

CORPORATE GOVERNANCE – QUARTERLY REPORT

1. Name of Listed Entity : CANARA BANK
 2. Quarter ending : 31st March, 2018

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 – Non Executive	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 - Executive	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: - 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	Matam Venkata Rao	██████████ DIN-06930826	Executive Director	09.10.2017	3 years	Canara bank	Member – In Canara Bank - Audit Committee - Stakeholders Relationship Committee - Risk Management Committee	-
Shri	Debashish Mukherjee	██████████	Executive Director	19.02.2018	3 years	Canara Bank	Member – In Canara Bank - Risk Management Committee - Stakeholders Relationship Committee	-
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	[REDACTED]	RBI – Nominee Director	Nominated on 23.02.2015	-	Canara Bank	Member - Audit Committee - Remuneration Committee	-
Shri	Krishnamurthy H	[REDACTED] DIN - 05329716	Shareholder Director – Non- Executive Director	27.07.2016	3years	Canara Bank	Member – - Stakeholder Relationship Committee - Risk Management Committee - Remuneration Committee	Chairman – Audit Committee
Shri	Venkatachalam Ramakrishna Iyer	[REDACTED] DIN-02194830	Shareholder Director– Non- Executive Director	27.07.2016	3years	Canara Bank Usha Martin Limited	Member - In Canara Bank - Risk Management Committee - Nomination and Remuneration Committee -Stakeholders Relationship Committee	Chairman – 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>
<p>1. Audit Committee</p> <p>(The constitution of Audit Committee is as per the RBI Guidelines.)</p>	<p>Shri. Krishnamurthy H</p> <p>Shri.T N Manoharan</p> <p>Shri Matam Venkata Rao</p> <p>Shri. Suchindra Misra</p> <p>Smt.Uma Shankar</p>	<p>Chairman – Shareholder Director -Non-Executive Director</p> <p>Non-Executive Director/ Chairman of Board</p> <p>Executive Director</p> <p>GOI- Nominee Director</p> <p>RBI – Nominee Director</p>
<p>2. Nomination & Remuneration Committee</p> <p>(The Reporting format provides for a singular committee. However, bank has two separate Committees viz., Nomination Committee and Remuneration Committee. Nomination Committee has been constituted as per the RBI Guidelines and Remuneration Committee has been formed as per the GOI Guidelines. The Chairman of the bank is chairing both the Committees.)</p>	<p>Remuneration Committee :</p> <p>Shri.T N Manoharan</p> <p>Shri.Suchindra Misra</p> <p>Smt.Uma Shankar</p> <p>Shri.Krishnamurthy H</p> <p>Shri.Venkatachalam Ramakrishna Iyer</p> <p>Nomination Committee :</p> <p>Shri. T N Manoharan</p> <p>Shri. Suchindra Misra</p>	<p>Chairman - Non-Executive Director/Chairman of Board</p> <p>GOI- Nominee Director</p> <p>RBI – Nominee Director</p> <p>Shareholder Director - Non-Executive Director</p> <p>Shareholder Director - Non-Executive Director</p> <p>Chairman - Non-Executive Director/Chairman of Board</p> <p>GOI- Nominee Director</p>
<p>3. Risk Management Committee(if applicable)</p> <p>(The Risk Management Committee has been constituted as per the RBI Guidelines).</p>	<p>Shri. T N Manoharan</p> <p>Shri. Rakesh Sharma</p> <p>Smt.P V Bharathi</p> <p>Shri Matam Venkata Rao</p> <p>Shri Debashish Mukherjee</p> <p>Shri. Krishnamurthy H</p> <p>Shri. Venkatachalam Ramakrishna Iyer</p>	<p>Chairman - Non-Executive Director/Chairman of Board</p> <p>MD & CEO</p> <p>Executive Director</p> <p>Executive Director</p> <p>Executive Director</p> <p>Shareholder Director - Non-Executive Director</p> <p>Shareholder Director - Non-Executive Director</p>
<p>4. Stakeholders Relationship Committee'</p> <p>(constituted as per Regulation 20 of SEBI(LODR) Regulation, 2015)</p>	<p>Shri. Venkatachalam Ramakrishna Iyer</p> <p>Smt. P V Bharathi</p> <p>Shri Matam Venkata Rao</p> <p>Shri Debashish Mukherjee</p> <p>Shri.Krishnamurthy H</p>	<p>Chairman-Shareholder Director - Non-Executive Director</p> <p>Executive Director</p> <p>Executive Director</p> <p>Executive Director</p> <p>Shareholder Director - Non-Executive Director</p>
<p>§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</p>		



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>	
27.10.2017 20.11.2017 26.12.2017	24.01.2018 06.02.2018 19.03.2018 26.03.2018	41 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 06.02.2018 to 19.03.2018 = 41 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 previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
24.01.2018 19.02.2018 09.03.2018 26.03.2018	Yes Yes Yes	27.10.2017 20.11.2017 26.12.2017	29 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 26.12.2017 to 26.03.2018 =29 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

- 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.



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 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>
 Name & Designation : GEORGE AUGUSTIN T AGM & COMPANY SECRETARY
 Date : 05.04.2018

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 – 2017-18

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
<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 *

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 Committee, 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.



**(GEORGE AUGUSTIN T)
Name & Designation**

Company Secretary / Compliance Officer

