

Ref :: SD:1038/1039/11/12::2020

May 29, 2020

The Vice President The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, MUMBAI – 400 001	The Vice President Listing Department National Stock Exchange of India Ltd EXCHANGE PLAZA Bandra-Kurla Complex, Bandra [E] MUMBAI 400051
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Dear Sir,

Subject : Annual Secretarial Compliance Report – Financial Year ended 31.03.2020
**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 **S Viswanathan, Practicing Company Secretary, Bengaluru**, for the Financial Year ended 31st March, 2020.

This is for your information and records.

~~Yours faithfully,~~

केनरा बैंक
For CANARA BANK



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

**VINAY MOHTA
COMPANY SECRETARY**

SE



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S. VISWANATHAN
COMPANY SECRETARY IN PRACTICE

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17th 'A' Cross, 10th 'A' Main
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SECRETARIAL COMPLIANCE REPORT OF CANARA BANK FOR THE YEAR ENDED 31ST MARCH, 2020

I have examined:

- a) All the documents and records made available to us and explanation provided by CANARA BANK ("the Listed Entity")
- b) The filings/submissions made by the listed entity to the Stock Exchanges,
- c) Website of the listed entity,
- d) Any other document/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of :

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) 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");

The specific Regulations including Amendments thereof, if any, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- *During the review period, the Bank has, on 04.12.2019, allotted 27,69,88,576 (Twenty seven crore Sixty nine lakhs Eighty eight thousand Five hundred and Seventy six only) equity shares of face value of Rs.10/- each at an Issue Price of Rs.237.23 (including premium of Rs.227.23) per share aggregating to Rs 6571 Crore to Government of India(GOI), Promoter of the Bank, towards capital infusion by GOI by way of preferential allotment, in accordance with the applicable provisions.*
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take over) Regulations 2011
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018





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- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- *During the review period, the Bank has on 11.03.2020, issued and allotted 7.18% Unsecured Rated Listed Subordinated Non Convertible Fully Paid Up Taxable Redeemable Basel III Compliant Tier II Bonds - Series I 2019-20 Bonds amounting to Rs 3000 Crores.*
- f) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013.
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015-
- h) The Securities and Exchange Board of India (Banker to Issue) Regulations, 1994
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- j) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

Sr.no	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
	Nil	Nil	Nil

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.





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- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ guidelines issued thereunder:

Sr. no	Action taken by	Details of Violation	Details of action taken e.g. Fines, warning letter, debarment etc	Observations/remarks of the Practicing Company Secretary, if any.
	Nil	Nil	Nil	Nil

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended.. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Nil	Nil	Nil	Nil

Place: Bengaluru
Date: 29/May/2020


S Viswanathan
Practicing Company Secretary
ACS No: 5284
CP No: 5284
UDIN: A005284B000294848

S. VISWANATHAN
Company Secretary
C.P. No. 5284