" |
| 12 | Mode of Issue | Private Placement through Electronic Bidding Platform (EBP). |
| 13 | Issuance Mode | Only in dematerialized form |
| 14 | Type of Bidding | Closed Bidding; on Electronic Bidding Platform (EBP) of NSE (National Stock Exchange) |
| 15 | Manner of allotment | Uniform Coupon |
| 16 | Eligible Investors | <p>In terms of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations") along with the Operational Circular for issue and listing of non-convertible securities, securitized debt instruments, security receipts, municipal debt securities and commercial papers dated 10 August 2021 ("Operational Circular"), only Qualified Institutional Buyers ("QIBs") are allowed to participate in the issuance of the Bonds. The Tier 2 Bonds to be issued under the Placement Memorandum and other transaction documents have the relevant features; hence the Operational Circular will be applicable.</p> <p>As per Regulation 2 (ss) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 dated September 2018, "Qualified Institutional Buyer" means:</p> <ol style="list-style-type: none"> a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with SEBI; a foreign portfolio investor (FPI)* other than individuals, corporate bodies and family offices; a public financial institution; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority of India; a provident fund with minimum corpus of twenty five crore rupees; a pension fund with minimum corpus of twenty five crore rupees; National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; Insurance funds set up and managed by army, navy or air force of the Union of India; and Insurance funds set up and managed by the Department of Posts, India; and Systemically important non-banking financial companies. <p>*Investment by FPIs/ FII in Tier 2 instruments raised in Indian Rupees shall be subject to a separate ceiling of USD 500 million, as amended from time to time.</p> <p>This being a private placement Issue, the eligible investors who have been addressed through this communication directly and are allowed to participate in terms of Chapter XIII of the SEBI NCS Operational Circular, are only eligible to participate.</p> |



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| | | <p>This Issue is restricted only to the above investors. Prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the issue.</p> <p>Prior to making any investment in these Bonds, each investor should satisfy and assure himself/herself/itself that he/she/it is authorized and eligible to invest in these Bonds. The Bank shall be under no obligation to verify the eligibility/authority of the investor to invest in these Bonds. Further, mere receipt of this Placement Memorandum (and/or any Transaction Document in relation thereto and/or any draft of the Transaction Documents and/or the Placement Memorandum) by a person shall not be construed as any representation by the Bank that such person is authorized to invest in these Bonds or eligible to subscribe to these Bonds. If after applying for subscription to these Bonds and/or allotment of Bonds to any person, such person becomes ineligible and/or is found to have been ineligible to invest in/hold these Bonds, the Bank shall not be responsible in any manner.</p> <p>*Investment by FPIs in the bonds raised in Indian Rupees shall be subject to compliance with terms and conditions stipulated by the RBI, SEBI or any other regulatory authorities on investment in these Bonds.</p> <p>Notwithstanding any acceptance of bids by the bank on and /or pursuant to the bidding process, on the electronic book platform, (a) if a person, in the bank's view, is not an eligible investor, the Bank shall have the right to refuse allotment of Bonds to such person and reject such person's application; (b) If after applying for subscription to these bonds and / or allotment of bonds to any person, such person(S) becomes ineligible and /or is found to have been ineligible to invest in / hold these bonds , the issuer shall not be responsible in any manner.</p> |
| 17 | Trading Mode | Only in dematerialized form |
| 18 | a. Security | Unsecured |
| | b. Undertaking on creation of security | Not Applicable. The Bonds are unsecured in nature and hence no permission or consent from any earlier creditor is required for security creation. |
| | c. Convertibility | Non-Convertible |
| | d. Face Value | Rs.1,00,00,000/- (Rupees One Crore only) |
| | e. Trading Lot | The minimum trading lot size shall be as required under Chapter XIII of the SEBI NCS Operational Circular as amended from time to time. |
| 19 | Issue Premium | Nil |
| 20 | Issue Discount | Nil |
| 21 | Issue Price | At par i.e. Rs 1,00,00,000 (Rupees One Crore Only) per Bond. |
| 22 | Minimum Application | 1 Bond (i.e. Rs 1 crore)and in multiples of 1 bond thereafter |
| 23 | Issue Price | At par i.e. Rs 1,00,00,000 (Rupees One Crore Only) per Bond. |
| 24 | Minimum Application | 1 Bond (i.e. Rs 1 crore)and in multiples of 1 bond thereafter |
| 25 | Tenor | Redeemable after 120 months from the deemed date of allotment |
| 26 | Redemption date | 26 th August 2032 subject to Issuer Call, Tax Call and Regulatory Call, if any provided that the bonds have not been written off on account of PONV and/or any other events on account of RBI guidelines. |



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| | | In case of exercise of call option, redemption shall be made on call option date |
| 27 | Redemption Premium | Nil |
| 28 | Redemption Discount | Nil |
| 29 | Redemption Amount | <p>At par along with interest accrued till one day prior to the Redemption Date subject to adjustments and write off on account of “Loss Absorbency” & “Other Events” mentioned in this term sheet, as per the terms of the Placement Memorandum.</p> <p>In case of redemption due to exercise of call option or otherwise in accordance with RBI guidelines, the Bonds shall be redeemed at par along with interest accrued till one day prior to the Call option date subject to adjustments and/ or write off on account of “Loss absorbency”, “Permanent principal write off on PONV Trigger” Event & “Other Events” as mentioned in this term sheet.</p> |
| 30 | Coupon Rate | 7.48% per annum subject to “Loss absorbency”, “Permanent principal write-off on PONV Trigger Event” and “Other Events” mentioned in this Term Sheet |
| 31 | Coupon Reset | Not Applicable |
| 32 | Coupon Type | Fixed |
| 33 | Coupon Payment Frequency | Annual |
| 34 | Coupon Payment Dates | On the anniversary of deemed date of allotment every year till redemption of bonds. Kindly refer the cash flow. |
| 35 | Computation of Interest/Day count Basis | <p>The Interest for each of the interest periods shall be computed as per Actual/ Actual day count convention on the face value/ principal outstanding at the coupon rate rounded-off to the nearest rupee. (As per SEBI NCS Operational Circular dated August 10, 2021 bearing Reference No SEBI/HO/DDHS/P/CIR/2021/613) on the face value / Principal Outstanding after adjustments and write off on account of “Loss absorbency”, “Write-off on PONV Trigger Event” and “ Other events” mentioned in this Summary Term Sheet , at the Coupon rate Rounded off to the Nearest Rupee.</p> <p>The Interest period means each period beginning on (and including) the deemed date of allotment or any coupon payment date and ending on (but excluding) the next coupon payment date/ Issuer Call date, tax call date or regulatory call date (as defined later) (if exercised).</p> <p>It is clarified that in case of Coupon payment in a leap year, if February 29 falls during the tenor of the bonds then the number of days shall be reckoned as 366 days (actual/ actual day count convention) for a whole 1 year period.</p> |
| 36 | Step Up/ Step Down Coupon Rate | None |
| 37 | Record Date | <p>Record date for payment of coupon or of principal which shall be the date falling 15 days prior to the relevant Coupon Payment Date, Issuer Call Date, Tax call date or regulatory call date (each as defined later) on which interest or principal repayment is due and payable.</p> <p>In the event the Record Date for coupon payment date falls on a day which is not a Business Day, the next business day will be considered as the Record Date.</p> <p>In the event the Record Date for principal repayment fall on day which is not a business day, the immediately preceding business day shall be considered as the record date.</p> |
| 38 | Interest on Application Money | This shall be paid at the coupon rate (subject to deduction of Income Tax as per the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, as applicable) will be paid to the applicants on the application money for the Bonds for the period starting from and including the |



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| | | <p>date of realization of application money in Issuer's Bank Account up to one day prior to the Deemed Date of Allotment.</p> <p>The interest on application money will be computed as per Actual/ Actual day count convention. Such interest would be paid on all valid applications, including the refunds. For the application amount that has been refunded, the Interest on application money will be paid along with the refund orders and for the application amount against which Bonds have been allotted, the Interest on application money will be paid within ten working days from the Deemed Date of Allotment. Where an applicant is allotted lesser number of Bonds than applied for, the excess amount paid on application will be refunded to the applicant along with the interest on refunded money.</p> <p>TDS will be deducted at the applicable rate on interest on application money.</p> <p>The Bank shall not be liable to pay any interest in case of invalid applications or applications liable to be rejected including applications made by a person who is not an eligible investor. If the Pay-In Date and the Deemed Date of Allotment fall on the same date, interest on application money shall not be applicable. Further, no interest on application money will be payable in case the Issue is withdrawn by the Issuer in accordance with the Operational Guidelines.</p> |
| 39 | Put Option Date | Not applicable |
| 40 | Put Option Price | Not applicable |
| 41 | Call Option Price | At par, i.e. Rs 1,00,00,000/- (Rupees One Crore) per bond along with interest accrued till one day prior to the call option date subject to adjustments and/ or write off on account of loss absorbency and other events mentioned in the summary term sheet. |
| 42 | Call Option Date | <p>26th August 2027.</p> <p>On the 5th anniversary date from the deemed date of allotment or any anniversary date thereafter with prior approval of RBI, subject to "Tax call"/ "Regulatory Call".</p> <p>In case of "Tax Call" or "Regulatory Call", the date may be as specified in the notice to debenture trustees.</p> |
| 43 | Call Notification Time | 21 calendar days prior to the date of exercise of call option, i.e. Issuer Call, Tax Call or Regulatory Call. |
| 44 | Conditions for exercise of Call Option | <p>i. Issuer Call:</p> <p>On or after the (5th)fifth anniversary date from the Deemed Date of Allotment, the Issuer may at its sole discretion, having notified the Trustee not less than 21 calendar days prior to the date of exercise of such Issuer Call (which notice shall specify the date fixed for exercise of the Issuer Call)</p> <p>The issuer call, which is discretionary, may or may not be exercised on the (5th) fifth Anniversary from the deemed date of allotment i.e. the fifth coupon payment date or any coupon payment date thereafter.</p> <p>The Issuer Call may be exercised only after a minimum of five years subject to the following conditions:</p> <p>(a) Prior approval of RBI (Department of Banking Regulation) will be required for exercising Issuer Call.</p> <p>(b) The called Bonds should be replaced with capital of the same or better quality and the replacement of this Bond shall be done at conditions which are sustainable for the income capacity of the Issuer. Here, replacement of the capital can be concurrent with but not after the bonds are called;</p> |



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| | | <p style="text-align: center;">OR</p> <p>The issuer demonstrates that its capital position is well above the minimum capital requirements after the issuer call is exercised.</p> <p>Here, minimum refers to Common Equity Tier 1 of 8% of RWAs (including capital conservation buffer of 2.5% RWAs) and Total Capital of 11.5% of RWAs including any additional capital requirement identified under Pillar 2.</p> <p>ii. <u>Tax Call:</u></p> <p>If a Tax Event (as described below) has occurred and continuing, then the Issuer may subject to paragraphs (a) and (b) of Issuer Call above, having notified the Trustee not less than 21 calendar days prior to the date of exercise of such call ("Tax Call") which notice shall specify the date fixed for exercise of the Tax Call ("Tax Call Date"), exercise a call on the Bonds or substitute the bonds so that the bonds have better regulatory classification subject to adjustment on account of "Loss Absorbency", "Permanent principal write off on PONV Trigger" Event & "Other Events" as mentioned in this term sheet</p> <p>A Tax Event has occurred if, as a result of any change in, or amendment to, the laws affecting taxation (or regulations or rulings promulgated there under) of India or any change in the official application of such laws, regulations or rulings the Issuer will no longer be entitled to claim a deduction in respect of computing its taxation liabilities with respect to the Coupon on the Bonds.</p> <p>The exercise of Tax Call by the issuer is subject to the requirements set out in the Basel III Guidelines. RBI will permit the issuer to exercise the Tax Call only if the RBI is convinced that the Issuer was not in a position to anticipate the Tax event at the time of issuance of the Bonds.</p> <p>iii. <u>Regulatory Call</u></p> <p>If a Regulatory Event (described below) has occurred and continuing, then the Issuer may be subject to paragraphs (a) and (b) of "Issuer Call" above, having notified the Trustee not less than 21 calendar days prior to the date of exercise of such call ("Regulatory Call") which notice shall specify the date fixed for exercise of the Regulatory Call (the "Regulatory Call Date"), exercise a call on the Bonds or substitute the Bonds so that the Bonds have better regulatory classification subject to adjustment on account of "Loss Absorbency", "Permanent principal write-off on PONV Trigger Event" and "Other Events" mentioned in this term sheet.</p> <p>A Regulatory Event is deemed to have occurred if there is a downgrade of the Bonds in regulatory classification i.e Bonds are excluded from the Tier II Capital of the issuer.</p> <p>The exercise of Regulatory Call by the Issuer is subject to requirements set out in the Basel III Guidelines. RBI will permit the issuer to exercise the Regulatory call only if the RBI is convinced that the issuer was not in a position to anticipate the Regulatory Event at the time of issuance of the Bonds and if the Bank demonstrates to the satisfaction of RBI that the Bank's capital position is well above the minimum capital requirements after the Call Option is exercised.</p> |
| 45 | Business Day Convention | <p>Should any of the dates (other than the coupon payment date) including the deemed date of allotment, the Issuer call date, Tax Call date, Regulatory Call date as defined here fall on day which is not a business day, the immediately preceding business day shall be considered as the effective date.</p> |



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| | | <p>“Business Day” shall be all days (excluding Sundays and Public Holidays and Saturdays on which the Bank is not open) on which commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market is functioning in Mumbai. If the date of payment of interest/ redemption of principal does not fall on a business day, the payment of interest/ principal shall be made in accordance with SEBI Operational Circular dated August 10, 2021 bearing reference SEBI/HO/DDHS/P/CIR/2021/613.</p> <p>If any coupon payment date, other than the ones falling on the redemption date, falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day, which becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the debentures. In other words, the subsequent coupon payment dates would not be changed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a non business day.</p> <p>If the redemption date of the bonds falls on a day that is not a Business Day, the redemption amount shall be paid by the issuer on the immediately preceding business day which becomes the new redemption date, along with interest accrued on the debentures until but excluding the date of such payment.</p> |
| 46 | Depository | National Securities Depository Ltd (NSDL) & Central Depository Services (India) Ltd (CDSL) |
| 47 | Provisions related to Cross Default | Not Applicable |
| 48 | Settlement mode of the Bond | Payment of interest and repayment of principal amount shall be made by way of credit through direct credit/ NECS/ RTGS/ NEFT mechanism or any other permitted method at the discretion of the issuer. |
| 49 | Settlement Cycle | T+1 (Issuance) |
| 50 | Transaction Documents | <p>The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> Letter appointing Trustee to the Bondholders Debenture Trusteeship Agreement / Debenture Trust Deed; Letter appointing Registrar and Agreement entered into between the Issuer and the Registrar; Rating Agreement with ICRA Limited and India Ratings & Research Private Limited; Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form; Tripartite Agreement between the Issuer; Registrar and CDSL for issue of Bonds in dematerialized form; Letter appointing Registrar and Transfer Agent; Listing Agreement with NSE. This Placement Memorandum with application form. |
| 51 | Conditions precedent to subscription of Bonds | <p>The subscription from applicants shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> Rating letter from ICRA Limited & India Rating & Research Private Limited not being more than one month old from the date of issuance ; Consent letter from the Trustees to act as Trustee to the Bondholder(s); Letter from NSE conveying in-principle approval for listing & trading of Bonds Letter from R&T Agent conveying their consent to act as Registrars to the issue. |
| 52 | | The Bank shall ensure that the following documents are executed/ activities are |



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| | Conditions subsequent to subscription of Bonds | completed as per terms mentioned in this Placement Memorandum: 1. Credit of demat account(s) of the allottee(s) by number of Bonds allotted within 2 working days from the Issue closure date, 2. Making listing application to NSE within 4 days from the issue closure date (being the date on which bids are accepted on the electronic bidding platform) in pursuance of SEBI NCS Regulations 2021; 3. Besides, the issuer shall perform all the activities, whether mandatory or otherwise, as mentioned elsewhere in this Placement Memorandum. |
| 53 | Recapitalization | Nothing contained in this Placement Memorandum or any other Transaction documents shall hinder recapitalization by the issuer. |
| 54 | Reporting of Non Payment of Coupon | All instances of nonpayment of coupon should be notified by the issuer to the Chief General Managers in charge of Department of Banking Regulation and Department of Supervision of the Reserve Bank of India, Mumbai. |
| 55 | Discount | The Bonds shall be subjected to a progressive discount for capital adequacy purposes in accordance with Basel III guidelines. |
| 56 | Compliance with Reserve Requirements | The total amount raised by a bank through Tier 2 instruments shall be reckoned as liability for the calculation of net demand and time liabilities for the purpose of reserve requirements and, as such, will attract CRR/SLR requirements. |
| 57 | Default Interest Rate | <p>In case of default in payment of Interest and / or principal redemption on the due dates, additional interest at 2% per annum over the Coupon Rate will be payable by the Issuer for the defaulting period.</p> <p>If the Bank fails to execute the trust deed within prescribed timeline from the closure of the issue, the Bank shall pay additional interest at 2% p.a. to the debenture holders, over and above the agreed coupon rate, till the execution of the trust deed.</p> <p>However, any non payment of interest and/ or principal on account of RBI guidelines on Basel III capital regulations , Loss absorbency, Write-off on PONV Trigger and other events of this Summary term sheet, no such default interest shall be payable.</p> |
| 58 | Issue Schedule : 1. Opening Date and time* 2. Closing Date and time * | 25-08-2022, 11:00 AM 25-08-2022, 12:00 PM |
| 59 | Pay-In-Date* | 26-08-2022 |
| 60 | Deemed Date of Allotment* | 26-08-2022 |
| <p>* The Bank reserves its sole and absolute right to modify (pre-pone/ post-pone) the above issue schedule without giving any reasons or prior notice. In such a case, applicants shall be intimated about the revised time schedule by the Bank. The Bank also reserves the right to keep multiple Date(s) of Allotment at its sole and absolute discretion without any notice. In case if the Issue Closing Date/ Pay in Dates is/are changed (pre-poned/ post-poned), the Deemed Date of Allotment may also be changed (pre-poned/ post-poned) by the Bank at its sole and absolute discretion. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates may also be changed at the sole and absolute discretion of the Bank.</p> | | |
| 61 | Loss Absorbency | <p>The Bonds (including all claims, demands on the bonds and interest thereon, whether accrued or contingent) are issued subject to Loss Absorbency features applicable for non-equity capital instruments issued in Terms of Basel III Guidelines including in compliance with the requirements of Annex 5 thereof and are subject to certain Loss Absorbency features as described herein and required of Tier 2 Instruments at the point of Non Viability as provided for in Annex 16 of the aforesaid circular.</p> <p>Accordingly, the Bond and Bondholders claim, if any, against the Bank, wherever situated, may at the option of RBI be permanently written-off, in whole or in part, upon the occurrence of the trigger event called the Point of Non Viability</p> |



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| | | <p>("PONV"). PONV trigger event shall be defined in the aforesaid Basel III Guidelines and shall be determined by the RBI.</p> <p>RBI may in its imminence alter or modify the PONV trigger whether generally or in relation to the Bank or otherwise. In any case it should be noted that the following writing off of the Bonds and Claims and demands as noted above neither the Bank, nor any other person on the Banks behalf shall be required to compensate or provide any relief, whether absolutely or contingently, to the Bond holder or any other person claiming for or on behalf of or through such Bondholder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocable extinguished and terminated.</p> <p>Unless otherwise specified in this Placement Memorandum, the write off of any common equity or any other regulatory capital as understood in terms of the aforesaid circular or any replacement/amendment thereof, whether senior or pari-passu or subordinated, and whether a Tier I capital or otherwise shall not be required before the write off of any of the Bonds and there is no right available to the Bondholder hereof or any other person claiming for or on behalf of or through such holder to demand or seek any other regulatory capital be subject to prior or simultaneous write off or that the treatment offered to holders of such other regulatory capital be also offered to the Bond holders.</p> |
| 62 | Permanent Principal Write off on PONV Trigger Event | <p>The Bonds are issued subject to Basel III guidelines as amended from time to time (including all claims, demands on the Bonds and interest thereon, whether accrued or contingent), and at the option of the RBI, can permanently be written off upon the occurrence of the trigger event, called "Point of Non-Viability Trigger" (PONV Trigger).</p> <p>If a PONV Trigger (as described below) occurs, the Issuer shall:</p> <ol style="list-style-type: none"> Notify the Trustee, Cancel any Coupon which is accrued and unpaid on the bonds as on the write off date; and Without the need for the consent of bondholders or the trustee, write off the outstanding principal of the bonds by such amount as may be prescribed by RBI ("PONV Write off Amount") and subject as is otherwise required by the RBI at the relevant time. The issuer will affect a write off within 30 days of the PONV write off amount being determined and agreed with the RBI. <p>The PONV Trigger in respect of the issuer or its group event shall be the earlier of:</p> <ol style="list-style-type: none"> a decision that a conversion or write off, without which the Issuer or its group (as the case may be) would become non-viable, is necessary, as determined by the Reserve Bank of India; and the decision to make a public sector injection of capital, or equivalent support, without which the Issuer or its group (as the case may be) would become non-viable, as determined by the RBI. <p>The PONV trigger will be evaluated both at consolidated and solo level and breach at either level will trigger write off.</p> <p>For this purpose, the Bank may be considered non-viable if: The Bank which, owing to its financial and other difficulties, may no longer remain a going concern on its own in the opinion of the Reserve Bank of India unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by the Bank should be such that these are likely to result in financial losses and raising the Common</p> |



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| | <p>Equity Tier 1 Capital of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures would include permanent write-off in combination with or without other measures as considered appropriate by the Reserve Bank of India (RBI).</p> <p>RBI would follow a 2 stage approach to determine the non viability of the issuer. The stage 1 assessment would consist of purely objective and quantifiable criteria to indicate that there is a prima facie case of the issuer approaching Non viability and therefore a closer examination of the issuer's financial situation is warranted. The stage 2 assessment would consist of supplementary subjective criteria which, in conjunction with the stage 1 information, would help in determining whether the issuer is about to become non viable. These criteria would be evaluated together and not in isolation.</p> <p>Once the PONV is confirmed, the next step would be to decide whether rescue of the issuer would be through write off a loan or write off in conjunction with a public sector injection of funds.</p> <p>The write off of any common equity Tier 1 Capital shall not be required before the write-off of any non equity (Additional Tier I and Tier 2) regulatory capital instrument. The order of write off of the bonds shall be as specified in the order of seniority as per the Placement Memorandum and any other regulatory norms as may be stipulated by the RBI from time to time.</p> <p>Once the principal of the Bonds have been written off pursuant to PONV trigger event, PONV write off, amount will not be restored in any circumstances, including where the PONV trigger event has ceased to continue. A write off due to a PONV Trigger event shall occur prior to any Public Sector injection of capital so that the capital provided by the Public Sector is not diluted. However, any capital infusion by Government of India into the issuer as the promoter of the issuer in the normal course of business may not be construed as a PONV trigger.</p> <p>The Bondholders shall not have any residual claims on the issuer which are senior to ordinary shares of the issuer, following a PONV trigger and when write off is undertaken.</p> <p>Any compensation paid to the instrument holders as a result of the write-off must be paid immediately in the form of common shares.</p> <p>If the Bank is amalgamated with any other bank after the Bonds have been written-off permanently, these cannot be written-up by the amalgamated entity.</p> <p>If the RBI or any other relevant authorities decide to reconstitute the issuer or amalgamate the issuer with any other bank under the Section 45 of BR Act, 1949, the Issuer will be deemed as non-viable or approaching non-viability and the PONV Trigger and pre-specified trigger as per Basel III Guidelines will be activated. Accordingly, the Bonds will be permanently written- down in full prior to any reconstitution or amalgamation.</p> <p>The Bank facing financial difficulties and approaching a PONV shall be deemed to achieve viability if within a reasonable time in the opinion of RBI; it will be able to come out of the present difficulties if appropriate measures are taken to</p> |
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| | | <p>revive it. The measures including augmentation of equity capital through a permanent write-off/public sector injection of funds are likely to:</p> <ul style="list-style-type: none"> a) Restore confidence of the depositors/ investors; b) Improve rating/ creditworthiness of the bank and thereby improving its borrowing capacity and liquidity and reduce cost of funds; and c) Augment the resource base to fund balance sheet growth in the case of fresh injection of funds. <p>The amount to be written-off will be determined by RBI. The trigger at PONV will be evaluated both at consolidated and solo level and breach at either level may trigger write-off.</p> <p>Write off for PONV means full and permanent write off.</p> <p>In any case it should be noted that following writing off of the Bonds and claims and demands as noted above neither the Bank, nor any other person on the Bank's behalf shall be required to compensate or provide any relief, whether absolutely or contingently, to any Bondholder or any other person claiming for or on behalf of or through such holder and all claims and demands of such persons, whether under law, contract or equity, shall stand permanently and irrevocably extinguished and terminated. Unless otherwise specified in this Placement Memorandum, the write-off of any common equity or any other regulatory capital (as understood in terms of the aforesaid circular or any replacement/ amendment thereof), whether senior or pari-passu or subordinate, and whether a Tier I capital or otherwise shall not be required before the write off of any of the Bonds and there is no right available to the Bondholder hereof or any other person claiming for or on behalf of or through such holder to demand or seek that any other regulatory capital be subject to prior or simultaneous write off or that the treatment offered to holders of such other regulatory capital be also offered to the Bondholders.</p> |
| 63 | Events of Default and Treatment in Bankruptcy/ Liquidation | <p>The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation of the Issuer. It is further clarified that cancellation of discretionary payments or any exercise of Write-off on PONV Trigger Event, Loss Absorbency and Other Events shall not be deemed to be an event of default.</p> <p>The Issuer or the Debenture Trustee may call for meeting of Bondholders as per the terms of the Debenture Trust Deed (to be executed). E-voting facility may be provided, if applicable subject to compliance with regulatory guidelines. In case of any decision that requires a special resolution at a meeting of the Bondholders duly convened and held in accordance with provisions contained in Debenture Trust Deed (to be executed) and applicable law, the decision shall be passed by a majority consisting of not less than three-fourths of the persons voting thereat upon a show of hands or if a poll is demanded or e-voting facility is used, by a majority representing not less than three-fourths in value of the votes cast on such poll. Notwithstanding anything contained above, if any regulations/ circular/ guidelines issued by SEBI/RBI or any other relevant regulator require the voting to be held in a particular manner, the provisions contained in such regulations/ circular/ guidelines shall prevail. The Debenture Trust Deed (to be executed) shall contain the provisions for the meetings of the Bondholders and manner of voting. Subject to applicable law and regulatory guidelines, a meeting of the Bondholders, may consider the proposal for joining the inter creditor agreement, if applicable, and the conditions for joining such inter creditor agreement, if applicable, will be made part of the meeting agenda and the Trustee will follow the process laid down vide SEBI circular SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated October 13, 2020.</p> |
| 64 | Other Events or Treatment in the | <p>Treatment of Bonds in the event of Winding-Up</p> <p>The Bonds cannot contribute to liabilities exceeding assets if such a Balance</p> |



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| | event of Winding-Up, Amalgamation, Acquisition, Re-Constitution etc. of the Bank | <p>sheet test forms part of a requirement to prove insolvency under any law or otherwise.</p> <p>a. If the issuer goes into liquidation before the Bonds have been permanently written off, these Bonds will absorb losses in accordance with the order of Seniority indicated in the Information Memorandum and as per usual legal provisions governing priority of charges;</p> <p>b. If the issuer goes into liquidation after the Bonds have been permanently written off, the holders of these instruments will have no claim on the proceeds of liquidation.</p> <p>Amalgamation of a banking company (section 44A of the Banking Regulations Act, 1949):</p> <p>Subject to the Banking Regulation Act, 1949 as amended</p> <p>a. If the Bank is amalgamated with any other bank before the Bonds have been permanently written-off, the Bonds will become part of the corresponding categories of regulatory capital of the new bank emerging after the merger.</p> <p>b. If the Bank is amalgamated with any other bank after the Bonds have been written-off permanently, these cannot be written-up by the amalgamated entity.</p> <p><i>Scheme of reconstitution or amalgamation of a banking company</i></p> <p>If the relevant authorities decide to reconstitute the Bank or amalgamate the Bank with any other bank under the Section 45 of BR Act, 1949, the Bank will be deemed as non-viable or approaching non-viability and both the pre-specified trigger and the trigger at the point of non-viability for write-off of the Tier II instruments will be activated. Accordingly, the Bonds will be fully written-off permanently before amalgamation / reconstitution in accordance with these rules.</p> <p>The Order of write-off of the present Tier 2 Bonds vis-à-vis other capital instruments which the Bank has already issued or may issue in future, will be in accordance with the order of “Seniority of the Bonds” as mentioned earlier in the Information Memorandum and per usual legal provisions governing priority of charges.</p> |
| 65 | Order of claims of Basel III Compliant Tier II instruments | <p>The order of claims of various types of regulatory capital instruments issued by the Bank and that may be issued in futures shall be as under;</p> <p>Tier II instruments shall be superior to the claims of Investors in instruments eligible for inclusion in Tier I capital and subordinate to the claims of all depositors and general creditors of the Bank. Tier II debt instruments is neither secured nor covered by a guarantee of the issuer or related entity or other arrangement that legally or economically enhances the seniority of the claim vis-à-vis bank creditors.</p> <p>Tier II debt instruments will rank pari-passu without preference amongst themselves and other debt instruments irrespective of the date of issue classifying as Tier II capital in terms of Basel III guidelines.</p> <p>Unless the terms of any subsequent issuance of Bonds/debentures by the Bank specifies that the claims of such subsequent Bondholders are senior or subordinate to the Bonds issued under this Placement Memorandum or unless the RBI specifies otherwise in its guidelines, the claims of the Bondholders shall be pari-passu with claims of holders of such subsequent debentures/ bond issuances, and shall be on pari-passu ranking with holders of other Tier II instruments issued by the Bank. However, the claims of the Bondholders shall be subject to the provisions of loss absorbency, permanent principal write off on PONV trigger event and other events mentioned above.</p> |



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| 66 | Prohibition on Purchase / Funding of Instruments | Neither the bank nor a related party over which the bank exercises control or significant influence (as defined under relevant Accounting Standards) should purchase the instrument, nor can the bank directly or indirectly should fund the purchase of the instrument. Banks should also not grant advances against the security of the debt instruments issued by them. |
| OTHER GENERAL TERMS | | |
| 67 | Governing Law and Jurisdiction | The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof shall be subject to the jurisdiction of District Courts of Bengaluru, Karnataka. |
| 68 | Applicable Guidelines | <p>RBI</p> <p>The present issue of Bonds is being made in pursuance of Master circular no. DOR.CAP.REC.3/21.06.201/2022-23 dated Apr 01, 2022 which consolidates all instructions on the matter of Basel III Capital Regulations (“Master Circular”) covering terms and conditions for issue of Debt Instruments for inclusion in Tier II Capital (Annex 5 of the Master Circular) and minimum requirements to ensure loss absorbency of Additional Tier 1 instruments at pre-specified trigger and of all non-equity regulatory capital instruments at the point of non-viability (Annex 16 of the Master Circular) as amended or replaced from time to time.</p> <p>In the event of any inconsistency in terms of the Bonds as laid down in any of the transaction document(s) and terms of the Master Circular, supremacy of the provisions of the Master Circular over the IM shall prevail.</p> <p>The issue of Bonds and the terms and conditions of the Bonds will be subject to the applicable guidelines issued by the Reserve Bank of India and the Securities and Exchange Board of India (SEBI) from time to time.</p> |
| 69 | Events of Default | <p>The Bondholders shall have no rights to accelerate the repayment of future scheduled payments (coupon or principal) except in bankruptcy and liquidation of the Issuer. It is further clarified that cancellation of discretionary payments or any exercise of Write-off on PONV Trigger Event, Loss Absorbency and Other Events shall not be deemed to be an event of default.</p> <p>The Issuer or the Debenture Trustee may call for meeting of Bondholders as per the terms of the Debenture Trust Deed (to be executed). E-voting facility may be provided, if applicable subject to compliance with regulatory guidelines. In case of any decision that requires a special resolution at a meeting of the Bondholders duly convened and held in accordance with provisions contained in Debenture Trust Deed (to be executed) and applicable law, the decision shall be passed by a majority consisting of not less than three-fourths of the persons voting thereat upon a show of hands or if a poll is demanded or e-voting facility is used, by a majority representing not less than three-fourths in value of the votes cast on such poll. Notwithstanding anything contained above, if any regulations/ circular/ guidelines issued by SEBI/RBI or any other relevant regulator require the voting to be held in a particular manner, the provisions contained in such regulations/ circular/ guidelines shall prevail. The Debenture Trust Deed (to be executed) shall contain the provisions for the meetings of the Bondholders and manner of voting. Subject to applicable law and regulatory guidelines, a meeting of the Bondholders, may consider the proposal for joining the inter creditor agreement, if applicable, and the conditions for joining such inter creditor agreement, if applicable, will be made part of the meeting agenda and the Trustee will follow the process laid down vide SEBI circular SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated October 13, 2020.</p> |
| 70 | Trustees | AXIS TRUSTEE SERVICES LTD. |
| 71 | Registrars | Canara Bank Computer Services Limited (CCSL) |
| 72 | Compliance Officer | Company Secretary of the Bank |
| 73 | Role and Responsibilities of Debenture Trustee | The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its |



Placement Memorandum
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| | | duties and perform its functions as required to discharge its obligations under the terms of SEBI NCS Regulations, the Securities and Exchange Board of India (Debentures Trustees) Regulation, 1993, the Debenture Trusteeship Agreement, Placement Memorandum and all other related transaction documents, with due care, diligence and loyalty. |
| 74 | Risk factors pertaining to the Issue | The Bonds issued are subject to the “Loss Absorbency”, “Write-off on PONV Trigger Event” and “Other Events” mentioned in this Summary Term Sheet, Please refer Risk Factors of this placement documents. |
| 75 | Convention | “Business Day” shall be all days (excluding Sundays, Public Holidays and Saturdays on which the Bank is not open) on which commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market is functioning in Mumbai. |
| 76 | Effect of Holiday | If any coupon payment date, other than the ones falling on the redemption date, falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day, which becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the debentures. In other words, the subsequent coupon payment dates would not be changed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a non business day. If the Call Option Due Date (also being the last Coupon Payment Date, in case call option is exercised) of the Bonds falls on a day that is not a Business Day, the Call Option Price shall be paid by the Bank on the immediately preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment. In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day shall be considered as the Record Date. |
| 77 | Additional Covenants | <p><u>Delay in Listing:</u> The Issuer shall complete all formalities and seek listing permission within 4 trading days from the issue closure date (being the date on which bids are accepted on the electronic bidding platform). In the event of delay in listing of Bonds beyond 4 days from the issue closure date, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).</p> <p><u>Refusal of Listing:</u> If listing permission is refused before the expiry of the 4 days from the date of closure of issue, the Issuer shall forthwith repay all monies received from the applicants in pursuance of the Placement Memorandum along with penal interest of 1.00% per annum over the Coupon Rate from the expiry of 4 days from the Deemed Date of Allotment. If such monies are not repaid within 8 days after the Issuer becomes liable to repay it (i.e. from the date of refusal or 4 days from the date of closure of issue, whichever is earlier), then the Issuer and every director of the Issuer who is an officer in default shall, on and from the expiry of 8 days, will be jointly and severally liable to repay the money with interest at the rate of 15 per cent per annum on application money.</p> |
| 78 | Basis of Allocation/ Allotment | The Bank reserves the right to reject any/ all applications fully or partially at its sole discretion, without assigning any reason whatsoever. |
| 79 | Issue Procedure | In pursuance of Chapter VI of the SEBI NCS Operational Circular dealing with Electronic Book Provider Platform, it is mandatory that a private placement of debt securities of over Rs. 100 crore, including green shop option, be undertaken through the EBP Platform. |
| 80 | Recovery Expense Fund | The issuer shall create a recovery expense fund in the manner and use it for the purpose as maybe specified by SEBI from time to time. |
| 81 | Condition to Redemption | The Bonds shall be redeemed at par along with interest accrued till one day prior to the Redemption Date, as per the terms of the Placement Memorandum. |
| 82 | Payment Mode | The remittance of allotment should be made by electronic transfer of funds |



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| | | through RTGS/NEFT mechanism for credit to an Account as mentioned in the allotment letter from the EBP platform. |
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DISCLOSURES PERTAINING TO WILFUL DEFAULT

- Name of the bank declaring the entity as a willful defaulter: NIL
- The year in which the entity is declared as a willful defaulter: Not Applicable
- Outstanding amount when the entity is declared as a willful defaulter: Not Applicable
- Name of the entity declared as a willful defaulter: Not Applicable
- Steps taken, if any, for the removal from the list of willful defaulters: Not Applicable
- Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions: NIL
- Any other disclosure as specified by the Board: NIL

DISCLOSURES ALONGWITH THE LISTING APPLICATION TO THE STOCK EXCHANGE

The issuer shall ensure that it files the following disclosures along with the listing application to the stock exchange:

- The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, as amended from time to time and necessary resolutions for allotment of the Debentures.
- Copies of audited annual reports of the last three years.
- Statement containing particulars of, dates of, and parties to all material contracts and agreements.
- Copy of the Board Resolution authorizing the borrowing and list of authorized signatories.
- Any other particulars or documents that the Stock Exchange may call for as it deems fit.

DISCLOSURES TO THE TRUSTEE

The issuer shall submit the following disclosures to the trustee in electronic form (softcopy) at the time of allotment of the Bonds:

- The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, as amended from time to time and necessary resolution(s) for the allotment of the Bonds.
- Copy of last three years' audited annual reports.
- Statement containing particulars of, dates of, and parties to all material contracts and agreements.
- Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information (profit & loss statement, balance sheet and cash flow statement) and auditor qualifications, if any.
- An undertaking to the effect that the Issuer would, till the redemption of the Bonds, submit the details mentioned in point (d) above to the Debenture Trustee within the timelines as mentioned in the Simplified Listing Agreement issued by SEBI vide circular No. SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 as amended from time to time, for furnishing / publishing its half yearly/ annual result. Further, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Debenture Trustee and the Debenture Trustee shall be obliged to share the details submitted under this clause with all 'Qualified Institutional Buyers' (QIBs) and other existing Bondholder within two working days of their specific request.

V. UNDERTAKING BY THE ISSUER

- "Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the any regulatory authority in India, including the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk factors' given on page number 1 under the section 'General Risks'."
- "The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Offer Document contains all information with regard to the issuer and the issue, that the information contained in the offer document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."



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- iii) "The issuer has no side letter with any debt securities holder except the one(s) disclosed in the offer document/placement memorandum. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed.
- i) The Issuer declares that the PAN, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Numbers of the promoters and PAN of Directors have been submitted to the stock exchanges on which the non-convertible securities are proposed to be listed, at the time of filing the draft offer document/Placement Memorandum.



VI. DECLARATION

General Risk

Investment in non-convertible securities involves a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Section Risk Factors of this Placement Memorandum. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

The Issuer confirms that:

- (i) The issuer is in compliance with the provisions of Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Act, and the rules and regulations made there under.
- (ii) The compliance with the Act and the rules does not imply that payment of interest or coupon or repayment of these bonds, is guaranteed by the Central Government.
- (iii) The monies received under the offer shall be used only for the purposes and objects indicated in the Offer document;
- (iv) whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained.

Signed pursuant to internal authority granted.

For Canara Bank



B Sudhakar Kotary
General Manager, Authorized Signatory
Place: Bengaluru, Karnataka
Date: 25/08/2022



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ANNEXURE-I
ICRA RATING LETTER & RATIONALE



ICRA

ICRA Limited

CONFIDENTIAL

Ref: ICRA/CANARA BANK/19082022/1
Date: August 19, 2022

Mr. S. K. Majumdar
Chief Financial Officer
Canara Bank
112, J C Road
Bengaluru - 560002

Dear Sir,

Re: ICRA Credit Rating for Rs. 3,500.0 Crore Basel III Compliant Tier II Bond Programme of Canara Bank

In terms of the Rating Agreement dated August 12, 2022, executed between Canara Bank and ICRA Limited (ICRA) for carrying out the rating of the aforesaid bond programme, ICRA is required to review the rating, on an annual basis, or as and when the circumstances so warrant.

Please note that the Rating Committee of ICRA, after due consideration of the latest development in your company, has assigned a rating of [ICRA]AAA (pronounced as ICRA triple A) to the captioned Basel III Compliant Tier II bonds programme. The Outlook on the long-term rating is Stable. Instruments with this rating are considered to have highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

In any of your publicity material or other document wherever you are using above rating, it should be stated as [ICRA]AAA (Stable). This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to review and/ or, revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds, debentures and/ or other instruments of like nature to be issued by you.

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,
Yours faithfully,
For ICRA Limited

ABHISHEK DAFRIA
Digitally signed by ABHISHEK DAFRIA
Date: 2022.08.19 18:53:36 +05'30'

ABHISHEK DAFRIA
Vice President & Group Head
abhishek.dafria@icraindia.com

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RATING

RESEARCH

INFORMATION



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August 19, 2022

Canara Bank: [ICRA]AAA (Stable) assigned to Basel III Tier II bonds; ratings reaffirmed

Summary of rating action

| Instrument* | Previous Rated Amount (Rs. crore) | Current Rated Amount (Rs. crore) | Rating Action |
|-------------------------|--------------------------------------|-------------------------------------|--------------------------------|
| Basel III Tier II Bonds | - | 3,500.00 | [ICRA]AAA (Stable); assigned |
| Basel III Tier II Bonds | 7,900.00 | 7,900.00 | [ICRA]AAA (Stable); reaffirmed |
| Basel III Tier I Bonds | 1,500.00 | 1,500.00 | [ICRA]AA+ (Stable); reaffirmed |
| Total | 9,400.00 | 12,900.00 | |

*Instrument details are provided in Annexure I

Rationale

The ratings factor in the improvement in the profitability and solvency profile¹ of Canara Bank (Canara), which is expected to be sustained going forward, while the overall capitalisation profile remains comfortable. Further, the ratings remain supported by Canara's sovereign ownership and the demonstrated track record of capital support from the Government of India (GoI). While the bank is adequately capitalised and likely to remain self-sufficient for its capital requirements, ICRA expects it to continue receiving support from the GoI, if required. Canara had merged with erstwhile Syndicate Bank (e-SB), effective April 1, 2020. The merger has increased the systemic importance of the bank in the Indian banking sector with a market share of 6.1% in advances and 6.8% in total deposits as on March 31, 2022. It is the fourth-largest public sector bank (PSB) and the sixth-largest bank in the Indian financial system in terms of total business (advances and deposits cumulatively) as on March 31, 2022. The ratings are further supported by Canara's strong deposit franchise, resulting in a robust retail franchise and a strong liquidity profile.

While the headline asset quality indicators witnessed an improvement, the ratings take note of the vulnerable book comprising overdue and standard restructured advances, which stood at 3.2% of standard advances as on June 30, 2022. This remains a monitorable amid the recent weakening in macro-economic factors. However, given the high provision cover on the legacy stressed assets, ICRA expects Canara's operating profitability to comfortably absorb any incremental credit costs.

The Stable outlook on the ratings factors in the expectation of an improvement in the solvency profile and internal capital generation and the strong liability profile, apart from the bank's sovereign ownership.

Key rating drivers and their description

Credit strengths

Sovereign ownership with demonstrated capital support from GoI – The GoI remains the bank's largest shareholder, accounting for a 62.93% equity stake as on June 30, 2022. The GoI's stake has declined from 69.33% as on March 31, 2021 after two rounds of equity capital raising of Rs. 4,500 crore in the past two fiscals. The bank raised Rs. 2,000 crore and Rs. 2,500 crore through a qualified institutional placement (QIP) in December 2020 and August 2021, respectively. Canara and e-SB had received sizeable equity capital support from the GoI, amounting to Rs. 18,234 crore during FY2018-FY2020, of which Rs. 6,571 crore was last infused in FY2020. The GoI did not infuse any capital into Canara in FY2021 and FY2022 as its capital position remained adequate and it raised capital from the market.

¹ Solvency profile = Net stressed assets / Core capital; net stressed assets include net NPAs, net non-performing investments and net security receipts



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Recapitalisation and improving internal accruals over the years have helped the bank substantially reduce its net non-performing advances (NNPAs). ICRA believes that Canara is adequately capitalised and likely to remain self-sufficient for its capital requirements and expects it to continue receiving support from the GoI, if required.

Well-developed deposit franchise – Canara's branch network remains robust with 9,732 domestic branches as on June 30, 2022, with a strong footprint across South India. The bank's current account and savings account (CASA) base stood at 32.3% of the total deposits as on June 30, 2022 (32.5% as on June 30, 2021) although it was lower than the PSB average of 42.3% as on March 31, 2022. Canara continues to offer a higher rate on its term deposits compared to some other PSBs as it has to compete with a few other South-based banks. The higher term deposit rates and lower share of low-cost CASA deposits have kept Canara's overall cost of funds historically above the PSB average. The bank's cost of funds stood at 3.9% in FY2022 compared to the PSBs' average of 3.8%.

As a result, the deposit base is concentrated in comparison to peer PSBs, and the top 20 depositors accounted for 9.5% of the total deposits as on March 31, 2022, even though the same moderated after the merger from 15.0% (Canara standalone) as on March 31, 2020. ICRA expects the bank to continue to maintain a strong liquidity profile on account of its healthy core deposit base, widespread branch network and robust retail franchise.

High systemic importance as fourth-largest PSB – Following the merger with effect from April 1, 2020, Canara turned into the fourth-largest PSB and the sixth-largest bank in the Indian financial system in terms of total business (advances and deposits cumulatively) as on March 31, 2022. Its market share stood at 6.1% of advances and 6.8% of total deposits March 31, 2022, signifying its increased systemic importance in the Indian banking system. While Canara is currently not classified as a domestic systemically important bank (D-SIB), its classification in this category would lead to additional capital requirements vis-à-vis the regulatory minimum levels. We expect that the bank shall be able to meet the enhanced capital requirements based on the current capital position.

Improving capital and solvency position supported by internal accruals as well as fresh capital raising – The bank's core equity capital (CET-I) and Tier I capital stood at 10.5% and 12.1%, respectively, as on June 30, 2022 (8.9% and 10.3%, respectively, as on June 30, 2021), supported by internal accruals (return on assets (RoA) of 0.7% in Q1 FY2023 and 0.5% in FY2022) as well as capital raising (including Tier-I bonds). Given the current capital cushions, the bank is expected to be well positioned to sustain the growth momentum in the near to medium term while maintaining a buffer of ~100 basis points (bps) over the regulatory ratios.

With the improved capital position and the decline in the NNPA level, the NNPA/CET ratio improved to 32.47% as on June 30, 2022 from 53.57% as on March 31, 2021. With the expectation of a decline in the NNPA and the overall net stressed assets and an improvement in internal capital generation, the solvency profile is expected to improve even in the absence of further capital raising.

Profitability levels improve; likely to be sustained – With the improvement in the core operating profits, driven by the improving net interest margins (NIMs) and the lower credit costs in FY2022, the bank was able to report an RoA of 0.5% in FY2022 (0.2% in FY2021). The RoA improved further to 0.7% (annualised) in Q1 FY2023, partly supported by higher non-interest income during the quarter. Going forward, ICRA expects the improvement seen in the bank's profitability trajectory to be sustained, supported by the high provision cover on legacy stressed assets, leading to lower credit costs compared to the past.

Credit challenges

Asset quality remains a monitorable – Despite the Covid-19 pandemic-induced pressures on the debt servicing ability of borrowers, the fresh NPA generation moderated to 2.3% of standard advances in Q1 FY2023 and FY2022 (3.0% in FY2021 and 4.0% in FY2020). Moreover, the headline asset metrics were supported by meaningfully high recoveries and upgrades as well as write-offs. As a result, the gross NPAs (GNPAs) and NNPA improved to 7.0% and 2.5%, respectively, as on June 30, 2022 (8.5% and 3.5%, respectively, as on June 30, 2021).



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However, the standard restructured book, which stood at 2.5% of standard advances, and the SMA²-1 and SMA-2 loan book (above Rs. 5 crore ticket size) of 0.7% of standard advances as on June 30, 2022 remain a monitorable. Moreover, the weakening macro-economic factors, including the recent sharp increase in inflation levels leading to the weakening of the Indian currency, faster monetary policy tightening and the sharp rise in interest rates could potentially impact the debt servicing ability of certain borrowers; this remains a monitorable. Nevertheless, the high provisions on legacy stressed assets and the improving profitability are expected to help Canara absorb any incremental asset quality pressure from its operating profit.

Liquidity position: Strong

Canara's liquidity profile remains strong, supported by its strong retail liability franchise, the estimated excess statutory liquidity ratio (SLR) holding of 6.1% of total deposits as on June 30, 2022, the liquidity coverage ratio of 119% and the net stable funding ratio of 140% for the quarter ending March 31, 2022 against the regulatory requirement of 100%. ICRA expects Canara to maintain its liquidity profile, given the large proportion of retail deposits and the high portfolio of liquid investments. The bank can also avail liquidity support from the Reserve Bank of India (RBI) through reverse repo against excess SLR investments and marginal standing facility mechanism in case of urgent liquidity requirements.

Rating sensitivities

Positive factors – Not applicable as all the ratings are at the highest level for the respective instruments.

Negative factors – The ratings will be reassessed in case of a change in the sovereign ownership. ICRA could also change the outlook to Negative or downgrade the ratings if the bank's solvency profile weakens with net stressed assets/core capital exceeding 40% on a sustained basis. A sharp deterioration in the profitability and weakening of the distributable reserves eligible for the coupon payment on the additional tier I (AT-I) bonds will be a negative trigger for the rating on the AT-I bonds.

Analytical approach

| Analytical Approach | Comments |
|---------------------------------|---|
| Applicable rating methodologies | ICRA's Rating Methodology for Banks Impact of Parent or Group Support on an Issuer's Credit Rating |
| Parent/Group support | The ratings factor in Canara's sovereign ownership and the demonstrated track record of capital infusions by the GoI. ICRA expects the GoI to support the bank with capital infusions, if required. |
| Consolidation/Standalone | To arrive at the ratings, ICRA has considered the standalone financials of Canara. However, in line with ICRA's limited consolidation approach, the capital requirement of the Canara Bank Group's key subsidiaries/associates/joint ventures, going forward, has been factored in. |

About the company

Incorporated in 1906, Canara Bank was merged with erstwhile Syndicate Bank (e-SB) on April 1, 2020 to form the fourth-largest PSB and the sixth-largest bank in the Indian banking system with a total asset base of Rs. 12.6 lakh crore as on June 30, 2022. The bank has a market share of 6.1% and 6.8% in net advances and total deposits, respectively, as on March 31, 2022, with the GoI holding a majority stake (62.93% as on June 30, 2022). It has a network of 9,732 branches and 10,802 ATMs as on June 30, 2022.

² Special mention accounts; SMA-1 is overdue by 31-60 days and SMA-2 is overdue by 61-90 days



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Key financial indicators (standalone)

| Canara Bank | FY2021 | FY2022 | Q1 FY2022 | Q1 FY2023 |
|---|--------|--------|-----------|-----------|
| Net interest income | 24,103 | 26,384 | 6,159 | 6,785 |
| Profit before tax | 3,707 | 8,962 | 2,022 | 2,916 |
| Profit after tax | 2,558 | 5,678 | 1,177 | 2,510 |
| Net advances (Rs. lakh crore) | 6.39 | 7.04 | 6.49 | 7.47 |
| Total assets* (Rs. lakh crore) | 11.45 | 12.18 | 11.53 | 12.60 |
| CET-I | 8.61% | 10.26% | 8.85% | 10.49% |
| Tier I | 10.08% | 11.91% | 10.34% | 12.13% |
| CRAR | 13.18% | 14.90% | 13.36% | 14.91% |
| Net interest margin / Average total assets | 2.20% | 2.23% | 2.14%^ | 2.19%^ |
| Net profit / Average total assets | 0.23% | 0.48% | 0.41%^ | 0.65%^ |
| Return on net worth | 5.05% | 9.86% | 8.61%^ | 13.80%^ |
| Gross NPAs | 8.93% | 7.51% | 8.51% | 6.99% |
| Net NPAs | 3.82% | 2.65% | 3.46% | 2.48% |
| Provision coverage excl. technical write-offs | 59.46% | 66.46% | 61.46% | 66.19% |
| Net NPA / Core equity | 53.57% | 33.79% | 48.28% | 32.47% |

*Total assets and net worth exclude revaluation reserves; ^ Annualised

Source: Canara Bank, ICRA Research; Amount in Rs. crore unless mentioned otherwise

All calculations as per ICRA Research



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Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for past three years

| | Instrument | Type | Current Rating (FY2023) | | Date & Rating in FY2023 | Date & Rating in FY2022 | Date & Rating in FY2021 | Chronology of Rating History for the Past 3 Years | | | |
|---|------------------------------|------|-------------------------|--------------------|-------------------------|-------------------------|-------------------------|---|-----------------|-------------------------|-------------------------------|
| | | | Amount Rated | Amount Outstanding | | | | Date & Rating in FY2020 | | | |
| | | | (Rs. crore) | (Rs. crore) | | | | Jan-31-2020 | Sep-19-2019 | Jul-11-2019 | Apr-26-2019 |
| 1 | Basel III Tier II Bonds | LT | 3,500.00 | - | [ICRA]AAA (Stable) | - | - | - | - | - | - |
| 2 | Basel III Tier I Bonds | LT | 1,500.00 | 1,500.00 | [ICRA]AA+ (Stable) | [ICRA]AA+ (Stable) | [ICRA]AA(hyb) (Stable) | [ICRA]AA-(hyb)& | [ICRA]AA-(hyb)& | [ICRA]AA-(hyb) (Stable) | [ICRA]AA-(hyb) (Stable) |
| 3 | Basel III Tier II Bonds | LT | 7,900.00 | 7,900.00 | [ICRA]AAA (Stable) | [ICRA]AAA (Stable) | [ICRA]AA+(hyb) (Stable) | [ICRA]AA+(hyb)& | [ICRA]AA+(hyb)& | [ICRA]AA+(hyb) (Stable) | [ICRA]AA+(hyb) (Stable) |
| 4 | Certificates of Deposit | ST | - | - | - | - | - | - | - | [ICRA]A1+; withdrawn | [ICRA]A1+ |
| 5 | Basel II Lower Tier II Bonds | LT | - | - | - | - | - | - | - | - | [ICRA]AA+ (Stable); withdrawn |

& Rating watch with developing implications; LT – Long term; ST – Short term



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Complexity level of the rated instrument

| Instrument | Complexity Indicator |
|-------------------------|----------------------|
| Basel III Tier I Bonds | Highly Complex |
| Basel III Tier II Bonds | Highly Complex |

The Complexity Indicator refers to the ease with which the returns associated with the rated instrument could be estimated. It does not indicate the risk related to the timely payments on the instrument, which is rather indicated by the instrument's credit rating. It also does not indicate the complexity associated with analysing an entity's financial, business, industry risks or complexity related to the structural, transactional or legal aspects. Details on the complexity levels of the instruments are available on ICRA's website: www.icra.in



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Annexure I: Instrument details

| ISIN | Instrument Name | Date of Issuance / Sanction | Coupon Rate | Maturity Date | Amount Rated (Rs. crore) | Current Rating and Outlook |
|------------------|-------------------------|-----------------------------|-------------|---------------|--------------------------|----------------------------|
| INE476A08035 | Basel III Tier I Bonds | Mar-05-2015 | 9.55% | Perpetual* | 1,500.00 | [ICRA]AA+ (Stable) |
| INE476A08050 | Basel III Tier II Bonds | Apr-27-2016 | 8.40% | Apr-27-2026 | 3,000.00 | [ICRA]AAA (Stable) |
| INE476A08043 | Basel III Tier II Bonds | Jan-07-2016 | 8.40% | Jan-07-2026 | 900.00 | [ICRA]AAA (Stable) |
| INE476A09264 | Basel III Tier II Bonds | Dec-31-2015 | 8.40% | Dec-31-2025 | 1,500.00 | [ICRA]AAA (Stable) |
| INE476A09256 | Basel III Tier II Bonds | Mar-27-2014 | 9.70% | Mar-27-2024 | 1,000.00 | [ICRA]AAA (Stable) |
| INE476A09249 | Basel III Tier II Bonds | Jan-03-2014 | 9.73% | Jan-03-2024 | 1,500.00 | [ICRA]AAA (Stable) |
| Yet to be placed | Basel III Tier II Bonds | - | - | - | 3,500.00 | [ICRA]AAA (Stable) |

*The instrument has a call option date of March 05, 2025

Source: Canara Bank

Key features of rated debt instruments

The servicing of the Basel III Tier II bonds is not subject to any capital ratios and profitability. However, the Basel III Tier II bonds and Basel III Tier I bonds are expected to absorb losses once the point of non-viability (PONV) trigger is invoked.

Further, the exercise of the call option on the Basel III Tier II bonds and Basel III Tier I bonds is contingent upon the prior approval from the RBI, and the bank will also need to demonstrate that the capital position is well above the minimum regulatory requirement post the exercise of the said call option.

The rated Basel III Tier I bonds (AT-I bonds) have the following loss-absorption features that make them riskier:

- Coupon payments are non-cumulative and discretionary, and the bank has full discretion at all times to cancel coupon payments. Cancellation of discretionary payments shall not be an event of default.
- Coupons can be paid out of the current year's profits. However, if the current year's profit is not sufficient or if the payment of the coupon is likely to result in a loss, the coupon payment can be made through the reserves and surpluses¹ created through the appropriation of profits (including statutory reserves). However, the coupon payment is subject to the bank meeting the minimum regulatory requirements for CET-I, Tier I and total capital ratios (including capital conservation buffer, CCB) at all times as prescribed by the RBI under the Basel III regulations.

These Tier I bonds are expected to absorb losses through the write-down mechanism at the objective prespecified trigger point fixed at the bank's (CET-I) ratio as prescribed by the RBI, i.e. 6.125% of the total RWAs of the bank or when the PONV trigger is breached in the RBI's opinion.

Given the above distinguishing features of the AT-I bonds, ICRA has assigned a one notch lower rating on these than the rating on the Tier II instruments. The distributable reserves that can be used for servicing the coupon in a situation of inadequate profit or a loss during the year, stood at a comfortable 6.1% of the risk-weighted assets (RWAs) as on March 31, 2022.

The rating on the Tier I bonds continues to be supported by the bank's capital profile, which is likely to remain comfortable, given the outlook on Canara's profitability and its strong capital-raising ability.

Annexure II: List of entities considered for consolidated analysis

| Company Name | Ownership | Consolidation Approach |
|-----------------------------------|-----------|------------------------|
| Canbank Financial Services Ltd. | 100.00% | Limited Consolidation |
| Canbank Venture Capital Fund Ltd. | 100.00% | Limited Consolidation |
| Canara Bank Securities Ltd. | 100.00% | Limited Consolidation |
| Canara Bank (Tanzania) Ltd. | 100.00% | Limited Consolidation |

¹ Calculated as per the amendment in Basel III capital regulations for AT-I bonds by the RBI, vide its circular dated February 2, 2017. As per the amended definition, distributable reserves include all reserves created through appropriation from the profit and loss account



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| Company Name | Ownership | Consolidation Approach |
|-------------------------------------|-----------|------------------------|
| SyndBank Services Ltd. | 100.00% | Limited Consolidation |
| Canbank Factors Ltd. | 70.00% | Limited Consolidation |
| Canbank Computer Services Ltd. | 69.14% | Limited Consolidation |
| Canara HSBC OBC Life Insurance Ltd. | 51.00% | Limited Consolidation |
| Canara Robeco AMC Ltd. | 51.00% | Limited Consolidation |
| Commercial Indo Bank LLC | 40.00% | Limited Consolidation |
| Kannataka Gramin Bank | 35.00% | Limited Consolidation |
| Kerala Gramin Bank | 35.00% | Limited Consolidation |
| Andhra Pragathi Grameena Bank | 35.00% | Limited Consolidation |
| Kannataka Vikas Grameena Bank | 35.00% | Limited Consolidation |
| Can Fin Homes Ltd. | 30.00% | Limited Consolidation |

Source: Canara Bank, ICRA Research



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Tel: +91 124 4545 860
communications@icraindia.com

Helpline for business queries

+91-9354738909 (open Monday to Friday, from 9:30 am to 6 pm)
info@icraindia.com

About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The International Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit www.icra.in



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ICRA Limited



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Branches



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ANNEXURE-II
INDIA RATINGS & RESEARCH RATING LETTER & RATIONALE



Mr. S K Majumdar
Chief General Manager and CFO
Canara Bank
Financial Management Wing
Head Office, 112 J C Road
Bengaluru - 560002

August 18, 2022

Dear Sir/Madam,

Re: Rating Letter of Canara Bank

India Ratings and Research (Ind-Ra) has taken the following rating actions on Canara Bank (Canara):

| Instrument Type | Date Issuance | Coupon Rate (%) | Maturity Date | Size of Issue (billion) | Rating/Outlook | Rating Action |
|-------------------------------|---------------|-----------------|---------------|------------------------------------|----------------|---------------|
| Long-Term Issuer Rating | - | - | - | - | IND AAA/Stable | Affirmed |
| Basel III Tier 2 instruments^ | - | - | - | INR35 | IND AAA/Stable | Assigned |
| Basel III AT1 bonds* | - | - | - | INR139.5 (reduced from INR 144) | IND AA+/Stable | Affirmed |
| Basel III Tier 2 instruments* | - | - | - | INR109 | IND AAA/Stable | Affirmed |

* Details in annexure

^ Yet to be issued

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security.

The manner of India Ratings factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in India where the rated security is offered and sold, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular

India Ratings & Research Private Limited A Fitch Group Company

Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Tel: +91 22 4000 1700 | Fax: +91 22 4000 1701 | CIN/LLPIN: U67100MH1995FTC140049 | www.indiaratings.co.in

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jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

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It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

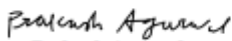
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We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please email us at infogrp@indiaratings.co.in

Sincerely,

India Ratings


Prakash Agarwal
Director


Abhishek Bhattacharya
Senior Director



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Annexure: Facilities Breakup

| Instrument Type | ISIN | Date of allotment/issuance | Coupon rate/Interest Rate (%) | Instrument Maturity Date | Issue Size (billion) | Rating/ Outlook |
|---|----------------|----------------------------|-------------------------------|--------------------------|----------------------|-------------------|
| Basel III Tier 2 instrument | | | | | | |
| BASEL TIER II Bonds 2015-16 (Series I) | INE476A09264 | 31 December 2015 | 8.4 | 31 December 2025 | INR15 | IND AAA/Stable |
| BASEL TIER II Bonds 2015-16 (Series II) | INE476A08043 | 7 January 2016 | 8.4 | 7 January 2026 | INR9 | IND AAA/Stable |
| BASEL COMPLIANT TIER II Bonds 2016-17 | INE476A08050 | 27 April 2016 | 8.4 | 27 April 2026 | INR30 | IND AAA/Stable |
| Basel Compliant Tier II Bonds 2019-20 | INE476A08076 | 11 March 2020 | 7.18 | 11 March 2030 | INR30 | IND AAA/Stable |
| Basel complaint Tier II bonds | INE476A08142 | 24 December 2021 | 7.09 | 24 December 2036 | INR25 | IND AAA/Stable |
| | Utilised Limit | | | | INR109 | |
| | Total | | | | INR109 | |
| Basel III AT1 bonds | | | | | | |
| BASEL COMPLIANT ADDITIONAL TIER 1 | INE476A08035 | 5 March 2015 | 9.55 | Perpetual | INR15 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INE667A08104 | 25 July 2017 | 9.8 | Perpetual | INR4.5 | WD (Paid in full) |

CanaraBank

18-August-2022



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| | | | | | | |
|---|--------------|-------------------|------|-----------|------------|----------------|
| Basel III AT1 perpetual bonds | INB476A08084 | 11 September 2020 | 8.3 | Perpetual | INR 10.12 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INB476A08092 | 29 September 2020 | 8.3 | Perpetual | INR1.691 | IND AA+/Stable |
| Basel Compliant Additional Tier I S III | INB476A08100 | 31 December 2020 | 8.5 | Perpetual | INR16.35 | IND AA+/Stable |
| Basel Compliant Additional Tier I S IV | INB476A08118 | 2 February 2021 | 8.3 | Perpetual | INR1.2 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INB476A08126 | 25 October 2021 | 8.4 | Perpetual | INR15 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INB476A08134 | 2 December 2021 | 8.05 | Perpetual | INR15 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INB476A08159 | 4 March 2022 | 8.07 | Perpetual | INR10 | IND AA+/Stable |
| BASEL III AT1 2022-23 Series I | INB476A08167 | 19 July 2022 | 8.24 | Perpetual | INR20 | IND AA+/Stable |
| Utilised limit | | | | | INR104.361 | |
| Unutilised limit | | | | | INR35.139 | |
| Total | | | | | INR139.5 | |

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India Ratings Assigns Canara Bank's Basel 3 Tier 2 Bonds 'IND AAA'/Stable; Affirms Existing Ratings

Aug 18, 2022 | Banks

India Ratings and Research (Ind-Ra) has taken the following rating actions on Canara Bank (Canara):

| Instrument Type | Date of Issuance | Coupon Rate (%) | Maturity Date | Size of Issue (billion) | Rating/Outlook | Rating Action |
|---|------------------|-----------------|---------------|------------------------------------|----------------|---------------|
| Long-Term Issuer Rating | - | - | - | - | IND AAA/Stable | Affirmed |
| Basel III Tier 2 instruments [^] | - | - | - | INR35 | IND AAA/Stable | Assigned |
| Basel III AT1 bonds* | - | - | - | INR139.5 (reduced from INR 144) | IND AA+/Stable | Affirmed |
| Basel III Tier 2 instruments* | - | - | - | INR109 | IND AAA/Stable | Affirmed |

* Details in annexure

[^] Yet to be issued

Analytical Approach: Ind-Ra continues to take a consolidated view of Canara and its subsidiaries while arriving at the ratings.

The affirmation of the Long-Term Issuer Rating factors in Canara's systemically important position and the likelihood of the bank continuously receiving support from the government of India (GoI). The rating also considers Canara's demonstrated moderate equity raising ability and the likelihood of continued and improved profitability over FY23-FY24, which could help the bank maintain and possibly grow its market share in advances and deposits.

<https://www.indiaratings.co.in/pressrelease/59273>

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For AT1 instruments, the agency considers the discretionary component, coupon omission risk and the write-down/conversion risk as key parameters to arrive at the rating. The agency recognises the unique going-concern loss absorption features that these bonds carry and differentiates them from the bank's senior debt, factoring in a higher probability of an ultimate loss for investors in these bonds.

Key Rating Drivers

For the detailed rationale, please click [here](#).

1QFY23 Update: The bank's operational performance in 1QFY23 was better than that of some of its larger peers, with annualised return on assets of 0.7% and material profits of INR8.9 billion from the sale of investments / treasury operations, where a few banks had incurred losses. In 1QFY23, the bank's advances grew by 5.7% qoq, while its deposits grew by 3% qoq. This indicates slowing of deposit mobilisation, not just for Canara but also for the banking system as a whole. Nevertheless, Ind-Ra expects the banks to continue to raise deposit rates on account of the rising market rates and competition for deposits. The bank witnessed growth of over 9% qoq in corporates in 1QFY23, led by infra, non-bank financial institutions and the iron and steel industry, with each of the sectors growing by over 10% qoq during the quarter.

The bank's gross non-performing assets decreased to 7% in 1QFY23 (4QFY22: 7.5%), while the net non-performing assets declined to 2.48% (2.65%); the annualised credit cost was 1.38% (1.5%). Overall, the bank's performance has been in line with Ind-Ra's expectations. In the agency's opinion, the bank's common equity tier 1 of 10.49%, total capital to risk (weighted) assets ratio of 14.9%, and likely accruals could give the bank adequate runway for growth in the medium term, given that the impact of legacy asset quality issues has waned materially.

Rating Sensitivities

Negative: Canara's Basel III Tier 2 bond ratings have been equated to its Long-Term Issuer Rating, which could change if, in Ind-Ra's opinion, there is a change in the Govt's support stance for public sector banks or there is material drop in the banks' systemic importance, which could, among other things, reflect in a material decline in Canara's market share or loss of deposit franchise.

The notching of the AT1 bonds could be widened from its anchor ratings if Ind-Ra believes that there is a dilution in the government's support stance towards hybrid instruments of public sector banks or any delay in the timeliness of extending this support. This could reflect among other things in capital buffers continuing to be close to the regulatory levels. Ind-Ra also expects that for banks with weaker operating performance, the capital buffers needed would be higher; if not, it could reflect in wider notching from the Long-Term Issuer Rating. These capital buffers could be important as the banks' ability to service the instrument could be impaired in the event of the bank making losses and/or if the capital levels are lower than the regulatory minimum levels.

ESG Issues

ESG Factors Minimally Relevant to Rating: Unless otherwise disclosed in this section, the ESG issues are credit neutral or have only a minimal credit impact on Canara, due to either their nature or the way in which they are being managed by the entity. For more information on Ind-Ra's ESG Relevance Disclosures, please click [here](#). For answers to frequently asked questions regarding ESG Relevance Disclosures and their impact on ratings, please click [here](#).

Company Profile

Canara has a pan-India presence, with the third-largest network of more than 8,957 domestic branches at FYE22. Of its branches, 60% are based in rural and semi-urban areas, supporting the Govt's initiative of banking for all.

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FINANCIAL SUMMARY

| Particulars (INR billion) | FY22 | FY21 |
|----------------------------|-----------|-----------|
| Net advances | 7,036.01 | 6,390.49 |
| Total deposits | 10,864.09 | 10,108.75 |
| Net income/loss | 56.8 | 25.57 |
| CET I (%) | 10.26 | 8.61 |
| Capital adequacy ratio (%) | 14.9 | 13.18 |
| Source: Canara, Ind-Ra | | |

Solicitation Disclosures

Additional information is available at www.indiaratings.co.in. The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer.

Rating History

| Instrument Type | Current Rating/Outlook | | | Historical Ratings | | | | |
|-----------------------------|------------------------|------------------------|----------------|--------------------|------------------|------------------|----------------|------------------|
| | Rating Type | Rated Limits (billion) | Rating | 12 July 2022 | 14 December 2021 | 16 November 2021 | 1 July 2021 | 22 December 2020 |
| Issuer rating | Long-term | - | IND AAA/Stable | IND AAA/Stable | IND AAA/Stable | IND AAA/Stable | IND AAA/Stable | IND AAA/Negative |
| Basel III Tier 2 instrument | Long-term | INR144 | IND AAA/Stable | IND AAA/Stable | IND AAA/Stable | IND AAA/Stable | IND AAA/Stable | IND AAA/Negative |
| Basel III AT1 bonds | Long-term | INR139.5 | IND AA+/Stable | IND AA+/Stable | IND AA+/Stable | IND AA+/Stable | IND AA/Stable | IND AA/Stable |

Annexure

| Instrument Type | ISIN | Date of allotment/issuance | Coupon rate/Interest Rate (%) | Instrument Maturity Date | Issue Size (billion) | Rating/ Outlook |
|--|--------------|----------------------------|-------------------------------|--------------------------|----------------------|-----------------|
| Basel III Tier 2 Instrument | | | | | | |
| BASL III TIER II Bonds 2015-16 (Series I) | INE476A09264 | 31 December 2015 | 8.4 | 31 December 2025 | INR15 | IND AAA/Stable |
| BASL III TIER II Bonds 2015-16 (Series II) | INE476A08043 | 7 January 2016 | 8.4 | 7 January 2026 | INR9 | IND AAA/Stable |
| BASL III COMPLIANT TIER II Bonds 2016-17 | INE476A08050 | 27 April 2016 | 8.4 | 27 April 2026 | INR30 | IND AAA/Stable |
| Basel III Compliant Tier II Bonds 2019-20 | INE476A08076 | 11 March 2020 | 7.18 | 11 March 2030 | INR30 | IND AAA/Stable |

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| | | | | | | |
|---|--------------|-------------------|------|------------------|------------|-------------------|
| Basel III-complaint Tier II bonds | INE476A08142 | 24 December 2021 | 7.09 | 24 December 2036 | INR25 | IND AAA/Stable |
| Utilised Limit | | | | | INR109 | |
| Total | | | | | INR109 | |
| Basel III AT1 bonds | | | | | | |
| BASL III COMPLIANT ADDITIONAL TIER 1 | INE476A08035 | 5 March 2015 | 9.55 | Perpetual | INR15 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INE667A08104 | 25 July 2017 | 9.8 | Perpetual | INR4.5 | WD (Paid in full) |
| Basel III AT1 perpetual bonds | INE476A08084 | 11 September 2020 | 8.3 | Perpetual | INR 10.12 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INE476A08092 | 29 September 2020 | 8.3 | Perpetual | INR1.691 | IND AA+/Stable |
| Basel III Compliant Additional Tier I S III | INE476A08100 | 31 December 2020 | 8.5 | Perpetual | INR16.35 | IND AA+/Stable |
| Basel III Compliant Additional Tier I S IV | INE476A08118 | 2 February 2021 | 8.3 | Perpetual | INR1.2 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INE476A08126 | 25 October 2021 | 8.4 | Perpetual | INR15 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INE476A08134 | 2 December 2021 | 8.05 | Perpetual | INR15 | IND AA+/Stable |
| Basel III AT1 perpetual bonds | INE476A08159 | 4 March 2022 | 8.07 | Perpetual | INR10 | IND AA+/Stable |
| BASL III AT I 2022-23 Series I | INE476A08167 | 19 July 2022 | 8.24 | Perpetual | INR20 | IND AA+/Stable |
| Utilised limit | | | | | INR104.361 | |
| Unutilised limit | | | | | INR35.139 | |
| Total | | | | | INR139.5 | |

Complexity Level of Instruments

| Instrument Type | Complexity Indicator |
|------------------------|----------------------|
| Basel III AT1 bonds | High |
| Basel III Tier 2 bonds | Moderate |

For details on the complexity level of the instruments, please visit <https://www.indiaratings.co.in/complexity-indicators>.



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India Ratings and Research: Most Respected Credit Rating and Research Agency India

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Senior Manager – Corporate Communication

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APPLICABLE CRITERIA

Evaluating Corporate Governance

Rating Bank Subordinated and Hybrid Securities

Financial Institutions Rating Criteria

Rating FI Subsidiaries and Holding Companies

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<https://www.indiaratings.co.in/pressrelease/59273>

5/5



Placement Memorandum
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ANNEXURE-III
Consent Letter from Debenture Trustee

ATSL/CO/22-23/3391

August 16, 2022

To,

Canara Bank
Canara Bank Circle Office Building
6th Floor, C-14, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai- 400 051

Dear Sir/ Madam,

Sub: Consent to act as Bond Trustee for the proposed privately placed issue of Listed Unsecured Redeemable Non-Convertible Tier II Bonds issue aggregating upto INR 3500 Crores By Canara Bank (The "Company" Or The "Issuer").

We, Axis Trustee Services Limited, hereby give our consent to act as the Bond Trustee for the abovementioned issue of Bonds having a tenure of more than one year and are agreeable to the inclusion of our name as Bond Trustee in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum and/or application to be made to the Stock Exchange for the listing of the said Bonds.

Axis Trustee Services Limited (ATSL) consenting to act as Bond Trustee is purely its business decision and not an indication on the Issuer's standing or on the Bond Issue. By consenting to act as Bond Trustee, ATSL does not make nor deems to have made any representation on the Issuer, its Operations, the details and projections about the Issuer or the Bonds under Offer made in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document. Applicants / Investors are advised to read carefully the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document and make their own enquiry, carry out due diligence and analysis about the Issuer, its performance and profitability and details in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document before taking their investment decision. ATSL shall not be responsible for the investment decision and its consequence.

We also confirm that we are not disqualified to be appointed as Debenture Trustee within the meaning of Rule 18(2)(c) of the Companies (Share Capital and Debenture) Rules, 2014.

Yours truly,

For Axis Trustee Services Limited



Makarand Kulkarni
Chief Business Officer

Registered Office:
Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai - 400 025
Corporate Office:
Delhi Office, 2nd Floor, 25 - Pusa Road, Karol Bagh, New Delhi - 110005
Tel No: 011 43556440 Email - Bondtrustee@axistrustee.com Website - www.axistrustee.com
Corporate Identity Number: U74999MH2008PLC12264 | MSME Registered UAN: MH19E0033585

 **AXIS TRUSTEE**



Placement Memorandum
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ANNEXURE-IV
Consent Letter from Registrar & Transfer Agent



CANBANK COMPUTER SERVICES LIMITED

(A Subsidiary of CANARA BANK)

R&T Center, # 218, JP ROYALE, 1st Floor, Sampige Road, (Near 14th Cross), 2nd Main, Malleswaram, Bengaluru-560003

Ph : 91-80-23469661/62 & 23469664/65 • Fax : 91-80-23469667 • E-mail: canbankrta@ccsl.co.in • www.canbankrta.com

CIN : U85110KA1994PLC016174

REF : CCSL/RnT/CB/BONDS/KR/2111 / 2022 -23

Date : 19th August, 2022

The Senior Manager
Canara Bank
Corporate Bonds Desk
Domestic Dealing Front Office,
Integrated Treasury Wing
Canara Bank Circle Office Building
6th Floor, C-14, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai- 400 051

Kind attn : Shri. Giri Babu
Senior Manager

Dear Sir,

SUB : ISSUE OF PRIVATE PLACEMENT BASEL – III COMPLAINT
TIER II BONDS FOR Rs. 3500 Crores - 2022 - 23.

We acknowledge with thanks your email communication referred above.

We are happy to accept the proposal and give our consent to act as Registrars
& Transfer Agents to the subject Issue, as per the Existing Terms and
Conditions as per agreement executed on 17th October, 2020.

Assuring our best attention and services always.

Thanking you,

Yours faithfully,
for CANBANK COMPUTER SERVICES LTD


R. RAGHUVeer
Vice President – Projects



Placement Memorandum
(Confidential & for Private Circulation Only)

ANNEXURE-V
Application Form



Addressed to: Canara Bank
(A Government of India Undertaking)

Integrated Treasury Wing, Canara Bank Building, 6th Floor, C-14, G-Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.

Tel No: (022) 26725056 / 26725053; Fax No: (022) 26725250

E-mail: tidmum@canarabank.com ; Website: www.canarabank.com

Application Form Serial No : XX

DATE OF RECEIPT OF APPLICATION
(For office use only)

| | | | | | |
|--|--|--|--|--|--|
| | | | | | |
|--|--|--|--|--|--|

APPLICATION FORM FOR UNSECURED, SUBORDINATED, NON-CONVERTIBLE, REDEEMABLE, FULLY PAID UP, TAXABLE, BASEL III COMPLIANT TIER 2 BONDS, IN THE NATURE OF DEBENTURES OF RS. 1,00,00,000 (RUPEES ONE CRORE) EACH

To,
CANARA BANK

Dear Sir,

Having read, understood and agreed to the contents and terms and conditions of CANARA BANK's Placement Memorandum dated 19.08.2022 , I/we hereby apply for allotment to us, of the **unsecured, subordinated, non-convertible, redeemable, fully paid up, taxable, Basel III compliant tier 2 bonds** in the nature of debentures of Rs. 1,00,00,000 (Rupees One Crore) each (hereinafter referred to as "Bonds"), out of the Private Placement Issue. I/We irrevocably give my/ our authority and consent to Axis Trustee Services Limited to act as my/our Trustees and for doing such acts and signing such documents as are necessary to carry out their duties in such capacity. The amount payable on application as shown below is remitted herewith. On allotment please place our name on the register of bondholders. I/We bind ourselves to the terms and conditions as contained in the Placement Memorandum for private placement. I/We note that the Bank is entitled in its absolute discretion to accept or reject this application in whole or in part without assigning any reason whatsoever.

(PLEASE READ CAREFULLY THE INSTRUCTION ON THE NEXT PAGE BEFORE FILLING UP THE FORM)

I/We confirm that I/we have not received and shall not receive any commission or brokerage or any other incentive in any form, directly or indirectly, for subscribing to the Issue.



Placement Memorandum
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Investment Details

DP Details

| | | | |
|--|---|---|---|
| Face Value/ Issue price | Rs.1,00,00,000/- (Rupees One Crore only) | Depository Name (Please Tick) | NSDL / CDSL |
| Minimum Application | 1 Bonds and in multiple of 1 thereafter | Depository Participant Name | |
| Tenure | | DP ID | |
| Coupon Rate | | Client ID | |
| Interest Payment | Annual, subject to "PONDV and/or "Loss Absorbency" (as the case may be, refer term sheet) | Beneficiary Account Number | |
| Amount Payable per Bond (i) | Rs.1,00,00,000/- | Applicant Category (Tick whichever is applicable) | |
| No. of Bonds applied for (ii) | | Scheduled Commercial bank | Mutual Fund |
| Total Amount Payable (Rs.) (in Fig.) | | Financial Institution | Company/Body Corporate |
| Total Amount Payable (Rupees in words) | | Insurance Company | Provident/Gratuity/ Super Annuation/ Pension Fund |
| | | Primary/ State/ District/Central cooperative Bank | Regional Rural Bank |
| | | Others (please specify) | |

APPLICANT'S DETAILS (To be filled in BLOCK LETTERS)

Sole/First Applicant's Name in Full

Signature/Authorized signatory

| | |
|--|--|
| | |
|--|--|

Second Applicant's Name

| | |
|--|--|
| | |
|--|--|

Third Applicant's Name

| | |
|--|--|
| | |
|--|--|



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Full Address (Do not repeat name)

| | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--------------------|--|--|--|--|--------------------|--|--|--|--|--------------------|--|--|--|--|
| | | | | | | | | | | | | | | | | | | | |
| Pin Code | | | | | | | | | | E Mail Id | | | | | | | | | |
| Telephone Number | | | | | | | | | | Fax Number | | | | | | | | | |
| Applicant's Income Tax Details & Bank Details | | | | | | | | | | | | | | | | | | | |
| | | | | | Applicant 1 | | | | | Applicant 2 | | | | | Applicant 3 | | | | |
| PAN / GIR NO (Enclose Copy) | | | | | | | | | | | | | | | | | | | |
| I.T Circle/ Ward/ District no | | | | | | | | | | | | | | | | | | | |
| Bank Name, Branch, City & IFSC CODE | | | | | | | | | | | | | | | | | | | |
| Type of account (SB/CA/OD) | | | | | | | | | | | | | | | | | | | |
| Bank Account Number | | | | | | | | | | | | | | | | | | | |
| RTGS Details | | | | | | | | | | | | | | | | | | | |
| RTGS Date | | | | | | | | | | UTR Number | | | | | | | | | |
| Name of the Bank | | | | | | | | | | | | | | | | | | | |
| Branch Name & Address | | | | | | | | | | | | | | | | | | | |

| Tax Deduction Status (Please Tick) | | Applicant signature (To be filled in only if applicant is institution) | | |
|---|--------------------|--|-------------|-----------|
| Fully exempt (Please furnish exemption certificate) | Tax to be deducted | Name of the authorized signatory(ies) | Designation | Signature |
| | | | | |
| | | | | |

Date:-- / -- / 2021

------(Tear here)-----

Acknowledgment Slip

Application Form Serial No.: []

| | |
|--|---|
| CANARA BANK Integrated Treasury Wing, Canara Bank Building, 6 th Floor, C-14, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Tel No: (022) 26725061 / 26725062; Fax No: (022) 26725250 Email ID: tidmum@canarabank.com; Website: www.canarabank.com | All future communication in connection with this application should be addressed to the Registrars: M/s. Canbank Computer Services Ltd [Address: R & T Center, #218, JP Royale, 1 st Floor, 2 nd Main, Sampige Road, (near 14 th Cross), Malleswaram, Bengaluru - 560 003; Tel: (080) 23469661/62 & 23469664/65; Fax: (080)23469667; E-mail: canbankrta@ccsl.co.in quoting full name of Sole/ First Applicant, Application No., Number of Bonds applied for, Date, Bank and Branch where the application was submitted |
| (To be filled in by the Applicant) Received from _____ Address _____ an application for _____ Bonds vide UTR No. _____ Drawn on _____ Dated _____ amounting to Rs. _____ | |



Placement Memorandum
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INSTRUCTIONS

1. Application forms must be completed in full in BLOCK LETTERS IN ENGLISH. A blank space must be left between two or more parts of the name.

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|

Signature should be made in English or in any of the Indian languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate / Notary Public under his / her official seal.

2. Application forms duly completed in all respects must be submitted with the Bank.
3. The remittance of allotment amount should be made by electronic transfer of funds through RTGS/NEFT Mechanism for credits as per allotment letter received from EBP Platform
4. Cheques, Demand Draft, Cash, Money Orders, Postal Orders shall not be accepted.
5. As a matter of precaution against possible fraudulent encashment of interest warrants due to loss / misplacement, applicants are requested to mention the full particulars of their bank account, as specified in the Application Form. Interest warrants will then be made out in favour of the bank for credit to the applicants account. In case the full particulars are not given, cheques will be issued in the name of the applicant at his/ her risk.
4. Receipt of applications shall be acknowledged by the Bank in the “Acknowledgment Slip”, appearing below the Application Form. No separate receipt will be issued.
5. All applicants should mention their Permanent Account Number (PAN) or the GIR number allotted under Income-Tax Act, 1961 and the Income-Tax Circle/Ward/District and encloses a copy of the same.
6. The application would be accepted as per the terms outlined in the Placement Memorandum dated xx.xx.2021
7. Documents to be provided by applicants: Applicants need to submit the following documentation, along with the application form, as applicable:
 - Memorandum and Article of Association / Constitutional Documents / Bye-laws / Trust Deed;
 - Board Resolution authorizing the investment and containing operating instructions;
 - Power of Attorney / relevant resolution / authority to make application;
 - Specimen signatures of the authorized signatories (ink signed), duly certified by an appropriate authority;
 - Government Notification (in case of Primary Co-operative Bank and RRBs);
 - Copy of Permanent Account Number Card (“PAN Card”) issued by the Income Tax Department; Copy of a cancelled cheque for ECS payments;

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- Necessary forms for claiming exemption from deduction of tax at source on interest on application money, wherever applicable.



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ANNEXURE-VI
In Principle Listing Approval from NSE



National Stock Exchange Of India Limited

Ref. No.: NSE/LIST/5201

August 22, 2022

The Company Secretary
 Canara Bank
 112, I.C. Road,
 Bengaluru-560002

Kind Attn.: Shri Vinay Mohita

Dear Sir,

Sub.: In-principle approval for listing of Non-Convertible Bonds in the nature of Debentures on private placement basis

This is with reference to your application dated August 19, 2022 requesting for in-principle approval for the proposed listing of unsecured, subordinated, non-Convertible, redeemable, fully-paid-up, taxable, Basel III compliant tier II bonds in the nature of debentures of face value of Rs. 10000000/- each (under Series I), for base issue size of Rs. 100000 lakhs with a green shoe option of Rs. 100000 lakhs, aggregating to total issue size Rs. 200000 lakhs, to be issued by Canara Bank on private placement basis. In this regard, the Exchange is pleased to grant in-principle approval for the said issue, subject to adequate disclosures to be made in the Offer Document in terms of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, applicable SEBI Circulars and other applicable laws in this regard and provided the Company includes the following Disclaimer Clause as given below in the Offer Document after the SEBI disclaimer clause:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). It is to be distinctly understood that the aforesaid submission or in-principle approval given by NSE vide its letter Ref.: NSE/LIST/5201 dated August 22, 2022 or hosting the same on the website of NSE in terms of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever"

This Document is Digitally Signed

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Sarada Kirta Complex, Bandra (E), Mumbai - 400 051
 India +91 22 28581000 | www.nseindia.com | CIN U67120MH1992PLC069709



Digitally signed by Shri Vinay Mohita
 Date: Mon, Aug 22, 2022 15:16:58 IST
 Location: India



Placement Memorandum
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Continuation Sheet

Please note that the approval given by the Exchange should not in any way be deemed or construed that the draft Offer Document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this draft offer document; nor does it warrant that the securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project.

Kindly also note that these debt instruments may be listed on the Exchange after the allotment process has been completed, provided the securities of the issuer are eligible for listing on the Exchange as per our listing criteria and the issuer fulfills the listing requirements of the Exchange. The issuer is responsible to ensure compliance with all the applicable guidelines issued by appropriate authorities from time to time including Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, applicable SEBI Circulars and other applicable laws in this regard.

Specific attention is drawn towards Para 1 of Chapter XV of SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021. Accordingly, Issuers of privately placed debt securities in terms of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and for whom accessing the electronic book platform (EBP) is not mandatory shall upload details of the issue with any one of the EBPs within one working day of allotment of securities. The details can be uploaded using the following links:

<https://www.nse-ebps.com>
<https://www.nseebps.com/ebps/rest/reportingentity/new=true>

Kindly note, this Exchange letter should not be construed as approval under any other Act/Regulation/Rule/Bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

Yours faithfully,
For National Stock Exchange of India Limited

Apurva Meghraj
Manager

This Document is Digitally Signed

Signer: Apurva Javahir Meghraj
Date: Mon, Aug 23, 2022 10:10:56 IST
Location: KOL



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ANNEXURE-VII
Illustration of Cash Flow

Disclosure of Cash flow with date of interest and redemption payment as per day count convention
As per Chapter III of SEBI Operational Circular No: SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, illustrative cash flow for bonds is as under:

ILLUSTRATION:

| | |
|-------------------------------|---|
| Name of the Issuer | Canara Bank |
| Face Value (per bond) | Rs. 1,00,00,000/- |
| Deemed Date of Allotment | 26-08-2022 |
| Call option Date | 26-08-2027 (or any anniversary date thereafter, subject to Tax Call/ Regulatory Call, For details refer Term sheet) |
| Redemption Date | 26-08-2032 |
| Coupon Rate | 7.48% p.a. |
| Frequency of Interest Payment | Annually |
| Day Count Convention | Actual/Actual |

Scenario 1: Call Option not exercised

| Cash Flows | Original Coupon Payment dates and Illustrative Call Option Due date | Modified Coupon Payment Dates and Redemption Due Date | No of Days for Denominator | Amount Payable per Bond (in Rs) |
|---------------------------------|---|---|----------------------------|---------------------------------|
| 1 st Coupon Payment | 26 August, 2023 Saturday | 28 August, 2023 Monday | 365 | 7,48,000 |
| 2 nd Coupon Payment | 26 August, 2024 Monday | 26 August, 2024 Monday | 366 | 7,48,000 |
| 3 rd Coupon Payment | 26 August, 2025 Tuesday | 26 August, 2025 Tuesday | 365 | 7,48,000 |
| 4 th Coupon Payment | 26 August, 2026 Wednesday | 26 August, 2026 Wednesday | 365 | 7,48,000 |
| 5 th Coupon Payment | 26 August, 2027 Thursday | 26 August, 2027 Thursday | 365 | 7,48,000 |
| 6 th Coupon Payment | 26 August, 2028 Saturday | 28 August, 2028 Monday | 366 | 7,48,000 |
| 7 th Coupon Payment | 26 August, 2029 Sunday | 27 August, 2029 Monday | 365 | 7,48,000 |
| 8 th Coupon Payment | 26 August, 2030 Monday | 26 August, 2030 Monday | 365 | 7,48,000 |
| 9 th Coupon Payment | 26 August, 2031 Tuesday | 26 August, 2031 Tuesday | 365 | 7,48,000 |
| 10 th Coupon Payment | 26 August, 2032 Thursday | 26 August, 2032 Thursday | 366 | 7,48,000 |
| Principal | 26 August, 2032 Thursday | 26 August, 2032 Thursday | | 100,00,000/- |

Notes:

- The above example is for illustration purpose only. The actual payment will be made as per provisions of summary term sheet.
- Business day shall be the day on which money on which commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai. If the interest payment date / redemption date does not fall on a Business day, then payment of interest / principal amount shall be made in accordance with SEBI operational circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time.
- If any coupon payment date, other than the ones falling on the redemption date falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day which



Placement Memorandum
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becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the bonds.

4. If the redemption date of the bonds falls on a day that is not a business day, the redemption amount shall be paid by the issuer on the immediately preceding business day which becomes the new redemption date, along with interest accrued on the bonds until but excluding the date of such payment.
5. It is clarified that interest / redemption with respect to debentures, interest / redemption payments shall be made only on the days when commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai.
6. Interest payments will be rounded off to the nearest rupee as per the FIMMDA Handbook on market practices.

Scenario 2: Assuming Call Option is exercised at the end of the 5th anniversary of the Deemed Date of Allotment

| Cash Flows | Original Coupon Payment dates and Illustrative Call Option Due date | Modified Coupon Payment Dates and Illustrative Call Option Due Date | No of Days for Denominator | Amount Payable per Bond (in Rs) |
|---|---|---|----------------------------|---------------------------------|
| 1 st Coupon Payment | 26 August, 2023 Saturday | 28 August, 2023 Monday | 365 | 7,48,000/- |
| 2 nd Coupon Payment | 26 August, 2024 Monday | 26 August, 2024 Monday | 366 | 7,48,000/- |
| 3 rd Coupon Payment | 26 August, 2025 Tuesday | 26 August, 2025 Tuesday | 365 | 7,48,000/- |
| 4 th Coupon Payment | 26 August, 2026 Wednesday | 26 August, 2026 Wednesday | 365 | 7,48,000/- |
| 5 th Coupon Payment | 26 August, 2027 Thursday | 26 August, 2027 Thursday | 365 | 7,48,000/- |
| Redemption of Principal on account of exercise of Call Option*. | 26 August, 2027 Thursday | 26 August, 2027 Thursday | 0 | 1,00,00,000/- |

Notes:

1. The above example is for illustration purpose only. The actual payment will be made as per provisions of summary term sheet.
2. Business day shall be the day on which money on which commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai. If the interest payment date / redemption date does not fall on a Business day, then payment of interest / principal amount shall be made in accordance with SEBI operational circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time.
3. If any coupon payment date, other than the ones falling on the redemption date falls on a day that is not a business day, the payment shall be made by the issuer on the immediately succeeding business day which becomes the coupon payment date for that coupon. However, the future coupon payment dates would be as per the schedule originally stipulated at the time of issuing the bonds.
4. If the redemption date of the bonds falls on a day that is not a business day, the redemption amount shall be paid by the issuer on the immediately preceding business day which becomes the new redemption date, along with interest accrued on the bonds until but excluding the date of such payment.
5. It is clarified that interest / redemption with respect to debentures, interest / redemption payments shall be made only on the days when commercial banks are open for business in the city of Bengaluru, Karnataka and when the money market in functioning in Mumbai.
6. Interest payments will be rounded off to the nearest rupee as per the FIMMDA Handbook on market practices.

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ANNEXURE-VIII

Audited Financial Statement on Standalone and Consolidated basis for a period of three completed years with Auditor's Report along with the requisite schedules, foot notes, summary etc.

ANNUAL REPORT 2021-22

<https://canarabank.com/media/8596/Annual%20Report%202021-22.pdf>

ANNUAL REPORT 2020-21

<https://canarabank.com/media/4550/ANNUALREPORT2020-21.pdf>

ANNUAL REPORT 2019-20

<https://canarabank.com/media/ANNUALREPORT2019-20.pdf>

June quarter 2022 financial Statements links:

https://canarabank.com/media/1386/Result30062022_25july20221.pdf

Last three years financial Statements links:

2021-22

<https://canarabank.com/media/8596/OBM75221.pdf>

2020-21

<https://canarabank.com/media/2071/Results3103.pdf>

2019-20

<https://canarabank.com/media/finresults31032020.pdf>

