

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **Canara Bank**  
 2. Quarter ending - **31st-Mar-2024**

**i. Composition of Board of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	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
Mr.	Vijay Srirangan	1813891	NON EXECUTIVE INDEPENDENT DIRECTOR AND CHAIRPERSON	07-Nov-22	07-Nov-22		16	28-Apr-55	No	1	1	0	0
Mr.	K Satyanarayana Raju	8607009	MANAGING DIRECTOR AND CEO	10-Mar-21	07-Feb-23			28-Dec-65	No	2	0	0	0
Mr.	Debashish Mukherjee	8193978	EXECUTIVE DIRECTOR	19-Feb-18	12-Oct-20			09-May-65	No	2	0	2	0
Mr.	Ashok Chandra	9322823	EXECUTIVE DIRECTOR	21-Nov-22				16-Dec-68	No	1	0	1	0
Mr.	Hardeep Singh Ahluwalia	9690464	EXECUTIVE DIRECTOR	07-Feb-23				24-Jun-67	No	1	0	1	0
Mr.	Bhavendra Kumar	10401479	EXECUTIVE DIRECTOR	09-Oct-23				03-Oct-67	No	1	0	1	0
Mr.	Parshant Kumar Goyal	8652921	NON EXECUTIVE NOMINEE DIRECTOR	25-Oct-23				23-Sep-79	No	1	0	1	0
Mr.	R Kesavan	99999999	NON EXECUTIVE NOMINEE DIRECTOR	26-Apr-19			59	04-Feb-69	No	1	0	1	0
Mrs.	Nalini Padmanabhan	1565909	NON EXECUTIVE INDEPENDENT DIRECTOR	21-Dec-21	21-Dec-21		27	20-Jul-64	No	2	2	2	2
Mr.	Dibakar Prasad Harichandan	2533662	NON EXECUTIVE INDEPENDENT DIRECTOR	21-Mar-22	21-Mar-22		24	08-Jul-70	No	1	1	1	0
Mr.	Bimal Prasad Sharma	6370282	NON EXECUTIVE INDEPENDENT DIRECTOR	27-Jul-19	27-Jul-22		56	01-Aug-56	No	1	1	2	0
Mr.	Karunakara Shetty	8994933	NON EXECUTIVE INDEPENDENT DIRECTOR	30-Nov-21	30-Nov-21		28	01-Mar-69	No	1	1	1	0
Mrs.	Abha Singh Yaduvanshi	9608526	NON EXECUTIVE INDEPENDENT DIRECTOR	27-Jul-22	27-Jul-22		20	09-Feb-62	No	1	1	2	1

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 Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Nalini Padmanabhan	NON EXECUTIVE INDEPENDENT DIRECTOR	Chairperson	07-Jan-2022	
2	Parshant Kumar Goyal	NON EXECUTIVE NOMINEE DIRECTOR	Member	25-Oct-2023	
3	R Kesavan	NON EXECUTIVE NOMINEE DIRECTOR	Member	26-Apr-2019	
4	Dibakar Prasad Harichandan	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	04-Apr-2022	
5	Bimal Prasad Sharma	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	27-Jul-2019	
6	Abha Singh Yaduvanshi	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	03-Aug-2022	

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

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Abha Singh Yaduvanshi	NON EXECUTIVE INDEPENDENT DIRECTOR	Chairperson	03-Aug-2022	
2	Debashish Mukherjee	EXECUTIVE DIRECTOR	Member	19-Feb-2018	
3	Bhavendra Kumar	EXECUTIVE DIRECTOR	Member	25-Oct-2023	
4	Ashok Chandra	EXECUTIVE DIRECTOR	Member	21-Dec-2022	
5	Hardeep Singh Ahluwalia	EXECUTIVE DIRECTOR	Member	07-Feb-2023	
6	Bimal Prasad Sharma	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	27-Jul-2019	
7	Karunakara Shetty	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	30-Nov-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Bimal Prasad Sharma	NON EXECUTIVE INDEPENDENT DIRECTOR	Chairperson	27-Jul-2019	
2	K Satyanarayana Raju	MANAGING DIRECTOR AND CEO	Member	10-Mar-2021	
3	Bhavendra Kumar	EXECUTIVE DIRECTOR	Member	25-Oct-2023	
4	Nalini Padmanabhan	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	04-Apr-2022	
5	Dibakar Prasad Harichandan	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	04-Apr-2022	
7	Karunakara Shetty	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	30-Nov-2021	
8	Abha Singh Yaduvanshi	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	03-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Karunakara Shetty	NON EXECUTIVE INDEPENDENT DIRECTOR	Chairperson	30-Nov-2021	01-Jan-2024
2	Dibakar Prasad Harichandan	NON EXECUTIVE INDEPENDENT DIRECTOR	Chairperson	04-Apr-2022	
3	Parshant Kumar Goyal	NON EXECUTIVE NOMINEE DIRECTOR	Member	01-Jan-2024	
4	Abha Singh Yaduvanshi	NON EXECUTIVE INDEPENDENT DIRECTOR	Member	03-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	No. of Independent Directors attending the meeting
26-Oct-2023	Yes	13	13	6
28-Nov-2023	Yes	13	13	6
27-Dec-2023	Yes	13	13	6
24-Jan-2024	Yes	13	13	6
26-Feb-2024	Yes	13	10	6
11-Mar-2024	Yes	13	13	6
28-Mar-2024	Yes	13	13	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	32

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (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	26-Oct-2023	Yes	6	6	4	0
Audit Committee	28-Nov-2023	Yes	6	6	4	0
Audit Committee	20-Jan-2024	Yes	6	5	4	0
Audit Committee	24-Jan-2024	Yes	6	6	4	0
Audit Committee	23-Feb-2024	Yes	6	5	4	0
Audit Committee	22-Mar-2024	Yes	6	6	4	0
Risk Management Committee	27-Nov-2023	Yes	7	7	5	0
Risk Management Committee	20-Jan-2024	Yes	7	7	5	0
Risk Management Committee	19-Feb-2024	Yes	7	7	5	0
Risk Management Committee	11-Mar-2024	Yes	7	7	5	0
Stakeholders Relationship Committee	20-Jan-2024	Yes	7	7	3	0
Nomination & Remuneration Committee	27-Nov-2023	Yes	3	3	3	0

Company Remarks	
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	52

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	<b>The Bank is governed by the RBI Directives and ICAI-Accounting Standards. In this regard, there are no material related party transactions.</b>
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Details of cyber security incidence**

1.Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	<b>No</b>
2.Date of the Event	Not Applicable
3.Brief details of the event	Not Applicable

**Name** : **SANTOSH KUMAR BARIK**  
**Designation** : **Company Secretary**

## 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 (Yes/No/NA)	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 of	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 to	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 obtained	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 43A	Yes		www.canarabank.com
It is certified that these contents on the website of	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),(	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	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	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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Internal

Name : SANTOSH KUMAR BARIK  
Designation : Company Secretary & Compliance Officer

Internal