

**CORPORATE GOVERNANCE – QUARTERLY REPORT**

1. Name of Listed Entity : CANARA BANK  
 2. Quarter ending : 30<sup>th</sup> September, 2016

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN <sup>s</sup> & 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	Member – Audit Committee (in Canara Bank)	Chairman – ACB (in Tech Mahindra). He is also the Chairman for RMC (in Tech Mahindra)  However, he is the Chairman for the following Committees : (in Canara Bank) -Risk Management Committee -Remuneration Committee -Nomination Committee
Shri	Rakesh Sharma	██████████ DIN – 06846594	MD&CEO	11.09.2015	Upto 31.07.2018	1. Canara Bank	-  However, he is a member in :  Risk Management Committee	-



Shri	Harideesh Kumar B	[REDACTED] DIN - 07167694	Executive Director	11.03.2015	Upto 31.05.2017	1. Canara Bank	Member – Audit Committee  Stakeholders Relationship Committee However, he is a member in :  Risk Management Committee	-
Shri	Dinabandhu Mohapatra	[REDACTED] DIN-07488705	Executive Director	22.01.2016	3 years	1. Canara Bank	Member – Audit Committee  Stakeholders Relationship Committee However, he is a member in :  Risk Management Committee	-
Smt	P V Bharathi	[REDACTED] DIN-06519925	Executive Director	15.09.2016	3 years	1. Canara Bank 2. Can Fin Homes Ltd.,	Member – in Canara Bank : Audit Committee  Stakeholders Relationship Committee However, she is also a member in : Risk Management Committee  Member - in Can Fin Homes : Nomination & Remuneration Committee	-  However, she is the Chairperson for Risk Management Committee in Can Fin Homes Ltd.,



Shri	Suchindra Misra	[REDACTED] DIN-01873568	GOI- Nominee Director	Nominated on 14.06.2016	-	1. Canara Bank	Member – Audit Committee  However, he is a member in :  Remuneration Committee Nomination Committee	-
Smt	Uma Shankar	[REDACTED]	RBI – Nominee Director	Nominated on 23.02.2015	-	1. Canara Bank	Member – Audit Committee  However, she is a member in :  Remuneration Committee	-
Shri	G V Manimaran	[REDACTED]	Officer Employee Director	03.01.2014	3 years	1. Canara Bank	-  However, he is a member in :  Nomination Committee	-
Shri	Sunil Hukumchand Kocheta	[REDACTED] DIN - 02951197	Non- Executive Director	06.12.2013	3 years	1 – Canara Bank	Member – Audit Committee  However, he is a member in :  Remuneration Committee	-



Shri	Mocherla Sairam Bhaskar	[REDACTED] DIN - 01430951	Non-Executive Director	05.12.2013	3 years	1. Canara Bank	- However, he is a member in : Risk Management Committee	-
Shri	Krishnamurthy H	[REDACTED] DIN - 05329716	Shareholder Director – Non-Executive Director	27.07.2016	3 years	1. Canara Bank	Member – Stakeholder Relationship Committee	Chairman – Audit Committee
Shri	Mahadev Nagendra Rao	[REDACTED] DIN - 01296161	Shareholder Director– Non-Executive Director	27.07.2016	3 years	1. Canara Bank	– However, he is a member in : Risk Management Committee Remuneration Committee	Chairman – Stakeholders Relationship Committee
Shri	Venkatachalam Ramakrishna Iyer	[REDACTED] DIN-02194830	Shareholder Director– Non-Executive Director	27.07.2016	3 years	1. Canara Bank 2. Usha Martin Limited	– However, he is a member in : Risk Management 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) REQUIREMENTS, 2015**

**02. THOUGH DIN IS NOT APPLICABLE (SINCE THE BANK IS NOT GOVERNED BY COMPANIES ACT, 2013), WE HAVE PROVIDED DIN NUMBERS 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**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
<p>1. Audit Committee</p> <p>(The constitution of Audit Committee is as per the RBI Guidelines.)</p>	<p>Krishnamurthy H T N Manoharan Harideesh Kumar B Dinabandhu Mohapatra P V Bharathi Suchindra Misra Uma Shankar Sunil Hukumchand Kocheta</p>	<p>Chairman – Shareholder Director -Non-Executive Director Non-Executive Director Executive Director Executive Director Executive Director GOI- Nominee Director RBI – Nominee Director Non-Executive Director</p>



2. Nomination & Remuneration Committee		Remuneration Committee :	
(The bank has two 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. Though the Chairman of the bank is chairing both the Committees, the members would be different for both the committees. Since there is no provision to bifurcate both the committees, we have provided the names accordingly).		T N Manoharan Suchindra Misra Uma Shankar Sunil Hukumchand Kocheta Mahadev Nagendra Rao	
		Chairman - Non-Executive Director GOI- Nominee Director RBI – Nominee Director Non-Executive Director Shareholder Director - Non-Executive Director	
		Nomination Committee :	
		T N Manoharan Suchindra Misra G V Manimaran	
		Chairman - Non-Executive Director GOI- Nominee Director Other than Workmen Director / Officer Director	
3. Risk Management Committee(if applicable)		T N Manoharan Rakesh Sharma Harideesh Kumar B Dinabandhu Mohapatra P V Bharathi Mocherla Sairam Bhaskar Mahadev Nagendra Rao Venkatachalam Ramakrishna Iyer	
(The Risk Management Committee has been constituted as per the RBI Guidelines).		Chairman - Non-Executive Director MD & CEO Executive Director Executive Director Executive Director Non-Executive Director Shareholder Director - Non-Executive Director Shareholder Director - Non-Executive Director	
4. Stakeholders Relationship Committee'		Mahadev Nagendra Rao Harideesh Kumar B Dinabandhu Mohapatra P V Bharathi Krishnamurthy H	
(The Bank has constituted Stakeholder Relationship Committee as per the Listing Agreement)		Shareholder Director - Non-Executive Director Executive Director 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			
<b>III. Meeting of Board of Directors</b>			
<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>	
13.04.2016 17.05.2016 27.05.2016 20.06.2016	12.07.2016 25.07.2016 05.08.2016 29.08.2016 23.09.2016	21 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 20.06.2016 to 12.07.2016 = 21 days)	
<b>IV. Meeting of Committees - Audit Committee</b>			
<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>





12.07.2016	Yes	04.04.2016	20 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 21.06.2016 to 12.07.2016 = 20 days)
25.07.2016	Yes	27.05.2016	
23.09.2016	Yes	21.06.2016	

\* 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) <sup>refer note below</sup>
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.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - YES
  - Nomination & remuneration committee – YES
  - Stakeholders relationship committee - YES
  - Risk management committee (applicable to the top 100 listed entities) - YES
- 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
- 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
- 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:

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.

02. The Bank has placed the previous quarter Report before the Board and Board has noted the same.




Name & Designation : B NAGESH BABU ASSISTANT GENERAL MANAGER & COMPANY SECRETARY

Company Secretary / Compliance Officer / Managing Director / CEO

Date : 03.10.2016

कृते केनरा बैंक  
For CANARA BANK

  
सहायक महा प्रबंधक और कंपनी सचिव  
Assistant General Manager & Company Secretary


**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.





ANNEXURE III

**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		Compliance status (Yes/No/NA) <small>(refer note below)</small>
Broad heading	Regulation Number	
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
<b>Note</b> 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.		
<b>कृते केनरा बँक</b> <b>For CANARA BANK</b>		
 <b>सहायक महा प्रबन्धक-और कंपनी सचिव</b> <b>Assistant General Manager &amp; Company Secretary</b>		
<b>Name &amp; Designation : B NAGESH BABU ASSISTANT GENERAL MANAGER &amp; COMPANY SECRETARY</b>		
<b>Company Secretary / Compliance Officer / Managing Director / CEO</b>		

