

CORPORATE GOVERNANCE - QUARTERLY REPORT

1. Name of Listed Entity : CANARA BANK
2. Quarter ending : 31st March 2021

I. COMPOSITION OF BOARD OF DIRECTORS:									
Title (Mr / Ms)	Name of the Director	PAN & 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 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Proviso Regulation 17A(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	Lingam Venkata Prabhakar	[REDACTED] DIN - 08110715	MD & CEO - Executive	01.02.2020	-	Canara Bank Can Fin Homes Ltd	-	-	-
Shri	Matam Venkata Rao	[REDACTED] DIN - 06930826	Executive Director	09.10.2017 to 28.02.2021	-	Canara Bank	-	Member - In Canara Bank - Audit Committee - Stakeholders Relationship Committee	-
Shri	Debashish Mukherjee	[REDACTED] DIN - 08193978	Executive Director	19.02.2018 Tenure extended by further 2 years from 18.02.2021	-	Canara Bank Can Fin Homes Ltd	-	Member - In Canara Bank - Stakeholders Relationship Committee Member - In Can Fin Homes Ltd - Audit Committee Member - Canara Robeco Asset Mgmt - Audit Committee	-



Ms	A Manimekhalai	[REDACTED] DIN - 08411575	Executive Director	11.02.2019	-	Canara Bank General Insurance Corporation of India	General Insurance Corporation of India	Member - In Canara Bank - Stakeholders Relationship Committee Member - In Canara HSBC OBC Insurance Company Ltd (Unlisted Public Company) - Audit Committee Member - GIC of India Limited - Stakeholders Relationship Committee	Chairperson - In India Infrastructure Finance Company Limited (Unlisted Public Company) - Audit Committee - Stakeholders Relationship Committee Chairperson - GIC of India Limited - Audit Committee
Shri	K Satyanarayana Raju	[REDACTED] DIN - 08607009	Executive Director	10.03.2021	-	Canara Bank	-	Member - In Canara Bank - Stakeholders Relationship Committee - Audit Committee	-
Shri	Suchindra Misra	[REDACTED] DIN - 01873568	GOI-Nominee Director	Nominated on 14.06.2016	-	Canara Bank	-	Member - Audit Committee	-
Shri	R Kesavan	[REDACTED]	RBI - Nominee Director	Nominated on 26.04.2019	-	Canara Bank	-	Member - Audit Committee	-



Shri	Venkatachalam Ramakrishna Iyer	[REDACTED] DIN - 02194830	Shareholder Director-Non-Executive Director/Independent	27.07.2016	3 years & Re-elected for another 3 years on 27.07.2019	Canara Bank Usha Martin Limited	Canara Bank		Chairperson - In Canara Bank -Stakeholders Relationship Committee - Audit Committee
Shri	Bimal Prasad Sharma	[REDACTED] DIN - 06370282	Shareholder Director - Non-Executive Director/Independent	27.07.2019	3 years	Canara Bank	Canara Bank	Member - In Canara Bank -Stakeholders Relationship 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), 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

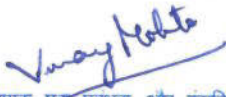


II. COMPOSITION OF COMMITTEES:		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee (The constitution of Audit Committee is as per the RBI Guidelines.)	Shri. Venkatachalam Ramakrishna Iyer Shri. Matam Venkata Rao (Till 28.02.2021) Shri K Satyanarayana Raju (From 10.03.2021) Shri. Suchindra Misra Shri. R Kesavan	Chairman - Shareholder Director -Non-Executive Director Executive Director Executive Director GOI - Nominee Director RBI - Nominee Director
2. Nomination & Remuneration Committee (The Committee has been constituted as per GOI/RBI Guidelines.)	Shri. Venkatachalam Ramakrishna Iyer Shri. Bimal Prasad Sharma	Chairman - Shareholder Director -Non-Executive Director Shareholder Director - Non-Executive Director
3. Risk Management Committee (if applicable) (The Risk Management Committee has been constituted as per the RBI Guidelines.)	Shri. Lingam Venkata Prabhakar Shri. Matam Venkata Rao (Till 28.02.2021) Shri. Debashish Mukherjee Ms. A Manimekhalai Shri K Satyanarayana Raju (From 10.03.2021) Shri. Venkatachalam Ramakrishna Iyer Shri. Bimal Prasad Sharma	Chairman- MD & CEO Executive Director 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 (Till 28.02.2021) Shri. Debashish Mukherjee Ms. A Manimekhalai Shri K Satyanarayana Raju (From 10.03.2021) Shri. Bimal Prasad Sharma	Chairman-Shareholder Director - Non-Executive Director 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 relevant Quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
27.01.2021 16.03.2021	YES YES	29.10.2020 02.12.2020	55 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 55 days (i.e., between 02/12/2020 to 27.01.2021)
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>
27.01.2021 22.03.2021	Yes Yes Yes	13.10.2020 29.10.2020 23.12.2020	53 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 53 days (i.e., between 27.01.2021 to 22.03.2021)
IV. MEETING OF COMMITTEES - RISK MANAGEMENT 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>
10.02.2021 10.03.2021	Yes Yes	13.10.2020 01.12.2020	70 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 70 days (i.e., between 01.12.2020 to 10.03.2021)
IV. MEETING OF COMMITTEES - STAKEHOLDERS' RELATIONSHIP 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>
10.02.2021	NA	Nil	NA



* 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) ^{refer note below}
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	
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>Note : The Bank is governed by the RBI Directives and ICAI-Accounting Standards in this regard. There are no material related party transactions.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee - YES</p> <p style="margin-left: 20px;">b. Nomination & remuneration committee - YES</p> <p style="margin-left: 20px;">c. Stakeholders relationship committee - YES</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 500 listed entities) - YES</p> <p>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</p> <p>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</p> <p>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</p>	
NOTE:	
<p>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.</p> <p>2. The Bank has placed the previous quarter Report before the Board and Board has noted the same.</p>	
<p>Name & Designation : VINAY MOHTA AGM & COMPANY SECRETARY</p> <p style="text-align: center;">  सहायक महा प्रबंधक और कंपनी सचिव Assistant General Manager & Company Secretary </p> <p style="text-align: center;"> कुर्ते केनरा बैंक For CANARA BANK </p> <p style="text-align: right;"> विनय मोहता / VINAY MOHTA कंपनी सचिव / Company Secretary ACS - A28792 </p>	
<p>Date : 12.04.2021</p>	

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 – 2020-21

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 : Policy on Subsidiaries have been included as a part of the Corporate Governance Policy of the Bank.

कृते केनरा बैंक
For CANARA BANK

Vinay Mohta

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

(VINAY MOHTA) **विनय मोहता / VINAY MOHTA**
Name & Designation **कंपनी सचिव / Company Secretary**
ACS - A28792

Company Secretary / Compliance Officer

