

CORPORATE GOVERNANCE – QUARTERLY REPORT






1. Name of Listed Entity : CANARA BANK
 2. Quarter ending : 31st March, 2017

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PA N ^s & DIN	Category (Chairperson /Executive /Non-Executive/Independent /Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Shri	T N Manoharan	██████████ DIN – 01186248	Chairman	14.08.2015	3 years	1. Canara Bank 2. Tech Mahindra Limited 3. Mahindra & Mahindra Limited	Member – Audit Committee (in Canara Bank and Mahindra & Mahindra Limited)	Chairman – ACB (in Tech Mahindra). He is also the Chairman for RMC (in Tech Mahindra) He is also the Chairman for the following Committees : (in Canara Bank) -Risk Management Committee -Remuneration Committee -Nomination Committee
Shri	Rakesh Sharma	██████████ DIN – 06846594	MD&CEO	11.09.2015	Upto 31.07.2018	1. Canara Bank	- He is a member in : Risk Management Committee	-



Shri	Harideesh Kumar B	[REDACTED] DIN – 07167694	Executive Director	11.03.2015	Upto 31.05.2017	1. Canara Bank	Member – Stakeholders Relationship Committee He is also a member in : Risk Management Committee	-
Shri	Dinabandhu Mohapatra	[REDACTED] DIN-07488705	Executive Director	22.01.2016	3 years	1. Canara Bank	Member – Stakeholders Relationship Committee He is also a member in : Risk Management Committee	-
Smt	P V Bharathi	[REDACTED] DIN-06519925	Executive Director	15.09.2016	3 years	1. Canara Bank 2. Can Fin Homes Ltd.,	Member – in Canara Bank : Audit Committee Stakeholders Relationship Committee She is also a member in : Risk Management Committee Member - in Can Fin Homes : Nomination & Remuneration Committee	- She is the Chairperson for Risk Management Committee in Can Fin Homes Ltd.,



Shri	Suchindra Misra	 DIN-01873568	GOI- Nominee Director	Nominated on 14.06.2016	-	1. Canara Bank	Member – Audit Committee He is also a member in : Remuneration Committee Nomination Committee	-
Smt	Uma Shankar		RBI – Nominee Director	Nominated on 23.02.2015	-	1. Canara Bank	Member – Audit Committee She is also a member in : Remuneration Committee	-
Shri	Krishnamurthy H	 DIN - 05329716	Shareholder Director – Non- Executive Director	27.07.2016	3 years	1. Canara Bank	Member – Stakeholder Relationship Committee	Chairman – Audit Committee
Shri	Mahadev Nagendra Rao	 DIN - 01296161	Shareholder Director– Non- Executive Director	27.07.2016	3 years	1. Canara Bank	– He is a member in : Risk Management Committee Remuneration Committee	Chairman – Stakeholders Relationship Committee
Shri	Venkatachalam Ramakrishna Iyer	 DIN-02194830	Shareholder Director– Non- Executive Director	27.07.2016	3 years	1. Canara Bank 2. Usha Martin Limited	– He is a member in : Risk Management Committee Remuneration Committee	-



§PAN number of any director would not be displayed on the website of Stock Exchange

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

NOTE : 01. THE DETAILS OF THE COMMITTEES (IN THE BANK) MENTIONED IN THE LAST TWO COLUMNS ARE RELEVANT TO THE CORPORATE GOVERNANCE PROVISIONS UNDER SEBI(LODR) REQUIREMENTS, 2015

02. THOUGH DIN IS NOT APPLICABLE (SINCE THE BANK IS NOT GOVERNED BY COMPANIES ACT, 2013), WE HAVE PROVIDED DIN NUMBERS WHEREVER AVAILABLE.

Other Remarks :

Constitution of Board of Directors, Audit Committee/ other Committees, Remuneration of Directors, Compliance in respect of our Bank are governed under the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970 / RBI Directives /GOI Guidelines

II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee (The constitution of Audit Committee is as per the RBI Guidelines.)	Krishnamurthy H T N Manoharan P V Bharathi Suchindra Misra Uma Shankar	Chairman – Shareholder Director -Non-Executive Director Non-Executive Director Executive Director GOI- Nominee Director RBI – Nominee Director



2. Nomination & Remuneration Committee		Remuneration Committee :	
(The bank has two Committees viz., Nomination Committee and Remuneration Committee. Nomination Committee has been constituted as per the RBI Guidelines and Remuneration Committee has been formed as per the GOI Guidelines. Though the Chairman of the bank is chairing both the Committees, the members would be different for both the committees. Since there is no provision to bifurcate both the committees, we have provided the names accordingly).		T N Manoharan Suchindra Misra Uma Shankar Mahadev Nagendra Rao Venkatachalam Ramakrishna Iyer	
		Chairman - Non-Executive Director GOI- Nominee Director RBI – Nominee Director Shareholder Director - Non-Executive Director Shareholder Director - Non-Executive Director	
		Nomination Committee :	
		T N Manoharan Suchindra Misra	
		Chairman - Non-Executive Director GOI- Nominee Director	
3. Risk Management Committee(if applicable)		T N Manoharan Rakesh Sharma Harideesh Kumar B Dinabandhu Mohapatra P V Bharathi Mahadev Nagendra Rao Venkatachalam Ramakrishna Iyer	
(The Risk Management Committee has been constituted as per the RBI Guidelines).		Chairman - Non-Executive Director MD & CEO Executive Director Executive Director Executive Director Shareholder Director - Non-Executive Director Shareholder Director - Non-Executive Director	
4. Stakeholders Relationship Committee'		Mahadev Nagendra Rao Harideesh Kumar B Dinabandhu Mohapatra P V Bharathi Krishnamurthy H	
(The Bank has constituted Stakeholder Relationship Committee as per the Listing Agreement)		Chairman-Shareholder Director - Non-Executive Director Executive Director Executive Director Executive Director Shareholder Director - Non-Executive Director	
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
26.10.2016 19.11.2016 02.12.2016 29.12.2016	20.01.2017 04.02.2017 07.03.2017	22 days (Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter. That is the gap between 29.12.2016 to 20.01.2017 = 22 days)	
IV. Meeting of Committees - Audit Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



20.01.2017	Yes	26.10.2016	49 days (Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter. That is the gap between 02.12.2016 to 20.01.2017 =49 days)
04.02.2017	Yes	05.11.2016	
06.03.2017	Yes	02.12.2016	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Note	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	
Note : The Bank is governed by the RBI Directives and ICAI-Accounting Standards in this regard. There are no material related party transactions.	
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 100 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	
NOTE : 01. Constitution of Board of Directors, Audit Committee/ other Committees, Remuneration of Directors, Board procedures / Related Party Transactions/ Whistle Blower/ Management and compliance in respect of our Bank are governed under the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970 and RBI Directives /GOI Guidelines / ICAI- Accounting Standards in this regard.	
02. The Bank has placed the previous quarter Report before the Board and Board has noted the same.	



Name & Designation : B NAGESH BABU ASSISTANT GENERAL MANAGER & COMPANY SECRETARY **कृते केनरा बैंक**
For CANARA BANK

Company Secretary / Compliance Officer / Managing Director / CEO

Date : 04.04.2017


सहायक महा प्रबंधक और कंपनी सचिव

Assistant General Manager & Company Secretary

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



CORPORATE GOVERNANCE – REPORT FOR THE FINANCIAL YEAR – 2016-17

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)^{refer note below}
Details of business		YES
Terms and conditions of appointment of independent directors		YES
Composition of various committees of board of directors		YES
Code of conduct of board of directors and senior management personnel		YES
Details of establishment of vigil mechanism/Whistle Blower policy		YES
Criteria of making payments to non-executive directors		YES
Policy on dealing with related party transactions		YES
Policy for determining 'material' subsidiaries		YES
Details of familiarization programmes imparted to independent directors		YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		YES
email address for grievance redressal and other relevant details		YES
Financial results		YES
Shareholding pattern		YES
Details of agreements entered into with the media companies and/or their associates		NOT APPLICABLE
New name and the old name of the listed entity		NOT APPLICABLE
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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)	YES *
Meeting of Board of directors	17(2)	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 *
Composition of Audit Committee	18(1)	YES *
Meeting of Audit Committee	18(2)	YES *
Composition of nomination & remuneration committee	19(1) & (2)	YES *
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES *
Composition and role of risk management committee	21(1),(2),(3),(4)	YES *
Vigil Mechanism	22	YES *
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	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 *
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 *
Maximum Directorship & Tenure	25(1) & (2)	YES *
Meeting of independent directors	25(3) & (4)	YES *
Familiarization of independent directors	25(7)	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 *

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

NOTE : 01. Constitution of Board of Directors, Audit Committee/ other Committees, Remuneration of Directors, Board procedures / Related Party Transactions/ Whistle Blower/ Management and compliance in respect of our Bank are governed under the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Banking Regulation Act, 1949, Nationalised Banks (Management and Miscellaneous Provisions) Scheme 1970 and RBI Directives /GOI Guidelines / ICAI- Accounting Standards in this regard.

02. 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.

In view of the above, we have marked all the items as **YES** only.

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.

Note : We have included the determination of Material Subsidiary and matters about Subsidiaries have been included in the Corporate Governance Policy of the Bank.





कृते केनरा बैंक
For CANARA BANK


सहायक महा प्रबंधक और कंपनी सचिव
Assistant General Manager & Company Secretary

(B NAGESH BABU)
Name & Designation

Company Secretary / Compliance Officer



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