

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Canara Bank**
2. Quarter ending - **31-March-2023**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Vijay Srirangan	01813891	ID	Chairman	07-Nov-2022			2	28-Apr-1955	No				Active	NA		1	1	0	0		
Mr.	K Satyanarayana Raju	08607009	C & ED	CEO-MD	10-Mar-2021	07-Feb-2023			28-Dec-1965	No				Active	NA		1	0	2	0	SC	
Mr.	Debashish Mukherjee	08193978	ED		19-Feb-2018				09-May-1965	No				Active	NA		2	0	3	0	SC	
Mr.	Brij Mohan Sharma	09646943	ED		19-May-2021				23-Jun-1963	No				Active	NA		1	0	1	0	SC,RC	
Mr.	Ashok Chandra	09322823	ED		21-Nov-2022				16-Dec-1968	No				Active	NA		1	0	1	0	SC	
Mr.	Hardeep Singh Ahluwalia	09690464	ED		07-Feb-2023				24-Jun-1967	No				Active	NA		1	0	1	0	SC	
Mr.	Suchindra Misra	01873568	NED,ND		14-Jun-2016				22-Oct-1968	No				Active	NA		2	0	2	0	AC	
Mr.	R Kesavan	99999999	NED,ND		26-Apr-2019				04-Feb-1969	No				Active	NA		1	0	1	0	AC	DIN NOT APPLICABLE
Ms.	Nalini Padmanabhan	01565909	ID		21-Dec-2021	21-Dec-2021		12	20-Jul-1964	No				Active	NA		1	1	1	1	AC,RC	
Mr.	Dibakar Prasad Harichandan	02533662	ID		21-Mar-2022	21-Mar-2022		9	08-Jul-1970	No				Active	NA		1	1	1	0	AC,RC,NRC	
Mr.	Bimal Prasad Sharma	06370282	ID		27-Jul-2019	27-Jul-2022		41	01-Aug-1956	No				Active	NA		1	1	2	0	AC,SC,RC	
Mr.	Karunakara Shetty	08994933	ID		30-Nov-2021	30-Nov-2021		13	01-Mar-1969	No				Active	NA		1	1	1	0	SC,RC,NRC	
Ms.	Abha Singh Yaduvanshi	09608526	ID		27-Jul-2022	27-Jul-2022		5	09-Feb-1962	No				Active	NA		1	1	2	1	AC,SC,RC,NRC	

Company Remarks	The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. Shri. K Satyanarayana Raju was appointed as the ED of the bank w.e.f. 10.03.2021. Further, he was appointed as MD&CEO of the bank on 07.02.2023.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nalini Padmanabhan	ID	Chairperson	07-Jan-2022	
2	Suchindra Misra	NED,ND	Member	14-Jun-2016	
3	R Kesavan	NED,ND	Member	26-Apr-2019	
4	Dibakar Prasad Harichandan	ID	Member	04-Apr-2022	
5	Bimal Prasad Sharma	ID	Member	27-Jul-2019	
7	Abha Singh Yaduvanshi	ID	Member	03-Aug-2022	

Company Remarks	Audit Committee The constitution of Audit Committee is as per the RBI / GOI Guidelines. Nomination & Remuneration Committee Nomination & Remuneration Committee has been constituted as per the RBI / GOI Guidelines. Risk Management Committee (if applicable) The Risk Management Committee has been constituted as per the RBI / GOI Guidelines. Stakeholders Relationship Committee The Bank has constituted Stakeholder Relationship Committee as per the Listing Agreement.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Abha Singh Yaduvanshi	ID	Chairperson	03-Aug-2022	
2	Debashish Mukherjee	ED	Member	19-Feb-2018	
3	Brij Mohan Sharma	ED	Member	19-May-2021	
4	Ashok Chandra	ED	Member	21-Dec-2022	
5	Hardeep Singh Ahluwalia	ED	Member	07-Feb-2023	
6	Bimal Prasad Sharma	ID	Member	27-Jul-2019	
7	Karunakara Shetty	ID	Member	30-Nov-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bimal Prasad Sharma	ID	Chairperson	27-Jul-2019	
2	K Satyanarayana Raju	C & ED	Member	10-Mar-2021	
3	Brij Mohan Sharma	ED	Member	19-May-2021	
4	Nalini Padmanabhan	ID	Member	04-Apr-2022	
5	Dibakar Prasad Harichandan	ID	Member	04-Apr-2022	
7	Karunakara Shetty	ID	Member	30-Nov-2021	
8	Abha Singh Yaduvanshi	ID	Member	03-Aug-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Karunakara Shetty	ID	Chairperson	30-Nov-2021	
2	Dibakar Prasad Harichandan	ID	Member	04-Apr-2022	
3	Abha Singh Yaduvanshi	ID	Member	03-Aug-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
20-Oct-2022	Yes	11	11	5
20-Dec-2022	Yes	13	13	6
13-Jan-2023	Yes	12	11	6
23-Jan-2023	Yes	12	12	6
10-Feb-2023	Yes	13	12	6
07-Mar-2023	Yes	13	12	6
30-Mar-2023	Yes	13	12	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	24

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	20-Oct-2022	Yes	6	6	4	0
Audit Committee	20-Dec-2022	Yes	6	6	4	0
Audit Committee	13-Jan-2023	Yes	6	6	4	0
Audit Committee	23-Jan-2023	Yes	6	6	4	0
Audit Committee	07-Mar-2023	Yes	6	5	4	0
Stakeholders Relationship Committee	10-Feb-2023	Yes	7	6	3	0
Risk Management Committee	19-Oct-2022	Yes	7	7	5	0
Risk Management Committee	19-Dec-2022	Yes	7	7	5	0
Risk Management Committee	13-Jan-2023	Yes	7	7	5	0
Risk Management Committee	10-Feb-2023	Yes	7	7	5	0
Risk Management Committee	27-Feb-2023	Yes	7	7	5	0
Risk Management Committee	29-Mar-2023	Yes	7	7	5	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	42

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	The Bank is governed by the RBI Directives and ICAI-Accounting Standards. In this regard, there are no material related party transactions.
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VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt.
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Name : VINAY MOHTA
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.canarabank.com
Terms and conditions of appointment of	Yes		www.canarabank.com
Composition of various committees of board of	Yes		www.canarabank.com
Code of conduct of board of directors and senior	Yes		www.canarabank.com
Details of establishment of vigil mechanism/	Yes		www.canarabank.com
Criteria of making payments to non-executive	Yes		www.canarabank.com
Policy on dealing with related party transactions	Yes		www.canarabank.com
Policy for determining 'material' subsidiaries	Yes		www.canarabank.com
Details of familiarization programs imparted to	Yes		www.canarabank.com
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.canarabank.com
Contact information of the designated officials	Yes		www.canarabank.com
Financial results	Yes		www.canarabank.com
Shareholding pattern	Yes		www.canarabank.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity	Yes		www.canarabank.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.canarabank.com
Credit rating or revision in credit rating	Yes		www.canarabank.com
Separate audited financial statements of each	Yes		www.canarabank.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.canarabank.com
Materiality Policy as per Regulation 30	Yes		www.canarabank.com
Dividend Distribution policy as per Regulation	Yes		www.canarabank.com
It is certified that these contents on the website	Yes		www.canarabank.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) &	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	

<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : VINAY MOHTA
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

CANBK	CANARA BANK	31-Mar-2023
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		NOT APPLICABLE	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		NOT APPLICABLE	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status	
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Name: Designation: Place: Date:
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