



A Government of India Undertaking
Constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act,
1970

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ISSUE OF UPTO 9000 UNSECURED, NON-CONVERTIBLE, REDEEMABLE BASEL III COMPLIANT TIER 2 BONDS (HEREINAFTER REFERRED TO AS THE “SERIES II BONDS”) FOR INCLUSION IN TIER 2 CAPITAL IN THE NATURE OF DEBENTURES OF FACE VALUE OF RS.10,00,000 (RUPEES TEN LAKHS ONLY) EACH (“BONDS”) AT PAR AGGREGATING UP TO RS. 900 CRORES (RUPEES NINE HUNDRED CRORES) ON A PRIVATE PLACEMENT BASIS (“ISSUE”), BY CANARA BANK (“ISSUER” OR “BANK”)

DISCLOSURE DOCUMENT

Date: 05.01.2016

BACKGROUND

This Disclosure Document has been prepared in conformity with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended pursuant to the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012 issued vide circular no. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2014 issued vide circular no. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014 and as may be amended from time to time (together, the “SEBI Debt Regulations”) and the Reserve Bank of India (“RBI”) Master circular on ‘Basel III Capital Regulations’ issued vide circular no. RBI/2015-16/58 DBR.NO.BP.BC.1/21.06.201/2015-16 dated July 1, 2015 and as may be amended from time to time (together, the “Basel III Regulations”).

This Disclosure Document 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 authorised by the Issuer through a resolution passed by the Board of Directors of the Issuer on November 19, 2015.

GENERAL RISK

As the Issue is being made on a private placement basis, this Disclosure Document has not been submitted to or cleared by the Securities and Exchange Board of India ("SEBI"). The Issue has not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document. Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in debt instruments unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the Disclosure Document carefully before investing in the Bonds. 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 write-off at the Bank's PONV, as determined by RBI), which may impact the payment of interest and principal.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Disclosure Document 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 this Disclosure 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 makes this Disclosure Document as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATING

Basel III compliant Tier 2 Bonds:

CRISIL AAA/Stable' by CRISIL Limited (pronounced " CRISIL triple A rating with stable outlook") Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations.

[ICRA] AAA(hyb) (pronounced ICRA Triple A hybrid) rating with Stable Outlook by ICRA Limited. Instruments with an [ICRA] AAA rating are considered to have a highest degree of safety regarding timely servicing of financial obligations.

'IND AAA' rating with a Stable Outlook by India Ratings & Research Private Limited.

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.

LISTING

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

Registrars to the Issue

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SBICAP Trustee Company Ltd

Corporate Office,
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6th Floor, 3 Dinshaw Wachha Road,,
Churchgate,
Mumbai – 400 020 Tel No: 022-
43025555 Fax : 022-22040465
Email: helpdesk@sbicaptrustee.com

This Schedule prepared pursuant to the SEBI Debt Regulations for the private placement of Bonds is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Bonds to be issued by the Issuer. This is only an information brochure intended for private use.

ISSUE SCHEDULE

Issue Opening Date: 07.01.2016	Issue Closing Date: 07.01.2016	Deemed Date of Allotment: 07.01.2016
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The Issuer reserves the right to change the Issue Schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

DISCLAIMERS

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I. DEFINITIONS AND ABBREVIATIONS

Allotment	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 Disclosure Document 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.
Basel III Regulations or RBI Guidelines	The term Basel-III Regulations or RBI Guidelines in the Disclosure Document, 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. DBR.No.BP.BC.1/21.06.201/2015-16 dated July 01, 2015, as amended from time to time.
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 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) or Series II Bonds	Unsecured, non-convertible, redeemable Basel III compliant Tier 2 Bonds for inclusion in Tier 2 capital in the nature of debentures of face value of Rs 10,00,000 (Rupees Ten Lakhs only) each to be issued at par by the Issuer through private placement route under the terms of this Disclosure Document.
CAR	Capital Adequacy Ratio.
CAGR	Compounded Annual Growth Rate
CBSL	Canara Bank Securities Limited
CCSL	Canbank Computer Services Limited.