



CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Canara Bank
2. Quarter ending - 30-Sep-2022

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Lingam Venkata Prabhakar	08110715	C & ED	CEO-MD	01-Feb-2020				12-Dec-1962	No				Active	NA		2	0	0	0	RMC	
Mr.	Debashish Mukherjee	08193978	ED		19-Feb-2018				09-May-1965	No				Active	NA		2	0	3	0	SC	
Mr.	K Satyanarayana Raju	08607009	ED		10-Mar-2021				28-Dec-1965	No				Active	NA		1	0	2	0	SC	
Mr.	Brij Mohan Sharma	09646943	ED		19-May-2021				23-Jun-1963	No				Active	NA		1	0	1	0	SC,RC	
Mr.	Suchindra Misra	01873568	NED,ND		14-Jun-2016				22-Oct-1968	No				Active	NA		2	0	2	0	AC	
Mr.	R Kesavan	99999999	NED,ND		26-Apr-2019				04-Feb-1969	No				Active	NA		1	0	1	0		DIN NOT APPLICABLE
Ms.	Nalini Padmanabhan	01565909	ID		21-Dec-2021	21-Dec-2021		9	20-Jul-1964	No				Active	NA		1	1	1	1	AC,RC	
Mr.	Dibakar Prasad Harichandan	02533662	ID		21-Mar-2022	21-Mar-2022		6	08-Jul-1970	No				Active	NA		1	1	1	0	AC,RC,NRC	
Mr.	Venkatachalam Ramakrishna Iyer	02194830	ID		27-Jul-2016	27-Jul-2019	26-Jul-2022	72	29-Apr-1954	No				Active	NA		2	2	2	1	SC,RC,NRC	
Mr.	Bimal Prasad Sharma	06370282	ID		27-Jul-2019	27-Jul-2022		38	01-Aug-1956	No				Active	NA		1	1	2	0	AC,SC,RC	
Mr.	Karunakara Shetty	08994933	ID		30-Nov-2021	30-Nov-2021		10	01-Mar-1969	No				Active	NA		1	1	1	0	AC,SC,RC,NRC	
Ms.	Abha Singh Yaduvanshi	09608526	ID		27-Jul-2022	27-Jul-2022		2	09-Feb-1962	No				Active	NA		1	1	2	1	AC,SC,RC,NRC	

Company Remarks	The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. There was a regular chairman (since 14.08.2015) of the Bank whose tenure was completed on 13.08.2020.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Nalini Padmanabhan	ID	Chairperson	07-Jan-2022	
2	Suchindra Misra	NED,ND	Member	14-Jun-2016	
3	R Kesavan	NED,ND	Member	26-Apr-2019	
4	Dibakar Prasad Harichandan	ID	Member	04-Apr-2022	
5	Bimal Prasad Sharma	ID	Member	27-Jul-2019	
6	Karunakara Shetty	ID	Member	30-Nov-2021	03-Aug-2022
7	Abha Singh Yaduvanshi	ID	Member	03-Aug-2022	

Company Remarks	.Audit Committee The constitution of Audit Committee is as per the RBI / GOI Guidelines. Nomination & Remuneration Committee Nomination & Remuneration Committee has been constituted as per the RBI / GOI Guidelines. Risk Management Committee (if applicable) The Risk Management Committee has been constituted as per the RBI / GOI Guidelines. Stakeholders Relationship Committee The Bank has constituted Stakeholder Relationship Committee as per the Listing Agreement.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Venkatachalam Ramakrishna Iyer	ID	Chairperson	27-Jul-2019	26-Jul-2022
2	Abha Singh Yaduvanshi	ID	Chairperson	03-Aug-2022	
3	Debashish Mukherjee	ED	Member	19-Feb-2018	
4	K Satyanarayana Raju	ED	Member	10-Mar-2021	
5	Brij Mohan Sharma	ED	Member	19-May-2021	
6	Bimal Prasad Sharma	ID	Member	27-Jul-2019	
7	Karunakara Shetty	ID	Member	30-Nov-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Bimal Prasad Sharma	ID	Chairperson	27-Jul-2019	
2	Lingam Venkata Prabhakar	C & ED	Member	01-Feb-2020	
3	Brij Mohan Sharma	ED	Member	19-May-2021	
4	Nalini Padmanabhan	ID	Member	04-Apr-2022	
5	Dibakar Prasad Harichandan	ID	Member	04-Apr-2022	
6	Venkatachalam Ramakrishna Iyer	ID	Member	27-Jul-2019	26-Jul-2022
7	Karunakara Shetty	ID	Member	30-Nov-2021	
8	Abha Singh Yaduvanshi	ID	Member	03-Aug-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Karunakara Shetty	ID	Chairperson	30-Nov-2021	
2	Dibakar Prasad Harichandan	ID	Member	04-Apr-2022	
3	Venkatachalam Ramakrishna Iyer	ID	Member	27-Jul-2019	26-Jul-2022
4	Abha Singh Yaduvanshi	ID	Member	03-Aug-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
04-Apr-2022	Yes	12	12	5
06-May-2022	Yes	12	12	5
24-Jun-2022	Yes	11	10	5
25-Jul-2022	Yes	11	10	5
03-Aug-2022	Yes	11	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	30

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	21-Apr-2022	Yes	6	5	4	0
Audit Committee	06-May-2022	Yes	6	6	4	0
Audit Committee	30-May-2022	Yes	6	5	4	0
Audit Committee	25-Jul-2022	Yes	6	5	4	0
Audit Committee	02-Aug-2022	Yes	6	4	3	0
Nomination & Remuneration Committee	10-Jun-2022	Yes	3	3	3	0
Stakeholders Relationship Committee	26-Aug-2022	Yes	6	6	3	0
Risk Management Committee	05-May-2022	Yes	7	7	5	0
Risk Management Committee	24-Jun-2022	Yes	7	7	5	0
Risk Management Committee	26-Aug-2022	Yes	7	7	5	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	55

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material 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.
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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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. There was a regular chairman (since 14.08.2015) of the Bank whose tenure was completed on 13.08.2020.

Name : VINAY MOHTA
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : VINAY MOHTA
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

CANBK	CANARA BANK	30-Sep-2022
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		NOT APPLICABLE	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		NOT APPLICABLE	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

NOT APPLICABLE

Affirmations
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status	
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Name:
Designation:
Place:
Date: