

CORPORATE GOVERNANCE – QUARTERLY REPORT

1. Name of Listed Entity : CANARA BANK
 2. Quarter ending : 30th September, 2017

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 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 (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	Rakesh Sharma	██████████ DIN – 06846594	MD&CEO	11.09.2015	Upto 31.07.2018	Canara Bank	Member - Risk Management Committee	NIL



Smt	P V Bharathi	██████████ DIN-06519925	Executive Director	15.09.2016	3years	Canara Bank Can Fin Homes Ltd.,	Member – in Canara Bank: - Audit Committee - Stakeholders Relationship Committee - Risk Management Committee Member - in Can Fin Homes Ltd: - Nomination & Remuneration Committee	- Chairperson - Risk Management Committee in Can Fin Homes Ltd.,
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	Chairman – Audit Committee



Shri	Mahadev Nagendra Rao	██████████ DIN - 01296161	Shareholder Director- Non- Executive Director	27.07.2016	3years	Canara Bank	Member: - Risk Management Committee - Remuneration Committee	Chairman – Stakeholders Relationship Committee
Shri	Venkatachalam Ramakrishna Iyer	██████████ DIN-02194830	Shareholder Director- Non- Executive Director	27.07.2016	3years	Canara Bank Usha Martin Limited	- Member - - 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), 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	Shri. Krishnamurthy H Shri.T N Manoharan Smt. P V Bharathi 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 bank has two Committees viz., Nomination Committee and Remuneration Committee. Though the Chairman of the bank is chairing both the Committees, the members would be different for both the committees).	Remuneration Committee : Shri.T N Manoharan Shri.Suchindra Misra Smt.Uma Shankar Shri.Mahadev Nagendra Rao Shri.Venkatachalam Ramakrishna Iyer Nomination Committee : 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)	Shri. T N Manoharan Shri. Rakesh Sharma Smt.P V Bharathi Shri. Mahadev Nagendra Rao Shri. Venkatachalam Ramakrishna Iyer	Chairman - Non-Executive Director/Chairman of Board MD & CEO Executive Director Shareholder Director - Non-Executive Director Shareholder Director - Non-Executive Director
4. Stakeholders Relationship Committee' (The Bank has constituted Stakeholder Relationship Committee as per the Listing Agreement)	Shri. Mahadev Nagendra Rao Smt. P V Bharathi Shri.Krishnamurthy H	Chairman-Shareholder Director - Non-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>	
10.04.2017 08.05.2017 27.05.2017 15.06.2017	14.07.2017 19.07.2017 21.08.2017 18.09.2017	32 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 19.07.2017 to 21.08.2017 = 32 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</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
19.07.2017 04.09.2017	Yes Yes Yes	10.04.2017 08.05.2017 27.05.2017 15.06.2017	46 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 19.07.2017 to 04.09.2017 =46 days)

* 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

- 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.
- 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> <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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: YES <p>NOTE:</p> <ol style="list-style-type: none"> 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 style="text-align: center;"></p> <p>Name & Designation : GEORGE AUGUSTIN T COMPANY SECRETARY</p> <p>Date : 13.10.2017</p> <p style="text-align: center;">GEORGE AUGUSTIN T COMPANY SECRETARY (FCS - 7832)</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.



Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I. Affirmations	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.



GEORGE AUGUSTIN T
COMPANY SECRETARY
GEORGE AUGUSTIN T
COMPANY SECRETARY
(FCS - 7832)

