
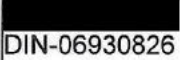
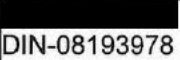


**CORPORATE GOVERNANCE – QUARTERLY REPORT**

1. Name of Listed Entity : CANARA BANK  
 2. Quarter ending : 31<sup>st</sup> March, 2019

<b>I. COMPOSITION OF BOARD OF DIRECTORS:</b>								
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (chairperson/ executive/ non-executive/ independent/ nominee)	Date of Appointment in the current term /cessati on	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 – Non Executive	14.08.2015	5 Years (including extension period of 2 years wef 14.08.2018)	1. Canara Bank 2. Tech Mahindra Limited 3. Mahindra & Mahindra Limited	Member – Audit Committee (Canara Bank)  Member – Audit Committee (Mahindra & Mahindra Limited)	Chairman - Committees: (in Canara Bank) -Risk Management Committee -Remuneration Committee -Nomination Committee  Chairman – Committees (in Tech Mahindra). - Audit Committee - Risk Management Committee

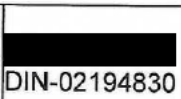


Shri	Matam Venkata Rao	 DIN-06930826	Executive Director	09.10.2017	3 years	Canara bank	Member – In Canara Bank - Stakeholders Relationship Committee - Risk Management Committee  Member – In Canara HSBC Oriental Bank of Commerce Insurance Company Ltd (Unlisted Public Company)  - Audit Committee - Nomination and Remuneration Committee - Risk Management Committee	-
Shri	Debashish Mukherjee	 DIN-08193978	Executive Director	19.02.2018	3 years	Canara Bank  Can Fin Homes Ltd	Member – In Canara Bank - Risk Management Committee - Stakeholders Relationship Committee  Member – In Can Fin Homes Ltd - Risk Management Committee - Nomination & Remuneration Committee	-



Ms	A Manimekhalai	██████████ DIN - 08411575	Executive Director	11.02.2019	-	Canara Bank	Member – In Canara Bank	-
							- Audit Committee - Risk Management Committee - Stakeholders Relationship Committee	
Shri	Suchindra Misra	██████████ DIN-01873568	GOI-Nominee Director	Nominated on 14.06.2016	-	Canara Bank	Member - Audit Committee - Remuneration Committee - Nomination Committee	-
Smt	Uma Shankar	██████████	RBI – Nominee Director	Nominated on 23.02.2015	-	Canara Bank	Member - Audit Committee - Remuneration Committee	-
Shri	Krishnamurthy H	██████████ DIN - 05329716	Shareholder Director – Non-Executive Director	27.07.2016	3years	Canara Bank	Member – - Stakeholder Relationship Committee - Risk Management Committee - Remuneration Committee	Chairman – Audit Committee



Shri	Venkatachalam Ramakrishna Iyer	 DIN-02194830	Shareholder Director- Non- Executive Director	27.07.2016	3years	Canara Bank	Member - In Canara Bank - Risk Management Committee - Nomination and Remuneration Committee	Chairman – In Canara Bank Stakeholders Relationship Committee
						Usha Martin Limited		

§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), 2015  
02. Though DIN is not applicable (since the bank is not governed by Companies Act, 2013), DIN number is provided 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

कृते केनरा बैंक  
For CANARA BANK

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



ACS - A28792  
कंपनी सचिव / Company Secretary  
विनय मोहता / Vinay Mohita

विनय मोहता / VINAY MOHTA  
कंपनी सचिव / Company Secretary  
ACS - A28792



<b>II. COMPOSITION OF COMMITTEES:</b>		
<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.)	Shri. Krishnamurthy H Shri.T N Manoharan Ms A Manimekhalai Shri. Suchindra Misra Smt.Uma Shankar	Chairman – Shareholder Director -Non-Executive Director Non-Executive Director/ Chairman of Board Executive Director GOI- Nominee Director RBI – Nominee Director
2. Nomination & Remuneration Committee  (The Reporting format provides for a singular committee. However, bank has two separate 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. The Chairman of the bank is chairing both the Committees.)	<b>Remuneration Committee :</b> Shri.T N Manoharan Shri.Suchindra Misra Smt.Uma Shankar Shri.Krishnamurthy H Shri.Venkatachalam Ramakrishna Iyer  <b>Nomination Committee :</b> Shri. T N Manoharan Shri. Suchindra Misra	Chairman - Non-Executive Director/Chairman of Board GOI- Nominee Director RBI – Nominee Director Shareholder Director - Non-Executive Director Shareholder Director - Non-Executive Director  Chairman - Non-Executive Director/Chairman of Board GOI- Nominee Director
3. Risk Management Committee(if applicable)  (The Risk Management Committee has been constituted as per the RBI Guidelines).	Shri. T N Manoharan Shri Matam Venkata Rao Shri Debashish Mukherjee Ms A Manimekhalai Shri. Krishnamurthy H Shri. Venkatachalam Ramakrishna Iyer	Chairman - Non-Executive Director/Chairman of Board Executive Director Executive Director Executive Director Shareholder Director - Non-Executive Director Shareholder Director - Non-Executive Director
4. Stakeholders Relationship Committee'  (constituted as per Regulation 20 of SEBI(LODR) Regulation, 2015)	Shri. Venkatachalam Ramakrishna Iyer Shri Matam Venkata Rao Shri Debashish Mukherjee Ms A Manimekhalai Shri.Krishnamurthy H	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



<b>III. MEETING OF BOARD OF DIRECTORS</b>			
<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>	
31.10.2018 22.11.2018 19.12.2018	08.01.2019 28.01.2019 20.02.2019 26.03.2019	33 days (Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter. The maximum gap between two consecutive meetings is 33 days (I.e, between 20.02.2019 to 26.03.2019)	
<b>IV. MEETING OF COMMITTEES - AUDIT COMMITTEE</b>			
<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>
08.01.2019 28.01.2019 20.02.2019 26.03.2019	Yes Yes Yes	31.10.2018 22.11.2018 19.12.2018	33 days (Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter. The maximum gap between two consecutive meetings is 33 days (I.e, between 20.02.2019 to 26.03.2019)

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <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.



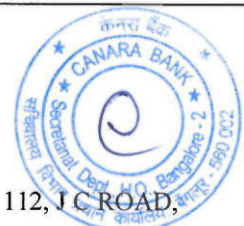


<b>VI. Affirmations</b>	
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
2.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ul style="list-style-type: none"> <li>a. Audit Committee - YES</li> <li>b. Nomination &amp; remuneration committee – YES</li> <li>c. Stakeholders relationship committee - YES</li> <li>d. Risk management committee (applicable to the top 100 listed entities) - YES</li> </ul>
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: YES
<b>NOTE:</b>	
1.	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.
2.	The Bank has placed the previous quarter Report before the Board and Board has noted the same.
<p><b>Name &amp; Designation : VINAY MOHTA AGM &amp; COMPANY SECRETARY</b></p> <p><b>Date : 11.04.2019</b></p> <p style="text-align: center;">कृते केनरा बैंक For CANARA BANK</p> <p style="text-align: center;"><i>Vinay Mohhta</i></p> <p style="text-align: center;">सहायक महा प्रबंधक और कंपनी सचिव Assistant General Manager &amp; Company Secretary</p> <p style="text-align: center;"><b>विनय मोहता / VINAY MOHTA</b> कंपनी सचिव / Company Secretary ACS - A28792</p> 	

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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 – 2018-19**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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.

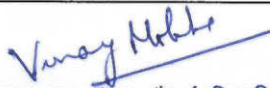
02. Related Party Transactions : The Bank is governed by the RBI Directives and ICAI-Accounting Standards in this regard. There are no material related party transactions.

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 : Policy on Subsidiaries have been included as a part of the Corporate Governance Policy of the Bank **CANARA BANK**



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

(VINAY MOHTA)  
Name & Designation

विनय मोहता / VINAY MOHTA  
कंपनी सचिव / Company Secretary  
ACS - A28792

Company Secretary / Compliance Officer

