

Ref :: SD:64/65/11/12::2024-25

29.04.2024

The Vice President BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001 Scrip Code: 532483	The Vice President Listing Department National Stock Exchange of India Ltd EXCHANGE PLAZA Bandra-Kurla Complex, Bandra [E] MUMBAI - 400 051 Scrip Code: CANBK
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report - Financial Year ended 31.03.2024

**Ref: Regulation 24A of the SEBI (LODR) Regulations, 2015 & SEBI Circular
CIR/CFD/CMD1/27/2019 dated February 08, 2019**

With reference to the subject, we hereby submit the Annual Secretarial Compliance Report of the Bank issued by **Shri. S Kedarnath, Practicing Company Secretary, Bengaluru**, for the Financial Year ended 31st March, 2024.

This is for your information and records.

Yours faithfully,

SANTOSH KUMAR BARIK
COMPANY SECRETARY & COMPLIANCE OFFICER

S KEDARNATH & ASSOCIATES

ANNUAL SECRETARIAL COMPLIANCE REPORT - REGULATION 24A(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF CANARA BANK FOR THE YEAR ENDED MARCH 31, 2024

I, Swayambhu Kedarnath, Company Secretary have examined:

- I. All documents and records made available to us and explanations provided by Canara Bank ("the listed entity")
 - a. the filings/ submissions made by the listed entity to the stock exchanges
 - b. website of the listed entity
 - c. any other document/filing, as may be relevant, which has been relied upon to make this certification for the year ended March 31, 2024 in respect of compliance with the provisions of:
 1. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 2. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")
- II. The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; The Bank has issued and allotted the under mentioned Debt instruments (Tier I Bonds) during the period of review as under:
 1. on September 27, 2023, issued and allotted 7.54% Non-Convertible, Taxable, Redeemable, Unsecured, Fully Paid-up Long-Term Bonds in the nature of debentures of face value of INR 1 Lakh each amounting to INR 5,000 Crores
 2. on November 29, 2023, issued and allotted 7.68% Unsecured, Taxable, Redeemable, Unsecured, Fully Paid-up Long-Term Bonds in the nature of debentures of face value of INR 1 Lakh each amounting to INR 5,000 Crores
 3. on December 11, 2023, aggregate total issue size not exceeding INR 3,500 Crores with a base issue size of INR 1,000 Crores and allotted 8.40% Non-Convertible, Taxable, Perpetual, Subordinated, Fully Paid Up, Unsecured Basel III Compliant Additional Tier I Bonds of face value INR 1 crore each amounting to INR 1,403 Crores; and
 4. on February 14, 2024, Aggregate Total Issue size not exceeding INR 2000 Crores with a base issue size of INR 500 Crores and allotted 8.40% Non-Convertible, Taxable, Perpetual, Subordinated, Fully Paid Up, Unsecured Basel III Compliant Additional Tier I Bonds of face value INR 1 crore each amounting to INR 2,000 Crores.
 - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

S Kedarnath & Associates

Address: No. 85, 004, Ground Floor, Ojus Apartments, 4th Main, 13th Cross, Malleswaram, Bengaluru Karnataka, India - 560003
Mobile: 9845283640 | Email: skedarnathassociates@gmail.com

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- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - 1. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006
 - 2. The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2015 as amended till date

Based on the above examination, I hereby report that, during the Review Period:

- a. As may be applicable during the financial year, the listed entity, has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/Remarks of the practicing Company Secretary	Management response	Remarks
None										

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/Remarks of the practicing Company Secretary	Management response	Remarks
None										

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Address: No. 85, 004, Ground Floor, Ojus Apartments, 4th Main, 13th Cross, Malleswaram, Bengaluru Karnataka, India - 560003
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c. The listed entity has complied with the requirement of Structured Digital Database (“SDD”) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) and I certify that:

1. The Bank has a Structured Digital Database in place
2. Control exists as to who can access the SDD
3. All the Unpublished Price Sensitive Information (“UPSI”) disseminated has been captured in the Database
4. The system has captured nature of UPSI along with date and time
5. The database has been maintained internally and an audit trail is maintained
6. The database is non-tamper able and has the capability to maintain the records for 8 years.

I would like to report that the following non-compliance(s) was observed during the review period and the remedial action(s) taken along with timelines in this regard: Nil

For S Kedarnath & Associates

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Digitally signed by S KEDARNATH & ASSOCIATES
DN: cn=S KEDARNATH & ASSOCIATES, o=S KEDARNATH & ASSOCIATES, email=S KEDARNATH & ASSOCIATES@skedarnathassociates.com, c=IN
Date: 2024.04.29 12:25:35 +05'30'

Swayambhu Kedarnath

M. No.: F3031 | CoP No.: 4422

ICSI FRN: S2010KR128100

ICSI PRN: 1437/2021

ICSI UDIN: F003031F000263687

Date: April 29, 2024

Place: Bengaluru

S Kedarnath & Associates

Address: No. 85, 004, Ground Floor, Ojus Apartments, 4th Main, 13th Cross, Malleswaram, Bengaluru Karnataka, India - 560003

Mobile: 9845283640 | Email: skedarnathassociates@gmail.com

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Annexure I - Additional Affirmations

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Not applicable	The Companies Act, 2013 is not applicable to the Company.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Not applicable
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Not applicable
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Not applicable	The Companies Act, 2013 is not applicable to the Company.
5.	<p><u>To examine details related to subsidiaries of listed entities:</u></p>	Yes	Not applicable

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Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations Remarks by PCS* /
	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not applicable
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not applicable
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Not applicable
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not applicable
10.	<u>Prohibition of Insider Trading:</u>	Yes	Not applicable

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Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations Remarks by PCS*
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Not applicable
12.	<u>Additional non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	Not applicable

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

For S Kedarnath & Associates

SWAYAMBU
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Digitally signed by SWAYAMBU KEDARNATH
 DN: cn=S KEDARNATH,
 o=S KEDARNATH, ou=S KEDARNATH, email=S.KEDARNATH@SKEDARNATHASSOCIATES.COM, postalCode=560003, streetName=13th Cross, serialNumber=1, c=IN
 Agreement: 302 16th Main 13th Cross Chhatrapati Muz
 Bangalore
 SWAYAMBU - S.KEDARNATH@SKEDARNATHASSOCIATES.COM,
 serialNumber=1, email=S.KEDARNATH@SKEDARNATHASSOCIATES.COM,
 postalCode=560003, streetName=13th Cross, serialNumber=1,
 cn=S KEDARNATH, ou=S KEDARNATH, o=S KEDARNATH, email=S.KEDARNATH@SKEDARNATHASSOCIATES.COM,
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019

SL. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Yes	N K Bhargava & Co, New Delhi and Rao & Emmar, Bengaluru have vacated the office on completion of their term.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive</p>	Not applicable	Since auditor's term is completed, such information is not required

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	<p>such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the	Not applicable	Since auditor's term is completed, such

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Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated October 18, 2019.		information is not required
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*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

For S Kedarnath & Associates

SWAYAMBHU
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KEDARNATH

Digitally signed by Swayambhu Kedarnath
DN: cn=Swayambhu Kedarnath, o=Swayambhu
Kedarnath & Associates, ou=Kedarnath & Associates,
email=skedarnathassociates@gmail.com, c=IN
Date: 2024.04.29 12:52:31 +0530

Swayambhu Kedarnath

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Date: April 29, 2024

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