



CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Canara Bank
2. Quarter ending - 30-Jun-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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	NA		2	0	0	0	RMC	
Mr.	Debashish Mukherjee	08193978	ED		19-Feb-2018				09-May-1965	NA		2	0	3	0	SRC	
Ms.	A Manimekhalai	08411575	ED		11-Feb-2019		03-Jun-2022		04-Mar-1966	NA		2	1	6	3	SRC	
Mr.	K Satyanarayana Raju	08607009	ED		10-Mar-2021				28-Dec-1965	NA		1	0	1	0	SRC	
Mr.	Brij Mohan Sharma	09646943	ED		19-May-2021				23-Jun-1963	NA		1	0	1	0	SRC, RMC	
Mr.	Suchindra Misra	01873568	NED,ND		14-Jun-2016				22-Oct-1968	NA		1	0	1	0	ACB	
Mr.	R Kesavan	99999999	NED,ND		26-Apr-2019				04-Feb-1969	NA		1	0	1	0		Not Applicable
Ms.	Nalini Padmanabhan	01565909	ID		21-Dec-2021	21-Dec-2021		7	20-Jul-1964	NA		1	1	1	1	ACB, RMC	
Mr.	Dibakar Prasad Harichandan	02533662	ID		21-Mar-2022	21-Mar-2022		4	08-Jul-1970	NA		1	1	1	0	ACB, RMC, NRC	
Mr.	Venkatachalam Ramakrishna Iyer	02194830	ID		27-Jul-2016	27-Jul-2019		72	29-Apr-1954	NA		2	2	2	1	SRC, RMC, NRC	
Mr.	Bimal Prasad Sharma	06370282	ID		27-Jul-2019	27-Jul-2019		35	01-Aug-1956	NA		1	1	2	0	ACB, SRC, RMC	
Mr.	Karunakara Shetty	08994933	ID		30-Nov-2021	30-Nov-2021		7	01-Mar-1969	NA		1	1	2	0	ACB, SRC, RMC, 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 Regular 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	

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	
2	Debashish Mukherjee	ED	Member	19-Feb-2018	
3	A Manimekhalai	ED	Member	11-Feb-2019	03-Jun-2022
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	
7	Karunakara Shetty	ID	Member	30-Nov-2021	

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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
27-Jan-2022	04-Apr-2022	Yes	12	5
15-Feb-2022	06-May-2022	Yes	12	5
10-Mar-2022	24-Jun-2022	Yes	10	5
28-Mar-2022		Yes	11	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	48

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	19-Jan-2022		Yes	5	3
Audit Committee	27-Jan-2022		Yes	5	3
Audit Committee	10-Mar-2022		Yes	5	3
Audit Committee		21-Apr-2022	Yes	5	4
Audit Committee		06-May-2022	Yes	6	4
Audit Committee		30-May-2022	Yes	5	4
Nomination & Remuneration Committee		10-Jun-2022	Yes	3	3
Stakeholders Relationship Committee	09-Mar-2022		Yes	7	3
Risk Management Committee	28-Feb-2022		Yes	5	3
Risk Management Committee	28-Mar-2022		Yes	5	3
Risk Management Committee		05-May-2022	Yes	7	5
Risk Management Committee		24-Jun-2022	Yes	7	5

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	41

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:

<p>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. The Bank has placed the previous quarter report before the Board and the Board has noted the same.</p>

Name : **VINAY MOHTA**
Designation : **Company Secretary & Compliance Officer**