



CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Canara Bank
2. Quarter ending - 31-Dec-2022

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 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.	Lingam Venkata Prabhakar	08110715	C & ED	CEO-MD	01-Feb-2020		31-Dec-2022		12-Dec-1962	No				Active	NA		2	0	0	0	RMC	
Mr.	Debashish Mukherjee	08193978	ED		19-Feb-2018				09-May-1965	No				Active	NA		2	0	3	0	SC	
Mr.	K Satyanarayana Raju	08607009	ED		10-Mar-2021				28-Dec-1965	No				Active	NA		1	0	2	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.	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.
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	K Satyanarayana Raju	ED	Member	10-Mar-2021	
4	Brij Mohan Sharma	ED	Member	19-May-2021	
5	Ashok Chandra	ED	Member	21-Dec-2022	
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	Lingam Venkata Prabhakar	C & ED	Member	01-Feb-2020	31-Dec-2022
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
25-Jul-2022	Yes	11	10	5
03-Aug-2022	Yes	11	10	5
20-Oct-2022	Yes	11	11	5
20-Dec-2022	Yes	13	13	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	77

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	25-Jul-2022	Yes	6	5	4	0
Audit Committee	02-Aug-2022	Yes	6	4	3	0
Audit Committee	20-Oct-2022	Yes	6	6	4	0
Audit Committee	20-Dec-2022	Yes	6	6	4	0
Stakeholders Relationship Committee	26-Aug-2022	Yes	6	6	3	0
Risk Management Committee	26-Aug-2022	Yes	7	7	5	0
Risk Management Committee	19-Oct-2022	Yes	7	7	5	0
Risk Management Committee	19-Dec-2022	Yes	7	7	5	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	78

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.

Name : VINAY MOHTA
Designation : Company Secretary & Compliance Officer