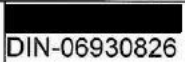
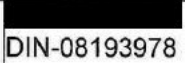


CORPORATE GOVERNANCE – QUARTERLY REPORT

1. Name of Listed Entity: CANARA BANK
2. Quarter ending : 31st March 2020

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 /cessati on	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	T N Manoharan	[REDACTED] 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	1. Canara Bank 2. Tech Mahindra Limited 3. Mahindra & Mahindra Limited	Member – Audit Committee -Nomination & Remuneration Committee (Canara Bank)	Chairman - Committees: (in Canara Bank) -Risk Management Committee Chairman – Committees (in Tech Mahindra & Mahindra & Mahindra Ltd). - Audit Committee - Risk Management Committee
Shri	Lingam Venkata Prabhakar	[REDACTED] DIN – 08110715	MD & CEO – Executive	01.02.2020	-	Canara Bank	-	Member – In Canara Bank Risk Management Committee	-
Shri	R A Sankara Narayanan	[REDACTED] DIN – 05230407	MD & CEO – Executive	15.04.2019 Cessation – 31.01.2020	-	-	-	-	-



Shri	Matam Venkata Rao	 DIN-06930826	Executive Director	09.10.2017	-	Canara bank	-	Member – In Canara Bank - Stakeholders Relationship Committee - Risk Management Committee	-
Shri	Debashish Mukherjee	 DIN-08193978	Executive Director	19.02.2018	-	1. Canara Bank 2. Can Fin Homes Ltd 3. Canara Robeco Asset Management Co Ltd		Member – In Canara Bank - Risk Management Committee - Stakeholders Relationship Committee Member – In Can Fin Homes Ltd - Nomination & Remuneration Committee Member – Canara Robeco Asset Mgmt - Audit Committee - Nomination & Remuneration Committee	Chairman – In Can Fin Homes Ltd - Risk Management Committee



Ms	A Manimekhalai	██████████ DIN - 08411575	Executive Director	11.02.2019	-	1. Canara Bank 2. General Insurance Corporation of India		Member – In Canara Bank - Audit Committee - Risk Management Committee - Stakeholders Relationship Committee Member – In Canara HSBC OBC Insurance Company Ltd (Unlisted Public Company) - Audit Committee - Nomination & Remuneration Committee	-
Shri	Suchindra Misra	██████████ DIN-01873568	GOI-Nominee Director	Nominated on 14.06.2016	-	Canara Bank		Member - Audit Committee	-
Shri	R Kesavan	██████████	RBI – Nominee Director	Nominated on 26.04.2019	-	Canara Bank		Member - Audit Committee	-



Shri	Venkatachalam Ramakrishna Iyer	██████████ DIN-02194830	Shareholder Director- Non- Executive Director	27.07.2016	3 years & Re-elected for another 3 years on 27.07.2019	Canara Bank Usha Martin Limited		Member - In Canara Bank - Risk Management Committee	Chairman – In Canara Bank Stakeholders Relationship Committee -Nomination & Remuneration Committee
Shri	Bimal Prasad Sharma	██████████ DIN - 06370282	Shareholder Director – Non Executive Director	27.07.2019	3 years	Canara Bank		Member – In Canara Bank - Risk Management Committee -Stakeholders Relationship Committee -Nomination &Remuneration Committee	Chairman – In Canara Bank Audit Committee
Shri	Subramanyam Raghunath	██████████ DIN - 00458251	Part Time Non – Official Director	21.10.2019 Cessation – 31-03-2020	5 months (1 yr or until amalgamati on i.e, 31.03.2020 or until further orders, whichever is earlier)	Canara Bank		Member – In Canara Bank -Audit Committee -Risk Management Committee - Nomination & 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), 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)^s</i>
1. Audit Committee (The constitution of Audit Committee is as per the RBI Guidelines.)	Shri. Bimal Prasad Sharma Shri.T N Manoharan Ms A Manimekhalai Shri. Suchindra Misra Shri R Kesavan Shri Subramanyam Raghunath	Chairman – Shareholder Director -Non-Executive Director Non-Executive Director/ Chairman of Board Executive Director GOI- Nominee Director RBI – Nominee Director Part Time Non-Official Director
2. Nomination & Remuneration Committee (The Committee has been constituted as per GOI/RBI Guidelines.)	Shri.Venkatachalam Ramakrishna Iyer Shri.T N Manoharan Shri Bimal Prasad Sharma Shri Subramanyam Raghunath	Chairman – Shareholder Director -Non-Executive Director Non-Executive Director/Chairman of Board Shareholder Director - Non-Executive Director Part Time Non-Official Director
3. Risk Management Committee(if applicable) (The Risk Management Committee has been constituted as per the RBI Guidelines).	Shri. T N Manoharan Shri Lingam Venkata Prabhakar Shri Matam Venkata Rao Shri Debashish Mukherjee Ms A Manimekhalai Shri Subramanyam Raghunath Shri. Venkatachalam Ramakrishna Iyer Shri. Bimal Prasad Sharma	Chairman - Non-Executive Director/Chairman of Board MD & CEO Executive Director Executive Director Executive Director Part Time Non-Official 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. Bimal Prasad Sharma	Chairman-Shareholder Director - Non-Executive Director Executive Director Executive Director Executive Director Shareholder Director - Non-Executive Director
<p>^sCategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>		



III. MEETING OF BOARD OF DIRECTORS			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of Meeting (if any) in the relevant</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
24.10.2019 06.11.2019 19.11.2019 24.12.2019	YES YES YES YES YES YES	23.01.2020 29.01.2020 06.02.2020 24.02.2020 05.03.2020 17.03.2020 31.03.2020	29 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 29 days (I,e, between 24.11.2019 to 23.01.2020)
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>
23.01.2020 29.01.2020 05.03.2020 16.03.2020	Yes Yes Yes Yes	06.11.2019 19.11.2019	35 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 35 days (I,e, between 29.01.2019 to 05.03.2020)

* 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

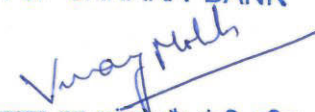


Note

- 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.



<p>VI. Affirmations</p> <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>a. Audit Committee - YES</p> <p>b. Nomination & remuneration committee – YES</p> <p>c. Stakeholders relationship committee - YES</p> <p>d. Risk management committee (applicable to the top 100 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>	
<p>NOTE:</p> <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>Date : 15.04.2020</p>	<p>कुते केनरा बैंक For CANARA BANK</p> <p></p> <p>विनय मोहता / VINAY MOHTA कंपनी सचिव / Company Secretary ACS - A28792</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 give

CORPORATE GOVERNANCE – REPORT FOR THE FINANCIAL YEAR – 2019-20

I. Disclosure on website in terms of Listing Regulations		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
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES *
<i>Board composition</i>	17(1)	YES *
<i>Meeting of Board of directors</i>	17(2)	YES *
<i>Review of Compliance Reports</i>	17(3)	YES *
<i>Plans for orderly succession for appointments</i>	17(4)	YES *
<i>Code of Conduct</i>	17(5)	YES *
<i>Fees/compensation</i>	17(6)	YES *
<i>Minimum Information</i>	17(7)	YES *
<i>Compliance Certificate</i>	17(8)	YES *
<i>Risk Assessment & Management</i>	17(9)	YES *
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES *
<i>Composition of Audit Committee</i>	18(1)	YES *
<i>Meeting of Audit Committee</i>	18(2)	YES *
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	YES *
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES *
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	YES *
<i>Vigil Mechanism</i>	22	YES *
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES *
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES *



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BANGALORE – 560 002

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 *
<p>Note</p> <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>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>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.</p> <p>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.</p> <p style="padding-left: 40px;">In view of the above, we have marked all the items as YES only.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p> <p>Note : Policy on Subsidiaries have been included as a part of the Corporate Governance Policy of the Bank.</p> <p style="text-align: center;">कुते केनरा बँक For CANARA BANK</p> <p style="text-align: center;"> सहायक महा प्रबंधक और कर्पनि सचिव Assistant General Manager & Company Secretary (VINAY MOHITA)</p> <p>Name & Designation विनय मोहता / VINAY MOHTA कंपनी सचिव / Company Secretary</p> <p>Company Secretary / Compliance Officer AC/28792</p>		